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To our shareholders:

Yoshitaka Saito  
President and Representative Director  
**F.C.C. CO., LTD.**  
[Registered Office]  
7000-36 Nakagawa, Hosoe-cho, Hamana-ku,  
Hamamatsu-shi, Shizuoka  
[Head Office]  
11017, Miyakoda-cho, Hamana-ku,  
Hamamatsu-shi, Shizuoka

## NOTICE OF THE 96TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially informed of the 96th Ordinary General Meeting of Shareholders of F.C.C. CO., LTD. (the “Company”), which will be held as described below.

In convening this 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. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

[https://www.fcc-net.co.jp/ir/library\\_detail.php?type=5](https://www.fcc-net.co.jp/ir/library_detail.php?type=5) (in Japanese)

TSE website, Listed Company Search:

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

(On the TSE website, search for the issue name (company name) “F.C.C.” or the securities code “7296” and then select “Basic information” and “Documents for public inspection/PR information” to view the information.)

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

<https://d.sokai.jp/7296/teiji/> (in Japanese)

Instead of attending the meeting in person, you may exercise your voting rights by postal mail or by electromagnetic method (using the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than Monday, June 22, 2026 at 4:40 p.m. (Japan Standard Time).

**1. Date and Time:** Tuesday, June 23, 2026 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** Okura Act City Hotel Hamamatsu  
“Heian” on the 4th floor  
111-2 Itaya-machi, Chuo-ku, Hamamatsu-shi, Shizuoka

**3. Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 96th Term (from April 1, 2025 to March 31, 2026), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

2. Non-Consolidated Financial Statements for the 96th Term (from April 1, 2025 to March 31, 2026)

**Items to be resolved:**

- Proposal 1:** Amendment to the Articles of Incorporation
- Proposal 2:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of four (4) Directors who are Audit and Supervisory Committee Members

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal 1: Amendment to the Articles of Incorporation

##### 1. Reasons for the proposal

The Company clearly positions the role of Directors as the supervision of management and decision-making on important matters. The execution of business will be carried out under a structure centered on Operating Officers in order to respond promptly and flexibly to changes in the business environment. From the perspective of clarifying the respective roles of Directors and Operating Officers, further strengthening the functions of Directors, and accelerating the execution of business, the titles previously assigned to Directors, such as President, Senior Managing Director, and Managing Director, will be reorganized under the Operating Officer system, whereby the Company will transition to a structure under which persons concurrently serving as Directors will be uniformly designated as Directors without those conventional titles.

Based on the above changes to the management structure, the proposed amendments to the Articles of Incorporation apply the necessary changes to Article 14 (Convener and Chairperson), Article 21 (Representative Director and Directors with Special Titles), and Article 22 (Convener and Chairperson of the Board of Directors Meeting) of the current Articles of Incorporation.

##### 2. The proposed amendments

The proposed amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>(Convener and Chairperson)</p> <p>Article 14.</p> <ol style="list-style-type: none"> <li>1. The general meeting of shareholders shall be convened by the <u>Director and President</u>, who shall serve as the chairperson thereof.</li> <li>2. In the absence or inability of the <u>Director and President</u>, another Director shall convene the General Meeting of Shareholders and serve as the chairperson thereof in accordance with the order predetermined by the Board of Directors.</li> </ol> <p><u>Representative Director and Directors with Special Titles</u></p> <p>Article 21.</p> <ol style="list-style-type: none"> <li>1. The Board of Directors shall, by its resolution, appoint the Representative Director from among Directors (excluding Directors who are Audit and Supervisory Committee Members).</li> <li>2. <u>The Board of Directors may, by its resolution, appoint one Director and Chair, one Director and President, one Director and Vice President, and several Senior Managing Directors and Managing Directors.</u></li> </ol> <p>(Convener and Chairperson of the Board of Directors Meeting)</p> <p>Article 22.</p> <ol style="list-style-type: none"> <li>1. Unless otherwise provided for by laws and regulations, the Board of Directors meeting shall be convened by the <u>Director and President</u>, who shall serve as the chairperson thereof.</li> <li>2. In the absence or inability of the <u>Director and President</u>, another Director shall convene the Board of</li> </ol>	<p>(Convener and Chairperson)</p> <p>Article 14.</p> <ol style="list-style-type: none"> <li>1. The general meeting of shareholders shall be convened by the <u>Representative Director</u>, who shall serve as the chairperson thereof.</li> <li>2. In the absence or inability of the <u>Representative Director</u>, another Director shall convene the general meeting of shareholders and serve as the chairperson thereof in accordance with the order predetermined by the Board of Directors.</li> </ol> <p><u>(Representative Director)</u></p> <p>Article 21.</p> <ol style="list-style-type: none"> <li>1. The Board of Directors shall, by its resolution, appoint the Representative Director from among Directors (excluding Directors who are Audit and Supervisory Committee Members).</li> </ol> <p style="text-align: center;">(Deleted)</p> <p>(Convener and Chairperson of the Board of Directors Meeting)</p> <p>Article 22.</p> <ol style="list-style-type: none"> <li>1. Unless otherwise provided for by laws and regulations, the Board of Directors meeting shall be convened by the <u>Representative Director</u>, who shall serve as the chairperson thereof.</li> <li>2. In the absence or inability of the <u>Representative Director</u>, another Director shall convene the Board of</li> </ol>

Current Articles of Incorporation	Proposed Amendments
Directors meeting and serve as the chairperson thereof in accordance with the order predetermined by the Board of Directors.	Directors meeting and serve as the chairperson thereof in accordance with the order predetermined by the Board of Directors.

**Proposal 2:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. In line with this, the Company requests the election of six (6) Directors. The candidates for Directors are determined by the Board of Directors based on the report of the Nomination and Remuneration Advisory Committee, where Outside Directors account for a majority.

The candidates for Director are as follows.

No.	Name		Current position and responsibilities at the Company and significant concurrent positions outside the Company		Attendance at Board of Directors meetings
1	Yoshitaka Saito	[For reelection]	President and Representative Director		100% 9/9
2	Toshinari Mohara	[New candidate]	Managing Officer	Head of Motorcycle CASE Commercialization Head of Brand Strategy Head of business operation (motorcycle CASE Commercialization) in India and ASEAN	—% —/—
3	Yoshifumi Fuchigami	[New candidate]	Managing Officer	Head of Sales Head of Purchasing Head of business operation in Japan	—% —/—
4	Mikinobu Nagasaka	[New candidate]	Senior Operating Officer	Head of Management and Administration Head of Environment and Safety Compliance Officer Chief Information Officer	—% —/—
5	Kunihiro Koshizuka	[For reelection] [Outside] [Independent]	Director	Outside Director of AEON MALL Co., Ltd. Outside Director of WILL GROUP, INC. Outside Director of MIC CO., LTD.	100% 9/9
6	Kazunori Kobayashi	[For reelection] [Outside] [Independent]	Director		100% 9/9

[For reelection] indicates candidates for reelection as Directors.

[New candidate] indicates new candidates for Directors.

[Outside] indicates candidates for Outside Directors.

[Independent] indicates Independent Directors as stipulated by the Tokyo Stock Exchange.

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p data-bbox="336 450 552 506">Yoshitaka Saito (November 29, 1973)</p> <p data-bbox="368 533 520 562">[For reelection]</p> <p data-bbox="320 589 568 723">Number of years in office as a Director (at the conclusion of this meeting) 15 years</p> <p data-bbox="331 750 557 862">Attendance at Board of Directors meetings 100% 9/9</p>	<p data-bbox="592 286 943 315">Feb. 2009      Joined the Company</p> <p data-bbox="592 324 1193 432">Jan. 2011      President and Director of FCC (INDIANA) Mfg., LLC (currently FCC (INDIANA), LLC) President and Director of FCC (INDIANA), INC. (currently FCC (INDIANA), LLC)</p> <p data-bbox="592 441 986 470">June 2011      Director of the Company</p> <p data-bbox="592 479 1185 586">Apr. 2012      Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC.</p> <p data-bbox="592 595 1201 651">June 2012      Managing Director, Head of business operation in North America of the Company</p> <p data-bbox="592 660 1201 716">Apr. 2013      Managing Director, Head of business operation of motorcycles business of the Company</p> <p data-bbox="592 725 1193 810">Apr. 2014      Managing Director, Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company</p> <p data-bbox="592 819 1198 904">June 2018      Senior Managing Director, in charge of Sales and Head of business operation in China of the Company</p> <p data-bbox="592 913 1201 969">Apr. 2019      Vice President and Representative Director and in charge of Alliance of the Company</p> <p data-bbox="592 978 1171 1025">June 2020      President and Representative Director of the Company (incumbent)</p>	42,930
<p data-bbox="309 1034 791 1064">Reasons for nomination as candidate for Director</p> <p data-bbox="309 1064 1385 1198">Yoshitaka Saito has held various positions, including Head of business operation in North America, Head of business operation of motorcycles business and Head of business operation in China, and since 2020 has been leading general group management as President and Representative Director. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Toshinari Mohara (November 11, 1965)</p> <p>[New candidate]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) –</p> <p>Attendance at Board of Directors meetings –% –/–</p>	<p>Apr. 1985      Joined Honda R&amp;D Co., Ltd.</p> <p>Apr. 2017      President of Honda R&amp;D (India) Private Limited</p> <p>Apr. 2019      Joined the Company; Operating Officer, Head of Research and Development of Motorcycle of the Company</p> <p>June 2020      Director, Head of Research and Development and Head of R&amp;D Center of the Company</p> <p>June 2021      Managing Officer, Head of Research and Development and Head of R&amp;D Center of the Company</p> <p>June 2022      Managing Officer, Head of Research and Development, Head of Fundamental Research and Electronic Motorcycle Development and Head of R&amp;D Center of the Company</p> <p>June 2023      Managing Officer, Head of Motorcycle CASE Commercialization and Head of business operation (Motorcycle CASE Commercialization) in India and ASEAN of the Company</p> <p>June 2025      Managing Officer, Head of Motorcycle CASE Commercialization, Head of Brand Strategy and Head of business operation (Motorcycle CASE Commercialization) in India and ASEAN of the Company (incumbent)</p>	10,309
<p>Reasons for nomination as candidate for Director Toshinari Mohara has held various positions, including Head of Research and Development and Head of Motorcycle CASE Commercialization, and has extensive experience and knowledge in the development department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his election as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p>Yoshifumi Fuchigami (August 23, 1966)</p> <p>[New candidate]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) –</p> <p>Attendance at Board of Directors meetings –% –/–</p>	<p>Apr. 1985    Joined KYUSHU F.C.C. CO.,LTD.</p> <p>Nov. 2008    President of CHENGDU YONGHUA.F.C.C. CLUTCHES CO.,LTD.</p> <p>Apr. 2014    Transferred to the Company; President of KYUSHU F.C.C. CO.,LTD.</p> <p>June 2016    President of FCC (THAILAND) CO., LTD.</p> <p>Apr. 2019    Operating Officer, General Manager of Sales Department of the Company</p> <p>June 2022    Senior Operating Officer, Head of Sales of the Company</p> <p>June 2023    Managing Officer, Head of Sales of the Company</p> <p>June 2024    Managing Officer, Head of Sales and Head of Purchasing of the Company</p> <p>June 2025    Managing Officer, Head of Sales, Head of Purchasing and Head of business operation in Japan of the Company (incumbent)</p>	9,124
<p>Reasons for nomination as candidate for Director</p> <p>Yoshifumi Fuchigami has held various positions, including Head of Sales, Head of Purchasing and Head of business operation in Japan, and has extensive experience and knowledge in the sales department. After joining the Company, he engaged in the fields of manufacturing and quality control and also has a deep understanding of the Company's overall business. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his election as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Mikinobu Nagasaka (April 1, 1967)  [New candidate]  Number of years in office as a Director (at the conclusion of this meeting) –  Attendance at Board of Directors meetings –% –/–	Apr. 1989    Joined the Company May 2011    General Manager of Accounting Department of the Company Apr. 2013    Operating Officer, General Manager of Accounting Department of the Company June 2024    Senior Operating Officer, Head of Management and Administration of the Company Oct. 2024    Senior Operating Officer, Head of Management and Administration, Head of Environment and Safety, Compliance Officer and Chief Information Officer of the Company (incumbent)	12,650
	<p>Reasons for nomination as candidate for Director</p> <p>Mikinobu Nagasaka has held various positions, including General Manager of Accounting Department, Head of Management and Administration, and Head of Environment and Safety, and has extensive experience and knowledge in the administration department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his election as Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p data-bbox="341 501 547 557">Kunihiro Koshizuka (September 30, 1955)</p> <p data-bbox="373 584 515 663">[For reelection] [Outside] [Independent]</p> <p data-bbox="320 696 568 826">Number of years in office as a Director (at the conclusion of this meeting) 4 years</p> <p data-bbox="331 860 558 960">Attendance at Board of Directors meetings 100% 9/9</p>	<p data-bbox="595 288 1174 344">Apr. 1981     Joined Konishiroku Photo Industry Co., Ltd. (currently KONICA MINOLTA, INC.)</p> <p data-bbox="595 356 1158 434">Apr. 2012     Executive Officer, General Manager of Technology Strategy Division of KONICA MINOLTA, INC.</p> <p data-bbox="595 445 1193 524">Apr. 2014     Executive Vice President &amp; Executive Officer, General Manager of Corporate R&amp;D Headquarters of KONICA MINOLTA, INC.</p> <p data-bbox="595 535 1193 613">Apr. 2015     Executive Vice President &amp; Executive Officer, General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p data-bbox="595 624 1206 725">June 2015     Director, Executive Vice President &amp; Executive Officer, and General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p data-bbox="595 736 1206 792">Apr. 2016     Director, Executive Vice President &amp; Executive Officer of KONICA MINOLTA, INC.</p> <p data-bbox="595 804 1142 860">June 2019     Senior Technical Advisor of KONICA MINOLTA, INC. (retired in March 2021)</p> <p data-bbox="595 871 1166 927">May 2020     Outside Director of AEON MALL Co., Ltd. (incumbent)</p> <p data-bbox="595 938 1190 1016">June 2021     External Director of TOKYU CONSTRUCTION CO., LTD. (retired in June 2025)</p> <p data-bbox="595 1028 1142 1084">June 2022     Outside Director of WILL GROUP, INC. (incumbent)</p> <p data-bbox="595 1095 1110 1128">June 2022     Director of the Company (incumbent)</p> <p data-bbox="595 1140 1086 1173">Apr. 2023     Outside Director of MIC CO., LTD. (incumbent)</p>	-
<p data-bbox="309 1193 1393 1350">Reasons for nomination as candidate for Outside Director and overview of expected roles Kunihiro Koshizuka has extensive experience and knowledge of technological strategy, new business creation, and digital and scientific technology at global companies, which he is expected to leverage to supervise and provide valuable advice regarding every aspect of the Company's management. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
6	Kazunori Kobayashi (June 2, 1958)	Apr. 1981	Joined Nippon Gakki Co., Ltd. (currently Yamaha Corporation)	-
	[For reelection] [Outside] [Independent]	June 2013	Operating Officer, General Manager of Professional Audio Business Department of Electronics Business Headquarters of Yamaha Corporation	
	Number of years in office as a Director (at the conclusion of this meeting) 4 years	Aug. 2013	Operating Officer, General Manager of Business Development of Yamaha Corporation	
	Attendance at Board of Directors meetings 100% 9/9	July 2016	Operating Officer of Yamaha Corporation Representative Director and President of YAMAHA MUSIC JAPAN CO., LTD.	
		June 2018	Advisor of Yamaha Corporation (retired in June 2020)	
		June 2022	Director of the Company (incumbent)	
<p>Reasons for nomination as candidate for Outside Director and overview of expected roles  Kazunori Kobayashi has extensive experience and knowledge of management, business planning, and new business creation at global companies, which he is expected to leverage to supervise and provide valuable advice regarding every aspect of the Company's management. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium- to long-term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>				

- Notes:
1. Toshinari Mohara, Yoshifumi Fuchigami, and Mikinobu Nagasaka are new candidates for Director.
  2. There is no special interest between the candidates and the Company.
  3. Kunihiro Koshizuka and Kazunori Kobayashi are candidates for Outside Director.
  4. Kunihiro Koshizuka and Kazunori Kobayashi are currently Outside Directors, and at the conclusion of this meeting, they will have served as Outside Directors for 4 years.
  5. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, we have entered into an agreement with each candidate Kunihiro Koshizuka and Kazunori Kobayashi to limit the liability for damages in Article 423, Paragraph 1 of the Companies Act. Based on this agreement, the maximum liability for damages is the minimum liability stipulated in Article 425, Paragraph 1 of the Companies Act. If their election is approved, the Company plans to continue this agreement.
  6. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers the insured persons against losses incurred when accepting liability for the execution of their duties or when receiving claims in pursuit of this liability. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured person in the insurance policy. Also, the next time this insurance policy comes up for renewal, the Company intends to renew it with the same content.
  7. The Company has submitted notification to the Tokyo Stock Exchange that Kunihiro Koshizuka and Kazunori Kobayashi have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their appointment as independent officers to continue.

**Proposal 3:** Election of four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. In line with this, the Company requests the election of four (4) Directors who are Audit and Supervisory Committee Members.

Furthermore, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name		Current position and responsibilities at the Company and significant concurrent positions outside the Company		Attendance at Board of Directors meetings	Attendance at Audit and Supervisory Committee meetings
1	Akira Tsuboi	[For reelection]	Director Audit and Supervisory Committee Member (full time)		88.9% 8/9	91.7% 11/12
2	Mayumi Yamamoto	[For reelection] [Outside] [Independent]	Director Audit and Supervisory Committee Member	Mayumi Yamamoto Certified Public Accountant Office Representative Partner of Tokiwa Audit Corporation	100% 9/9	100% 12/12
3	Tae Kawashima	[For reelection] [Outside] [Independent]	Director Audit and Supervisory Committee Member	Tae Kawashima Law Office Outside Director of Tenryu Saw Mfg. Co., Ltd. Outside Audit & Supervisory Board Member of Pulstec Industrial Co., Ltd.	100% 9/9	100% 12/12
4	Kazutoshi Shibayama	[New candidate] [Outside] [Independent]	–	Kazutoshi Shibayama Certified Public Accountant Office Kazutoshi Shibayama Tax Accountant Office	–% –/–	–% –/–

[For reelection] indicates candidates for reelection as Directors.

[New candidate] indicates new candidates for Directors.

[Outside] indicates candidates for Outside Directors.

[Independent] indicates Independent Directors as stipulated by the Tokyo Stock Exchange.

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Akira Tsuboi (August 13, 1964)</p> <p>[For reelection]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) 2 years</p> <p>Attendance at Board of Directors meetings 88.9% 8/9</p> <p>Attendance at Audit and Supervisory Committee meetings 91.7% 11/12</p>	<p>Jan. 1994      Joined the Company</p> <p>Apr. 2016      Operating Officer, Head of Research and Development of Automobile Components of the Company</p> <p>July 2019      Operating Officer, Deputy Head of business operation in China of the Company</p> <p>Sept. 2019      Operating Officer, Deputy Head of business operation in China of the Company, and President of F.C.C. (CHINA) INVESTMENT CO., LTD.</p> <p>Jan. 2023      Operating Officer, Head of Quality Control and Quality Assurance Representative of the Company</p> <p>June 2024      Director, Audit and Supervisory Committee Member (full time) of the Company (incumbent)</p>	6,000
<p>Reasons for nomination as candidate for Director Akira Tsuboi has held various positions, including Head of Research and Development of Automobile Components and Head of Quality Control, and has extensive experience and knowledge in the development and quality control departments. Because he can be relied upon to utilize his experience in the execution of business for cooperation with Outside Directors and strengthening the Group's audit and supervisory functions, the Company requests his reelection as Director who is Audit and Supervisory Committee Member.</p>			
2	<p>Mayumi Yamamoto (July 28, 1971)</p> <p>[For reelection] [Outside] [Independent]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) 4 years</p> <p>Attendance at Board of Directors meetings 100% 9/9</p> <p>Attendance at Audit and Supervisory Committee meetings 100% 12/12</p>	<p>Oct. 2001      Joined Shin Nihon &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Apr. 2005      Registered as Certified Public Accountant</p> <p>Aug. 2006      Established Mayumi Yamamoto Certified Public Accountant Office (to present)</p> <p>July 2008      Joined Tokiwa Audit Corporation</p> <p>July 2016      Representative Partner of Tokiwa Audit Corporation (incumbent)</p> <p>June 2022      Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	-
<p>Reasons for nomination as candidate for Outside Director and overview of expected roles Mayumi Yamamoto has been conducting audits and supervisory work from an independent and objective perspective, based on her extensive experience and knowledge on corporate finance and accounting as a certified public accountant. We have determined that she is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests her reelection as Director who is an Audit and Supervisory Committee Member. The candidate has not been involved in corporate management in the past other than as an outside officer, but for the above reasons, we have determined that she would perform her duties as Outside Director appropriately.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Tae Kawashima (April 22, 1979)  [For reelection] [Outside] [Independent]  Number of years in office as a Director (at the conclusion of this meeting) 2 years  Attendance at Board of Directors meetings 100% 9/9  Attendance at Audit and Supervisory Committee meetings 100% 12/12	Sept. 2007	Graduated from The Legal Training and Research Institute of Japan Registered as an attorney (Shizuoka Bar Association) Joined Yasutomo Ohishi Law Office	-
	Aug. 2014	President of Tae Kawashima Law Office (to present)		
		June 2022	Outside Director of Tenryu Saw Mfg. Co., Ltd. (incumbent)	
		June 2024	Director, Audit and Supervisory Committee Member of the Company (incumbent)	
		June 2025	Outside Audit & Supervisory Board Member of Pulstec Industrial Co., Ltd. (incumbent)	
Reasons for nomination as candidate for Outside Director and overview of expected roles Tae Kawashima has extensive experience and knowledge on corporate legal affairs as an attorney. We have determined that she is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests her reelection as Director who is an Audit and Supervisory Committee Member. The candidate has not been involved in corporate management in the past other than as an outside officer, but for the above reasons, we have determined that she would perform her duties as Outside Director appropriately.				
4	Kazutoshi Shibayama (August 6, 1973)  [New candidate] [Outside] [Independent]  Number of years in office as a Director (at the conclusion of this meeting) -  Attendance at Board of Directors meetings -% -/-  Attendance at Audit and Supervisory Committee meetings -% -/-	Oct. 1997	Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)	-
	Apr. 2001	Registered as Certified Public Accountant		
		June 2007	Established Kazutoshi Shibayama Certified Public Accountant Office (to present) Established Kazutoshi Shibayama Tax Accountant Office (to present)	
Reasons for nomination as candidate for Outside Director and overview of expected roles Kazutoshi Shibayama has extensive experience and knowledge of corporate finance and accounting as a certified public accountant and tax accountant. We have determined that he is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests his election as Director who is an Audit and Supervisory Committee Member. The candidate has not been involved in corporate management in the past other than as an outside officer, but for the above reasons, we have determined that he would perform his duties as Outside Director appropriately.				

- Notes:
1. Kazutoshi Shibayama is a new candidate for Director.
  2. There is no special interest between the candidates and the Company.

3. Mayumi Yamamoto, Tae Kawashima, and Kazutoshi Shibayama are candidates for Outside Directors.
4. Mayumi Yamamoto is currently an Outside Director, and at the conclusion of this meeting she will have served as an Outside Director for 4 years. Tae Kawashima is currently an Outside Director, and at the conclusion of this meeting she will have served as an Outside Director for 2 years.
5. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, we have entered into an agreement with each candidate Akira Tsuboi, Mayumi Yamamoto, and Tae Kawashima to limit the liability for damages in Article 423, Paragraph 1 of the Companies Act. Based on this agreement, the maximum liability for damages is the minimum liability stipulated in Article 425, Paragraph 1 of the Companies Act. If their election is approved, the Company plans to continue this agreement. If the election of Kazutoshi Shibayama is approved, the Company plans to enter into the same limited liability agreement with him.
6. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers the insured persons against losses incurred when accepting liability for the execution of their duties or when receiving claims in pursuit of this liability. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured person in the insurance policy. Also, the next time this insurance policy comes up for renewal, the Company intends to renew it with the same content.
7. The Company has submitted notification to the Tokyo Stock Exchange that Mayumi Yamamoto and Tae Kawashima have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their appointment as independent officers to continue. Kazutoshi Shibayama fulfills the conditions for independent officers as provided for by the Tokyo Stock Exchange. If his election is approved, the Company plans to designate him as an independent officer.
8. Mayumi Yamamoto's name on her family register is Mayumi Yazaki.

## Reference: Board of Directors Skill Matrix

If the Proposals 2 and 3 are approved and adopted as proposed, the composition and main knowledge and experience of the Board of Directors and Nomination and Remuneration Advisory Committee will be as follows.

Name	Position	Nomina-tion and Remu-neration Adviso-ry Commit-tee	Corpo-rate Manage-ment	Manu-facturing Tech-nology R&D	Sales and Marke-ting	Business Devel-opment and M&A	Digital IT ICT DX	Finance and Account-ing	Legal Affairs and Compli-ance	Global Experi-ence	Sustaina-bility
Yoshitaka Saito	Representative Director, President and Operating Officer	○	●		●	●	●		●	●	●
Toshinari Mohara	Director, Managing Officer		●	●		●				●	
Yoshifumi Fuchigami	Director, Managing Officer		●	●	●	●				●	
Mikinobu Nagasaka	Director, Senior Operating Officer		●					●			●
Kunihiro Koshizuka	Outside Director	○	●	●		●	●			●	
Kazunori Kobayashi	Outside Director	○	●		●	●				●	●
Akira Tsuboi	Director Audit and Supervisory Committee Member (full time)		●	●					●	●	
Mayumi Yamamoto	Outside Director Audit and Supervisory Committee Member	○						●			
Tae Kawashima	Outside Director Audit and Supervisory Committee Member	○							●		
Kazutoshi Shibayama	Outside Director Audit and Supervisory Committee Member	○						●			

Note: This table does not represent the entire knowledge and experience of each Director.

<b>Ratio of Outside Directors</b>	<b>50.0%</b>	
<b>Ratio of Female Directors</b>	<b>20.0%</b>	
<b>Ratio of Outside Directors on the Nomination and Remuneration Advisory Committee</b>		<b>83.3%</b>

**(Reference) Definitions of Skill Items**

1	Corporate Management	Possesses the knowledge, perspectives, and experience required to make effective decisions on management (the allocation of people, goods, and capital) and important decisions, in order to achieve the sustainable growth of the Group with the surrounding business environment changing significantly.
2	Manufacturing Technology R&D	Possesses broad knowledge of core and advanced technologies in order to promote the transformation into a company that continues to provide new value in both mobility and non-mobility fields.
3	Sales and Marketing	Possesses the knowledge required to formulate and execute strategies that accurately capture growth and sales expansion opportunities based on market and customer trends, expand adoption among key customers and in key markets, and lead to continuous revenue growth.
4	Business Development and M&A	Possesses the knowledge required to supervise the decision-making on commercializing from new business creation and alliances through M&A and post-merger integration, aiming to transform the business portfolio.
5	Digital IT ICT DX	Possesses the knowledge required to appropriately supervise operational transformation utilizing digital technologies, IT (Information Technology), OT (Operational Technology), the use of generative AI, and information security, in order to strengthen core businesses and expand new business creation.
6	Finance and Accounting	Possesses a professional understanding of financial accounting and managerial accounting in order to supervise the appropriateness of financial statements and related disclosures, as well as the knowledge required to supervise the appropriateness of capital policy, financing, and shareholder returns based on financial strategies and capital costs for the purpose of transforming the business portfolio.
7	Legal Affairs and Compliance	Possesses knowledge of legal affairs and risk management required to appropriately address various risks associated with business activities and risks related to domestic and overseas laws, regulations, and contracts.
8	Global Experience	Possesses management experience and knowledge gained overseas in order to globally expand business operations in regions where future business growth is expected, including North America, India, and the Global South.
9	Sustainability	Possesses knowledge and perspectives related to sustainability-oriented management based on environmental, social, and governance (ESG) criteria in order to achieve both sustainable corporate growth and social responsibility, as well as the knowledge required to appropriately supervise initiatives including carbon neutrality, personnel strategies, health and safety, social contribution, and corporate governance.