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Securities Code: 6323

May 15, 2024

(Measures for electronic provision commenced on May 8, 2024)

To Our Shareholders:

Yoshiyuki Fujishiro, President and CEO

RORZE CORPORATION

1588-2 Michinoue, Kannabe-cho, Fukuyama-shi,
Hiroshima

Notice of the 39th Annual General Meeting of Shareholders

First, we would like to express our deepest sympathies to all those who have been affected by the 2024 Noto Peninsula Earthquake, and we sincerely hope for a quick recovery.

We hereby announce that the 39th Annual General Meeting of Shareholders of RORZE CORPORATION (the “Company”) will be held as described below.

For this Annual General Meeting of Shareholders, we have taken measures for electronic provision of the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision.) This information has been posted on the following websites. Please access either of the following websites shown below to view the information.

[The Company’s website]

https://www.rorze.com/en/news_category/ir/

(Please access the above website and select “Notice of the 39th Annual General Meeting of Shareholders” to review the documents.)

[The website of the Tokyo Stock Exchange (Tokyo Stock Exchange Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the Tokyo Stock Exchange website indicated above, search by entering “RORZE CORPORATION” as “Issue name (company name)” or “6323” as “Code”, select “Basic information” then “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] and view the information.”)

When you are not attending the meeting on the day, you may exercise your voting rights via the Internet, etc. or in writing. Please refer to the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Wednesday, May 29, 2024 (JST) in accordance with the following instructions.

1. Date and Time: Thursday, May 30, 2024, at 9:30 a.m. (JST) (Reception opens at 9:00 a.m.)

2. Venue: Head Office Cafeteria of the Company

1588-2 Michinoue, Kannabe-cho, Fukuyama-shi, Hiroshima

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and audit results of Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board for the 39th fiscal year (from March 1, 2023 to February 29, 2024)
2. Non-consolidated Financial Statements for the 39th fiscal year (from March 1, 2023 to February 29, 2024)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Amendment to the Articles of Incorporation

Proposal No. 3: Election of Seven Directors

Proposal No. 4: Election of One Audit and Supervisory Board Member

- When you attend the meeting on the day, please submit the enclosed voting form to the reception of the venue.
- Notice of any revisions to the matters subject to measures for electronic provision will be posted on the websites shown above, together with the relevant matters before and after revision.
- Documents containing the matters subject to measures for electronic provision will be sent to shareholders who request the provision of printed versions of the documents. However, the matters listed below will not be included in the documents to the relevant laws and regulations and the Article of Incorporation of the Company.

I. Business Report

5. System to ensure the adequacy of the business and the operation status of the system

- (1) Overview of the system to ensure the adequacy of the business
- (2) Overview of the operation status of the system to ensure the adequacy of the business

II. Notes to Consolidated Financial Statements

III. Notes to Non-consolidated Financial Statements

For the avoidance of doubt the Audit & Supervisory Board Members and Financial Auditor audit documents subject to audit, including the above matters.

Guide to Exercising Voting Rights

You may exercise your voting rights by one of the following three methods.

■ Exercising voting rights by attendance at the General Meeting of Shareholders

Please submit the enclosed voting form to the reception of the venue.

Date and time: Thursday, May 30, 2024, at 9:30 a.m.(JST) (Reception opens at 9:00 a.m.)

■ Exercising voting rights via the Internet, etc.

Please scan the QR code indicated at the lower right of the voting form using your smartphone, etc., or access RORZE's designated website (<https://www.web54.net>) (in Japanese) for voting, follow the instructions on the screen and enter your approval or disapproval of the proposals.

Votes to be transmitted by: Wednesday, May 29, 2024, at 6:00 p.m.(JST)

1. Please note that we request shareholders who exercise their voting rights via the Internet to change their password on the voting rights exercise website in order to prevent unauthorized access (“spoofing”) by other than shareholders and to prevent tampering with the content of the vote.
2. A new “voting right exercise code” and “password” will be provided each time when a General Meeting of Shareholders is convened.
3. Costs (Internet access fees, telephone fees, packet transmission fees, and etc.) incurred in accessing the voting rights exercise website from your PC or smartphone are to be borne by the shareholder.
4. Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to exercise the voting rights by electronic or magnetic means for the Meeting.

■ Exercising voting rights in writing

Please indicate “approval” or “disapproval” with respect to each proposal on the enclosed voting form and post it without a postage stamp.

Votes to be received by: Wednesday, May 29, 2024, at 6:00 p.m.(JST)

※If you exercise your voting rights via the Internet, etc. more than once, only the final vote will be taken as valid.

※If you exercise your voting rights both via the Internet, etc. and in writing, the vote exercised via the Internet, etc. will be taken as valid.

※If you do not indicate your approval or disapproval of a proposal on the voting form when exercising your voting rights in writing, we will deem that you have indicated your intention to approve that proposal.

Exercising voting rights via the Internet, etc.

Votes to be transmitted by: Wednesday, May 29, 2024, at 6:00 p.m. (JST)

■ By scanning QR code® (Smart Vote)

You can simply log in to the voting rights exercise website without entering your voting right exercise code and password.

1. Scan the QR code indicated at the lower right of the voting form.

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



2. Follow the subsequent input instructions on screen to register your approval or disapproval.

Please note that exercising voting rights by using “Smart Vote” method is available only once.

If you would like to change your votes after exercising your voting rights, please access the voting rights exercise website and log in using your voting right exercise code and password, then exercise your voting rights again.

※You can access the voting rights exercise website by scanning the QR code again.

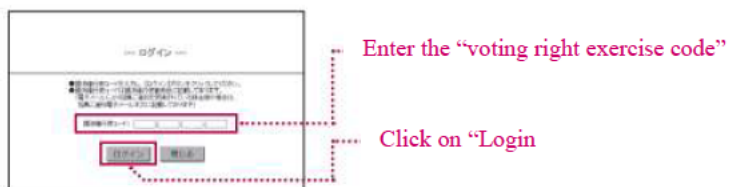
■ By entering your voting right exercise code and password

Voting rights exercise website (<https://www.web54.net>) (in Japanese)

1. Please access the voting rights exercise website.



2. Enter the “voting right exercise code” indicated on the voting form.



3. Enter the “password” indicated on the voting form.



4. Follow the subsequent instructions on screen to register your approval or disapproval.

※The above operation screens are for illustration purposes only.

If you have any technical inquiries regarding the operation of a PC and/or smartphone for exercising voting rights on the voting rights exercise website, please contact the following:

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-652-031 (toll-free and available from 9:00 a.m. to 9:00 p.m., only in Japan)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

Based on the dividend policy, considering the performance of this term and the future business development, etc., the Company proposes the appropriation of surplus as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
¥135 per common share of the Company
Aggregate amount: ¥2,378,728,215
- (3) Effective date of dividends of surplus
May 31, 2024

<Reference>

Dividend policy

The Company considers it a management priority of the highest order to strive for the return of profit to its shareholders. We secure sufficient internal reserves for future business development and putting the Company on a firmer footing. Furthermore, the Company makes it a basic principle to pay stable dividends on a continual basis while giving comprehensive consideration to factors including business performance and financial status, thereby returning profit to its shareholders.

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for the Amendment

In order to secure effective human resources as Directors and Audit & Supervisory Board Members who are not executive directors, etc., and to create an environment in which they can fully fulfill their expected roles, the Company proposes to establish new provisions to enable the Company to enter into agreements that limit the liability of Directors and Audit & Supervisory Board Members who are not executive directors, etc., in advance in accordance with the Companies Act.

The consent of each Audit & Supervisory Board Member has been obtained for the establishment of Article 30 of the proposed changes

2. Content of the amendment

The content of the amendment is as follows:

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposals for the amendment
<p>Chapter 4 (Directors and Board of Directors)</p> <p style="text-align: center;"><Establishment></p>	<p>Chapter 4 (Directors and Board of Directors)</p> <p><u>(Limited Liability Agreement With Director)</u></p> <p><u>Article 30</u></p> <p><u>Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (excluding a person who is an executive director, etc.), limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.</u></p>
<p>Chapter 5 (Audit & Supervisory Board Members)</p> <p>Articles <u>30</u> to <u>38</u> (Articles omitted)</p> <p style="text-align: center;"><Establishment></p> <p>Articles <u>39</u> to <u>44</u> (Articles omitted)</p>	<p>Chapter 5 (Audit & Supervisory Board Members)</p> <p>Articles <u>31</u> to <u>39</u> (as current)</p> <p><u>(Limited Liability Agreement With Audit & Supervisory Board Member)</u></p> <p><u>Article 40</u></p> <p><u>Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with an Audit & Supervisory Board Member, limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.</u></p> <p>Articles <u>41</u> to <u>46</u> (as current)</p>

Proposal No. 3 Election of Seven Directors

The terms of office of all six Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors, increasing the number of Outside Directors by one.

The candidates for Director are as follows:

Candidate No.	Name		Current position in the Company
1	Yoshiyuki Fujishiro	Re-election	President and CEO
2	Hideharu Nakamura	Re-election	Director
3	Katsushi Hayasaki	Re-election	Director
4	Fumio Sakiya	Re-election	Director and Advisor
5	Hiroshi Hamori	Re-election Outside Independent	Outside Director
6	Hidenori Morishita	Re-election Outside Independent	Outside Director
7	Nahomi Aoto	New election Outside Independent	-

Re-election: Candidate for Director to be re-elected

Outside: Candidate for Outside Director

Independent: Independent officer registered with the Tokyo Stock Exchange

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yoshiyuki Fujishiro (March 18, 1980) Re-election Attendance at Board of Directors meetings 16/16 times	Sept. 2006 Joined the Company Nov. 2009 General Manager of Software Solution Department May 2013 Senior Managing Director May 2015 President and CEO (current position) Apr. 2017 Representative Director and Chairman of RORZE ROBOTECH CO., LTD. (Vietnam) (current position) Nov. 2021 Outside Director of ADTEC Plasma Technology Co., Ltd. (current position)	737,600 shares
		[Significant concurrent positions outside the Company] Representative Director and Chairman of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) Director of RORZE SYSTEMS CORPORATION (South Korea) Outside Director of ADTEC Plasma Technology Co., Ltd.	
[Reasons for nomination as candidate for Director] As President and CEO, Mr. Yoshiyuki Fujishiro is capable of leading the management of the entire Group, demonstrating strong leadership and carrying out appropriate supervision and decision-making for all aspects of business management. Therefore, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director. Notes: 1. There is no special interest between Mr. Yoshiyuki Fujishiro and the Company.			
2	Hideharu Nakamura (July 24, 1963) Re-election Attendance at Board of Directors meetings 16/16 times	Sept. 1989 Joined the Company July 1995 Manager of Manufacturing Section, Semiconductor System Department Jan. 1997 General Director and President of RORZE ROBOTECH INC. (Current RORZE ROBOTECH CO., LTD.) (Vietnam) (current position) May 1997 Director of the Company (current position)	4,000 shares
		[Significant concurrent positions outside the Company] General Director and President of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) Director of RORZE SYSTEMS CORPORATION (South Korea)	
[Reasons for nomination as candidate for Director] Mr. Hideharu Nakamura has been engaged in our manufacturing area for many years and contributed to the establishment of the foundation for our production sites. Since he has a broad knowledge about equipment production and extensive business experience related to management, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director. Notes: 1. There is no special interest between Mr. Hideharu Nakamura and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Katsushi Hayasaki (August 1, 1965) Re-election Attendance at Board of Directors meetings 16/16 times	June 1998	Joined the Company	3,600 shares
		Nov. 2001	General Manager of Overseas Business Department	
		May 2003	Director (current position)	
		June 2005	Executive Officer General Manager of Overseas Business Division	
		Mar. 2011	General Manager of Overseas Sales Department	
		[Significant concurrent positions outside the Company] Director of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) Director of RORZE SYSTEMS CORPORATION (South Korea)		
[Reasons for nomination as candidate for Director] Mr. Katsushi Hayasaki has extensive experience and a good track record in global expansion of the sales of semiconductor devices. The Company judges he is capable of appropriately fulfilling his duties as a Director by utilizing his experience and track record and has nominated him as a candidate for Director. Notes: 1. There is no special interest between Mr. Katsushi Hayasaki and the Company.				
4	Fumio Sakiya (April 13, 1945) Re-election Attendance at Board of Directors meetings 16/16 times	Mar. 1985	Established the Company President and CEO	6,194,200 shares
		May 2015	Representative Director and Chairman	
		May 2017	Director and Advisor (current position)	
		[Significant concurrent positions outside the Company] Director of RORZE SYSTEMS CORPORATION (South Korea)		
[Reasons for nomination as candidate for Director] Mr. Fumio Sakiya is the founder of the Company. Over many years, he has been leading the management of our entire group and is capable of carrying out appropriate supervision and decision-making for all aspects of business management based on his knowledge and extensive experience as a manager. Therefore, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director. Notes: 1. There is no special interest between Mr. Fumio Sakiya and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Hiroshi Hamori (March 20, 1977) Re-election Outside Independent Attendance at Board of Directors meetings 16/16 times	Oct. 1999 Joined OHT Inc. July 2008 Director and Manager of Research & Development Department, Research & Development Division July 2014 President (current position) May 2016 Outside Director of the Company (current position) June 2020 Executive Officer, V Technology Co., Ltd. (current position)	-
		[Significant concurrent positions outside the Company] President of OHT Inc.	
	<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Mr. Hiroshi Hamori is President of OHT Inc. At the Company, we expect him to play a role to provide guidance for our management and supervision of the execution of business based on his business experience and knowledge. Therefore, we propose to nominate him as an Outside Director. We anticipate that he will continue sharing his knowledge about the semiconductor manufacturing equipment industry and providing general supervision and advice concerning our technology development, sales and global business as an outside Director.</p> <p>Notes: 1. There is no special interest between Mr. Hiroshi Hamori and the Company. 2. Mr. Hiroshi Hamori is a candidate for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hiroshi Hamori has been designated as an independent officer as provided for by the aforementioned exchange. 3. Mr. Hiroshi Hamori is currently our Outside Director of the Company. At the conclusion of this meeting, his tenure as Outside Director will have been eight years. 4. If this proposal is approved and Mr. Hiroshi Hamori is elected, and provided that Proposal No. 2 (Amendment to the Articles of Incorporation) is approved as originally proposed, the Company plans to enter into a liability limitation agreement with him to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same act. The limitation of the liability for damages under the relevant agreement shall be the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	Hidenori Morishita (October 1, 1971) Re-election Outside Independent Attendance at Board of Directors meetings 16 /16 times	Feb. 1999 Joined ADTEC Plasma Technology Co., Ltd. Nov. 2012 Director Nov. 2018 President (current position) May 2022 Outside Director of the Company (current position)	-
		[Significant concurrent positions outside the Company] President of ADTEC Plasma Technology Co., Ltd.	
6	<p>[Reasons for nomination as candidate for Outside Director and overview of expected role] Mr. Hidenori Morishita has been serving as President of a listed company. Since the Company expects him to provide guidance and proposals for its business operations based on his extensive business experience and knowledge, it proposes to nominate him as an Outside Director. We anticipate that he will share his knowledge about the semiconductor manufacturing equipment industry and provide general supervision and advice concerning our sales, marketing and global business as an Outside Director.</p> <p>Notes: 1. Mr. Hidenori Morishita is concurrently serving as President of ADTEC Plasma Technology Co., Ltd., which has a business relationship including product sales with the Company. However, the annual trading amount is insignificant, amounting to less than 1% of our consolidated sales. Therefore, there is no impact on his independence. 2. Mr. Hidenori Morishita is a candidate for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hidenori Morishita has been designated as an independent officer as provided for by the aforementioned exchange. 3. Mr. Hidenori Morishita is currently our Outside Director of the Company. At the conclusion of this meeting, his tenure as Outside Director will have been two years. 4. If this proposal is approved and Mr. Hidenori Morishita is elected, and provided that Proposal No. 2 (Amendment to the Articles of Incorporation) is approved as originally proposed, the Company plans to enter into a liability limitation agreement with him to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same act. The limitation of the liability for damages under the relevant agreement shall be the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Nahomi Aoto (May 26, 1958)</p> <p>New election Outside Independent</p> <p>Attendance at Board of Directors meetings - /- times</p>	<p>Apr. 1983 Joined NEC Corporation</p> <p>Dec. 2011 Executive Officer of Elpida Memory, Inc. (Current Micron Memory Japan, K.K.)</p> <p>Apr. 2015 Sr. Director, responsible for the development of DRAM and new memory processes, the Technology Development Division, Micron Technology Inc. (U.S.)</p> <p>Nov. 2017 Sr. Director, responsible for the development of DRAM processes, the Technology Development Division, Micron Memory Japan, K.K.</p> <p>Feb. 2023 Advisory Board Member of Electronics and Manufacturing Field, National Institute of Advanced Industrial Science and Technology (current position)</p> <p>Aug. 2023 Specially Appointed Professor of Research Institute for Semiconductor Engineering, Hiroshima University (current position) Visiting Professor by Special Designation, Center for Innovative Integrated Electronic Systems, Tohoku University (current position)</p> <p>Mar. 2024 Outside Director of Nippon Electric Glass Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Specially Appointed Professor of Research Institute for Semiconductor Engineering, Hiroshima University Visiting Professor by Special Designation, Center for Innovative Integrated Electronic Systems, Tohoku University Outside Director of Nippon Electric Glass Co., Ltd.</p>	-
<p>[Reasons for nomination as candidate for Outside Director and overview of expected role] Ms. Nahomi Aoto has been an Executive Officer of Elpida Memory, Inc., the predecessor of Micron Memory Japan, K.K., as well as the person responsible for the technology development division of Micron Memory Japan, K.K. She has expertise and extensive experience in technology development and has a proven track record in the technology development divisions of global companies. She has also been involved in human resource development. Since the Company expects her to provide guidance and proposals for its business operations based on her extensive business experience and knowledge, it proposes to nominate her as an Outside Director. We anticipate that she will share her knowledge about the semiconductor manufacturing equipment industry and provide general supervision and advice concerning our technology development and global business as an Outside Director.</p> <p>Notes: 1. Ms. Nahomi Aoto's name in the family register is Nahomi Ota. 2. There is no special interest between Ms. Nahomi Aoto and the Company. 3. Ms. Nahomi Aoto is a new candidate for Outside Director. Ms. Nahomi Aoto satisfies the requirements of an independent officer as provided for by the Tokyo Stock Exchange, and if her election is approved, the Company plans for her appointment as an independent officer. 4. If this proposal is approved and Ms. Nahomi Aoto is elected, and provided that Proposal No. 2 (Amendment to the Articles of Incorporation) is approved as originally proposed, the Company plans to enter into a liability limitation agreement with her to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same act. The limitation of the liability for damages under the relevant agreement shall be the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.</p>			

Proposal No. 4 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, Audit & Supervisory Board Member Mr. Hiroki Kurisu will resign. Therefore, the Company proposes the election of one new Audit & Supervisory Board Member. Pursuant to the Company's Articles of Incorporation, the term of office of the candidate will expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year that ends within four years from the date of election.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name		Current position in the Company
Noriko Kaku	New election Outside Independent	-

New election: Candidate for Audit & Supervisory Board Member to be newly elected

Outside: Candidate for Outside Audit & Supervisory Board Member

Independent: Independent officer registered with the Tokyo Stock Exchange

Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
Noriko Kaku (August 14, 1979)	Dec. 2011 Registered as an attorney at law (Okayama Bar Association) Joined Tano Law Office (Current Kouraku Law Office) (current position)	-
New election Outside Independent	Aug. 2022 Outside Director, Audit and Supervisory Committee Member of Okayama Paper Industries Co., Ltd. (current position)	
Attendance at Board of Directors meetings - /- times	[Significant concurrent positions outside the Company]	
Attendance at Audit & Supervisory Board meetings - /- times	Outside Director, Audit and Supervisory Committee Member of Okayama Paper Industries Co., Ltd.	

[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]

Ms. Noriko Kaku has experience as an audit and supervisory committee member at another company, and as an attorney-at-law, she has advanced ability and knowledge regarding laws and regulations, etc. The Company proposes to nominate her as an Outside Audit & Supervisory Board Member so that she can utilize her professional knowledge and experience accumulated to date in the Company's auditing system.

- Notes:
1. There is no special interest between Ms. Noriko Kaku and the Company.
 2. Ms. Noriko Kaku is a new candidate for Outside Audit & Supervisory Board Member. Ms. Noriko Kaku satisfies the requirements of an independent officer as provided for by the Tokyo Stock Exchange, and if her election is approved, the Company plans for her appointment as an independent officer.
 3. If this proposal is approved and Ms. Noriko Kaku is elected, and provided that Proposal No. 2 (Amendment to the Articles of Incorporation) is approved as originally proposed, the Company plans to enter into a liability limitation agreement with her to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same act. The limitation of the liability for damages under the relevant agreement shall be the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.

If Proposal 3 and 4 are approved, skills matrix for Directors and Audit & Supervisory Board Members will be as follows:

	Name	Current position in the Company	Independence	Expertise of Directors and Audit & Supervisory Board Members					
				Global management	Advanced technology, research and development	Sales, marketing	Production, SCM*	Finance, accounting	Legal affairs, risk management
Director	Yoshiyuki Fujishiro	President and CEO		•	•	•	•	•	
	Hideharu Nakamura	Director		•			•		
	Katsushi Hayasaki	Director		•	•	•			
	Fumio Sakiya	Director and Advisor		•	•	•	•		
	Hiroshi Hamori	Outside Director	•	•	•	•			
	Hidenori Morishita	Outside Director	•	•		•			
	Nahomi Aoto	Outside Director	•		•	•			
Audit & Supervisory Board Member	Kazumasu Shimode	Standing outside Audit & Supervisory Board Member	•	•			•	•	•
	Tohsuke Kaneura	Outside Audit & Supervisory Board Member	•					•	•
	Noriko Kaku	Outside Audit & Supervisory Board Member	•						•

* SCM (Supply Chain Management)

Note: The “•” mark indicates the area in which the candidate’s contribution is expected.