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(Translation)

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To shareholders

Ryohei Furusato  
President and Representative Director  
**MARUKA FURUSATO Corporation**  
1-2-10, Minamishinmachi, Chuo-ku, Osaka City, Japan

**CONVOCAION NOTICE OF**  
**THE 3rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder:

Notice is hereby given that the 3rd Ordinary General Meeting of Shareholders will be held as described below.

**If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or by mail. It would be appreciated if you would review the Reference Documents for the General Meeting of Shareholders, follow the after-mentioned Guidance on Exercise of Your Voting Rights, and exercise your voting rights by 5:40 p.m., Wednesday, March 27, 2024 (JST).**

Particulars

**1. Date and Time**    **Thursday, March 28, 2024, at 10:00 a.m. (JST)**

**2. Venue**            **Room “SYUN”**  
**2nd Floor, CITYPLAZA OSAKA**  
2-31, Honmachibashi, Chuo-ku, Osaka City

**3. Agenda for the meeting**

**Matters to be reported**

1. Report on the business report, the consolidated financial statements, and the results of the audit of the consolidated financial statements by the Accounting Auditors and the Audit & Supervisory Board for the 3rd business term (from January 1, 2023 to December 31, 2023)
2. Report on the non-consolidated financial statements for the 3rd business term (from January 1, 2023 to December 31, 2023)

**Proposals to be resolved**

- Proposal No. 1:**    Appropriation of Retained Earnings  
**Proposal No. 2:**    Election of One (1) Director

#### 4. Matters related to the Measures for Provision in Electronic Format

In connection with the convocation of this General Meeting of Shareholders, the Company has taken measures for the provision in electronic format of the information contained in the reference documents, etc., for the General Meeting of Shareholders, and has posted the “Convocation Notice of the 3rd Ordinary General Meeting of Shareholders” on the Internet. Therefore, you are asked to access either of the following websites and confirm the notice.

<https://www.unisol-gr.com/ir/meeting> (in Japanese only)

<https://d.sokai.jp/7128/teiji/> (in Japanese only)

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- If you attend the meeting, please submit the enclosed voting rights exercise form at the reception.
- In the event there are amendments made to the matters for which measures for provision in electronic format were taken, the Company shall make notification of the amendment on the above websites containing the matters for which measures for provision in electronic format were taken, and post the matters prior to and after the amendments.
- Among the matters for which measures for provision in electronic format were taken, in accordance with laws and regulations and Article 16, paragraph 2 of the Articles of Incorporation of the Company, the following matters will be omitted from the document that will be delivered to shareholders who have requested the delivery of documents in paper form.

For this General Meeting of Shareholders, such documents will also be sent to shareholders who have not requested the delivery of documents in paper form.

(i) Notes for consolidated financial statements

(ii) Notes for non-consolidated financial statements

Therefore, the consolidated financial statements and non-consolidated financial statements in the document to be delivered to shareholders who have requested the delivery of documents in paper form are parts of consolidated financial statements and non-consolidated financial statements audited by Accounting Auditors and the Audit & Supervisory Board Members to compile the audit report.

◎ In the event of any significant changes in the operation of the General Meeting of Shareholders due to future circumstances, the Company will post a notice at the Company’s website (<https://www.unisol-gr.com/ir/meeting> (in Japanese only)).

◎ **On the website of the Company, we will accept questions in advance and distribute a video after the General Meeting of Shareholders.**  
**Please access the Company’s website (<https://www.unisol-gr.com/ir/meeting> (in Japanese only)) to send questions and watch the video.**

**Period for access for questions: 6:00 p.m., Thursday, March 7, 2024 (JST) to 5:40 p.m., Friday, March 22, 2024 (JST)**

## Guidance on Exercise of Your Voting Rights

The right to vote at the General Meeting of Shareholders is an important right for all shareholders. Please review the Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

There are three methods to exercise your voting rights as indicated below:

**1. Exercising your voting rights by attending the Meeting in person**

Please submit the enclosed voting right exercise form at the reception.

**Date and time of the Meeting: Thursday, March 28, 2024, at 10:00 a.m. (JST)**

\* For those attending in person, procedures for exercising your voting rights via the Internet or by mailing the voting rights exercise form are not necessary.

**2. Exercising your voting rights via the Internet**

<https://evote.tr.mufg.jp/>

Please access the voting right exercise website (<https://evote.tr.mufg.jp/>) (Japanese only) via the Internet and exercise your voting rights.

**Deadline: Wednesday, March 27, 2024, at 5:40 p.m. (JST)**

\* Please be advised that if you exercise the voting rights multiple times via the Internet, the last exercise of the voting rights shall be deemed valid.

**3. Exercising your voting rights by mailing the voting rights exercise form**

Please indicate your votes for or against the proposals on the enclosed voting right exercise form and send the completed form to the Company by return mail.

**Deadline: Wednesday, March 27, 2024 by reaching the Company no later than 5:40 p.m. (JST)**

\* If you do not indicate for or against the proposals on the voting right exercise form, we will deem that you have indicated for the proposals.

## <Procedures for exercising your voting rights via the Internet>

For the exercise of the voting rights via the Internet, please exercise your voting rights after confirming the items below.

For those attending in person, procedures for exercising your voting rights via the Internet or by mailing the voting rights exercise form are unnecessary.

### 1. Voting Rights Exercise Website

- (1) You can exercise your voting rights only by accessing the voting right exercise website (<https://evote.tr.mufg.jp/>) via the Internet from PCs or smartphones. (You are unable to access the website from 2:30 a.m. to 4:30 a.m. (JST) each day during the exercise period.)
- (2) You may not be able to use the website in such Internet environments as those using firewalls, etc. for the Internet connection, those using antivirus programs, those where TLS-encrypted communications are not specified, those with a proxy server, etc.
- (3) Although we will accept the exercise of the voting rights via the Internet until Wednesday, March 27, 2024, at 5:40 p.m. (JST), we recommend that you should vote as early as possible. If you have any inquiries, please contact “Help Desk.”

### 2. Exercising Your Voting Rights via the Internet

#### (1) By PCs

- You can access the voting right exercise website, by using login ID and temporary password on the voting rights exercise form. Please indicate your votes for or against the proposals by following the instructions on the screen.
- In order to prevent unauthorized access (“spoofing”) by third parties other than shareholders and to prevent tampering with the contents of the voting, the “temporary password” can be changed to any password on the voting right exercise website.
- A new “login ID” and “temporary password” will be provided each time when a General Meeting of Shareholders is convened.

#### (2) By smartphones

- By scanning the “QR code for log-in” given on the voting rights exercise form with a smartphone, you can automatically access the voting right exercise website and exercise your voting right.  
(There is no need to enter the “login ID” and “temporary password.”)
- You may not be able to log in through QR code depending on a model of smartphone. When you cannot log in through QR code, please exercise your voting rights by PCs as indicated in 2. (1) above.

\* QR Code is a registered trademark of DENSO WAVE CORPORATION.

### 3. Handling of Voting Rights Exercised Multiple Times

- (1) Please be advised that if you exercise the voting rights both via the Internet and by mailing, the contents of the voting rights exercised via the Internet shall be deemed valid.
- (2) Please be advised that if you exercise the voting rights multiple times via the Internet, the last exercise of the voting rights shall be deemed valid.

### 4. Costs Incurred in Accessing the Voting Right Exercise Website

The costs incurred when accessing the voting rights exercise website such as Internet access fees will be borne by the shareholders.

For inquiries about the system or other related matters (Help desk)  
Securities Transfer Agency Division,  
Mitsubishi UFJ Trust and Banking Corporation  
0120-173-027 (toll-free within Japan)  
Business hours: From 9:00 a.m. to 9:00 p.m. (JST)

Information for Institutional Investors

Institutional investors may use an “electronic voting rights exercise platform” operated by ICJ Inc. as a method of exercising the voting rights.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### **Proposal No. 1: Appropriation of Retained Earnings**

The Company regards its dividend policy as one of the critical management issues. The basic policy of the Company is to determine dividends by considering trends in business results, financial conditions, and internal capital resources for future investments.

In view of business results for the 3rd business term under review and future business development based on the above policy, the year-end dividend is proposed to be as described below.

#### **Year-end dividend**

1. Type of dividend assets  
Cash
2. Item concerning the allotment of dividend assets and the total amount thereof  
¥56 per share of common stock of the Company  
Total payment amount: ¥1,375,217,144
3. Date when the dividend of retained earnings takes effect  
March 29, 2024

## Proposal No. 2: Election of One (1) Director

Directors Toshiaki Takeshita and Kazuaki Kotani will retire from office at the conclusion of this General Meeting of Shareholders due to their resignations. In that regard, the Company proposes the election of one (1) Director, lowering the number of Directors by one (1) to enable more flexible decision making. As provided for in the Articles of Incorporation of the Company, the term of office of an elected Director will expire at the end of the term of office of the other Directors in office (at the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2024).

The selection of a candidate for the position of Director was made taking into consideration the recommendations of the Nomination Committee, the majority of which is comprised of Independent Outside Directors.

The candidate for the position of Director is as follows:

Name	Positions and responsibilities in the Company	Attributes			
Hisao Takahashi	–	<table border="1"><tr><td>New election</td></tr><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table>	New election	Outside	Independent
New election					
Outside					
Independent					

New election
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 Candidate for the position of Director to be newly elected

Outside
---------

 Candidate for the position of Outside Director

Independent
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 Independent officer as defined by the securities exchange

Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held	
<p style="text-align: center;"><b>Hisao Takahashi</b></p> <p>February 24, 1961</p> <p style="text-align: center;">New election Outside Independent</p>	April 1983	- shares	
	January 1989		April 2010
	Joined Toyo Kogyo Co., Ltd. (currently Mazda Motor Corporation)		President of Honda R&D Asia Pacific Co., Ltd.
	Joined Honda R&D Co., Ltd.		April 2014
	Managing Officer of Honda R&D Co., Ltd.		April 2015
	Representative of Production of Regional Operation (China) of Honda Motor Co., Ltd., Executive Vice President of Honda Motor (China) Investment Co., Ltd., and Executive Vice President of Honda Motor (China) Technology Co., Ltd.		April 2018
	Director and Managing Officer of Honda R&D Co., Ltd.		April 2019
	Director and Senior Managing Officer of Honda R&D Co., Ltd.		April 2020
	Director of Honda R&D Co., Ltd. and Managing Officer of Honda Motor Co., Ltd.		April 2022
	Director of Honda R&D Co., Ltd. and Senior Managing Officer of Honda Motor Co., Ltd.		April 2023
Senior Partner of CO-SAKU GK (to present)	August 2023		
Specially Appointed Professor at Nagaoka University of Technology (to present)	Significant concurrent position		
Senior Partner of CO-SAKU GK	Specially Appointed Professor at Nagaoka University of Technology		
Specially Appointed Professor at Nagaoka University of Technology	<p><b>Reason for nomination as a candidate for the position of Outside Director and overview of expected roles</b></p> <p>Hisao Takahashi was engaged in development projects at Honda R&amp;D Co., Ltd. and Honda Motor Co., Ltd., and has experience working overseas. The Company nominated him as a candidate for the position of Outside Director based on its judgement that he will play a role in providing advice and supervision regarding the Group's management as an engineer as well as from a global perspective.</p>		

(Notes)

1. There are no special interests between the candidate and the Company.
2. Hisao Takahashi is a candidate for the position of Outside Director.
3. Conclusion of a liability limitation agreement with a candidate for the position of Outside Director  
If the appointment of Hisao Takahashi is approved, the Company intends to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act. The maximum amount of liability under the agreement is the minimum liability amount stipulated in Article 425, paragraph 1 of the same Act.
4. If the appointment of Hisao Takahashi is approved, the Company intends to designate him as an independent officer in accordance with the provisions of the Tokyo Stock Exchange.
5. The Company concluded an officer's liability insurance (D&O insurance) contract as stipulated in Article 430-3, paragraph 1 of the Companies Act with all officers as insured persons. If this proposal is approved as proposed and the candidate assumes position as Director, the candidate will be an insured person under the relevant insurance contract. The insurance contract indemnifies against damage that may occur as a result of an insured Director being held liable for the performance of his or her duties or receiving a claim for the pursuit of such liability. However, there will be certain exemptions, such as not covering damages caused by acts committed with the recognition that they are in violation of the laws and regulations.



[Reference] Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If Proposal No. 2 is approved and adopted as originally proposed, the skill matrix of the Board of Directors, including the continuing Directors and Audit & Supervisory Board Members who are not up for reelection at this meeting, will be as follows.

Name	Positions	Attributes		Management/ Business strategy	Solution development (Technology)	Global	Sustainability / SDGs	Legal/ Governance	Finance/ Accounting	Human resources/ Organization
Kunihiko Iida	Chairperson and Representative Director	Male		●		●	●	●	●	●
Ryohei Furusato	President and Representative Director	Male		●	●	●	●	●		●
Katsuhiro Yamashita	Director and Senior Managing Executive Officer	Male		●		●	●		●	●
Hiroyuki Nakatsukasa	Director	Male	Outside Independent	●				●	●	●
Junko Takechi	Director	Female	Outside Independent				●	●		
Hisao Takahashi	Director	Male	Outside Independent	●	●	●				●
Satoshi Onishi	Standing Audit & Supervisory Board Member	Male							●	●
Kyoko Hikita	Audit & Supervisory Board Member	Female	Outside Independent				●		●	
Yasuo Sasaki	Audit & Supervisory Board Member	Male	Outside Independent	●					●	●

\* The above table is not an exhaustive list of all the knowledge, experience, ability, etc., possessed by each individual.