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(Securities Code 6728)  
September 5, 2024

**To Shareholders with Voting Rights:**

Setsuo Iwashita  
President and Chief Executive  
Officer  
ULVAC, Inc.  
2500 Hagisono, Chigasaki,  
Kanagawa, Japan

**NOTICE OF  
THE 120TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We hereby announce that the 120th Ordinary General Meeting of Shareholders of ULVAC, Inc. (the “Company”) will be held for the purposes as described in the next page.

In convening this General Meeting of Shareholders, the Company has adopted measures for the electronic provision of information contained in the reference documents for the General Meeting of Shareholders, etc. (the “matters subject to electronic provision measures”) and has posted this information on the Company’s website. Please access the following website to review the documents.

The Company’s website: <https://ir.ulvac.co.jp/en/ir/stock/meeting.html>

In addition to the above, the documents have also been posted on the following websites:

Tokyo Stock Exchange (TSE) website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Access the abovementioned TSE website and enter “ULVAC” or “6728” in the “Issue name (company name)” or “Code” and click “Search,” then select “Basic information” and “Documents for public inspection/PR information.” The documents can be found in the “Notice of General Shareholders Meeting / Information Materials for a General Shareholders Meeting” section under “Filed information available for public inspection.”)

Sumitomo Mitsui Trust Bank website (The Portal of Shareholders’ Meeting):  
<https://www.soukai-portal.net> (available in Japanese only)

\* The QR code is printed on the Voting Rights Exercise Form.

(Please scan the QR code on the enclosed Voting Rights Exercise Form or enter “The Portal of Shareholders’ Meeting Login ID” and “Password” printed on the Voting Rights Exercise Form.)

Please review the “Reference Documents for the General Meeting of Shareholders” included herein, and exercise your voting rights by 5:00 p.m. on Thursday, September 26, 2024, Japan time, by following the procedure as described in pages 4 to 5.

- 1. Date and Time:** Friday, September 27, 2024 at 10:00 a.m. Japan time  
**2. Place:** 2nd Floor Conference Room of the C Building of the Company located at 2500 Hagisono, Chigasaki, Kanagawa, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 120th fiscal year (July 1, 2023 – June 30, 2024) and results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 120th fiscal year (July 1, 2023 – June 30, 2024)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Six Directors  
**Proposal No. 3:** Election of One Substitute Auditor

**4. Information on Exercise of Voting Rights, etc.**




Please refer to "Information on Exercise of Voting Rights, etc." described on the following page.

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- The doors to the conference room will open at 9:00 a.m., Japan time.
  - When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Revisions, if any, to the matters subject to electronic provision measures, will be posted on each of the websites on which the measures for electronic provision are taken, indicating the matters both before and after the revisions.
  - For this General Meeting of Shareholders, regardless of whether or not delivery of documents is requested by a shareholder, we will send all shareholders the written documents containing the matters subject to electronic provision measures. The following matters are not included in such documents in accordance with laws and regulations and the Articles of Incorporation of the Company:
    - 1) Notes to Consolidated Financial Statements
    - 2) Notes to Non-consolidated Financial StatementsConsequently, the consolidated financial statements and non-consolidated financial statements included in such documents are a portion of the documents audited by the Independent Auditor and Corporate Auditors in the preparation of their Audit Reports.



## Information on Exercise of Voting Rights, etc.

Voting rights at the General Meetings of Shareholders are important rights of shareholders. Please exercise your voting rights having fully examined the following Reference Documents for the General Meeting of Shareholders. The following three methods are available to exercise your voting rights.

 <p style="text-align: center;"><b>Attendance at General Meeting of Shareholders</b></p> <p>When you attend the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form at the reception desk.</p> <p style="text-align: center;"><b><u>Date and time of the General Meeting of Shareholders:</u></b></p> <p style="text-align: center;">Friday, September 27, 2024 at 10:00 a.m. Japan time</p>	 <p style="text-align: center;"><b>Exercise of voting rights in writing (via mail)</b></p> <p>Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and send the form by postal mail.</p> <p style="text-align: center;"><b><u>Deadline for exercising voting rights:</u></b></p> <p style="text-align: center;">To be received no later than 5:00 p.m., Thursday, September 26, 2024, Japan time</p>	 <p style="text-align: center;"><b>Exercise of voting rights via the Internet, etc.</b></p> <p>Please follow the directions on page 5 to vote for or against each proposal (available in Japanese only).</p> <p style="text-align: center;"><b><u>Deadline for exercising voting rights:</u></b></p> <p style="text-align: center;">Must finish input by 5:00 p.m., Thursday, September 26, 2024, Japan time</p>
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If you do not indicate your vote for or against a proposal on your Voting Rights Exercise Form, your vote will be deemed as a vote in favor.

In the event that you exercise your voting rights both in writing (via mail) and via the Internet, etc. only your exercise of voting rights via the Internet, etc. will be considered valid. In the event that you exercise your voting rights via the Internet, etc. multiple times, then only your final exercise of voting rights via the Internet, etc. will be considered valid.

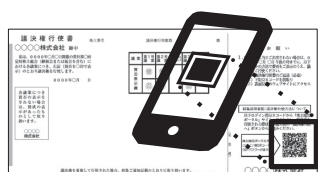
Institutional investors can electronically exercise their voting rights for this meeting from the “Electronic Voting System Platform” operated by ICJ, Inc.

# Guidance on Exercise of Voting Rights via the Internet, etc.

Deadline for exercising voting rights on the Internet:  
5:00 p.m., Thursday, September 26, 2024

## Exercise of Voting Rights via Smartphones, etc.

❶ Scan the QR code printed on the Voting Rights Exercise Form.



\* The “QR Code” is a trademark of DENSO WAVE INCORPORATED.

❷ Tap the “Exercise Voting Rights” button on the top page of the Portal of Shareholders’ Meeting.



❸ Once the screen for exercising voting rights is displayed, enter your vote for or against the proposals following the on-screen instructions.



## Exercise of Voting Rights via PCs, etc.

Access the following URL and enter “Login ID” and “Password” printed on the Voting Rights Exercise Form. After logging in, enter your vote for or against the proposals following the on-screen instructions.

The Portal of Shareholders’ Meeting URL ▶<https://www.soukai-portal.net>

Also, you may continue to use the voting rights exercise website. ▶<https://www.web54.net>

## Precautions

- If you wish to change your vote after exercising your voting rights, you will need to enter the “Voting Code” and “Password” printed on the Voting Rights Exercise Form.
- In the event that you exercise your voting rights both via the Internet, etc. and in writing, only your exercise of voting rights via the Internet, etc. will be considered valid. In the event that you exercise your voting rights via the Internet, etc. multiple times, your final exercise of voting rights will be considered valid.

## For Inquiry

Stock Transfer Agency  
Web Support Helpdesk,  
Sumitomo Mitsui Trust Bank

**0120-652-031**

(Business hours:  
9:00 a.m. to 9:00 p.m.)



Please also read Q&A.  
(available in Japanese only)

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Appropriation of Surplus

The Company recognizes the sharing of profits with the shareholders as one of its most important policies.

On the other hand, increasing our corporate value is also very important. To these ends, as the Company is in an industry which undergoes significant changes in capital investment trends and technical innovations, it is important to secure sufficient funds to invest in R&D in growth areas. At the same time, it is also important to build and thereafter maintain a stable financial base and enhance internal reserves.

The Company has been returning profits to shareholders with a focus on linkage with business performance, and from the current fiscal year, it will further raise the consolidated dividend payout ratio to 35% or more as its dividend policy.

Therefore, for the 120th fiscal year, the Company has determined that, based on the above policy, the year-end dividend for our shareholders will be ¥144 per share (an increase of ¥35 per share from the previous fiscal year) as per the following:

- |   |  |
|---|--|
| • <b>Type of dividend property</b>  | Dividends shall be paid in Cash.   |
| • <b>Matters concerning the allotment of dividend property to shareholders and total amount thereof</b> | ¥144 per share of the Company’s common stock<br>The total amount of dividends shall be ¥7,106,649,840. |
| • <b>Effective date of the distribution of surplus</b>  | September 30, 2024   |

## Proposal No. 2: Election of Six Directors

The terms of office of all six directors will expire at the close of this General Meeting of Shareholders. Therefore, the Company proposes the election of six directors.

The candidates for directors are as follows. The candidates for directors have been determined by the Board of Directors, following consultation procedures with the Committee for Appointment and Remuneration, etc. which was established in an effort to materialize more fair, impartial, and transparent discussions and to enhance the effectiveness of the Board.

Candidate No.	Name	Current positions	Attributes			Attendance at Board of Directors meetings
1	<b>Setsuo Iwashita</b>	President and Chief Executive Officer	Reelection			100% (13/13)
2	<b>Sadao Aoki</b>	Managing Executive Officer	New election			–
3	<b>Hiroyuki Nishi</b>	External Director	Reelection	External	Independent Officer	100% (13/13)
4	<b>Norio Uchida</b>	External Director	Reelection	External	Independent Officer	100% (13/13)
5	<b>Kozo Ishida</b>	External Director	Reelection	External	Independent Officer	100% (13/13)
6	<b>Yoshimi Nakajima</b>	External Director	Reelection	External	Independent Officer	100% (13/13)

New election	Candidates for directors to be newly elected
Reelection	Candidates for directors to be reelected
External	Candidates for external directors
Independent Officer	Candidates for independent officers registered with the Tokyo Stock Exchange

Candidate No. 1	<p>Setsuo Iwashita</p> <p>Date of birth February 4, 1953</p> <p>Number of shares of the Company held 32,714 shares</p> <p>Attendance at Board of Directors meetings 13/13</p> <p><b>Reelection</b></p>	<b>Past experience, positions, and responsibilities</b>	
		March 1984	Joined the Company
		August 1992	Manager of Beijing Business Office and Shanghai Business Office, Overseas Operation Division
		September 1995	Director and Chief Executive Officer of ULVAC (NINGBO) CO., Ltd.
		July 1998	General Manager of Chinese Region, Asia Division of the Company
		March 2006	Director and Chief Executive Officer of ULVAC (CHINA) HOLDING CO., LTD.
		October 2006	Chairman of ULVAC (Shanghai) Trading Co., Ltd. Chairman of ULVAC (SUZHOU) CO., LTD.
		September 2011	Director of the Company
		July 2012	Director and Executive Officer
		September 2013	Managing Executive Officer
July 2015	Senior Managing Executive Officer of the Company Chairman of ULVAC (CHINA) HOLDING CO., LTD.		
July 2016	Senior Managing Executive Officer and General Manager of Management Planning Department of the Company		
September 2016	Director and Senior Managing Executive Officer, General Manager of Management Planning Department		
July 2017	President and Chief Executive Officer		
January 2019	President and Chief Executive Officer and General Manager of Human Resource Center		
July 2020	President and Chief Executive Officer (current position)		
(Significant concurrent positions)		-	
[Reasons for selection as a candidate for director]		<p>After building a solid track record particularly in international sales activities, Mr. Setsuo Iwashita accumulated experience as a corporate manager in China and has led management strategies for the Group in Japan and overseas. He thus has extensive experience and achievements. In addition, as President and Chief Executive Officer of the Company, he has strived for the sustainable growth of the Group and the improvement of corporate value over a medium to long term. Therefore, the Company has nominated Mr. Iwashita as a candidate for director based on its judgment that he will be able to continue contributing to the management of the Company.</p>	



Candidate No. 2		<b>Past experience, positions, and responsibilities</b>	
		<p>April 1986      Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>July 2002      Deputy Head of Uchisaiwaicho Sales Department No. 5, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>April 2005      Seconded to SEIBU RAILWAY Co., Ltd. as Deputy Head of Management Planning Headquarters</p> <p>March 2006      Corporate Examiner, Corporate Promotion Department No. 1, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>October 2007    Chief Relationship Manager, Sales Department No. 15, Mizuho Corporate Bank, Ltd.</p> <p>April 2009      Examiner of Corporate Examination Department No. 1, Mizuho Bank, Ltd.</p> <p>May 2011      General Manager of Shinjuku-Shintoshin Branch, Mizuho Bank, Ltd.</p> <p>December 2014    Seconded to Forum Engineering Inc. as Managing Executive Officer</p> <p>August 2015      Joined Forum Engineering Inc. as Managing Director</p> <p>May 2016      Joined the Company as Assistant Staff Manager to Senior Manager of Finance Department</p> <p>July 2016      General Manager of Finance Department</p> <p>July 2018      Executive Officer, General Manager of Finance Department</p> <p>January 2019      Executive Officer, General Manager of Finance &amp; Accounting Department</p> <p>September 2019    Director and Executive Officer, General Manager of Finance &amp; Accounting Department</p> <p>July 2020      Senior Executive Officer, General Manager of Finance Department</p> <p>July 2021      Managing Executive Officer, General Manager of Finance Department</p> <p>July 2023      Managing Executive Officer, Head of Administration HQ (current position)</p>	
	<p>Sadao Aoki</p> <p>Date of birth September 5, 1962</p> <p>Number of shares of the Company held 409 shares</p> <p style="text-align: center;">New election</p>		
			<p>(Significant concurrent positions)</p> <p>—</p> <p>[Reasons for selection as a candidate for director] Mr. Sadao Aoki has extensive experience and achievements mainly in finance and accounting divisions in the Company as well as in other companies, and has strived for the sustainable growth of the Group and the improvement of corporate value over a medium to long term. The Company has nominated Mr. Aoki as a candidate for director based on its judgment that such expertise and experience will contribute to the management of the Company.</p>

Candidate No. 3	<p>Hiroyuki Nishi</p> <p>Date of birth September 20, 1960</p> <p>Number of shares of the Company held None</p> <p>Attendance at Board of Directors meetings 13/13</p>	<b>Past experience, positions, and responsibilities</b>	
		April 1983	Joined Nippon Life Insurance Company
		March 2007	General Manager of International Planning & Operations Dept. and General Manager of China Office
		March 2010	Executive Officer, General Manager of Europe, Deputy Director-General and General Manager of London Representative Office
	July 2011	Director and Executive Officer, General Manager of the Americas, General Manager of Europe, Deputy Director-General, and General Manager of New York Representative Office	
	March 2014	Director and Managing Executive Officer, General Manager of International Planning & Operations Dept., General Manager of the Americas, General Manager of Europe, and General Manager of Asia	
	March 2017	Director and Senior Managing Executive Officer, General Manager of the Americas, General Manager of Europe, and General Manager of Asia	
	March 2018	Director	
	March 2018	President and Chief Executive Officer of Nissay Asset Management Corporation	
	March 2020	Advisor of Nissay Credit Guarantee Co., Ltd.	
	April 2020	President and Chief Executive Officer (current position)	
	September 2020	External Director of the Company (current position)	
		(Significant concurrent positions)	
		<ul style="list-style-type: none"> <li>• President and Chief Executive Officer of Nissay Credit Guarantee Co., Ltd.</li> </ul>	
		<p>[Reasons for selection as a candidate for external director and outline of expected role]</p> <p>Mr. Hiroyuki Nishi has a solid track record as a corporate manager of other companies in Japan and overseas. In particular, he has extensive experience and broad insight primarily in risk management. In addition, leveraging such experience and insight, he has strived for sustainable growth and the improvement of corporate value over a medium to long term in his capacity as an external director of the Company, through providing appropriate advice on the overall management of the Company and properly supervising its management. Therefore, the Company has nominated Mr. Nishi as a candidate for external director based on its expectations that he will be able to continue to properly carry out his duties as an external director of the Company.</p> <p>In addition, as Mr. Nishi meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Mr. Nishi as an Independent Officer with the Tokyo Stock Exchange.</p> <p>In the event that he is reelected, he will continue to serve as an Independent Officer.</p>	
		<div style="border: 1px solid black; background-color: black; color: white; padding: 2px; text-align: center; width: fit-content; margin-bottom: 5px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; text-align: center; width: fit-content; margin-bottom: 5px;">External</div> <div style="border: 1px solid black; padding: 2px; text-align: center; width: fit-content;">Independent Officer</div>	

Candidate No. 4		<b>Past experience, positions, and responsibilities</b>	
		<p>April 1973      Joined Tokyo Optical Co., Ltd. (currently TOPCON CORPORATION)</p> <p>June 1980      General Manager of Topcon Singapore Pte. Ltd.</p> <p>February 1989      President of Topcon Australia Pty Ltd.</p> <p>October 1994      Senior Vice President of Topcon Laser Systems, Inc. (currently Topcon Positioning Systems, Inc.)</p> <p>July 1999      President of Topcon Laser Systems Japan, Inc.</p> <p>June 2003      Executive Officer of TOPCON CORPORATION</p> <p>July 2003      Director and President of Topcon Sales Corporation (currently TOPCON SOKKIA POSITIONING JAPAN CO., LTD.)</p> <p>June 2005      Director and Executive Officer of TOPCON CORPORATION</p> <p>June 2007      Director and Managing Executive Officer</p> <p>June 2010      Director and Senior Managing Executive Officer</p> <p>June 2011      Representative Director, President &amp; CEO</p> <p>June 2013      Advisor to the Board</p> <p>June 2015      Outside Director of Nabtesco Corporation</p> <p>September 2015      External Director of the Company (current position)</p>	
		(Significant concurrent positions)	
		-	
		<p>[Reasons for selection as a candidate for external director and outline of expected role]</p> <p>Mr. Norio Uchida has a solid track record as a corporate manager of other companies in Japan and overseas. In particular, he has extensive experience and broad insight primarily in international sales activities. In addition, leveraging such experience and insight, he has strived for sustainable growth and the improvement of corporate value over a medium to long term in his capacity as an external director of the Company, through providing appropriate advice on the overall management of the Company and properly supervising its management. Therefore, the Company has nominated Mr. Uchida as a candidate for external director based on its expectations that he will be able to continue to properly carry out his duties as an external director of the Company.</p> <p>In addition, as Mr. Uchida meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Mr. Uchida as an Independent Officer with the Tokyo Stock Exchange. In the event that he is reelected, he will continue to serve as an Independent Officer.</p>	
	<p>Norio Uchida</p> <p>Date of birth October 22, 1950</p> <p>Number of shares of the Company held 500 shares</p> <p>Attendance at Board of Directors meetings 13/13</p> <p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;"><b>External</b></p> <p style="text-align: center;"><b>Independent Officer</b></p>		

Candidate No. 5		<b>Past experience, positions, and responsibilities</b>	
		<p>March 1970      Joined HORIBA, Ltd.</p> <p>June 1982      General Manager of Product Department I, Development and Sales Division</p> <p>March 1985      President and Director of HORIBA Europe GmbH (Germany)</p> <p>June 1988      Director of HORIBA, Ltd.</p> <p>June 1991      Managing Director</p> <p>June 1996      Senior Managing Director</p> <p>July 2001      President and Director (CEO) of ABX, S.A. (currently HORIBA ABX SAS) (France)</p> <p>June 2002      Vice President and Director of HORIBA, Ltd.</p> <p>June 2005      Executive Vice President and Representative Director</p> <p>March 2011      Director and Advisor of HORIBA STEC Co., Ltd.</p> <p>March 2014      Vice Chairman and Representative Director of HORIBA, Ltd.</p> <p>March 2016      Senior Advisor</p> <p>September 2016      External Director of the Company (current position)</p> <p>March 2017      External Director of Seiko Electric Co., Ltd. (current position)</p> <p>April 2018      Fellow of HORIBA, Ltd.</p>	
	<p><b>Kozo Ishida</b></p> <p>Date of birth November 4, 1944</p> <p>Number of shares of the Company held 500 shares</p> <p>Attendance at Board of Directors meetings 13/13</p>		
	<p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;"><b>External</b></p> <p style="text-align: center;"><b>Independent Officer</b></p>		<p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• External Director of Seiko Electric Co., Ltd.</li> </ul> <p>[Reasons for selection as a candidate for external director and outline of expected role]</p> <p>Dr. Kozo Ishida has a solid track record as a corporate manager of other companies in Japan and overseas. In particular, he has extensive experience and broad insight primarily in research and development. In addition, leveraging such experience and insight, he has strived for sustainable growth and the improvement of corporate value over a medium to long term in his capacity as an external director of the Company, through providing appropriate advice on the overall management of the Company and properly supervising its management. Therefore, the Company has nominated Dr. Ishida as a candidate for external director based on its expectations that he will be able to continue to properly carry out his duties as an external director of the Company.</p> <p>In addition, as Dr. Ishida meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Dr. Ishida as an Independent Officer with the Tokyo Stock Exchange. In the event that he is reelected, he will continue to serve as an Independent Officer.</p>

Candidate No. 6		<b>Past experience, positions, and responsibilities</b>			
		April 1980	Joined The Yasuda Trust and Banking Co., Ltd. (currently Mizuho Trust & Banking Co., Ltd.)		
		February 1982	Joined AVON PRODUCTS CO., LTD. (currently FMG & MISSION CO., LTD.)		
		May 1997 June 2000	Joined Citibank, N.A. as Vice President Joined Societe Generale Securities Services as Senior General Manager		
Yoshimi Nakajima  Date of birth December 16, 1956  Number of shares of the Company held 200 shares  Attendance at Board of Directors meetings 13/13  <b>Reelection</b>  <b>External</b>  <b>Independent Officer</b>		April 2002	Joined American Express International, Inc. as Vice President in charge of Global Traveler's Check & Prepaid Card Service, Japan Branch		
		August 2011	Country Manager in Singapore (President)		
		February 2014	Senior Vice President of Japan Branch		
		April 2014	President and Representative Director of American Express Japan Co., Ltd.		
		June 2017	Outside Director of Yamaha Corporation Outside Director of AEON Financial Service Co., Ltd. (current position)		
		June 2018	Outside Director of Japan Freight Railway Company (current position)		
		September 2018	External Director of the Company (current position)		
		April 2021	Outside Director of Sekisui House, Ltd. (current position) Specially-Appointed Professor of the Graduate School of Project Design (current position)		
				<b>(Significant concurrent positions)</b>	
				<ul style="list-style-type: none"> <li>• Outside Director of AEON Financial Service Co., Ltd.</li> <li>• Outside Director of Japan Freight Railway Company</li> <li>• Outside Director of Sekisui House, Ltd.</li> <li>• Specially-Appointed Professor of the Graduate School of Project Design</li> </ul>	
		<p>[Reasons for selection as a candidate for external director and outline of expected role]</p> <p>Ms. Yoshimi Nakajima has a solid track record as a corporate manager of other companies in Japan and overseas. In particular, she has extensive experience and broad insight primarily in international sales activities. In addition, leveraging such experience and insight, she has strived for sustainable growth and the improvement of corporate value over a medium to long term in her capacity as an external director of the Company, through providing appropriate advice on the overall management of the Company and properly supervising its management. Therefore, the Company has nominated Ms. Nakajima as a candidate for external director based on its expectations that she will be able to continue to properly carry out her duties as an external director of the Company.</p> <p>In addition, as Ms. Nakajima meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Ms. Nakajima as an Independent Officer with the Tokyo Stock Exchange. In the event that she is reelected, she will continue to serve as an Independent Officer.</p>			

- (Notes)
1. No special interests exist between any of the candidates for director and the Company.
  2. Mr. Sadao Aoki has served as a director of the Company in the past.
  3. Messrs. Hiroyuki Nishi and Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima are candidates for external director.  
Messrs. Hiroyuki Nishi and Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima currently serve as external directors of the Company, and Mr. Nishi will have served for four years, Mr. Uchida will have served for nine years, Dr. Ishida will have served for eight years, and Ms. Nakajima will have served for six years as external directors at the close of this General Meeting of Shareholders.
  4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hiroyuki Nishi, Mr. Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima respectively to limit their liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The Company plans to continue this liability limitation agreement with them if their election is approved as proposed at this General Meeting of Shareholders. The amount of the liability limit under such agreement shall be the amount provided for by the relevant laws and regulations.
  5. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance contract covers damages and others in the event that an insured assumes liability for damages arising from his or her act (including inaction) in the course of performing his or her duties. The insurance premiums are fully borne by the Company. If the candidates are elected as directors and assume office, they will be covered under the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of renewal.

[Reference] Skill matrix of Board of Directors after General Meeting of Shareholders

If the candidates described in this notice are elected as originally proposed, the composition of directors and corporate auditors and their respective expertise and experience are as summarized in the below table.

Name	Position	Expertise/experience					
		Corporate management	Global	Sales/ marketing	R&D/ technology/ manufacturing	Finance/ accounting	Legal affairs/ risk management
Setsuo Iwashita	President and Chief Executive Officer	○	○	○			
Sadao Aoki	Managing Director					○	
Hiroyuki Nishi	Director (external)	○	○				○
Norio Uchida	Director (external)	○	○	○			
Kozo Ishida	Director (external)	○	○		○		
Yoshimi Nakajima	Director (external)	○	○	○			
Yuji Morijiri	Corporate Auditor					○	
Kazuya Saito	Corporate Auditor				○		
Isao Utsunomiya	Corporate Auditor (external)					○	
Soya Honda	Corporate Auditor (external)						○

The above table summarizes the areas in which the Company has particular expectations, and is not intended as description of all their expertise and experience.

**Proposal No. 3: Election of One Substitute Auditor**

In order to prepare for the contingency in which the Company does not have the number of corporate auditors required by laws and regulations, the Company proposes to elect one substitute auditor.

This Proposal has received prior consent from the Board of Corporate Auditors.

The candidate for substitute auditor is as follows.

<p>Kazushi Yoshizawa</p> <p>Date of birth June 24, 1968</p> <p>Number of shares of the Company held None</p>	Past experience and positions	
	April 1991	Joined KOBELCO SYSTEMS CORPORATION
	July 1997	Joined Philip Morris Co., Ltd. (currently Philip Morris Japan Limited)
	March 2000	Joined Yoshikuni Honma Certified Public Tax Accountant Office
	March 2005	Registered as Certified Public Tax Accountant
	April 2005	Opened Kazushi Yoshizawa Certified Public Tax Accountant Office
		President of Kazushi Yoshizawa Certified Public Tax Accountant Office (current position)
	April 2017	Corporate Auditor of FUJIWARA STEEL MATERIALS CO., LTD. (current position)
	May 2017	Corporate Auditor of TAIYO TSUSHIN KOGYO CO., LTD. (current position)
	June 2020	President of the International Professional Ability Association (current position)
	June 2021	Deputy Branch Manager of Tokyo Certified Public Tax Accountants' Association. Kyobashi Branch (current position)
	(Significant concurrent positions)	
	<ul style="list-style-type: none"> <li>• President of Kazushi Yoshizawa Certified Public Tax Accountant Office</li> </ul>	
	[Reasons for selection as a candidate for substitute external auditor]	
	<p>Mr. Kazushi Yoshizawa not only has expertise and experience gained as a certified public tax accountant but also possesses experience as a corporate auditor of other companies. The Company has nominated Mr. Yoshizawa as a candidate for substitute external auditor based on its expectations that he will be able to contribute to sustainable growth and the improvement of corporate value over a medium to long term by leveraging his knowledge and experience to provide appropriate supervision. In addition, as Mr. Yoshizawa meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company will register Mr. Yoshizawa as an Independent Officer with the Tokyo Stock Exchange, in the event that he assumes the office of external auditor.</p>	

External

Candidate for substitute external auditor

Independent Officer

Candidate for independent officers registered with the Tokyo Stock Exchange



- (Notes)
1. No special interests exist between the candidate for substitute auditor and the Company.
  2. Mr. Kazushi Yoshizawa is a candidate for substitute external auditor.
  3. In the event that Mr. Kazushi Yoshizawa assumes the office of external auditor, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to enter into an agreement with Mr. Yoshizawa to limit his liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The amount of the liability limit under such agreement shall be the amount provided for by the relevant laws and regulations.
  4. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance contract covers damages and others in the event that an insured assumes liability for damages arising from his or her act (including inaction) in the course of performing his or her duties. The insurance premiums are fully borne by the Company. If this Proposal is approved and Mr. Yoshizawa thereafter assumes the office of external auditor, he will be covered under the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of renewal.

## Consolidated Financial Statements

### Consolidated Balance Sheets

(As of June 30, 2024)

(Unit: Millions of yen)

Description	Amount	Description	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current assets</b>	<b>278,846</b>	<b>Current liabilities</b>	<b>116,378</b>
Cash on hand and in banks	96,334	Notes and accounts payable - trade	46,340
Notes and accounts receivable - trade, and contract assets	103,261	Short-term loans payable	12,967
Merchandise and finished goods	6,426	Lease obligations	958
Work in process	40,911	Income taxes payable	3,378
Raw materials and supplies	22,162	Contract liabilities	26,624
Other	10,224	Accrued employees' bonuses	6,954
Allowance for doubtful accounts	(472)	Accrued directors' bonuses	396
<b>Non-current assets</b>	<b>109,807</b>	Accrued warranty costs	1,750
<b>Property, plant and equipment</b>	<b>79,745</b>	Provision for loss on order received	884
Buildings and structures	34,318	Other	16,126
Machinery, equipment and vehicles	24,860	<b>Long-term liabilities</b>	<b>44,548</b>
Tools, furniture and fixtures	2,332	Long-term loans payable	33,794
Land	8,285	Lease obligations	2,972
Leased assets	3,696	Deferred tax liabilities	473
Construction in progress	6,254	Net defined benefit liability	5,758
<b>Intangible assets</b>	<b>5,403</b>	Provision for board benefit trust	470
Leased assets	24	Asset retirement obligations	414
Software	2,998	Other	667
Other	2,381	<b>Total liabilities</b>	<b>160,926</b>
<b>Investments and other assets</b>	<b>24,659</b>	<b>(Net Assets)</b>	
Investment securities	10,307	<b>Shareholders' equity</b>	<b>199,945</b>
Net defined benefit asset	1,158	Capital stock	20,873
Deferred tax assets	5,860	Capital surplus	3,912
Other	8,173	Retained earnings	175,417
Allowance for doubtful accounts	(839)	Treasury shares	(257)
		<b>Accumulated other comprehensive income</b>	<b>20,485</b>
		Valuation difference on available-for-sale securities	1,928
		Foreign currency translation adjustment	18,696
		Remeasurements of defined benefit plans	(140)
		<b>Non-controlling interests</b>	<b>7,297</b>
		<b>Total net assets</b>	<b>227,727</b>
<b>Total assets</b>	<b>388,653</b>	<b>Total liabilities and net assets</b>	<b>388,653</b>

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

## Consolidated Statements of Income

(July 1, 2023–June 30, 2024)

(Unit: Millions of yen)

Description	Amount	
<b>Net sales</b>		<b>261,115</b>
<b>Cost of sales</b>		<b>180,455</b>
<b>Gross profit</b>		<b>80,660</b>
<b>Selling, general and administrative expenses</b>		<b>50,890</b>
<b>Operating profit</b>		<b>29,771</b>
<b>Non-operating income</b>		
Interest income	522	
Dividend income	574	
Subsidy income	340	
Share of profit of entities accounted for using equity method	495	
Other	1,060	2,989
<b>Non-operating expenses</b>		
Interest expenses	507	
Foreign exchange losses	1,386	
Other	1,081	2,975
<b>Ordinary profit</b>		<b>29,785</b>
<b>Extraordinary income</b>		
Gain on sale of investment securities	155	
Gain on sales of non-current assets	94	249
<b>Extraordinary losses</b>		
Impairment losses	217	
Loss on valuation of investment securities	303	520
<b>Income before income taxes</b>		<b>29,515</b>
Current income taxes	7,401	
Deferred income taxes	565	7,966
<b>Net income</b>		<b>21,549</b>
Net Income attributable to non-controlling interests		1,316
<b>Net income attributable to owners of parent</b>		<b>20,233</b>

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

## Consolidated Statements of Changes in Equity

(July 1, 2023–June 30, 2024)

(Unit: Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at the beginning of current period	20,873	3,912	160,563	(345)	185,003
Changes of items during the period					
Dividends of surplus			(5,379)		(5,379)
Net income attributable to owners of parent			20,233		20,233
Purchase of treasury shares				(1)	(1)
Disposal of treasury shares				88	88
Net changes of items other than shareholders' equity					
Total changes of items during the period	–	–	14,854	88	14,942
Balance at the end of current period	20,873	3,912	175,417	(257)	199,945

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of current period	2,036	12,721	(1,547)	13,209	6,641	204,853
Changes of items during the period						
Dividends of surplus						(5,379)
Net income attributable to owners of parent						20,233
Purchase of treasury shares						(1)
Disposal of treasury shares						88
Net changes of items other than shareholders' equity	(108)	5,976	1,408	7,276	656	7,932
Total changes of items during the period	(108)	5,976	1,408	7,276	656	22,873
Balance at the end of current period	1,928	18,696	(140)	20,485	7,297	227,727

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

**Non-consolidated Financial Statements**  
**Non-consolidated Balance Sheets**

(As of June 30, 2024)

(Unit: Millions of yen)

Description	Amount	Description	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current assets</b>	<b>161,781</b>	<b>Current liabilities</b>	<b>69,488</b>
Cash on hand and in banks	51,947	Notes payable - trade	709
Notes receivable - trade	118	Electronically recorded obligations - operating	15,095
Electronically recorded monetary claims - operating	2,938	Accounts payable - trade	13,519
Accounts receivable - trade, and contract assets	59,699	Current portion of long-term loans payable	7,576
Finished goods	730	Lease obligations	58
Raw materials	7,972	Accounts payable - other	6,254
Work in process	19,540	Contract liabilities	10,410
Short-term loans receivable	10,111	Deposits received	7,782
Accounts receivable - other	5,598	Accrued employees' bonuses	2,862
Other	3,129	Accrued directors' bonuses	247
<b>Non-current assets</b>	<b>86,324</b>	Accrued warranty costs	487
<b>Property, plant and equipment</b>	<b>43,363</b>	Provision for loss on order received	877
Buildings	12,715	Other	3,611
Structures	197	<b>Long-term liabilities</b>	<b>36,499</b>
Machinery and equipment	20,524	Long-term loans payable	32,995
Vehicles	18	Lease obligations	192
Tools, furniture and fixtures	627	Provision for defined benefit plans	2,400
Land	5,504	Provision for board benefit trust	470
Leased assets	221	Asset retirement obligations	212
Construction in progress	3,557	Other	230
<b>Intangible assets</b>	<b>3,522</b>	<b>Total liabilities</b>	<b>105,987</b>
Patent right	865	<b>(Net Assets)</b>	
Software	2,219	<b>Shareholders' equity</b>	<b>140,279</b>
Other	437	<b>Capital stock</b>	<b>20,873</b>
<b>Investments and other assets</b>	<b>39,439</b>	<b>Capital surplus</b>	<b>4,582</b>
Investment securities	2,879	Legal capital surplus	105
Shares of subsidiaries and associates	13,873	Other capital surplus	4,477
Investments in capital of subsidiaries and associates	10,842	<b>Retained earnings</b>	<b>115,080</b>
Long-term loans receivable	7,538	Legal retained earnings	3,973
Guarantee deposits	270	Other retained earnings	111,107
Deferred tax assets	3,475	Reserve for advanced depreciation of non-current assets	365
Other	646	Retained earnings brought forward	110,742
Allowance for doubtful accounts	(84)	<b>Treasury shares</b>	<b>(256)</b>
		<b>Valuation and translation adjustments</b>	<b>1,839</b>
		Valuation difference on available-for-sale securities	1,839
		<b>Total net assets</b>	<b>142,118</b>
<b>Total assets</b>	<b>248,105</b>	<b>Total liabilities and net assets</b>	<b>248,105</b>

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

## Non-consolidated Statements of Income

(July 1, 2023–June 30, 2024)

(Unit: Millions of yen)

Description	Amount	
<b>Net sales</b>		<b>108,193</b>
<b>Cost of sales</b>		<b>76,286</b>
<b>Gross profit</b>		<b>31,906</b>
<b>Selling, general and administrative expenses</b>		<b>26,618</b>
<b>Operating profit</b>		<b>5,288</b>
<b>Non-operating income</b>		
Interest and dividend income	11,650	
Rent income	258	
Other	767	12,675
<b>Non-operating expenses</b>		
Interest expenses	357	
Assets for lease expenses	199	
Foreign exchange losses	1,230	
Other	516	2,302
<b>Ordinary profit</b>		<b>15,661</b>
<b>Extraordinary income</b>		
Gain on sale of investment securities	42	42
<b>Income before income taxes</b>		<b>15,704</b>
Current income taxes	1,209	
Deferred income taxes	116	1,325
<b>Net income</b>		<b>14,379</b>

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

## Non-consolidated Statements of Changes in Equity

(July 1, 2023–June 30, 2024)

(Unit: Millions of yen)

	Shareholders' equity									
	Capital stock	Capital surplus			Retained earnings				Treasury shares	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings		
						Reserve for advanced depreciation of non-current assets	Retained earnings brought forward			
Balance at the beginning of current period	20,873	105	4,477	4,582	3,435	401	102,244	106,081	(344)	131,192
Changes of items during the period										
Dividends of surplus							(5,379)	(5,379)		(5,379)
Provision of legal retained earnings due to dividends of surplus					538		(538)	–		–
Reversal of reserve for advanced depreciation of non-current assets						(36)	36	–		–
Net income							14,379	14,379		14,379
Purchase of treasury shares									(1)	(1)
Disposal of treasury shares									88	88
Net changes of items other than shareholders' equity										
Total changes of items during the period	–	–	–	–	538	(36)	8,497	8,999	88	9,087
Balance at the end of current period	20,873	105	4,477	4,582	3,973	365	110,742	115,080	(256)	140,279

	Valuation and translation adjustments		Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at the beginning of current period	1,966	1,966	133,158
Changes of items during the period			
Dividends of surplus			(5,379)
Provision of legal retained earnings due to dividends of surplus			–
Reversal of reserve for advanced depreciation of non-current assets			–
Net income			14,379
Purchase of treasury shares			(1)
Disposal of treasury shares			88
Net changes of items other than shareholders' equity	(127)	(127)	(127)
Total changes of items during the period	(127)	(127)	8,960
Balance at the end of current period	1,839	1,839	142,118

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.