

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.  
In the event of any discrepancy between this document and the Japanese original, the original shall prevail.*

Securities code: 3106

June 6, 2025

To our shareholders:

Shinji Nishigaki

President

**KURABO INDUSTRIES LTD.**

7-1, Honmachi, Kurashiki, Okayama

(Osaka Head Office: 4-31, 2-chome, Kyutaro-machi, Chuo-ku, Osaka)

## **NOTICE OF THE 217th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby announce the 217th Ordinary General Meeting of Shareholders of KURABO INDUSTRIES LTD. (the “Company”), which will be held as indicated below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format (electronic provision measures matters) and posted them as the “NOTICE OF THE 217th ORDINARY GENERAL MEETING OF SHAREHOLDERS and informational materials for the general meeting of shareholders” on the Company’s website. Please access the Company’s website below to confirm the information.

The Company website:

<https://www.kurabo.co.jp/ir/shareholdersmeeting/> (in Japanese)

In addition to the Company’s website above, electronic provision measures matters are also made available on each of the following websites.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3106/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

(To confirm the information at the TSE website (Listed Company Search), please access the URL above, enter or search for the issue name (company name) or securities code, and select “Basic information” and “Documents for public inspection/PR information.”)

Given that you are able to exercise your voting rights beforehand without attending the meeting by doing so in writing or via the Internet, etc. **please take all possible efforts to exercise your voting rights beforehand.** When exercising your votes beforehand, the Company asks you to review the Reference Documents for the Ordinary General Meeting of Shareholders, read the Instructions for exercising voting rights on pages 3 to 4, and **exercise your voting rights by 6:00 p.m., Tuesday, June 24, 2025 (Japan Standard Time).**

## Meeting Details

**1. Date and Time:** Wednesday, June 25, 2025 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** KURASHIKI IVY SQUARE  
7-2, Honmachi, Kurashiki, Okayama

**3. Purposes:**

**Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 217th fiscal year (from April 1, 2024 to March 31, 2025) and Reports of Audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 217th fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus for the 217th Fiscal Year
- Proposal 2:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member
- Proposal 4:** Continuation of the Measures to Respond to a Large-Scale Purchase of Kurabo Shares, etc. (Takeover Response Policy)

**4. Other Matters Concerning the Meeting:**

- (1) If you do not indicate your approval or disapproval of the proposals in your vote, the Company will assume that you have voted in favor of the proposals.
- (2) If you exercise your voting rights more than once via the Internet, etc. the last exercise will be deemed valid.
- (3) If you exercise your voting rights both by mail and via the Internet, etc. the one exercised via the Internet, etc. will be deemed valid.
- (4) In the event that you exercise your voting rights diversely, you are required to send notice providing the details and reasons. Please note that you must ensure the notice arrives three (3) days prior to the day of the Ordinary General Meeting of Shareholders.

\* For those attending, please present the enclosed voting form at the reception desk on arrival at the meeting.

\* In the event that any revision is made to an electronic provision measures matter, a statement to that effect, and the matter before and after the revision will be posted on each of the above website on the Internet.

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**Instructions for exercising voting rights**

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**To institutional investors**  
Institutional investors may use the  
“Electronic Platform to Exercise Voting  
Rights” operated by ICJ, Inc.

**Exercising voting rights by mail**

**Deadline:** To be valid, votes must be received by 6:00 p.m., Tuesday, June 24, 2025 (Japan Standard Time)

**Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the form to us.**

If you do not indicate your approval or disapproval of the proposals, the Company will assume that you have voted in favor of the proposals.

**Exercising voting rights via the Internet**

**Deadline:** To be valid, votes must be received by 6:00 p.m., Tuesday, June 24, 2025 (Japan Standard Time)

**Please read the following page and indicate your vote of approval or disapproval of each proposal through the voting website.**

If you exercise your voting rights more than once via the Internet using a PC and a smartphone, etc., the last vote will be deemed valid.

- If you exercise your voting rights both by mail and via the Internet, etc. the one exercised via the Internet, etc. will be deemed valid.
- In the event that you exercise your voting rights diversely, you are required to send notice providing the details and reasons. Please note that you must ensure the notice arrives three (3) days prior to the day of the Ordinary General Meeting of Shareholders.

## Instruction for Exercise of Voting Rights via the Internet

### Scanning QR code

You can simply login to the voting website without entering your login ID and temporary password printed on the Voting Form.

1. Please scan the QR code located on the right side of the Voting Form.

\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Indicate your approval or disapproval by following the instructions on the screen.

### Entering login ID and temporary password

Voting Website:  
<https://evote.tr.mufg.jp/> (in Japanese)

1. Please access the Voting Website.

2. Enter your “login ID” and “temporary password” printed on the Voting Form.

3. Indicate your approval or disapproval by following the instructions on the screen.

**In case you need instructions for how to operate your personal computer/smartphone in order to exercise your voting rights via the Internet, please contact:**

**Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation**

**Tel: 0120-173-027**

(Toll free only from Japan / Hours: 9:00 a.m. to 9:00 p.m. JST)

**Instructions for Accessing Streamed Video  
After the 217th Ordinary General Meeting of Shareholders**

The matters reported on the day of the Ordinary General Meeting of Shareholders and other such content will be made available in video streaming format for a certain period of time via the Company's website (link below) as soon as possible upon conclusion of the meeting and once preparations are made.

We appreciate your understanding with respect to our need to film the meeting proceedings, and furthermore hope that shareholders who do not attend in person on the meeting day will take advantage of this access.

The Company's website (<https://www.kurabo.co.jp/ir/shareholdersmeeting/>) (in Japanese)

**<Period of online availability>**

From July 8, 2025, until October 31, 2025 (tentative)

Note: The period of online availability is subject to change due to certain circumstances.

**<Notes>**

- Shareholders are to assume all costs and charges incurred for online access to the content.
- Please note that we will take steps to ensure privacy and avoid filming shareholders in attendance when filming the meeting, and accordingly intend to edit the streamed video in cases where shareholders inadvertently appear in the footage.
- Online availability of the meeting footage is subject to change or cancellation due to certain circumstances.
- The streamed video to be posted after the meeting will be offered in Japanese only.

## **Reference Documents for the Ordinary General Meeting of Shareholders**

### **Proposals and Reference Matters**

#### **Proposal 1: Appropriation of Surplus for the 217th Fiscal Year**

The Company regards the return of profits to its shareholders as one of its key priorities, and continuous and stable distribution of dividend is basic policy. In order to determine a specific amount of the dividend, the Company takes into account comprehensively profit conditions, corporate strength and dividend payout ratio, etc. from medium-to long-term perspective. In accordance with the above policy, the year-end dividend for the 217th fiscal year is proposed to be ¥120.00 per share as follows, in consideration of the trend of business results and other factors. Accordingly, including the interim dividend of ¥60.00 per share, the annual dividend for the 217th fiscal year will be ¥180.00 per share, an ¥80.00 increase compared with the annual dividend for the previous fiscal year.

#### **Matters concerning the year-end dividend**

- i) Type of dividend property:  
Cash
- ii) Allocation of dividend assets to be paid to shareholders and total dividend amount:  
¥120.00 per share of common stock of the Company  
Total amount: ¥2,049,758,160
- iii) Effective date of dividends from surplus:  
June 26, 2025

**Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

As the term of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) is to expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes to elect seven (7) Directors.

The candidates for Director are as follows.

Nomination of the candidates for Director has been decided based on reports from the Nomination and Remuneration Advisory Committee, which the Company voluntarily established.

No.	Name	Current positions and areas of responsibility in the Company	Board of Directors Meeting Attendance
1	Haruya Fujita Reelection	Representative Director, Chairman of the Board	14/14 (100%)
2	Shinji Nishigaki Reelection	Representative Director, President	14/14 (100%)
3	Toshio Baba Reelection	Director, Senior Managing Executive Officer Responsibility General Manager, Chemical Products Division	14/14 (100%)
4	Kenshi Kawano Reelection	Director, Managing Executive Officer Responsibility General Manager, Advanced Technology Division	14/14 (100%)
5	Masatake Nakagawa New election	Managing Executive Officer Responsibility Manager, Casual Fabrics Sales Department, Tokyo Branch, Textile Business Division	—
6	Hiroshi Fujii Reelection	Director, Executive Officer Responsibility Officer in charge of Finance & Accounting Department, IT Management Department, General Administration Department and Estate Promotion Department	14/14 (100%)
7	Kazuo Matsui New election	Executive Officer Responsibility Manager, Managerial Planning Department and Assistant to Manager, Technical Research Laboratory	—

1	Haruya Fujita	Date of birth: July 26, 1958	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
18,200 shares	None	None	14/14

<b>Career summary (positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Director</b>
Apr. 1983	Joined the Company	Mr. Haruya Fujita assumed the position of Director of the Company in June 2012. As Representative Director and President since June 2014, and as Representative Director and Chairman of the Board since June 2024, he has facilitated the enhancement of corporate value through the supervision of corporate governance and other activities. The Company has appointed Mr. Fujita as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.
Apr. 2008	Manager, KAMOGATA Plant of the Company	
Jun. 2010	Manager, Chemical Products Administration Department, Chemical Products Division of the Company	
Jun. 2012	Director, Executive Officer of the Company	
Jun. 2013	Director, Managing Executive Officer of the Company	
Jun. 2014	Representative Director, President of the Company	
Jun. 2024	Representative Director, Chairman of the Board of the Company (to present)	

2	Shinji Nishigaki	Date of birth: July 11, 1962	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
4,100 shares	None	None	14/14

<b>Career summary (positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Director</b>
Apr. 1986	Joined the Company	Mr. Shinji Nishigaki assumed the position of Director of the Company in June 2023, and as Representative Director and President since June 2024 he has demonstrated outstanding management capability, facilitating the enhancement of corporate value. The Company has appointed Mr. Nishigaki as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.
Jun. 2014	Manager, Industrial Materials Sales Department, Chemical Products Division of the Company	
Apr. 2018	Manager, Industrial Materials Sales Department, Chemical Products Division and Manager, KUMAMOTO Office and R&D Center of the Company	
Jun. 2018	Executive Officer of the Company	
Jun. 2022	Managing Executive Officer of the Company	
Jun. 2023	Director, Managing Executive Officer of the Company	
Jun. 2024	Representative Director, President of the Company (to present)	



3	Toshio Baba	Date of birth: June 9, 1959	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
7,100 shares	None	None	14/14

<b>Career summary (positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Director</b>
Apr. 1982	Joined the Company	Mr. Toshio Baba assumed the position of Director of the Company in June 2014, and since then he has drawn on his wealth of experience and knowledge in all aspects of chemical products business as the Director in charge of the chemical products business, facilitating the enhancement of corporate value. The Company has appointed Mr. Baba as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.
Oct. 2004	Manager, Industrial Materials Sales Department, Chemical Products Division of the Company	
Jun. 2012	Executive Officer of the Company	
Jun. 2014	Director, Executive Officer of the Company	
Jun. 2017	Representative Director, Director, Managing Executive Officer of the Company	
Jun. 2022	Representative Director, Director, Senior Managing Executive Officer of the Company	
Jun. 2024	Director, Senior Managing Executive Officer of the Company (to present)	
(General Manager, Chemical Products Division)		

4	Kenshi Kawano	Date of birth: March 19, 1962	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
6,600 shares	None	None	14/14

<b>Career summary (positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Director</b>
Apr. 1985	Joined the Company	Mr. Kenshi Kawano assumed the position of Director of the Company in June 2017, and since then he has drawn on his wealth of experience and knowledge in all aspects of advanced technology business as the Director in charge of advanced technology business, facilitating the enhancement of corporate value. The Company has appointed Mr. Kawano as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.
Apr. 2011	Manager, Hong Kong Branch of the Company and President of Kurabo Denim (HK) Limited	
Sep. 2013	Manager, Hong Kong Branch of the Company	
Apr. 2014	Assistant to Manager, Managerial Planning Department of the Company	
Jun. 2014	Executive Officer of the Company	
Jun. 2017	Director, Executive Officer of the Company	
Jun. 2020	Director, Managing Executive Officer of the Company (to present)	
(General Manager, Advanced Technology Division)		

5 Masatake Nakagawa		Date of birth: October 7, 1962		New election
Number of the Company's shares held		Special interest with the Company		Board of Directors Meeting Attendance
6,400 shares		None		—
Important concurrent positions				
Representative Director and President of KURABO INTERNATIONAL Co., Ltd.				
Career summary (positions and areas of responsibility in the Company)		Reasons for appointing as a candidate for Director		
Apr. 1985	Joined the Company	Mr. Masatake Nakagawa has experience and a proven track record in business promotion related to all aspects of the textile business as he has for many years been in charge of sales for casual clothing-focused textile products both in Japan and overseas, and has demonstrated excellent management skills as Representative Director and President, KURABO INTERNATIONAL Co., Ltd. since May 2024. We have nominated him as a candidate for Director because we believe that he is capable of appropriately managing the entire Group as a Director and of helping to enhance corporate value by making the most of his experience and accomplishments.		
Oct. 2006	Manager, Textile Sales Department, Tokyo Branch of the Company			
Jun. 2017	Executive Officer of the Company Manager, Overseas Business, Textile Business Division of the Company			
Jun. 2021	Managing Executive Officer of the Company (to present)			
May 2024	Officer in charge of Textile Products Business, Textile Business Division of the Company and Representative Director and President, KURABO INTERNATIONAL Co., Ltd.			
May 2025	Manager, Casual Fabrics Sales Department, Tokyo Branch, Textile Business Division of the Company and Representative Director and President, KURABO INTERNATIONAL Co., Ltd. (to present)			
(Manager, Casual Fabrics Sales Department, Tokyo Branch, Textile Business Division)				

6 Hiroshi Fujii		Date of birth: September 22, 1960		Reelection	
Number of the Company's shares held		Special interest with the Company		Important concurrent positions	Board of Directors Meeting Attendance
8,000 shares		None		None	14/14
Career summary (positions and areas of responsibility in the Company)		Reasons for appointing as a candidate for Director			
Apr. 1983	Joined the Company	Mr. Hiroshi Fujii assumed the position of Director of the Company in June 2016, and since then he has drawn on his wealth of experience and knowledge in operations related to finance and accounting, IT, legal affairs, risk management, and real estate as the Director in charge of finance and accounting, IT, general administration departments, and real estate business, facilitating the enhancement of corporate value. The Company has appointed Mr. Fujii as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.			
Apr. 2011	Manager, Finance & Accounting Department of the Company				
Jun. 2013	Executive Officer of the Company				
Jun. 2016	Director, Executive Officer of the Company (to present)				
(Officer in charge of Finance & Accounting Department, IT Management Department, General Administration Department and Estate Promotion Department)					

7 Kazuo Matsui		Date of birth: January 18, 1963		New election
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance	
2,500 shares	None	None	—	
<u>Career summary</u> <u>(positions and areas of responsibility in the Company)</u>		Reasons for appointing as a candidate for Director		
Apr. 1985	Joined the Company	Mr. Kazuo Matsui has extensive experience, knowledge, and a proven track record in business promotion related to managerial planning and R&D as Manager of the Managerial Planning Department and Assistant to Manager of the Technical Research Laboratory. We have nominated him as a candidate for Director because we believe that he is capable of appropriately managing the entire Group as a Director and of helping to enhance corporate value by making the most of his experience and accomplishments.		
Jun. 2018	Executive Officer of the Company (to present)			
	Manager, Managerial Planning Department and Assistant to Manager, Technical Research Laboratory of the Company (to present)			
	(Manager, Managerial Planning Department and Assistant to Manager, Technical Research Laboratory)			

Note: The Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The individuals in this proposal, comprising Mr. Haruya Fujita, Mr. Shinji Nishigaki, Mr. Toshio Baba, Mr. Kenshi Kawano and Mr. Hiroshi Fujii, each of whom is currently a Director of the Company, are included in the policy as insureds. Under this insurance policy, compensation for damages and litigation expenses, etc. for which those insured become responsible as a result of claims for damages arising from their actions performed as Directors (including nonfeasance) will be covered, and the Company pays all insurance premiums for those insured. In the event that the re-election of them is approved under this proposal, they will remain insured under said insurance policy. If the appointment of Mr. Masatake Nakagawa and Mr. Kazuo Matsui is approved, they will be insured under said insurance policy. The aforementioned insurance policy is scheduled to be renewed with the same terms and conditions in July 2025.

### Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee was involved in the election and remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members, hereinafter the same) of the Company, with all Audit and Supervisory Committee Members attending at the Nomination and Remuneration Advisory Committee for voicing opinions and reviewing matters including the contents of the report from the Nomination and Remuneration Advisory Committee to the Board of Directors.

The election as well as remuneration of Directors has been proposed, deliberated and decided in line with the Kurabo Corporate Governance Guidelines. It is believed that the procedures for making decisions on the election as well as remuneration of Directors were appropriate while the detail and contents thereof were reasonable.

**Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member**

As the term of office of Director Ms. Misako Tanizawa is to expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes to elect one (1) Director who is an Audit and Supervisory Committee Member.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows. Nomination of the candidate for Director who is an Audit and Supervisory Committee Member has been decided based on reports from the Nomination and Remuneration Advisory Committee, which the Company voluntarily established. With respect to the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent has been obtained from the Audit and Supervisory Committee.

Misako Tanizawa	Date of birth: November 29, 1961	Reelection	Outside	Independent
Number of the Company's shares held	Special interest with the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance	
0 shares	None	14/14	14/14	
Important concurrent positions				
Representative of Tanizawa Certified Public Accountant Office				
<b>Career summary</b> <b>(positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Outside Director (Audit and Supervisory Committee Member and overview of the role expected to be performed</b>		
Oct. 1992	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)	Although in the past Ms. Misako Tanizawa has not been involved in the management of a company in a manner other than serving as an outside director or outside auditor, she has a wealth of experience and high level of accounting knowledge as a certified public accountant. The Company believes that she remains capable of properly auditing and supervising the execution of duties by Directors and Executive Officers from an objective perspective that is independent from senior executives as an Outside Director (Audit and Supervisory Committee Member) and of contributing to active management of the business aimed at enhancing corporate value. In addition, the Company has appointed her as a candidate for Outside Director (Audit and Supervisory Committee Member), believing that she will continue to utilize her female viewpoints and perspectives to contribute to the promotion of diversity, equity and inclusion (DE&I), which is an important management strategy of the Company, and that she will contribute in her role as a member of the Nomination and Remuneration Advisory Committee to ensuring the objectivity and transparency with which the nomination and remuneration of officers is determined, and strengthening accountability.		
Apr. 1996	Registered as a certified public accountant			
Oct. 2004	Senior Manager of Deloitte Touche Tohmatsu LLC			
Feb. 2017	Retired from Deloitte Touche Tohmatsu LLC			
Mar. 2017	Established Tanizawa Certified Public Accountant Office			
Aug. 2018	Registered as a certified tax accountant			
Jun. 2019	Director (Audit and Supervisory Committee Member) of the Company (to present)			
<b>Matters regarding independence</b>				
Ms. Misako Tanizawa meets the requirements of our internal regulation of “Criteria for Independence of Outside Directors” and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange. Therefore, the Company has judged that she is an Outside Director who is unlikely to have a conflict of interest with general shareholders.				

- Notes:
1. Matters regarding Outside Directors
    - (i) Ms. Misako Tanizawa is a candidate for Outside Director.  
If the re-election of Ms. Misako Tanizawa is approved, the Company will continue to register her as an Independent Director/Auditor to the Tokyo Stock Exchange. Our regulation of “Criteria for Independence of Outside Directors” is provided on Reference Documents for the Ordinary General Meeting of Shareholders.
    - (ii) Ms. Misako Tanizawa is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. Her terms of office at the conclusion of this Ordinary General Meeting of Shareholders will be 6 years.
  2. Liability limitation agreement with Directors who do not execute business (Outside Directors)  
Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has currently entered into an agreement with an Outside Director Ms. Misako Tanizawa to limit her liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by the applicable laws and regulations. If the re-election of Ms. Misako Tanizawa is approved, the Company will continue the said agreement with her.
  3. Directors and officers liability insurance policy  
The Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. Ms. Misako Tanizawa, who is currently an Outside Director (Audit and Supervisory Committee Member) of the Company, is included in the policy as an insured. Under this insurance policy, compensation for damages and litigation expenses, etc. for which those insured become responsible as a result of claims for damages arising from their actions performed as Directors (including nonfeasance) will be covered, and the Company pays all insurance premiums for those insured. In the event that her re-election is approved under this proposal, she will remain insured under said insurance policy. The aforementioned insurance policy is scheduled to be renewed with the same terms and conditions in July 2025.

**Proposal 4: Continuation of the Measures to Respond to a Large-Scale Purchase of Kurabo Shares, etc. (Takeover Response Policy)**

Kurabo Industries Ltd. (the “Company”) has passed a resolution approving the continuation of the “Measures to Respond to a Large-Scale Purchase of Kurabo Shares, etc.” (hereinafter the “Existing Plan”) at the meeting of its Board of Directors held on May 12, 2022 and it was also approved by the shareholders at the 214th Ordinary General Meeting of Shareholders of the Company held on June 29, 2022.

As the effective period of the Existing Plan expires at the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2025, the Company has conducted a review of the Existing Plan including whether it should be continued from the perspective of protecting and enhancing corporate value and eventually the common interest of shareholders. As a result, at its meeting held on May 14, 2025, the Board of Directors of the Company decided to partially amend the Existing Plan as follows and continue it on the amended basis subject to the approval of the shareholders at this Ordinary General Meeting of Shareholders and the Company has made an announcement (hereinafter the continued takeover response policy is referred to as “this Plan”). Therefore, the Company requests agreement with the purpose of this Plan and approval to continue this Plan.

If this Plan is approved by the shareholders at this Ordinary General Meeting of Shareholders, the effective period of this Plan shall be through the conclusion of the Ordinary General Meeting of Shareholders of the Company scheduled to be held in June 2028.

The major changes in this Plan are as follows:

- 1) The definition of a large-scale purchase and the like, which are subject to this Plan, as well as the information that should be included in the “information list” provided by the purchaser, have been revised.
- 2) Other changes have also been made for clear use of terms and expressions to make this Plan easier to understand.

## **Measures to Respond to a Large-Scale Purchase of Kurabo Shares, etc. (Takeover Response Policy)**

### **I. Basic Policy on Persons Who Control Decisions on Financial and Business Policies of the Company**

The Company, as a party whose shares are listed on a financial instruments exchange, respects free trading of shares of the Company in the market and does not unconditionally deny a large-scale purchase of shares, etc. of the Company by a particular party as long as it contributes to the protection and enhancement of the corporate value of the Company and its group companies (the “Group”) and eventually the common interest of shareholders. The Company also believes that whether to accept a proposal for a large-scale purchase of shares, etc. of the Company should ultimately be decided by our shareholders.

However, there may be a proposal for a large-scale purchase of shares, etc. of the Company that could undermine the corporate value of the Group and eventually the common interest of shareholders by, for example, potentially preventing the Company from maintaining a good relationship with our stakeholders, that does not sufficiently reflect the value of the Group, or that does not provide sufficient information that is necessary for our shareholders to make a final decision.

The Board of Directors of the Company believes that when such a proposal is made, it is the responsibility of the board as a body mandated by our shareholders to secure necessary time and information and to negotiate with the party submitting such a proposal on behalf of our shareholders.

### **II. Effective Use of the Property of the Company, Formation of an Appropriate Group of Enterprises, and Other Special Approaches to the Implementation of the Basic Policy**

#### **1. Source of corporate value of the Group**

The Company was established in 1888 in Kurashiki, Okayama Prefecture as a spinning company. Since then, the Company has passed down the founding spirit of “Modesty bears profit.”<sup>1</sup> and “Be of one mind and make concerted efforts.”<sup>2</sup> for around 130 years and is currently operating, among others, chemical products business, textile business and advanced technology business from the global perspective. Also, the Company adopted a management philosophy “We, the KURABO Group, contribute to building a better future of society through the creation of new value.” and, as a company providing new value to society, it aims to contribute to creating a better future society and increase its corporate value.

The Group consists of the Company and 29 subsidiaries and affiliates in Japan and overseas and engages in the chemical products business, textile business, advanced technology business, food and service business, and real estate business.

We believe that the source of corporate value of the Group lies in the strong relationship of trust with our business partners. To increase such corporate value, the Group’s development, manufacturing and sales departments are making concerted efforts based on the technology and know-how that we have developed over many years and effectively using domestic and

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<sup>1</sup> “Modesty bears profit.” means that people who are conceited invite trouble, while those who humbly work hard reap benefits. (It comes from a passage in the Confucian “Classic of History,” which is the oldest scripture in China.)

<sup>2</sup> “Be of one mind and make concerted efforts.” means, even if individual people have different working styles and talents, they should coordinate their thinking, combine their strengths, and cooperate to achieve their common goal. (This phrase comes from The Commentary of Zuo on the Spring and Autumn Annals, an ancient work based on a Chinese chronicle compiled by Chinese philosopher Confucius of the Spring and Autumn period (approximately 771 to 476 BC).)

overseas business bases of the Group to carry out speedy development and provision of products to satisfy customer needs.

2. Initiatives to enhance corporate value and to protect common interest of shareholders  
Such an accumulation of individual efforts made over a long-term period since its foundation forms the foundation of the Group as is now and it is our recognition that the Group can increase its value of existence in society only through the inheritance and expansion of the corporate culture of the Group. We believe that we can, as a result of this approach, enhance corporate value and maximize the common interest of the Group and all its stakeholders including our shareholders and business partners. Therefore, the Group is currently implementing the following initiatives looking to achieve further growth and development in the future.

- 1) Implementation of a medium-term management plan

The Kurabo Group formulated “Accelerate ’27,” a new three-year medium-term management plan (April 2025 – March 2028) which was the third stage of “Long-Term Vision 2030” that depicted the ideal state of the Group in 2030, and started it in April of this year.

Under “Accelerate ’27,” the Group will carry out the following key measures under the basic policy of “Accelerate growth in high-profit businesses and increase corporate value through efficient use of management resources” The Group will also work toward achieving its targets by efficiently utilizing management resources and building the optimal business portfolio for further growth acceleration.

< Priority measures >

- Develop and accelerate priority businesses in growth markets and strengthen profitability of core businesses
- Strengthen R&D activities and create new businesses to place them on a profitable footing
- Contribute to the realization of a sustainable society
- Build a highly engaged organization

- 2) Return of profit to our shareholders

Recognizing that paying dividends to shareholders is one of the most important issues for the company, we have set a target dividend on equity ratio (DOE) of 4% for the Accelerate ’27 period as our basic policy for continuous and stable profit distribution.

Moreover, in order to enhance shareholder returns and improve capital efficiency, we will also purchase treasury shares of 20 billion yen over the three years of Accelerate ’27.

- 3) Fulfillment of social responsibility

The Group will enhance its corporate value by providing original and truly valuable products, information and services aiming to create a rich and healthy living environment, while also contributing to the achievement of a sustainable society encompassing conservation of the global environment, acting in accordance with the “Kurabo Group Code of Ethics,” our code of conduct for the fulfillment of social responsibility.

We believe that the Group can enhance its corporate value and protect the common interest of the Group and its stakeholders by steadily implementing these initiatives and thereby becoming an



enterprise whose value of existence is recognized by all its stakeholders and that is supported as one in which they can have confidence and sense of security.

### **III. Measures to Prevent Decisions on Financial and Business Policies of the Company from Being Controlled by Inappropriate Parties in the Context of Its Basic Policy on the Control of the Company (Takeover Response Policy)**

#### **1. Purpose of the continuation of this Plan**

The Board of Directors of the Company decided to continue this Plan for the purpose of clarifying the rules to be adhered to by a party intending to carry out a large-scale purchase of shares, etc. of the Company and securing information and time that are necessary and sufficient for shareholders and investors to make an appropriate decision as well as the opportunity to negotiate with the party intending to carry out such a large-scale purchase.

As outlined below, this Plan establishes rules to be adhered to by a party intending to carry out a large-scale purchase of shares, etc. of the Company, clarifies that in certain cases, the party intending to carry out a large-scale purchase may sustain a loss as the Company takes countermeasures, and thereby warns the party intending to carry out a large-scale purchase that will not contribute to the Company's corporate value and eventually the common interest of shareholders by appropriately disclosing such rules and clarifications.

The status of major shareholders of the Company as of March 31, 2025 is as shown in Appendix 1. As of the date of this document, the Company has not received any proposal for a large-scale purchase of shares, etc. of the Company.

#### **2. Establishment of the Independent Committee**

In exercising countermeasures under this Plan and taking other similar actions, the Company will, in accordance with the Independent Committee Regulations (for the outline of the Regulations, see Appendix 2), respect the recommendations of an independent committee consisting of Outside Directors of the Company or outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience or persons equivalent thereto) who are independent from the senior executives in charge of business execution of the Company (hereinafter the "Independent Committee") to the maximum extent in order to preclude any arbitrary decision by its Board of Directors and ensure transparency through timely information disclosure to shareholders and investors. The Independent Committee members will be the four individuals who are specified in Appendix 3.

#### **3. Content of this Plan**

##### **(1) Procedures for this Plan**

##### **1) Large-scale purchases and the like subject to this Plan**

This Plan applies to purchases of shares, etc. of the Company that fall under (i), (ii) or (iii) below or acts similar thereto (excluding those that are approved by the Board of Directors of the Company; hereinafter such acts are referred to as "Large-Scale Purchases"). A party who carries out or intends to carry out a Large-Scale Purchase (hereinafter "Purchaser") shall be required to preliminarily follow the procedures prescribed in this Plan.

- (i) A purchase as a result of which the ownership ratio of shares, etc.<sup>3</sup> of the holder<sup>4</sup> would become 20% or more with regard to the shares, etc.<sup>5</sup> issued by the Company
- (ii) A tender offer as a result of which the aggregate sum of the ownership ratio of shares, etc.<sup>6</sup> pertaining to the tender offer<sup>7</sup> and the ownership ratio of shares, etc. of their specially related parties<sup>8</sup> would become 20% or more with regard to the shares, etc.<sup>9</sup> issued by the Company
- (iii) Regardless of whether the acts described in (i) or (ii) above have been carried out, an agreement or other act conducted between a particular shareholder and another of the Company's shareholders (including potentially multiple shareholders; the same applies hereinafter for this paragraph (iii)), wherein as a result of the act the other shareholder becomes a joint holder with the particular shareholder, or an act that establishes a relationship between the particular shareholder and the other shareholder in which one effectively controls the other or in which the two parties act together in cooperation<sup>1011</sup> (only, however, in the case where the total ownership ratio of shares,

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<sup>3</sup> This term means "Ownership Ratio of Share Certificates, etc." as defined in Article 27-23, paragraph 4 of the Financial Instruments and Exchange Act. The same shall apply hereinafter. In the case of an amendment to any of the laws and regulations, etc. referred to in this Plan (including changes in the names of laws and regulations and the establishment of new laws and regulations, etc. that succeed old laws and regulations, etc.), any reference to the provisions of such laws and regulations, etc. in this Plan shall be deemed to be replaced with a reference to the provisions of amended laws and regulations, etc. that substantively succeed the old provisions unless otherwise prescribed by the Board of Directors of the Company.

<sup>4</sup> This term means "holders" as defined in Article 27-23, paragraph 1 of the Financial Instruments and Exchange Act and includes persons who are included in the category of "holders" pursuant to the provisions of paragraph 3 of that Article.

<sup>5</sup> This term means "Share Certificates, etc." as defined in Article 27-23, paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply hereinafter unless otherwise prescribed.

<sup>6</sup> This term means "Ownership Ratio of Share Certificates, etc." as defined in Article 27-2, paragraph 8 of the Financial Instruments and Exchange Act. The same shall apply hereinafter.

<sup>7</sup> This term is as defined in Article 27-2, paragraph 6 of the Financial Instruments and Exchange Act. The same shall apply hereinafter.

<sup>8</sup> This term means "Specially Related Parties" as defined in Article 27-2, paragraph 7 of the Financial Instruments and Exchange Act. However, the parties set forth in item (i) of that paragraph shall exclude those who are prescribed in Article 3, paragraph 2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers. The same shall apply hereinafter.

<sup>9</sup> This term means "Share Certificates, etc." as defined in Article 27-2, paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply hereinafter in (ii).

<sup>10</sup> The judgment of whether or not "a relationship between the particular shareholder and the other shareholder in which one effectively controls the other or in which the two parties act together in cooperation" has been established shall be made based on factors including the formation of a new investment relationship, business alliance relationship, transaction or contract relationship, concurrent officer relationship, funding relationship, credit provision relationship, or substantial relationship of interest regarding the shares, etc. of the Company through derivatives, stock lending, or the like, and on the direct and indirect influence and so forth exerted on the Company by the particular shareholder and the other shareholder.

<sup>11</sup> The judgment of whether or not an act specified in (iii) of this section has been carried out shall be made by the Board of Directors of the Company, respecting the recommendations of the Independent Committee to the maximum extent. The Board of Directors may request shareholders of the Company to provide necessary information within the scope required to

etc. held by the particular shareholder and the other shareholder would become 20% or more with regard to the shares, etc. issued by the Company).

2) Prior submission of a “Letter of Intent” to the Company

A Purchaser is required to submit to the Board of Directors of the Company a document containing, among others, a written pledge to the effect that the Purchaser will comply with the procedures prescribed in this Plan in relation to the proposed Large-Scale Purchase (hereinafter “Letter of Intent”) using a form prescribed by the Company before the execution of the Large-Scale Purchase.

More specifically, the Purchaser is required to state the following matters in the Letter of Intent in Japanese.

- (i) Summary description of the Purchaser
  - (a) Name and address or location
  - (b) Title and name of the representative
  - (c) Purpose of the company, etc. and content of business
  - (d) Summary description of major shareholders or equity holders (10 largest holders in terms of ownership ratio of shares or equity holding ratio)
  - (e) Contact address in Japan
  - (f) Law governing the incorporation
- (ii) The number of shares, etc. of the Company currently held by the Purchaser and the trading status of the Purchaser regarding the shares, etc. of the Company during the period of 60 days immediately preceding the date of submission of the Letter of Intent
- (iii) The outline of the Large-Scale Purchase proposed by the Purchaser (including the classes and the number of shares, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Purchase and the purpose of the Large-Scale Purchase (if the Purchaser’s purposes include: the acquisition of control or the participation in management; pure investment or strategic investment; any transfer or similar transaction of shares, etc. of the Company to a third party after the completion of the Large-Scale Purchase; making a material proposal<sup>12</sup>; or other purposes, the Purchaser must describe that fact and specific description of them; if there are more than one purposes, the Purchaser is required to state all of them))

3) Provision of the “Necessary Information”

In cases where the Purchaser has submitted the Letter of Intent referred to in 2) above, the Purchaser is required to submit to the Company information that is necessary and sufficient for shareholders and investors to make a decision and for the Board of Directors of the Company to evaluate and examine the Large-Scale Purchase (hereinafter the “Necessary Information”) in Japanese in accordance with the following procedure.

First, the Company will send to the Purchaser at the contact address in Japan specified in 2) (i) (e) above an “information list” specifying information to be initially submitted within 10 business days<sup>13</sup> (the first day not included) from the date of submission of the Letter of

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determine whether a case corresponds to the criteria of (iii) above.

<sup>12</sup> This term means “Material Proposal” as defined in Article 27-26, paragraph 1 of the Financial Instruments and Exchange Act, Article 14-8-2, paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act, and Article 16 of the Cabinet Office Order on Disclosure of the Status of Large-Volume Holdings in Share Certificates.

<sup>13</sup> A business day means a day other than the days set forth in the items of Article 1, paragraph 1 of the Act on Holidays of Administrative Organs. The same shall apply hereinafter.

Intent. The Purchaser is required to provide sufficient information to the Company in accordance with the “information list.”

If the information provided by the Purchaser in accordance with the “information list” mentioned above is reasonably determined by the Board of Directors of the Company or the Independent Committee to be insufficient for shareholders and investors to make a decision and for the evaluation, examination, etc., by the Board of Directors of the Company in view of the details and the form of the Large-Scale Purchase, the Purchaser will be required to provide additional information that is separately requested by the Board of Directors of the Company.

Regardless of the details and the form of the Large-Scale Purchase, the information listed in the following items shall, in principle, be included as part of the “information list.”

- (i) Details (including history, specific name, capital structure, business description, description of financial conditions, and names and career summary of officers, as well as any experience regarding businesses of the same type as the business of the Company or its group company, history of past investments, etc., legal or regulatory violations, etc., or existence or non-existence of court proceedings, etc.) of the Purchaser and its group (including Joint Holders<sup>14</sup>, specially related parties, and in the case of a fund, partners and other members)
- (ii) The purpose of the Large-Scale Purchase (details of the purpose disclosed in the Letter of Intent), the method and other details of the Large-Scale Purchase (including whether the Purchaser intends to participate in management of the Company, types and amounts of consideration for the Large-Scale Purchase, the timing of the Large-Scale Purchase, the structure of any related transactions, the number of shares, etc. planned to be purchased, the ownership ratio of shares, etc. after the execution of the Large-Scale Purchase, and the legal compliance of the method of the Large-Scale Purchase)
- (iii) The basis of calculation of the consideration for the Large-Scale Purchase (including the facts and assumptions of the calculation; the method of calculation; numerical information used in the calculation; the details of the synergy expected to arise from a series of transactions related to the Large-Scale Purchase; the name of a third party, if any, from whom an opinion is obtained in performing the calculation; the outline of such an opinion; and the process through which the amount is determined based on such an opinion)
- (iv) Supporting documents explaining the source of funds for the Large-Scale Purchase (including the specific name of the provider of the funds (including substantial providers of funds), funding methods, and the details of any related transactions)
- (v) Presence or absence of communication with a third party in conducting the Large-Scale Purchase and the details of the communication and the outline of the third party if such communication exists
- (vi) If, with regard to shares, etc. of the Company already held by the Purchaser, there are any lending agreement, hypothecation agreement, sell-back agreement, sales reservation agreement or other important contracts or arrangements (hereinafter “Hypothecation Agreements”), the type of the Hypothecation Agreements, the other party to the agreement, and the specific terms and conditions of the agreement such as the quantity of the shares, etc. that are the subject of the agreement

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<sup>14</sup> This term means “Joint Holder” as defined in Article 27-23, paragraph 5 of the Financial Instruments and Exchange Act and includes persons who are determined by the Board of Directors of the Company to be deemed as “Joint Holder” pursuant to the provisions of paragraph 6 of that Article. The same shall apply hereinafter.

- (vii) If the Purchaser plans to enter into a Hypothecation Agreement or any other agreements with a third party with regard to the shares, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Purchase, the type of the agreement planned to be concluded, the other party to the agreement, and the specific terms and conditions of the agreement such as the quantity of the shares, etc. that are the subject of the agreement
- (viii) The management policy, business plan, capital policy, and dividend policy of the Company and the Group after the Large-Scale Purchase
- (ix) The policy on the treatment, etc. of the Company's employees, labor union, business partners, customers, local communities, and other stakeholders of the Company after the Large-Scale Purchase
- (x) Specific measures to avoid any conflict of interest with other shareholders of the Company

When a Purchaser has proposed a Large-Scale Purchase, the Board of Directors of the Company promptly discloses that fact and the outline of the proposal. The Board of Directors of the Company also promptly discloses the outline of the Necessary Information and any other information that is determined by the Board of Directors of the Company and the Independent Committee as necessary for shareholders and investors to make a decision, if any.

When the Board of Directors of the Company determines that the Necessary Information has been sufficiently provided by the Purchaser, it promptly notifies the Purchaser to that effect (hereinafter "Information Provision Completion Notice") and also promptly discloses to that effect.

#### 4) Establishment of the Board of Directors' Evaluation Period

After giving the Information Provision Completion Notice, the Board of Directors of the Company sets either of the periods listed in (i) or (ii) below starting on the day immediately following the date of the Information Provision Completion Notice, depending on such factors as the difficulty of evaluation of the Large-Scale Purchase, as a period for evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the Board of Directors of the Company (hereinafter the "Board of Directors' Evaluation Period") and discloses the said period:

- (i) in the case of a Large-Scale Purchase through a tender offer of all shares, etc. of the Company, the consideration for which consists only of cash (denominated in Japanese yen): a period of up to 60 days; or
- (ii) in the case of other Large-Scale Purchases: a period of up to 90 days.

During the Board of Directors' Evaluation Period, the Board of Directors of the Company shall sufficiently evaluate and examine the Necessary Information provided by the Purchaser while obtaining the advice of external experts from time to time as necessary and shall thereby examine the details of the Large-Scale Purchase proposed by the Purchaser from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders. The Board of Directors of the Company will carefully form its opinion on the proposed Large-Scale Purchase through these examination, etc., and notify the Purchaser of it. It will also disclose its opinion in a timely and appropriate manner. The Board of Directors of the Company will also negotiate the terms and conditions and the method of the Large-Scale Purchase with the Purchaser as necessary and may present an alternative proposal to our shareholders.

5) Recommendations of the Independent Committee concerning the exercise of countermeasures

During the Board of Directors' Evaluation Period, the Independent Committee shall, in parallel with the evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the Board of Directors of the Company outlined in 4) above, make recommendations to the Board of Directors of the Company on whether any countermeasures should be exercised, in accordance with the procedure outlined below. In doing so, the Independent Committee may, at the cost of the Company, obtain advice of third parties that are independent from the senior executives in charge of business execution of the Company (including investment banks, securities companies, financial advisors, certified public accountants, attorneys at law, consultants, and other experts) in order to ensure that the judgment of the Independent Committee is made in a manner to contribute to the protection and enhancement of the corporate value of the Company and the common interest of shareholders. When the Independent Committee has made the following recommendations to the Board of Directors of the Company, the Board of Directors of the Company promptly discloses the fact that such recommendations have been made and the outline of the recommendations together with information about any other matters deemed appropriate by the Board of Directors of the Company and the Independent Committee.

(i) In cases where the Purchaser has not complied with the procedures prescribed in this Plan

In cases where the Purchaser has not complied with the procedures prescribed in this Plan, the Independent Committee will conclude that the proposed Large-Scale Purchase is one that would significantly undermine the corporate value of the Company and the common interest of shareholders and, in principle, recommend the exercise of countermeasures to the Board of Directors of the Company.

(ii) In cases where the Purchaser has complied with the procedures prescribed in this Plan

In cases where the Purchaser has complied with the procedures prescribed in this Plan, the Independent Committee will, in principle, recommend the non-exercise of countermeasures to the Board of Directors of the Company.

However, even in cases where the Purchaser has complied with the procedures prescribed in this Plan, the Independent Committee may still recommend the exercise of countermeasures to the Board of Directors of the Company as an exceptional case if the Independent Committee has concluded that any of the acts listed in Appendix 4 is intended; the proposed Large-Scale Purchase is one that would significantly undermine the corporate value of the Company and the common interest of shareholders; and the exercise of countermeasures is appropriate. Furthermore, with regard to exercising countermeasures, the Independent Committee may place a reserve that confirmation of the shareholders' intention should be obtained beforehand.

6) Resolution of the Board of Directors and confirmation of shareholders' intention

The Board of Directors of the Company shall respect the recommendations of the Independent Committee prescribed in 5) above to the maximum extent and promptly pass a resolution approving the exercise or non-exercise of countermeasures after considering the necessity and the reasonableness of them in consideration of these recommendations and from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders.

When the Independent Committee recommends the exercise of countermeasures, in cases where the Independent Committee has placed a reserve that confirmation of the shareholders' intention about the exercise should be obtained beforehand, the Company's Board of Directors shall convene a General Meeting of Shareholders to confirm the

shareholders' intention (hereinafter the "General Meeting to Confirm the Shareholders' Intention") as soon as is practically possible, except where it is obviously difficult to hold such a meeting (in these cases, the Board of Directors shall respect the recommendation of the Independent Committee to the maximum extent and promptly pass a resolution approving the exercise of countermeasures), and submit a proposal regarding the exercise of countermeasures. In the case where the proposal regarding the exercise of countermeasures is approved at the General Meeting to Confirm the Shareholders' Intention, the Company's Board of Directors shall pass a resolution approving the exercise of countermeasures following the decision at the General Meeting to Confirm the Shareholders' Intention and carry out the necessary procedures. On the other hand, if the proposal regarding the exercise of countermeasures is rejected at the General Meeting to Confirm the Shareholders' Intention, the Company's Board of Directors shall pass a resolution approving the non-exercise of countermeasures.

When the Board of Directors of the Company has passed a resolution approving the exercise or non-exercise of countermeasures, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the Board of Directors of the Company and the Independent Committee.

7) Discontinuation of countermeasures or revocation of the decision to exercise countermeasures

Even after the Board of Directors of the Company has passed a resolution approving the exercise of countermeasures in accordance with the procedure prescribed in 6) above or has started exercising countermeasures, if (i) the Purchaser has withdrawn the proposal for a Large-Scale Purchase or (ii) if there have been changes in the facts on which the judgment as to whether countermeasures should be exercised and it is no longer deemed appropriate to maintain the countermeasures that have been exercised from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders, the Board of Directors of the Company shall discontinue countermeasures or revoke the decision to exercise countermeasures based on, or regardless of the presence or absence of or the content of, the recommendations of the Independent Committee.

When the Board of Directors of the Company has passed such a resolution, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the Board of Directors of the Company and the Independent Committee.

8) Commencement of a Large-Scale Purchase

The Purchaser shall comply with the procedures prescribed in 1) through 6) above and cannot move forward with the Large-Scale Purchase unless the Board of Directors of the Company passes a resolution approving the exercise or non-exercise of countermeasures.

(2) Specific countermeasures to be exercised under this Plan

The countermeasures to be exercised by the Board of Directors of the Company based on its resolution as described in (1) 6) above shall be the allotment of share acquisition rights (hereinafter the "Share Acquisition Rights") without contribution.

The outline of the allotment of the Share Acquisition Rights without contribution shall be as prescribed in Appendix 5.

As described in (1) 7) above, the Board of Directors of the Company may discontinue countermeasures or revoke the decision to exercise countermeasures even after it has passed a resolution approving the exercise of countermeasures or has started exercising countermeasures. For example, in the case where the Board of Directors of the Company

had passed a resolution approving the allotment of the Share Acquisition Rights without contribution as countermeasures, if the Purchaser has withdrawn the proposal for the Large-Scale Purchase and the Board of Directors of the Company has passed a resolution described in (1) 7) above, the Board of Directors of the Company may discontinue the exercise of countermeasures by such way as aborting the allotment of the Share Acquisition Rights without contribution during the period until the day immediately preceding the exercise date pertaining to the record date set for the allotment of the Share Acquisition Rights without contribution and as the Company's acquiring the Share Acquisition Rights without contribution during the period from the effective date of the allotment of the Share Acquisition Rights without contribution to the day immediately preceding the start date of the exercise period of the Share Acquisition Rights.

(3) Effective period, abolition, and change of this Plan

The effective period of this Plan shall be the period until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2028 subject to the approval of this Ordinary General Meeting of Shareholders.

However, if a resolution approving the abolition of this Plan is passed at a General Meeting of Shareholders of the Company anytime before the expiration of the said effective period, this Plan shall be abolished at that time pursuant to the resolution.

Similarly, if a resolution approving the abolition of this Plan is passed by the Board of Directors consisting of Directors elected at a General Meeting of Shareholders of the Company, this Plan shall be abolished at that time. If the Board of Directors of the Company determines that a formal change in this Plan is required due to a change in the Companies Act, the Financial Instruments and Exchange Act, other laws or regulations, rules of the financial instruments exchange, or a change in the interpretation or operation thereof; or a change in the taxation system or judicial precedents, etc.; it may amend or change this Plan as appropriate upon approval of the Independent Committee.

On the other hand, in cases where the Board of Directors of the Company intends to change this Plan in a manner that would substantively affect our shareholders, it shall propose such a change to the General Meeting of Shareholders to be held at the earliest opportunity for the approval of the shareholders.

In cases where this Plan is abolished or changed, the Company shall disclose such a fact and, in the case of a change, the detail of the change together with information about any other matters deemed appropriate by the Board of Directors of the Company and the Independent Committee.

4. Impact on shareholders and investors

(1) Impact of the continuation of this Plan on shareholders and investors upon its taking effect

When the continuation of this Plan takes effect, none of the Share Acquisition Rights will be issued. Therefore, upon its taking effect, this Plan will not directly have any specific impact on the legal rights and economic benefits pertaining to shares, etc. of the Company held by shareholders.

As noted in 3. (1) above, depending on factors including whether the Purchaser complies with this Plan, the response policy of the Company to the proposed Large-Scale Purchase will be different. Therefore, shareholders and investors are advised to pay attention to any action that the Purchaser may or may not take.



(2) Impact on shareholders and investors at the time of allotment of the Share Acquisition Rights without contribution

In the case where the Board of Directors of the Company decides to exercise countermeasures and carry out allotment of the Share Acquisition Rights without contribution, the Share Acquisition Rights will be allotted without contribution to shareholders recorded in the last shareholder register as of the allotment date to be specified separately at the rate of up to three (3) Share Acquisition Rights per share held. Due to the nature of such a structure, while the allotment of the Share Acquisition Rights without contribution causes dilution of the value per share of the Company held by each shareholder, it causes no dilution of the total value of the shares of the Company held by each shareholder. As such, the allotment of the Share Acquisition Rights without contribution is not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders.

However, as a result of the exercise of these countermeasures, the Purchaser may eventually be subject to certain impact on its legal rights and economic benefits.

In cases where the Board of Directors of the Company has passed a resolution approving the allotment of the Share Acquisition Rights without contribution, but subsequently decides to discontinue countermeasures or revoke the decision to exercise countermeasures in accordance with the procedure and other details prescribed in 3. (1) 7) above, stock price of shares of the Company may fluctuate accordingly. For example, in cases where the Company aborts the exercise of countermeasures, after the shareholders to receive the allotment of the Share Acquisition Rights without contribution are determined, by acquiring the Share Acquisition Rights without contribution and not delivering new shares, no dilution of value per share of the Company held by each shareholder occurs. Accordingly, shareholders and investors who have traded shares of the Company based on the expectation that dilution of value per share of the Company would occur may be exposed to a loss due to share price fluctuation.

In cases where discriminatory conditions are attached in relation to the exercise or acquisition of the Share Acquisition Rights pursuant to the provisions of 7. and 8. of Appendix 5, while the legal rights and economic benefits of the Purchaser are expected to be affected with regard to the said exercise or acquisition, such conditions are not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders other than the Purchaser.

(3) Procedures to be followed by shareholders in conjunction with the allotment of the Share Acquisition Rights without contribution

As those shareholders whose names are registered in the last shareholder register as of the date of the allotment of the Share Acquisition Rights without contribution would naturally become holders of share options as of the effective date of the said allotment of the Share Acquisition Rights without contribution, no application procedure needs to be followed by these shareholders.

Shareholders may need to exercise the Share Acquisition Rights within a prescribed period for the acquisition of new shares. In such cases, shareholders are required to pay a certain amount of money.

In cases where the Board of Directors decides to acquire the Share Acquisition Rights, the Company may, in accordance with the procedure prescribed by laws, acquire the Share Acquisition Rights from shareholders other than the Purchaser on the day separately determined by the Board of Directors and deliver shares of the Company in exchange for them. In this case, shareholders other than the Purchaser need not follow any payment or other procedures concerning the Share Acquisition Rights as they would receive shares of

the Company without paying money equivalent to the exercise price of the Share Acquisition Rights.

In addition to the above, after the Board of Directors passes a resolution approving the allotment of the Share Acquisition Rights without contribution, the allotment method, the exercise method, the method of acquisition by the Company and other details of the required procedures will be, based on the applicable laws and regulations and rules of the financial instruments exchange, disclosed or notified by the Company to shareholders in a timely and appropriate manner for their confirmation.

#### **IV. Conclusion That This Plan Is Consistent with the Basic Policy on the Control of the Company, Does Not Undermine the Common Interest of Shareholders, and Is Not Intended to Protect the Positions of Directors of the Company, and the Basis of the Conclusion**

As noted in III. above, the continuation of this Plan is proposed for the purpose of protecting and enhancing the corporate value of the Company and the common interest of shareholders in the case where a Large-Scale Purchase of shares, etc. of the Company is proposed by securing information and time necessary for our shareholders to decide whether to accept the proposal for the Large-Scale Purchase or for the Board of Directors of the Company to present an alternative proposal, as well as by enabling the Company to negotiate with the Purchaser on behalf of our shareholders or to take similar actions. As such, this Plan is consistent with the basic policy on persons who control decisions on financial and business policies of the Company, which is set forth in I.

Therefore, the Board of Directors of the Company considers it apparent that this Plan does not undermine the common interest of shareholders and is not intended to protect the positions of directors of the Company. The specific reasons therefor are as follows.

(1) This Plan satisfies the requirements of the guidelines on takeover response policy.

This Plan satisfies all three principles prescribed in the “Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders’ Common Interests” jointly published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 and is also based on the content in “Takeover Defense Measures in Light of Recent Environmental Changes” published by the Corporate Value Study Group on June 30, 2008, “Principle 1.5. Anti-Takeover Measures” of “Japan’s Corporate Governance Code” revised by the Tokyo Stock Exchange, Inc. on June 11, 2021, and the “Guidelines for Corporate Takeovers” published by the Ministry of Economy, Trade and Industry on August 31, 2023.

(2) This Plan respects shareholders’ intention.

This Plan is to be continued after obtaining the consent of our shareholders at this Ordinary General Meeting of Shareholders. Moreover, in certain cases, the Company’s Board of Directors is to confirm the intention of shareholders regarding the exercise of countermeasures under the Plan at the General Meeting to Confirm the Shareholders’ Intention. As stated in III. 3. (3) above, if a resolution approving the abolition or change of this Plan is passed at a General Meeting of Shareholders of the Company anytime after it is approved at this Ordinary General Meeting of Shareholders, this Plan will be abolished or changed pursuant to that resolution. Therefore, the intention of shareholders will adequately be reflected on this Plan through the procedure mentioned above.

- (3) This Plan respects the judgment of highly independent outside parties and discloses information.

In order to eliminate any arbitrary decision by the Board of Directors of the Company, the Company has established the Independent Committee under this Plan as an advisory body to the Board of Directors that is in charge of making objective decisions and recommendations concerning the administration of this Plan including the exercise of countermeasures.

The Independent Committee consists of three (3) to five (5) committee members who are to be appointed from among Outside Directors of the Company and outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience, or the like) who are independent from the senior executives in charge of business execution of the Company.

The Company will disclose information about the outline of the judgment made by the Independent Committee as necessary and has put in place a mechanism to ensure the transparent administration of this Plan in a manner to contribute to the protection and enhancement of the corporate value of the Company and the common interest of shareholders.

- (4) Reasonable and objective requirements for the activation of this Plan

As stated in III. above, the Company has structured this Plan in a manner that it will not be activated unless reasonable and objective requirements for activation are satisfied and has put in place a mechanism to prevent the Board of Directors of the Company from arbitrarily activating it.

- (5) This Plan is not a dead-hand type takeover defense plan.

As stated in III. 3. (3) above, this Plan may be abolished anytime by the Board of Directors consisting of Directors who are elected by the General Meeting of Shareholders of the Company. Therefore, this Plan is not a dead-hand type takeover defense plan (i.e. a takeover defense plan whose activation cannot be prevented even after replacing a majority of the members of the Board of Directors).

Appendix 1

**Status of Major Shareholders of the Company (as of March 31, 2025)**

1. Total number of authorized shares  
(in thousands of shares): 97,701
2. Total number of issued shares  
(in thousands of shares): 18,000
3. Number of shareholders: 11,974
4. Major shareholders

Shareholder name	Number of shares held (In thousands of shares)	Shareholding percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,716	10.04
Nippon Life Insurance Company	920	5.38
The Chugoku Bank, Limited	726	4.25
AVI JAPAN OPPORTUNITY TRUST PLC	673	3.94
Custody Bank of Japan, Ltd. (Trust Account)	582	3.40
Mizuho Bank, Ltd.	559	3.27
Sumitomo Mitsui Banking Corporation	559	3.27
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	327	1.91
Sumitomo Mitsui Trust Bank, Limited	317	1.85
Kuraray Co., Ltd.	270	1.58

(Notes) 1. The Company holds 918 thousand shares of treasury shares, but is excluded from the list of major shareholders above.

2. Shareholding percentage is calculated after deducting treasury shares.

**Outline of the Independent Committee Regulations**

1. The Independent Committee is established by resolution of the Board of Directors as an advisory body to the Board of Directors for the purpose of precluding any arbitrary decision of the Board of Directors concerning, among others, the exercise of countermeasures against a Large-Scale Purchase and securing the objectivity and reasonableness of the decisions and responses of the Board of Directors.
2. The Independent Committee shall consist of three (3) to five (5) committee members. The Independent Committee members shall be appointed, by resolution of the Board of Directors of the Company, from among persons who are either of Outside Directors of the Company and outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience or persons equivalent thereto) and who are independent from the senior executives in charge of business execution of the Company. The Company shall enter into a certain agreement with the Independent Committee members that contains provisions concerning the duty of due care of a prudent manager and confidentiality obligations.
3. The term of office of an Independent Committee member shall be the period from the day on which he or she is appointed to the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2028 or another day separately agreed between the Company and the said member, unless otherwise prescribed by resolution of the Board of Directors of the Company.
4. The Independent Committee shall be convened by a Representative Director of the Company or any of the Independent Committee members.
5. The chairperson of the Independent Committee shall be elected among the Independent Committee members by a vote of the members.
6. A resolution of the Independent Committee shall be passed by a majority of the votes of the Independent Committee members present at the meeting, provided that all Independent Committee members are present. However, a member who has a special interest in a resolution shall not participate in the vote on the resolution.

In the case of an accident or any other unavoidable circumstances that prevent an Independent Committee member from voting on a resolution, a resolution of the Independent Committee shall be passed by a majority of the votes of the Independent Committee members present at the meeting, provided that all other Independent Committee members are present. In the case of a tie vote, the final decision shall be made by the chairperson.
7. The Independent Committee shall deliberate and make decisions on the matters listed in the following items and recommend its decisions to the Board of Directors of the Company clarifying the basis of the decisions:
  - (1) whether countermeasures under this Plan should be exercised (including whether or not confirmation of the shareholders' intention regarding the exercise should be obtained beforehand);
  - (2) whether countermeasures under this Plan should be discontinued or aborted;
  - (3) whether this Plan should be abolished or changed; and
  - (4) any other matters on which the Board of Directors of the Company from time to time seeks advice in relation to this Plan.
8. In deliberating and passing resolutions at the Independent Committee, the Independent Committee members shall do so solely from the perspective of whether the matter in

question contributes to the protection and enhancement of the corporate value of the Company and the common interest of shareholders and shall not do so for the purpose of seeking personal benefits for themselves or senior executives of the Company.

9. The Independent Committee may have a Director, Executive Officer, employee or any other persons deemed necessary of the Company attend its meeting and request their opinion or explanation about the matters specified by the Independent Committee.
10. In performing its duties, the Independent Committee may, at the cost of the Company, obtain advice of external experts that are independent from the senior executives who are in charge of business execution of the Company (including investment banks, securities companies, financial advisors, certified public accountants, attorneys at law, consultants, and other experts).

**Career Summary of Independent Committee Members**

**Teppei Mogi**

Apr. 1989	Registered as an attorney at law (Osaka Bar Association) Joined Oh-Ebashi Law Firm
Jul. 1992	Service at Brussels Office of Cleary, Gottlieb, Steen & Hamilton LLP
Jan. 1993	Service at Rotterdam Office of De Brauw Blackstone Westbroek
Apr. 1994	Partner of Oh-Ebashi Law Firm (to present)
Aug. 2002	Partner of Oh-Ebashi LPC & Partners (to present)
Apr. 2004	Professor of Kwansei Gakuin University Law School
Apr. 2010	Part-time lecturer of Kwansei Gakuin University Law School
Aug. 2014	Outside Auditor of NIITAKA Co., Ltd.
Jun. 2015	Auditor of the Company
Aug. 2015	Outside Director (Audit and Supervisory Committee Member) of NIITAKA Co., Ltd. (to present)
Jun. 2016	Director (Audit and Supervisory Committee Member) of the Company (to present)
Mar. 2022	Managing Director of Japan Association of Arbitrators (to present)

**Daisuke Shinkawa**

May 1991	Registered as a certified public accountant
Aug. 1991	Registered as a certified tax accountant
Apr. 2002	Established Hokuto & Co. Partner of Hokuto & Co.
Jan. 2003	Representative partner of Hokuto & Co. (to present)
Jun. 2012	Outside Corporate Auditor of SHIMA SEIKI MFG., LTD.
Jun. 2016	Director (Audit and Supervisory Committee Member) of the Company (to present)
Jun. 2020	Outside Director (Audit and Supervisory Committee Member) of SHIMA SEIKI MFG., LTD. (to present)

Motohide Nishimura

Apr. 1978	Joined Okasan Securities Co., Ltd.
Aug. 1995	Advisor of SENSU ELECTRIC CO., LTD.
Jan. 1996	Director, Deputy General Manager of Marketing Div. and International Div. of SENSU ELECTRIC CO., LTD.
Jan. 1997	Managing Director, Deputy General Manager of Administration Div. of SENSU ELECTRIC CO., LTD.
Jan. 1998	Senior Managing Director, General Manager of Marketing Div. and Marketing Administration Div. of SENSU ELECTRIC CO., LTD.
Jan. 2000	Representative Director, President of SENSU ELECTRIC CO., LTD. (to present)
Jun. 2018	Director (Audit and Supervisory Committee Member) of the Company (to present)

Misako Tanizawa

For career summary of Ms. Misako Tanizawa, please refer to Proposal 3.

- \*1. There is no special interest between the above four members and the Company.
2. Mr. Teppei Mogi, Mr. Daisuke Shinkawa, Mr. Motohide Nishimura and Ms. Misako Tanizawa are Outside Directors as defined in Article 2, item 15 of the Companies Act. Four members meet the requirements of our internal regulation of “Criteria for Independence of Outside Directors” and are Independent Directors/Auditors pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange.  
The Company has not entered into an advisory agreement with Oh-Ebashi LPC & Partners where Mr. Teppei Mogi is a partner or with Oh-Ebashi Law Firm where Mr. Mogi is also a partner. While the Company receives advice on individual deals based on the expert knowledge of said law firms, an attorney at law other than Mr. Mogi is in charge of the Company. Moreover, the ratio of the total remuneration amount that said law firms receive to the Company’s average payment amount in the last three fiscal years is less than 0.1% of the law firms’ total annual received remuneration in each fiscal year. As that does not exceed the limit of 2% of the total annual remuneration amount received as stipulated in the Company’s “Criteria for Independence of Outside Directors,” these relations will have no effect on his independence.
3. Ms. Misako Tanizawa is a candidate for Outside Director.  
If the re-election of Ms. Misako Tanizawa is approved, the Company will continue to register her as an Independent Director/Auditor to the Tokyo Stock Exchange.



**Types of Large-Scale Purchase Proposals That Are Considered to Significantly Undermine the Corporate Value of the Company and the Common Interest of Shareholders**

1. Cases where the Purchaser is found to be a party who does not have any intention to participate in corporate management and is acquiring or intends to acquire shares, etc. of the Company only for the purpose of selling the shares, etc. of the Company to the Company or a related party of the Company at a high price after driving the share price higher (so-called greenmailer)
2. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of transferring such assets of the Company or its group companies (hereinafter collectively referred to as the “Group”) as intellectual property rights, know-how, corporate secrets, major business partners, and customers that are necessary for the business operation of the Company to the Purchaser or its group company, etc. by temporarily gaining control over the corporate management of the Company
3. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of using the assets of the Group as collateral for or the source of funds to repay debts of the Purchaser or its group company, etc. after acquiring the control over the corporate management of the Company
4. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of disposing of real estate, securities and other high-value assets that are not currently related to the business of the Group and temporarily paying higher dividends from the disposition proceeds or deliberately selling the shares, etc. of the Company at a high price as the share price surges during the period of the said temporarily higher dividends by temporarily gaining control over the corporate management of the Company
5. Cases where the method of purchase of shares, etc. of the Company proposed by the Purchaser is found to impose restrictions on the opportunity or freedom of shareholders to make a decision by way of so-called coercive two-tier tender offer<sup>15</sup> and shareholders could be effectively forced to sell the shares, etc. of the Company

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<sup>15</sup> The method of carrying out a tender offer in two steps where the Purchaser does not solicit the sale of all shares, etc. of the Company in the first stage while specifying unfavorable terms and conditions for purchase in the second stage or not clarifying the terms and conditions for purchase in the second stage.

**Outline of the Allotment of Share Acquisition Rights Without Contribution**

1. Total number of the Share Acquisition Rights to be allotted  
The total number of the Share Acquisition Rights to be allotted shall be the number separately specified by the Board of Directors of the Company in the resolution approving the allotment of the Share Acquisition Rights without contribution (hereinafter “Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution”) and this number shall not exceed the number equivalent to three (3) times the final total number of issued shares of the Company as of a certain day separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution (hereinafter “Allotment Date”) (excluding the number of treasury shares of the Company as of the said date).
2. Shareholders entitled to the allotment  
The Share Acquisition Rights shall be allotted without contribution to shareholders whose names are recorded in the last shareholder register as of the Allotment Date at the rate of up to three (3) Share Acquisition Rights per common share of the Company held by the said shareholders (excluding shares of the Company held by the Company as of the said date) that is separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
3. Effective date of the allotment of the Share Acquisition Rights without contribution  
The effective date shall be the day separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
4. Class and number of shares that are the subject of the Share Acquisition Rights  
The class of the shares that are the subject of the Share Acquisition Rights shall be common shares of the Company and the number of shares that are the subject of a Share Acquisition Right (hereinafter “Number of Subject Shares”) shall be the number separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that the Number of Subject Shares shall not exceed one (1). However, in cases where the Company carries out a share split or share consolidation, the Number of Subject Shares shall be subject to required adjustment.
5. Type and amount of assets to be contributed upon exercise of the Share Acquisition Rights  
The type of assets to be contributed upon exercise of the Share Acquisition Rights shall be money and the amount of assets to be contributed upon exercise of the Share Acquisition Rights per common share of the Company shall be the amount separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that this amount shall not be less than one (1) yen.
6. Restrictions on the transfer of the Share Acquisition Rights  
Any transfer of the Share Acquisition Rights shall be subject to the approval of the Board of Directors of the Company.

7. Exercise conditions of the Share Acquisition Rights

A party falling under any of the following categories (hereinafter collectively referred to as “non-qualified parties”) are not entitled to exercise the Share Acquisition Rights: (1) specified large volume holder<sup>16</sup>, (2) joint holder of a specified large volume holder, (3) specified large volume purchaser<sup>17</sup>, (4) specially related party of a specified large volume purchaser, (5) party who has received or succeeded the Share Acquisition Rights from any of the parties listed in (1) through (4) without obtaining the approval of the Board of Directors of the Company, or (6) related party<sup>18</sup> of any of the parties falling under (1) through (5). The details of the exercise conditions of the Share Acquisition Rights shall be separately specified in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

8. Acquisition of the Share Acquisition Rights by the Company

The Company may acquire the Share Acquisition Rights held by parties other than non-qualified parties and deliver common shares of the Company at the rate of the Number of Subject Shares per Share Acquisition Right in exchange for them on the day separately specified by the Board of Directors of the Company. In the case where the Company acquires the Share Acquisition Rights held by non-qualified parties, the Company shall not deliver money or other financial benefits as consideration therefor. The details of the acquisition conditions of the Share Acquisition Rights shall be separately specified in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

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<sup>16</sup> Specified large volume holder refers to a holder of shares, etc. issued by the Company whose ownership ratio of shares pertaining to the said shares, etc. is 20% or more or a party who falls under the category of specified large volume holder as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume holder if the Board of Directors of the Company has determined that the said party’s acquiring or holding shares, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

<sup>17</sup> Specified large volume purchaser refers to a party who has given a public notice to the effect that it will carry out a purchase, etc. (meaning “purchase, etc.” as defined in Article 27-2, paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) of shares, etc. (meaning “Share Certificates, etc.” prescribed in Article 27-2, paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) issued by the Company through a tender offer and whose ownership ratio of shares, etc. pertaining to its ownership after the said purchase, etc. (including those prescribed by Article 7, paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act as to be equivalent thereto) as combined with the ownership ratio of shares, etc. of its specially related parties is 20% or more or a party who falls under the category of specified large volume purchaser as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume purchaser if the Board of Directors of the Company has determined that the said party’s acquiring or holding shares, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

<sup>18</sup> “Related party” means a party who substantively controls or is controlled by or is under the common control with the other party (including those who are determined by the Board of Directors of the Company to fall under the said definition) or a party who is determined by the Board of Directors of the Company to act in cooperation with the other party. “Control” means the “cases where a party controls decisions on financial and business policies” of other companies, etc. (meaning the cases defined in Article 3, paragraph 3 of the Regulations for Enforcement of the Companies Act).

9. Acquisition without contribution in the case of abortion, etc. of the exercise of countermeasures

In cases where the Board of Directors of the Company has aborted the exercise of countermeasures or other cases separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution, the Company may acquire all of the Share Acquisition Rights without contribution during the period from the effective date of the allotment of the Share Acquisition Rights without contribution to the day immediately preceding the start date of the exercise period of the Share Acquisition Rights.

10. Exercise period, etc. of the Share Acquisition Rights

The exercise period of the Share Acquisition Rights and other necessary matters shall be separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

**Criteria for Independence of Outside Directors (Reference)**

The Company has established the Criteria for Independence of Outside Directors<sup>[i]</sup> as follows to secure the objectivity and transparency needed to strengthen corporate governance. In the event that an Outside Director falls under any of the following, he/she will be deemed as not sufficiently independent.

1. An executive<sup>[ii]</sup> of the Company or one of its subsidiaries (hereinafter, collectively referred to as the “Group”)
2. A current major shareholder<sup>[iii]</sup> of the Company (in the event that the major shareholder is an organization that is a corporation, partnership, etc., an executive of said organization)
3. An executive of a corporation of which the Group is a major equity holder (a party that directly or indirectly holds 10% or more of the total voting rights)
4. A major client<sup>[iv]</sup> of the Group, or an executive of a major client
5. A party whose major client is the Group<sup>[v]</sup>, or an executive of said party
6. A party belonging to the auditing firm that is the accounting auditor of the Group
7. An executive of the Company’s lead-manager securities company
8. A consultant, accountant, or legal professional who has been paid substantial amounts of money or other financial benefits<sup>[vi]</sup> other than officers’ remuneration paid by the Group (in the event that the party being paid said financial benefits is an organization such as a law office, auditing firm, or consultant firm that is a corporation, partnership, etc., a party belonging to said organization)
9. A party who receives substantial donations<sup>[vii]</sup> from the Group (in the event that the party who receives said substantial donations is an organization that is a corporation, partnership, etc., a party belonging to said organization)
10. A party whose close relative<sup>[viii]</sup> falls under any of the above items from 1 to 9 (however, aside from the above item 1, this is limited to important person<sup>[ix]</sup>)
11. A party that has fallen under any of the above items from 2 to 9 in the last three years  
For the above item 1, a party that has fallen under the item in the last ten years
12. Any other party for whom a conflict of interest is likely to arise with general shareholders, and whose circumstances are reasonably judged to prevent the party from performing duties as an independent Outside Director

- [i] “Outside Director” refers to an outside director as defined in Article 2, item 15 of the Companies Act.
- [ii] “Executive” refers to an executive director, executive, executive officer, other equivalent person, or other employee.
- [iii] “Major shareholder” refers to a shareholder that holds, in their name or another person’s name, 10% or more of voting rights at the end of the Company’s most recent fiscal year.
- [iv] “Major client” refers to one of the following:
  - (1) A client to which the Group is providing products, etc., and whose transaction amount has been more than 2% of the Company’s consolidated net sales in one of the Company’s last four fiscal years.
  - (2) A financial institution from which the Group is borrowing funds, and whose balance of loans is more than 2% of the Company’s consolidated total assets at the end of the Company’s most recent fiscal year.
- [v] “A party whose major client is the Group” refers to a party that provides products, etc., to the Group and for which the Company’s transaction amount has been more than 2% of the party’s consolidated net sales in one of its last four fiscal years.
- [vi] An amount is a “Substantial amount of money or other financial benefits” in one of the following situations:
  - (1) In that event that said specialist is an individual and the total amount of said financial benefits, excluding officers’ remuneration, received from the Group is more than ¥10 million per year on average over the course of the Company’s last three fiscal years.
  - (2) In that event that said specialist is an organization that is a corporation, partnership, etc., and the total amount of said financial benefits received from the Group is more than 2% of said organization’s total annual revenues on average over the course of the Company’s last three fiscal years.
- [vii] “Substantial donations” refers to a donation from the Group that is more than ¥10 million per year on average over the course of the Company’s last three fiscal years.
- [viii] “Close relative” refers to a spouse or a relative who is within the second degree of kinship.
- [ix] “Important person” refers to an employee that holds a senior management position such as executive director, executive, executive officer, general manager or above.

### Skills Matrix of Directors of the Company (Reference)

If Proposal 2 and Proposal 3 are approved and adopted as proposed, the composition of the Board of Directors of the Company after the Ordinary General Meeting of Shareholders and the expertise and experience possessed by them will be as follows.

Name	Attribute	Gender	Expertise and Experience Possessed by the Directors							
			Corporate management	Personnel	Sales & Marketing	Finance & Accounting	Legal Affairs & Risk Management	ESG	Manufacturing, Research & Technical Development	Global Experience
Directors	Haruya Fujita	Inside	Male	○		○		○	○	○
	Shinji Nishigaki	Inside	Male	○		○		○	○	○
	Toshio Baba	Inside	Male	○		○			○	
	Kenshi Kawano	Inside	Male	○		○			○	○
	Masatake Nakagawa	Inside	Male	○		○			○	○
	Hiroshi Fujii	Inside	Male	○			○	○	○	○
	Kazuo Matsui	Inside	Male	○			○		○	○
Directors Who Are Audit and Supervisory Committee Members	Osamu Okada	Inside	Male		○		○	○	○	○
	Teppey Mogi	Outside Independent	Male					○	○	○
	Daisuke Shinkawa	Outside Independent	Male				○	○	○	
	Motohide Nishimura	Outside Independent	Male	○		○			○	○
	Misako Tanizawa	Outside Independent	Female				○	○	○	

\*1 The above table presents only the main expertise and experience possessed by each Director, and it does not represent the entirety of their expertise and experience.

2 “Independent” refers to independent Outside Directors who meet the requirements of our internal regulation of “Criteria for Independence of Outside Directors” and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange.