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Securities Code: 6995

May 27, 2026

Dear Shareholders:

Hiroyoshi Ninoyu,
Representative Director and President
TOKAI RIKA CO., LTD.
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

Notice of the 79th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 79th Ordinary General Meeting of Shareholders of TOKAI RIKA CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the information contained in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically) has been made available electronically and is posted online on the following websites. We kindly request that you visit these websites to review the information.

Company Website

<https://www.tokai-rika.co.jp/investors/soukai.html> (in Japanese)

Websites for posting materials related to the General Meeting of Shareholders

<https://d.sokai.jp/6995/teiji/> / <https://d.sokai.jp/6995/teiji/> (in Japanese)

TSE Website (Tokyo Stock Exchange Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the TSE Website above and enter either the company name (TOKAI RIKA) or the securities code (6995) and press Search. Click “Basic information,” and select “Documents for public inspection/PR information.” Then check the [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] under “Filed information available for public inspection.”

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Thursday, June 11, 2026 (Japan Time).

1. **Date and Time:** Friday, June 12, 2026, at 10:00 a.m.
2. **Venue:** Head Office of the Company
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

3. Meeting Agenda

Reports

1. The Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 79th fiscal year (from April 1, 2025 to March 31, 2026)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Resolutions

- | | |
|-----------------------|---|
| Proposal No. 1 | Election of Six (6) Directors |
| Proposal No. 2 | Election of One (1) Audit & Supervisory Board Member |
| Proposal No. 3 | Election of One (1) Substitute Audit & Supervisory Board Member |
| Proposal No. 4 | Payment of Bonuses to Directors |
| Proposal No. 5 | Revision of Remuneration Amount of Directors |

- For this General Meeting of Shareholders, the Company will send a paper-based document of the matters to be provided electronically, regardless of whether such a request was made. Pursuant to provisions of laws and regulations and Article 17 of the Company's Articles of Incorporation, the Consolidated Statements of Changes in Equity, the Notes to Consolidated Financial Statements, the Non-Consolidated Statements of Change in Equity, and the Notes to Non-Consolidated Financial Statements will be omitted from the paper-based document sent to shareholders, and will instead be posted on the above-mentioned websites. As such, the Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements included in the paper-based document are part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members in creating the audit report.
- If there are any amendments to the matters to be provided electronically, a notice of the amendments and the matters before and after the amendments will be posted on the above-mentioned websites.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Six (6) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all six (6) currently serving Directors will expire. Therefore, the Company proposes the election of six (6) Directors.

Before submitting this proposal to this Ordinary General Meeting of Shareholders, the Nomination Committee, which is chaired by an Outside Director, has deliberated and reported on the matter.

The candidates for Director are as follows:

| Candidate No. | | Name | | Current position |
|---------------|--------------|------------------|--|---|
| 1 | Reelection | Hiroyoshi Ninoyu | | Director, Member of the Board, President |
| 2 | Reelection | Masahiko Sato | | Director, Member of the Board, Executive Vice President |
| 3 | Reelection | Katsuyuki Imaeda | | Director, Member of the Board, Corporate Officer |
| 4 | Reelection | Minako Miyama | Outside Director Independent Director | Director, Member of the Board |
| 5 | Reelection | Kazushi Ambe | Outside Director Independent Director | Director, Member of the Board |
| 6 | New election | Yoshiyuki Miyabe | Outside Director Independent Director | — |

| Candidate No. | Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|---------------|---|--|--------------------------------------|
| 1 | Hiroyoshi Ninoyu (January 2, 1962) Reelection | <p>Apr. 1984 Joined Toyota Motor Corporation</p> <p>Apr. 2017 Managing Officer</p> <p>Jan. 2020 Executive Vice President of the Company</p> <p>June 2020 Representative Director and President (current position)</p> <p>[Reasons for the nomination as a candidate for Director] Hiroyoshi Ninoyu has experience at Toyota Motor Corporation, having been engaged at overseas production divisions and production control divisions, and also in vehicle production plant management. Since June 2020, he has utilized his abundant experience and expertise to lead the management team as Representative Director and President of the Company. We request his election as Director.</p> | 39,100 shares |
| 2 | Masahiko Sato (October 31, 1962) Reelection | <p>Apr. 1985 Joined the Company</p> <p>June 2009 General Manager of Sales Division I</p> <p>June 2013 Associate Director</p> <p>June 2016 Corporate Officer</p> <p>June 2018 Director, Member of the Board (retired in June 2020)</p> <p>Apr. 2023 Executive Vice President (current position)</p> <p>June 2023 Director, Member of the Board</p> <p>June 2024 Representative Director (current position)</p> <p>[Reasons for the nomination as a candidate for Director] Masahiko Sato has worked in the Sales and Business Planning Divisions of the Company and has been involved in launching and running businesses overseas, having extensive experience and a track record in the Company's overall business. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p> | 24,400 shares |
| 3 | Katsuyuki Imaeda (June 26, 1966) Reelection | <p>Apr. 1990 Joined the Company</p> <p>June 2016 General Manager of Security Production Engineering Division, Security Business Group</p> <p>Apr. 2019 Corporate Officer</p> <p>Jan. 2020 Higher Senior Management</p> <p>Apr. 2021 Corporate Officer (current position)</p> <p>June 2024 Director, Member of the Board (current position)</p> <p>[Responsibility] General Manager of Production Engineering Center, responsible for CN/CE Promote Strategy Dept., responsible for Digital Transformation Promotion Dept.</p> <p>[Reasons for the nomination as a candidate for Director] Katsuyuki Imaeda has extensive expertise and track record in manufacturing mainly in the Production Engineering Divisions of the Company. He has served as General Manager of Production Engineering Center since April 2021 and is responsible for leading the Production Engineering Divisions. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p> | 12,200 shares |

| Candidate No. | Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|---------------|---|--|--------------------------------------|
| 4 | Minako Miyama (January 15, 1962) Reelection Outside Director Independent Director | <p>Apr. 1986 Joined Dai Nippon Printing Co., Ltd.</p> <p>July 2014 General Manager of Recruiting and Training Dept.</p> <p>June 2018 Corporate Officer</p> <p>June 2021 Director</p> <p>June 2022 Outside Director, Member of the Board of the Company (current position)</p> <p>June 2024 Managing Director of Dai Nippon Printing Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Managing Director of Dai Nippon Printing Co., Ltd.</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] In addition to her experience in the research and planning development divisions at Dai Nippon Printing Co., Ltd., Minako Miyama has a proven track record as a leader in human resource development and ensuring diversity. We request her election as Outside Director as we expect that she will provide advice on management reform from an objective and scientific viewpoint by utilizing her extensive experience, knowledge and insight.</p> | 600 shares |
| 5 | Kazushi Ambe (April 23, 1961) Reelection Outside Director Independent Director | <p>Apr. 1984 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>Oct. 2001 VP of Sony Ericsson Mobile Communications AB</p> <p>Apr. 2006 SVP of Sony Corporation of America</p> <p>Nov. 2014 Corporate Executive and SVP of Sony Corporation</p> <p>June 2018 Executive Vice President and Corporate Executive Officer</p> <p>June 2020 Senior Executive Vice President and Corporate Executive Officer</p> <p>Apr. 2021 Senior Executive Vice President and Corporate Executive Officer of Sony Group Corporation</p> <p>June 2024 Outside Director, Member of the Board of the Company (current position)</p> <p>Apr. 2025 Senior Advisor of Sony Group Corporation (current position)</p> <p>Apr. 2026 Outside Director of ARCHION Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Advisor of Sony Group Corporation, Outside Director of ARCHION Corporation</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] In addition to his experience in human resources and general affairs divisions at Sony Group Corporation, Kazushi Ambe has experience in managing an overseas subsidiary of the company. We request his election as Outside Director as we expect that he will utilize his extensive and abundant experience, expertise and insight by supervising and providing advice concerning management in general, with a focus on human resources strategy and organizational reform.</p> | 1,000 shares |

| Candidate No. | Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|---------------|--|---|--------------------------------------|
| 6 | Yoshiyuki Miyabe (December 5, 1957) New election Outside Director Independent Director | <p>Apr. 1983 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corporation)</p> <p>Apr. 2008 Officer, in charge of Digital Network Software Technology</p> <p>June 2011 Managing Director, in charge of Technology of Panasonic Corporation (currently Panasonic Holdings Corporation)</p> <p>Apr. 2013 President of AVC Networks Company</p> <p>Apr. 2014 Representative Director, Senior Managing Officer</p> <p>June 2017 Senior Managing Executive Officer, Chief Technology Officer (CTO), Chief Manufacturing Officer (CMO), Chief Quality Officer (CQO), Chief Procurement Officer (CPO), and Chief Information Officer (CIO)</p> <p>Apr. 2021 Executive Officer in charge of Representative of Tokyo, Corporate Affairs, Olympic and Paralympic Games Tokyo 2020 Enterprise, and Solution Partner</p> <p>Apr. 2022 Executive Vice President of Panasonic Holdings Corporation</p> <p>June 2022 Director, Executive Vice President</p> <p>June 2022 Outside Director of West Japan Railway Company (current position)</p> <p>Apr. 2023 Trustee of University Public Corporation Osaka (current position)</p> <p>June 2025 Advisor of Panasonic Holdings Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of West Japan Railway Company, Trustee of University Public Corporation Osaka</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] Yoshiyuki Miyabe has extensive experience in research and development, as well as digital and technology fields at Panasonic Holdings Corporation, along with experience in the management of a group company. We request his election as Outside Director as we expect that he will utilize his extensive and abundant experience, expertise and insight by supervising and providing advice concerning management in general, with a focus on technological strategies and DX promotion.</p> | 0 shares |

- (Notes)
1. Minako Miyama serves concurrently as a director of Dai Nippon Printing Co., Ltd., which has a commercial relationship with the Company. There is no special interest between each of the other candidates and the Company.
 2. Minako Miyama, Kazushi Ambe, and Yoshiyuki Miyabe are candidates for Outside Director. The Company has registered Minako Miyama and Kazushi Ambe with the Tokyo Stock Exchange and the Nagoya Stock Exchange as Independent Director pursuant to the rules of each Stock Exchange, and the Company plans to maintain such registration if they are reelected. Yoshiyuki Miyabe also satisfies the requirements for Independent Director pursuant to the rules of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to register him as an Independent Director if he is elected.
 3. At the conclusion of this Ordinary General Meeting of Shareholders, the tenures of Minako Miyama and Kazushi Ambe as Outside Director will have been four (4) years and two (2) years, respectively.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Directors as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Director. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.

5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of Minako Miyama and Kazushi Ambe to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of their liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Minako Miyama and Kazushi Ambe are reelected, the Company plans to renew the aforementioned agreements with each of them. Furthermore, if Yoshiyuki Miyabe is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Yoshiyuki Miyabe to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

Proposal No. 2 Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Toshiki Akita passed away on December 25, 2025, and retired from his position as Audit & Supervisory Board Member on the same date. Therefore, the Company proposes the new election of one (1) Audit & Supervisory Board Member.

For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained.

The candidate for Audit & Supervisory Board Member is as follows:

| Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|--|--|--|
| Hiroaki Shimizu (April 9, 1966) New election | Apr. 1989 Joined Toyota Motor Corporation Jan. 2019 Vice President of Toyota Motor (China) Investment Co., Ltd. Apr. 2021 Executive Vice President Jan. 2023 Project General Manager, Finance & Accounting Div., Business Administration Group of the Company (seconded) Apr. 2023 General Manager, Finance & Accounting Div., Profit Optimization Group (current position) Apr. 2026 Transferred to the Company [Reasons for the nomination as a candidate for Audit & Supervisory Board Member] Hiroaki Shimizu has been engaged in operations centered on accounting and corporate finance at Toyota Motor Corporation for many years, and he possesses extensive experience and specialized expertise in domestic and international business operations and corporate management, including his period of secondment to the Company. We request his election as Audit & Supervisory Board Member as we expect that he will leverage this experience and expertise in the auditing at the Company, and contribute to ensuring the propriety of business execution and the soundness of management. | 0 shares |

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.

Proposal No. 3 Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Outside Audit & Supervisory Board Member to prepare for shortages in the number of Audit & Supervisory Board Members stipulated by the law. This proposal is to request the election of two (2) substitutes for Yoshinori Yamada and Akihiro Deshimaru, current Outside Audit & Supervisory Board Members. When a substitute assumes the role of Audit & Supervisory Board Members, their term will be the remaining term of their predecessor. For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained. The candidate for Substitute Audit & Supervisory Board Member is as follows:

| Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|--|---|--|
| <p style="text-align: center;">Chikako Takeuchi (July 5, 1975) Outside Audit & Supervisory Board Member Independent Director</p> | Oct. 2006 Joined Okuno & Partners (Registered as an attorney at law at Tokyo Bar Association) | 0 shares |
| | Jan. 2013 Partner of Seirin Sogo Law Offices (Registered as an attorney at law at Aichi Bar Association) | |
| | Feb. 2017 Partner of Olympia Law Office (current position) | |
| | Dec. 2017 Member of the Ichinomiya City Equity Commission (current position) | |
| | Aug. 2018 Manager of Aichi Council for Small and Medium Enterprise Revitalization (currently Small and Medium Enterprise Activation Council) | |
| | Apr. 2023 Vice President of the Aichi Bar Association | |
| | Oct. 2024 Member of the Aichi Prefecture Information Disclosure Review Board (current position) | |
| Apr. 2026 Conciliation Commissioner of the Nagoya Family Court (current position) | | |
| <p>[Reasons for the nomination as a candidate for Substitute Outside Audit & Supervisory Board Member]</p> <p>While Chikako Takeuchi does not have experience in being directly involved in company management, she has served as a lawyer for many years, and we request her election as substitute Outside Audit & Supervisory Board Member to have her abundant experience, and high level of expertise reflected in the auditing at the Company.</p> | | |

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Chikako Takeuchi is a candidate for Substitute Outside Audit & Supervisory Board Member. She meets the requirements for Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if her election is approved under this proposal and she assumes the position of Audit & Supervisory Board Member, she will be registered as an Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
 3. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office. If the election of Chikako Takeuchi under this proposal is approved and she assumes the role of Audit & Supervisory Board Member, she will be insured under the applicable insurance agreement.
 4. Furthermore, if the election of Chikako Takeuchi is approved under this resolution and she is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Chikako Takeuchi to limit her liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of her liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

(Reference)

Director and Audit & Supervisory Board Member Skill Matrix (After the Ordinary General Meeting of Shareholders on June 12, 2026)

The following chart denotes the skills and experience the Company expects each Director and Audit & Supervisory Board Member to demonstrate. It does not show all skills or experience of each member.

| | Name | Gender | Corporate management/governance | Technology development | SDGs | | IT/DX | Compliance | Overseas business | Manufacturing (Production engineering) | Sales | Finance |
|-----------|------------------|--------|---------------------------------|------------------------|-----------|-------------------|-------|------------|-------------------|--|-------|---------|
| | | | | | Diversity | Carbon neutrality | | | | | | |
| Directors | Hiroyoshi Ninoyu | Male | ○ | | ○ | ○ | ○ | ○ | ○ | ○ | | ○ |
| | Masahiko Sato | Male | ○ | | ○ | ○ | ○ | | ○ | | ○ | ○ |
| | Katsuyuki Imaeda | Male | ○ | ○ | | ○ | ○ | | | ○ | | |
| | Minako Miyama | Female | ○ | ○ | ○ | | ○ | ○ | | | | |
| | Kazushi Ambe | Male | ○ | | ○ | | | ○ | ○ | | ○ | ○ |
| | Yoshiyuki Miyabe | Male | ○ | ○ | | ○ | ○ | ○ | ○ | ○ | | |

| | | | | | | | | | | | | |
|-----------------------------------|-------------------|------|---|---|---|---|---|---|---|---|---|---|
| Audit & Supervisory Board Members | Toshiaki Tsuchiya | Male | ○ | | ○ | ○ | | ○ | ○ | | ○ | |
| | Hiroaki Shimizu | Male | ○ | | | | ○ | ○ | ○ | | | ○ |
| | Yoshinori Yamada | Male | ○ | | | | | ○ | | | | ○ |
| | Akihiro Deshimaru | Male | ○ | ○ | | ○ | | | ○ | ○ | | |

Reasons for selection of skills

| | |
|--|--|
| Corporate management/governance | As the business environment changes, it is necessary to exercise appropriate decision-making and supervisory functions from the perspective of achieving sustainable growth and improving corporate value. |
| Technology development | In order to contribute to the realization of a sustainable society as outlined in the Mid-Term Business Plan, it is necessary to promote the strengthening of existing technologies and development of new technologies. |
| Diversity | We consider this as an important part of our human resources strategy, and it is necessary to promote the creation of systems, awareness, and a culture in which diverse human resources can play active roles. |
| Carbon neutrality | In order to achieve net-zero CO2 emissions by 2050, it is necessary to promote initiatives in all directions, towards “Carbon Neutral,” “Circular Economy,” and “Nature Positive.” |
| IT/DX | In order to maintain the company’s competitiveness, it is necessary to promote digital transformation within the company and the use of digital technology. |
| Compliance | In order to be a company that executes thorough compliance with laws and regulations and is trusted by all stakeholders, it is necessary to ensure thorough compliance. |
| Overseas business | In order to maintain competitiveness in the global market and realize an international growth strategy, it is necessary to have a global perspective and viewpoint. |
| Manufacturing (Production engineering) | In order to continue to provide customers with safe and high-quality products and services, it is necessary to constantly promote efforts to improve and increase productivity. |
| Sales | In order to accurately respond to diversifying customer needs, it is necessary to promote market analysis and the planning and execution of sales strategies. |
| Finance | In order to promote growth investments aimed at improving corporate value and to realize appropriate shareholder returns, it is necessary to conduct accurate financial reporting and promote the formulation of capital policies and structures based on management strategies. |

Proposal No. 4 Payment of Bonuses to Directors

The Company proposes to pay bonuses to three (3) Directors, excluding Outside Directors, who were incumbent at the end of the 79th fiscal year in the total amount of 50,570,300 yen based on the policy below, which was determined by the Board of Directors.

The submission of this proposal to this Ordinary General Meeting of Shareholders was deliberated and reported on by the Remuneration Committee, which is chaired by an Outside Director, and was concluded to be appropriate.

(Reference) Policy on Determining Bonuses

A proposal for the bonus amount for each Director (excluding Outside Directors) will be prepared based on factors such as consolidated operating income, which reflects the fundamental results of sales activities as a company, the business environment, the amount of bonuses paid to employees and the evaluation of each individual Director's activity, and decided by the Board of Directors upon deliberation and reporting by the Remuneration Committee, which is chaired by an Outside Director and was established as an advisory organization for the Board of Directors for the purpose of enhancing independence and transparency of decisions made by the Board of Directors, and receiving approval for the total amount of bonus payments at the General Meeting of Shareholders.

The composition of remuneration for Directors incumbent at the end of the current fiscal year is as set forth in the table below.

| | Basic remuneration | Performance-linked remuneration | |
|------------|--|---|-------------------------------|
| | | Bonus | Share-based remuneration |
| Present *1 | Up to 40 million yen per month (of which, within 4 million yen for Outside Directors) | The amount to be paid is determined at the General Meeting of Shareholders. *2 | Up to 70 million yen per year |

(Notes)

*1. If Proposal No. 5 is approved and adopted as originally proposed, the remuneration for Directors from the next fiscal year onward will be as set forth in Proposal No. 5.

*2. If Proposal No. 4 is approved and adopted as originally proposed, the total amount of bonuses to be paid to the three (3) Directors, excluding Outside Directors, who were incumbent at the end of the current fiscal year will be 50,570,300 yen.

Proposal No. 5 Revision of Remuneration Amount of Directors

The amount of remuneration for the Company’s Directors was approved as follows: the basic remuneration (monthly remuneration) of up to 40 million yen per month was approved at the 68th Ordinary General Meeting of Shareholders held on June 10, 2015 (of which, the upper limit of the total remuneration of Outside Directors was set up to 4 million yen per month at the 73rd Ordinary General Meeting of Shareholders held on June 10, 2020.); the remuneration for the allotment of transfer restricted shares of up to 70 million yen per year (the total number of shares to be allotted to the Company’s Directors (excluding Outside Directors) shall be up to 70,000 shares in total per year) was approved at the 78th Ordinary General Meeting of Shareholders held on June 13, 2025; and the total amount of bonuses has been approved at each year’s Ordinary General Meeting of Shareholders.

In order to promote initiatives aimed at enhancing corporate value over the medium to long term and to realize a competitive remuneration level, the Company has decided to review its remuneration system. Accordingly, the Company proposes to change the determination of the amount of remuneration for Directors from a monthly basis to an annual basis, and to set the total amount of remuneration for Directors, including bonuses, at up to 530 million yen per year (of which the amount for Outside Directors shall be up to 75 million yen per year).

If this proposal is approved, the composition of remuneration for Directors will be as shown in the “After Revision” column in the table below.

Within the scope of the total amount of remuneration, the Company will provide basic remuneration as fixed remuneration to Directors (including Outside Directors), and bonuses as performance-linked remuneration to Directors (excluding Outside Directors).

The basic remuneration and bonuses will each be determined by the Board of Directors within the above-mentioned total remuneration limits, following deliberation and reporting by the Remuneration Committee, which is chaired by an Outside Director and established as an advisory body to the Board of Directors to enhance the independence and transparency of decisions made by the Board of Directors. The basic remuneration will be determined by taking into account the responsibilities of Directors, the salary levels of employees, and the levels of other companies. Bonuses will be determined based on consolidated operating income, which reflects the fundamental results of sales activities as a company, the business environment, the amount of bonuses paid to employees, and the evaluation of each individual Director’s activity.

The amount of remuneration for Directors shall not include remuneration for duties as an employee for Directors who concurrently serve as employees.

In addition, after deliberations and recommendations by the Remuneration Committee, the Company has revised the “Policy on Determining Director Remuneration” at the Board of Directors meeting held on May 15, 2026, on the condition that this proposal is approved and adopted as originally proposed at this Ordinary General Meeting of Shareholders. The summary of the policy on determining the amount of remuneration, etc. for Directors under the revised “Policy on Determining Director Remuneration” is as described in the “(Reference)” section of this proposal. The Company has determined that this proposal is in line with the revised “Policy on Determining Director Remuneration” and appropriate.

If Proposal No. 1 is approved and adopted as originally proposed, the number of Directors who will be eligible for payment will be six (6) (including three (3) Outside Directors).

The revision of the total remuneration limit for Directors and the operation of paying bonuses to Directors (excluding Outside Directors) within such total remuneration limit will be applied from the remuneration for the fiscal year ending March 31, 2027.

(The proposed amendment is underlined)

| | Basic remuneration | Performance-linked remuneration | |
|----------------|--|--|-------------------------------|
| | | Bonus | Share-based remuneration |
| Present | Up to 40 million yen per month (of which, within 4 million yen for Outside Directors) | The amount to be paid is determined at the General Meeting of Shareholders. *1 | Up to 70 million yen per year |
| After revision | | <u>Up to 530 million yen per year</u> (of which, within <u>75 million yen for Outside Directors</u> *2) | |

(Notes)

- *1. If Proposal No. 4 is approved and adopted as originally proposed, the total amount of bonuses to be paid to the three (3) Directors, excluding Outside Directors, who were incumbent at the end of the current fiscal year will be 50,570,300 yen.
- *2. Only basic remuneration will be paid to Outside Directors.

(Reference)

Summary of the Policy for Determining the Amount of Remuneration, etc. for Directors, in the event that Proposal No. 5 is approved as originally proposed

<Basic Policy>

As the basic policy on remuneration, the Company has established a remuneration structure that motivates Directors to improve performance and contributes to the long-term enhancement of corporate value, in order to meet the expectations of our shareholders. In addition, remuneration levels are determined based on standards by position, taking into account the extent of each Director's responsibilities. The Company's remuneration system consists of basic remuneration (monthly remuneration), short-term incentives (bonuses), and medium- to long-term incentives (transfer restricted share remuneration). The remuneration ratio for Directors is set such that, based on the standard amount for the President, the ratio is approximately 50% for monthly remuneration, 20% for bonuses, and 30% for shares.

Monthly remuneration, bonuses, and transfer restricted share remuneration for Directors are determined by the Board of Directors following deliberation and recommendations by the Remuneration Committee, which is chaired by an Outside Director and established as an advisory body to the Board of Directors to enhance the independence and transparency of decisions made by the Board of Directors.

<Monthly Remuneration>

The monthly remuneration of each Director is determined based on their responsibilities, the salary levels of employees, levels at other companies, and an evaluation of each Director's role performance.

<Bonuses>

The bonus amount for each Director (excluding Outside Directors) is determined based on year-on-year changes in consolidated operating income, which reflects the fundamental results of sales activities as a company, as well as the business environment, the amount of bonuses paid to employees, and the evaluation of each individual Director's activity.

<Transfer Restricted Share Remuneration>

The share-based remuneration (transfer restricted share remuneration plan) for each Director (excluding Outside Directors) is intended to encourage initiatives aimed at improving the Company's medium- to long-term corporate value, and to promote management from the same perspective as shareholders with a stronger sense of responsibility as management executives. The amount and number of shares are determined taking into account the business environment and levels at other companies.

The composition of remuneration for Directors under the revised "Policy on Determining Director Remuneration" is as set forth in the table below.

| Basic remuneration | Performance-linked remuneration | |
|---|---------------------------------|-------------------------------|
| | Bonus | Share-based remuneration |
| Up to 530 million yen per year (of which, within 75 million yen for Outside Directors *) | | Up to 70 million yen per year |

(Note)

* Only basic remuneration will be paid to Outside Directors.

Information

Information on Corporate Officers

The Corporate Officers to be in office following the conclusion of this Ordinary General Meeting of Shareholders are as follows:

| Name | Position, responsibility, and significant concurrent positions outside the Company following the conclusion of this Ordinary General Meeting of Shareholders |
|--------------------|---|
| Hiroyoshi Ninoyu | President |
| Masahiko Sato | Executive Vice President |
| Katsuyuki Imaeda | Corporate Officer, General Manager of Production Engineering Center, responsible for CN/CE Promote Strategy Dept., responsible for Digital Transformation Promotion Dept. |
| Taketoshi Sakurai | Corporate Officer, General Manager of Electronics Business Center, responsible for Energy Storage Systems Business Preparation Dept. [Significant concurrent positions outside the Company] Director and President of TOKAI RIKA ADVANCED CO., LTD. |
| Koichiro Yamagishi | Corporate Officer, General Manager of Quality Assurance Center, responsible for Information Systems Div. |
| Satoru Ishida | Corporate Officer, General Manager of Sales Group |
| Sumikazu Sasaki | Corporate Officer, General Manager of Corporate Group, responsible for Diversity Promotion Div. |
| Yoshihiro Sato | Corporate Officer, General Manager of Plant Management Group |
| Eiji Kagohashi | Corporate Officer, General Manager of Profit Optimization Group, responsible for Investor Relations |
| Takehiko Ban | Corporate Officer, General Manager of New Business Center, responsible for Management Strategy Div. |