

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Stock Code 6616

June 7, 2024

Dear Shareholders,

Takeshi Kimura
Representative Director, President
TOREX SEMICONDUCTOR LTD.
1-24-1 Shinkawa, Chuo-Ku, Tokyo, Japan

Notice of Convocation of the 29th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 29th Ordinary General Meeting of Shareholders of TOREX SEMICONDUCTOR LTD. (the “Company”), which will be held as described below.

You can exercise your voting rights via the Internet or in writing instead of attending the meeting in person. Please review the Reference Documents for the Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 25, 2024 (JST).

1. **Date and Time** Wednesday, June 26, 2024, 10:00 a.m. (JST) (Reception opens at 9:30 a.m.)
2. **Venue** TRUST CITY CONFERENCE MARUNOUCHI
11th floor, Marunouchi Trust Tower North, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo
* The venue has been changed beginning with this General Meeting. Please refer to the "Guide to the Venue for the General Meeting of Shareholders" at end page (in Japanese only).

3. Meeting Agenda

Matters to be reported

1. The Business Report, the Consolidated Financial Statements and results of audits of Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 29th fiscal year (from April 1, 2023 to March 31, 2024)
2. Report of the Non-consolidated Financial Statements for the 29th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Four Directors Who Are Audit and Supervisory Committee Members

4. Matters concerning Measures for Providing Information in Electronic Format

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites listed below.

The Company's website:

<https://ir.torex.co.jp/ja/meeting.html> (in Japanese)

TSE website (Listed Company Search):

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

(Please access the TSE website above, enter "TOREX SEMICONDUCTOR LTD." in "Issue name (Company name)" or enter the Company's securities code "6616" in "Code," and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information," and refer to the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section under "Filed information available for public inspection.")

5. In Case Revisions Are Made to Matters Subject to Measures for Providing Information in Electronic Format

If any revisions are made to matters subject to measures for providing information in electronic format, such information as well as the matters before and after revisions will be posted on each of the websites listed in Item 4. above.

6. Information regarding Exercise of Voting Rights

When exercising voting rights, please refer to "Information regarding Exercise of Voting Rights" (in Japanese only).

- i) If you exercise your voting rights in writing and there is no indication of approval or disapproval of a proposal on the Voting Form, we will treat it as intention of approval.
- ii) If you exercise your voting rights both via the Internet and in writing, voting via the Internet will be treated as the valid exercise of voting rights.
- iii) If you exercise your voting rights multiple times via the Internet, the last one will be treated as the valid exercise of voting rights.

- For this General Meeting of Shareholders, the Company has delivered paper-based documents that include matters subject to measures for providing information in electronic format to all shareholders regardless of whether they have requested it or not. Among matters subject to measures for providing information in electronic format, the following matters are not provided in the documents to be delivered in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company.

- i) In the Business Report, "System for Ensuring Appropriate Business Operations and Operational Status Thereof"
- ii) In the Consolidated Financial Statements, "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements."
- iii) In the Non-consolidated Financial Statements, "Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements."

The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit including the above matters.

- The results of resolutions of this General Meeting of Shareholders will be posted on the Company's website.

To Shareholders,

I would like to express my heartfelt gratitude to you, our shareholders, for your ongoing patronage.

I am Takeshi Kimura, and assumed the post of Representative Director, President as of April 1, 2024.
We hereby deliver the 29th Ordinary General Meeting of Shareholders of TOREX SEMICONDUCTOR LTD., which will be held on Wednesday, June 26, 2024.

Under its Corporate Philosophy, the Company's Group has a mission to contribute to the realization of a sustainable society through its products and businesses, and will strive to build a better and prosperous future with all the stakeholders.

Your continued support will be greatly appreciated.

Takeshi Kimura
Representative Director, President
June 2024

Corporate Philosophy

Our Corporate Philosophy is to endeavor continuously the improvement on our intellect and to be responsive to market demands by creating highly valuable products.

To contribute to the maintenance of our global environment, to the prosperity of our society and at the same time enabling each and everyone involved in our business to prosper.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company strives to continuously improve the corporate value, and at the same time, positions the return of profits to its shareholders as one of the top priority issues in management. Its basic policy is to work to improve stable and continuous shareholder returns, comprehensively taking into consideration the business environment surrounding the Company, level of business performance and other factors, while enhancing its capacity for growth through strategic investments.

Based on this basic policy, for the fiscal year, the Company proposes to pay a year-end dividend of 28 yen per share, the same amount as that for the previous fiscal year.

As an interim dividend of 28 yen per share was paid, the annual dividend for the fiscal year will be 56 yen per share, the same amount as that for the previous fiscal year.

Term-end dividend

- (1) Type of dividend property
Cash
- (2) Matters regarding allocation of dividend property and the total amount
28 yen per share of common stock of the Company
Total amount of dividend 311,356,276 yen
- (3) Effective date of distribution of surplus
June 27, 2024.

Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company hereby proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members) by adding two members to enhance the management system.

This proposal has been agreed upon the discussion at the Nomination and Remuneration Committee. In addition, the Audit and Supervisory Committee confirmed it should not have audit exception.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate number	Name		Gender	Current positions and responsibilities at the Company	Record of attendance at the Board of Directors Meetings in the fiscal 2023
1	Koji Shibamiya	Reelection	Male	Representative Director, Chairman	16/16 (100%)
2	Takeshi Kimura	Reelection	Male	Representative Director, President	16/16 (100%)
3	Takashi Miyata	Reelection	Male	Director, Corporate Officer, General Manager of Quality & Production Engineering Headquarters	16/16 (100%)
4	Shigeki Sakurai	Reelection	Male	Director, Corporate Officer, General Manager of Administration Headquarters	16/16 (100%)
5	Takashi Maegawa	New election	Male	Corporate Officer, General Manager of Corporate Planning Headquarters	-
6	Tomoharu Yamamoto	New election	Male	Corporate Officer, General Manager of Sales and Marketing Headquarters	-
7	Hiroyuki Ishii	Reelection	Male	Director	16/16 (100%)

- (Notes)
1. There is no special interest between each of the candidates and the Company.
 2. The Company has entered into a Directors and Officers Liability Insurance policy with insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The details of the policy are as described in the page 35 of the Business Report (in Japanese only) “2-(3) 3 Summary of the directors and officers liability insurance.” If each of the candidates is reelected as Director, they will be included as insured in the policy. The Company plans to renew the policy with the same coverage at next renewal time.

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Koji Shibamiya (June 8, 1960) <u>Reelection</u></p> <p style="text-align: center;">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1983 Joined Abe Photo Printing Co., Ltd. (currently, Abeism Corporation)</p> <p>Aug. 1986 Joined Nippon Precision Circuits Inc. (currently, Seiko NPC Corporation)</p> <p>Oct. 1987 Joined Ricoh Company, Ltd.</p> <p>Apr. 1993 Joined Phenitec Semiconductor Corp.</p> <p>July 1999 Joined the Company</p> <p>June 2002 Director and General Manager of Sales Headquarters, the Company</p> <p>June 2009 Managing Director and General Manager of Sales Headquarters, the Company</p> <p>June 2014 Executive Director and General Manager of Business Headquarters, the Company</p> <p>June 2015 Representative Director, President, the Company</p> <p>June 2016 Representative Director, President, the Company</p> <p>June 2020 Representative Director, President, and General Manager of Domestic Sales Headquarters, the Company</p> <p>Apr. 2024 Representative Director, Chairman, the Company (Current)</p>	296,700 shares
<p><Significant concurrent positions outside the Company> N/A</p> <p><Reasons for nomination as a candidate for Director> Mr. Koji Shibamiya has extensive experience and broad insight as the manager of the Company and the Company's Group, having held key senior roles in Sales, Development, and Production Departments. He drove the Group toward growth by exercising his strong leadership and decision making ability as Representative Director, President from 2015 to March 2024, and assumed the office of Representative Director, Chairman in April 2024. Mr. Shibamiya is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Takeshi Kimura (January 10, 1966) <u>Reelection</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1989 Joined Ricoh Company, Ltd.</p> <p>Apr. 2003 Joined Torex Device Co. Ltd. (currently, the Company)</p> <p>Apr. 2007 Senior Manager of R&D Headquarters, Unit I, the Company</p> <p>June 2015 Corporate Officer and General Manager of Business Headquarters, the Company</p> <p>June 2016 Director, Corporate Officer and General Manager of Business Headquarters, the Company</p> <p>June 2018 Director, Managing Executive Officer and General Manager of Sales Headquarters, the Company</p> <p>June 2020 Director, Managing Executive Officer and General Manager of R&D Headquarters, the Company</p> <p>Sept. 2021 Director, Managing Executive Officer, General Manager of R&D Headquarters and Senior General Manager of Administration Headquarters, the Company</p> <p>Apr. 2023 Director, Senior Executive Officer and General Manager of R&D Headquarters, the Company</p> <p>Apr. 2024 Representative Director, President, the Company (Current)</p>	38,300 shares
<p><Significant concurrent positions outside the Company> N/A</p> <p><Reasons for nomination as a candidate for Director> Mr. Takeshi Kimura has held key senior roles in Development, Sales, and Administrative Departments, and has extensive experience and advanced knowledge mainly in designing and developing the Company's products as an engineer. He assumed the office of Representative Director, President in April 2024, and has been leading activities to increase value of TOREX brand under the medium-term management plan. Mr. Kimura is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company		Number of the Company's shares owned
3	<p>Takashi Miyata (August 15, 1963) <u>Reelection</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Mar. 1986 Joined Ricoh Company, Ltd.</p> <p>Sept. 2014 Joined the Company</p> <p>Nov. 2015 Senior Manager of Quality Assurance Department, the Company (Current)</p> <p>July 2016 Corporate Officer and Senior Manager of Quality Assurance Department, the Company</p> <p>June 2020 Director, Corporate Officer and General Manager of Quality & Production Engineering Headquarters, the Company (Current)</p>		6,307 shares
		<p><Significant concurrent positions outside the Company> Chairman, TOREX VIETNAM SEMICONDUCTOR CO., LTD <Reasons for nomination as a candidate for Director> Mr. Takashi Miyata has supervised Production & Quality Assurance Department with his extensive experience and advanced knowledge specifically in semiconductor quality assurance, and has contributed to maintaining and improving quality and production system of the Company's products. Mr. Miyata is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>		
4	<p>Shigeki Sakurai (December 20, 1961) <u>Reelection</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1984 Joined The Chugoku Bank, Ltd.</p> <p>June 2013 General Manager of Risk Management Department, The Chugoku Bank, Ltd.</p> <p>June 2015 General Manager of Compliance Department, The Chugoku Bank, Ltd.</p> <p>Mar. 2017 Outside Director, Okura Industrial Co., Ltd. (Audit and Supervisory Committee Member, Full-time)</p> <p>June 2022 Director, Corporate Officer and General Manager of Administration Headquarters, the Company (Current)</p>		500 shares
		<p><Significant concurrent positions outside the Company> Director, TOREX SEMICONDUCTOR (S) PTE LTD Director (CFO), TOREX USA Corp. Company Secretary, TOREX SEMICONDUCTOR EUROPE LIMITED Auditor, TOREX SEMICONDUCTOR DEVICE (Shanghai) CO., LTD. Auditor, TOREX SEMICONDUCTOR TAIWAN LTD. Director, TOREX VIETNAM SEMICONDUCTOR CO., LTD <Reasons for nomination as a candidate for Director> Mr. Shigeki Sakurai had held roles at a financial institution, including branch manager, general manager of risk management department and compliance department, and has extensive experience and advanced knowledge related to banking, finance, accounting and risk compliance. He supervises the Administration Headquarters, driving the enhancement of financial strength and risk management of the Company. Mr. Sakurai is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>		

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
5	Takashi Maegawa (May 12, 1966) <u>New election</u> Record of attendance at the Board of Directors Meetings -	<p>Apr. 1989 Joined Ricoh Company, Ltd.</p> <p>Jan. 1999 Joined Torex Device Co. Ltd. (currently, the Company) Senior Manager of Design and Development Department, Torex Device Co. Ltd.</p> <p>Apr. 2009 Senior Manager of Marketing Department, Salse Headquarters, the Company</p> <p>Apr. 2012 Senior Manager of Business Unit 2, Business Headquarters, the Company</p> <p>Apr. 2017 Senior Manager of Corporate Planning Department, Business Strategy Headquarters, the Company</p> <p>June 2020 Corporate Officer and Senior Manager of Corporate Planning Department, the Company</p> <p>Apr. 2022 Corporate Officer and General Manager of Corporate Planning Headquarters, the Company(Current)</p>	105,000 shares
<p><Significant concurrent positions outside the Company> Director, Phenitec Semiconductor Corp. <Reasons for nomination as a candidate for Director> Mr. Takashi Maegawa served as the person responsible for Development and Marketing Departments, and has extensive experience in the semiconductor industry and advanced knowledge in development technologies. He is currently committed to formulation of management strategies and enhancement of the corporate value as General Manager of Corporate Planning Headquarters. Mr. Maegawa is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			
6	Tomoharu Yamamoto (October 10, 1966) <u>New election</u> Record of attendance at the Board of Directors Meetings -	<p>Apr. 1991 Joined CENTRAL AUTOMOTIVE PRODUCTS LTD.</p> <p>Feb. 1996 Joined ROHM COMPANY LIMITED</p> <p>Dec. 2002 Joined TOREX USA Corp.</p> <p>June 2006 Transferred to the Company Seconded to TOREX USA Corp.</p> <p>Oct. 2009 Director (CEO), TOREX USA Corp.</p> <p>June 2020 Corporate Officer and General Manager of Product Planning & Overseas Sales Management Headquarters, the Company</p> <p>Apr. 2024 Corporate Officer and General Manager of Sales and Marketing Headquarters, the Company (Current)</p>	2,000 shares
<p><Significant concurrent positions outside the Company> Director, TOREX SEMICONDUCTOR (S) PTE LTD Director (Secretary), TOREX USA Corp. Director, TOREX SEMICONDUCTOR EUROPE LIMITED Director, TOREX (HONG KONG) LIMITED Director, TOREX SEMICONDUCTOR DEVICE (Shanghai) CO., LTD. Director, TOREX SEMICONDUCTOR TAIWAN LTD. <Reasons for nomination as a candidate for Director> Mr. Tomoharu Yamamoto served as CEO of a sales subsidiary in the U.S. for 12 years and has experience and advanced knowledge in overseas semiconductor businesses. He currently supervises the Sales Department and overseas sales subsidiaries, and is committed to the global expansion and improvement of business performance of the Company. Mr. Yamamoto is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Hiroyuki Ishii (October 5, 1961) <u>Reelection</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1984 Joined Phenitec Semiconductor Corp.</p> <p>Feb. 2003 General Manager of Technical Division, Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>Apr. 2008 Operating Officer and General Manager of Technical Division, Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>June 2015 Director and General Manager of Technical Division, Production Engineering Headquarters and General Manager of Development Division, Phenitec Semiconductor Corp.</p> <p>Apr. 2016 Director and Assistant Executive General Manager of Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>Sept. 2017 Director and Department Head of Business Planning Department, Phenitec Semiconductor Corp.</p> <p>June 2019 Director, Senior Operating Officer and Department Head of Business Planning Department, Phenitec Semiconductor Corp.</p> <p>June 2020 Representative Director, President, Phenitec Semiconductor Corp. (Current)</p> <p>June 2020 Director, the Company (Current)</p>	20,450 shares
<p><Significant concurrent positions outside the Company> Representative Director, President, Phenitec Semiconductor Corp.</p> <p><Reasons for nomination as a candidate for Director> Mr. Hiroyuki Ishii also serves as Representative Director, President of Phenitec Semiconductor Corp, a subsidiary of the Company. He has held key positions in Engineering & Development Department and Corporate Planning Department of Phenitec Semiconductor Corp. He has extensive experience and advanced knowledge in production and development as well as the Company's Group's business management. He has been contributing to the expansion of business through the Group's synergistic effect. Mr. Ishii is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Proposal No. 3 Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of four members of Directors Serving as Audit and Supervisory Committee Members will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company hereby proposes the election of four Directors Serving as Audit and Supervisory Committee Members.

This proposal has been decided subsequent to the deliberation of the Nomination and Remuneration Committee and approved by the Audit and Supervisory Committee.

Candidates for Director Serving as Audit and Supervisory Committee Members are as follows:

Candidate number	Name		Gender	Current position at the Company	Record of attendance at the Board of Directors Meetings in the fiscal 2023
1	Kotaro Ikeda	Reelection Outside Independent	Male	Director (Audit and Supervisory Committee Member / Full-time)	16/16 (100%)
2	Naotaka Kawamata	Reelection Outside Independent	Male	Director (Audit and Supervisory Committee Member)	16/16 (100%)
3	Yumi Hirose	Reelection Outside Independent	Female	Director (Audit and Supervisory Committee Member)	16/16 (100%)
4	Satoshi Sonoda	New election Outside Independent	Male	-	-

Candidate number	Name (Date of Birth)	Career summary and positions at the Company	Number of the Company's shares owned
1	<p>Kotaro Ikeda (September 23, 1948)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1972 Joined the Long-Term Credit Bank of Japan, Limited (currently, SBI Shinsei Bank, Limited)</p> <p>June 1999 Director, General Manager of Finance Department, First Credit Co., Ltd. (currently, Sumitomo Mitsui Trust Loan & Finance Co., Ltd.)</p> <p>June 2003 Director, General Manager of General Affairs Department, Homenet Co., Ltd</p> <p>Oct. 2006 Standing Statutory Auditor, the Company</p> <p>Apr. 2007 Auditor, TOS Device Co., LTD.</p> <p>June 2007 Outside Statutory Auditor, the Company</p> <p>June 2008 Auditor, Device Engineering Co., Ltd.</p> <p>June 2016 Outside Director (Audit and Supervisory Committee Member / Full-time), the Company (Current)</p>	2,000 shares
<p><Significant concurrent positions outside the Company> N/A</p> <p><Reasons for nomination as a candidate for Outside Director> Mr. Kotaro Ikeda has extensive experience and broad insight related to corporate management, banking, finance and accounting due to his many years of experience at financial institutions and experience as a Director at business entities. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, corporate management, specifically in areas related to finance and accounting. The Company, therefore, has re-nominated him as a candidate for Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p>			
2	<p>Naotaka Kawamata (May 1, 1965)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1994 Registered as an attorney at law Joined Marunouchi Sogo Law Office (Current)</p> <p>June 2007 Outside Statutory Auditor, the Company</p> <p>Apr. 2015 Professor, Legal Training and Research Institute, Supreme Court of Japan</p> <p>June 2016 Outside Director (Audit and Supervisory Committee Member), the Company (Current)</p> <p>June 2017 Outside Director, Nippon Flour Mills Co., Ltd. (currently, NIPPON CORPORATION) (Current)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member), NIPPON DENSETSU KOGYO CO., LTD. (Current)</p>	2,000 shares
<p><Significant concurrent positions outside the Company> Partner; Attorney, Marunouchi Sogo Law Office Outside Director, NIPPON CORPORATION Outside Director (Audit and Supervisory Committee Member), NIPPON DENSETSU KOGYO CO., LTD.</p> <p><Reasons for nomination as a candidate for Outside Director> Mr. Naotaka Kawamata has detailed knowledge of corporate legal affairs as an attorney at law, and has extensive experience and advanced knowledge. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in areas related to legal affairs and corporate governance. The Company, therefore, has re-nominated him as a candidate for Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance. He has never in the past been involved in the management of a company except as Outside Director. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions at the Company		Number of the Company's shares owned
3	<p>Yumi Hirose (November 7, 1960)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1979 Joined the Tokyo Regional Taxation Bureau</p> <p>July 2020 District Director, Shiba Tax Office</p> <p>July 2021 Resigned from the Tokyo Taxation Bureau</p> <p>Aug. 2021 Registered as a Certified Tax Accountant Tax Accountant of Hirose Tax Accountant Office (Current)</p> <p>Dec. 2021 Spokesperson for the village of Mikurajima-island, Tokyo (Current)</p> <p>June 2022 Outside Director, CAPCOM CO., LTD. (Current)</p>	300 shares	
	<p><Significant concurrent positions outside the Company> Tax Accountant of Hirose Tax Accountant Office Outside Director, CAPCOM CO., LTD. <Reasons for nomination as a candidate for Outside Director> Ms. Yumi Hirose worked at the National Tax Agency and has extensive experience and advanced knowledge as a tax accountant. With this relevant experience and knowledge, the Company expects her to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in areas related to tax, finance and accounting. The Company, therefore, has nominated her as a candidate for Director. If elected, she is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance. She has never in the past been involved in the management of a company except as Outside Director. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.</p>			
4	<p>Satoshi Sonoda (April 4, 1960)</p> <p><u>New election</u> <u>Outside</u> <u>Independent</u></p> <p>Record of attendance at the Board of Directors Meetings -</p>	<p>Apr. 1983 Joined Murata Manufacturing Co., Ltd.</p> <p>Sep. 1987 Seconded to Murata Electronics Singapore (Pte.) Ltd.</p> <p>Dec. 1998 General Manager, Murata Electronics North America, Inc. (Seconded)</p> <p>Apr. 2004 Managing Director, Murata Company Limited (Hongkong) / Murata Electronics Trading (Shenzhen) Co., Ltd. (Seconded)</p> <p>May 2009 President & CEO, Murata Electronics North America, Inc. (Seconded)</p> <p>July 2012 Vice President and Director of Device Business Unit, Murata Manufacturing Co., Ltd.</p> <p>July 2015 Executive Vice President and Head of Global Sales & Marketing Unit, Murata Manufacturing Co., Ltd.</p> <p>July 2023 Senior Corporate Advisor and Director of Tokyo Branch, Murata Manufacturing Co., Ltd. (Current) (scheduled to retire in June 2024 and assume office as Corporate Advisor of the said company in July 2024)</p>	-	
	<p><Significant concurrent positions outside the Company> Senior Corporate Advisor and Director of Tokyo Branch, Murata Manufacturing Co., Ltd. (scheduled to retire in June 2024 and assume office as Corporate Advisor of the said company in July 2024) <Reasons for nomination as a candidate for Outside Director> Mr. Satoshi Sonoda worked at an international manufacturing company, and has overseas work experience as well as extensive experience and track record in the electronics/semiconductor industry. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in the Company's global expansion. The Company, therefore, has nominated him as a candidate for Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p>			

(Notes) 1. There is no special interest between each of the candidates and the Company.

2. Mr. Kotaro Ikeda, Mr. Naotaka Kawamata, Ms. Yumi Hirose and Mr. Satoshi Sonoda are the candidates for Outside Directors.
3. Mr. Kotaro Ikeda and Mr. Naotaka Kawamata are currently Outside Directors who are Audit and Supervisory Committee Members of the Company. Their term of office will have been eight years at the closing of this Ordinary General Meeting of Shareholders. They served as Audit and Supervisory Board Member of the Company in the past.
4. Ms. Yumi Hirose is currently Outside Directors who is Audit and Supervisory Committee Members of the Company. Her term of office will have been two years at the closing of this Ordinary General Meeting of Shareholders.
5. The Company has designated Mr. Kotaro Ikeda, Mr. Naotaka Kawamata and Ms. Yumi Hirose as Independent Directors as pursuant to the rules and the regulations of the Tokyo Stock Exchange and has notified the Exchange accordingly. If this proposal is approved and each candidate is re-elected as Outside Directors, they are expected to continue serving as Independent Directors. Mr. Satoshi Sonoda fulfills the requirements for Independent Director as pursuant to the rules and the regulations of the Tokyo Stock Exchange. If elected, he will be designated as Independent Director.
6. Mr. Satoshi Sonoda is Senior Corporate Advisor and Director of Tokyo Branch, Murata Manufacturing Co., Ltd. (scheduled to retire in June 2024 and assume office as Corporate Advisor of the said company in July 2024). Although the Company has transactions for sales of its products, etc. with the said company, the transaction amount in the latest fiscal year is less than 1% of the Company's consolidated net sales and has no material effect on independence of Outside Director.
7. The Company has concluded with Mr. Kotaro Ikeda, Mr. Naotaka Kawamata, and Ms. Yumi Hirose a liability-limiting agreement as prescribed in Article 423, Paragraph (1) of the Companies Act pursuant to the provision of Article 427, Paragraph (1) of said Act. The upper limit of the liability for damages under said agreement is set as the minimum amount of liability for damages set forth in Article 425, Paragraph (1) of said Act. If this proposal is approved and candidates are re-elected as Outside Directors, the Company will renew the agreement with each. If the election of Mr. Satoshi Sonoda is approved, the Company plans to enter into the same limited liability agreement with him.
8. The Company has entered into a Directors and Officers Liability Insurance policy with insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The details of the policy are as described in the page 35 of the Business Report "2-(3) 3 Summary of the directors and officers liability insurance." If each of the candidates are re-elected as Director, each will be included as insured in the policy. The Company plans to renew the policy with the same coverage at next renewal time.

Reference

Director Skill Matrix after this Ordinary General Meeting of Shareholders

When selecting the candidates for Director, the Company aims to maintain a balance of knowledge, experience and ability as well as secure diversity among the Board of Directors as a whole, by bringing Outside Directors who have experiences in corporate management at other companies, and advanced knowledge and expertise in law, accounting and other areas on board, while securing a given number of internal Directors who are familiar with the Group's business or management.

According to the Corporate Philosophy and management strategy, the Company has determined the expertise and experiences that we believe the Board of Directors should possess to properly perform decision making and supervisory function as follows:

In addition, the Company deems insight regarding governance and sustainability as a skill that all members of the Board of Directors should have, and does not include this in the items of the matrix.

Name	Position at the Company	Expertise / Experience					
		Corporate management	Finance / Accounting	Legal / Risk Compliance	Manufacturing / R&D / Quality Assurance	Sales / Marketing	International Experience / Global
Koji Shibamiya	Representative Director, Chairman	○			○	○	○
Takeshi Kimura	Representative Director, President	○			○	○	○
Takashi Miyata	Director, Corporate Officer	○			○		
Shigeki Sakurai	Director, Corporate Officer		○	○		○	
Takashi Maegawa	Director, Corporate Officer				○	○	
Tomoharu Yamamoto	Director, Corporate Officer					○	○
Hiroyuki Ishii	Director	○			○		○
Kotaro Ikeda [Outside] [Independent]	Director (Audit and Supervisory Committee Member / full-time)	○	○	○			
Naotaka Kawamata [Outside] [Independent]	Director (Audit and Supervisory Committee Member)			○			
Yumi Hirose [Outside] [Independent]	Director (Audit and Supervisory Committee Member)		○	○			
Satoshi Sonoda [Outside] [Independent]	Director (Audit and Supervisory Committee Member)	○		○		○	○