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(Stock Exchange Code 4994)

June 7, 2024

(Date of commencement of electronic provision measures: May 31, 2024)

To Shareholders with Voting Rights:

Tadashi Hasebe
President
Taisei Lamick Co., Ltd.
873-1 Shimo-Ohsaki,
Shiraoka, Saitama, Japan

NOTICE OF THE 59TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 59th Annual General Meeting of Shareholders of Taisei Lamick Co., Ltd. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following websites on the Internet.

- The Company website: <https://www.lamick.co.jp/ir/> (Japanese only)

In addition to the website above, the Company also has posted this information on the following website.

- Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the website above, input the Company name or stock exchange code, and click “Search.” Then, click on “Basic information” and “Documents for public inspection/PR information” in this order.

You can exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures, and exercise your voting rights by 5:30 p.m. on Tuesday, June 25, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time
- 2. Place:** Conference room at Headquarters, the 1st factory of Shiraoka of Taisei Lamick Co., Ltd.
873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Company's 59th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 59th Fiscal Year (April 1, 2023–March 31, 2024)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Approval of the Absorption-type Company Split Agreement
Proposal No. 3: Partial Amendments to the Articles of Incorporation
Proposal No. 4: Election of Eight (8) Directors
Proposal No. 5: Election of Two (2) Corporate Auditors

4. Others

If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

In the event that there is no indication of being for or against each proposal in the Voting Rights Exercise Form, it will be handled as an indication of approval.

If you exercise your voting rights both in writing and via the Internet, etc., only the exercise of voting rights via the Internet, etc. will be valid.

If you exercise your voting rights multiple times via the Internet, etc., only the last vote will be valid.

If you are exercising your voting rights by proxy, you may designate one (1) other shareholder with voting rights to attend the General Meeting of Shareholders as your proxy. However, please note that the proxy will be required to submit certification verifying authority thereof.

The paper copy delivered also serves as the paper copy stating the matters subject to the electronic provision measures to be delivered upon request for delivery of documents. The following matters will not be provided in the paper copy, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company. Accordingly, the paper copy constitutes only part of the documents audited by Corporate Auditors and the Accounting Auditor when preparing their audit reports, and its page numbers, section numbers, and reference pages are identical to those of the paper copy stating the matters subject to the electronic provision measures.

- Principle Offices and Factories in the Matters Concerning the Current Status of the Group
- Outside Officers in the Matters Concerning Corporate Officers
- Status of the Accounting Auditor
- System to Ensure the Appropriateness of Operations and the Operational Status of the System
- Consolidated Statements of Changes in Equity
- Notes to the Consolidated Financial Statements
- Non-Consolidated Balance Sheets
- Non-Consolidated Statements of Income
- Non-Consolidated Statements of Changes in Equity
- Notes to the Non-Consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and References

- Proposal No. 1:** Appropriation of Surplus

The Company considers the return of profits to shareholders as an important management policy, and its basic policy is to provide stable and continuous dividends with consideration of business results and future business expansion, etc.

Matters concerning year-end dividends

Based on the above policy, the Company proposes the following year-end dividends for the 59th fiscal year, in consideration of business results for the fiscal year under review and future business expansion, etc.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
37 yen per share of common stock, for a total of 235,974,974 yen
(Note) Annual dividends, including the interim dividend, amount to 70 yen per share.
- (3) Effective date of distribution of surplus
June 27, 2024

Proposal No. 2: Approval of the Absorption-type Company Split Agreement

To shift to a holding company structure through a company split (absorption-type company split), the Company concluded an absorption-type company split agreement (hereinafter referred to as collectively or individually the “Absorption-type Company Split Agreement”, and an absorption-type company split based on the Absorption-type Company Split Agreement shall be referred to as collectively or individually the “Absorption-type Company Split”) on May 13, 2024, with “Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated” to succeed the rights and obligations related to the Company’s business of development and manufacturing of liquid packaging film, and with “Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated” to succeed the rights and obligations related to the Company’s business of sales of liquid packaging film and development, manufacture, and sales of liquid filling machinery. Both “Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated” and “Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated” are wholly owned subsidiaries of the Company and both companies will be the succeeding companies in the Absorption-type Company Split.

This proposal is to request approval for the Absorption-type Company Split Agreement.

The effective date of the Absorption-type Company Split is scheduled to be April 1, 2025, and the Company plans to change its trade name to “Taisei Lamick Group Head Quarter & Innovation Co., Ltd.” on the same date.

After the transition to a holding company structure, the Company intends to remain listed as a holding company that will continue to manage the operations of Group companies.

1. Reason for Absorption-type Company Split

In the field of liquid packaging, the Taisei Lamick Group (the “Group”) has developed its business with the mission to continue to provide products and services for “safety, security, and convenience” and “realization of a sustainable society” with the expertise earned through tireless research and practice. With drastic changes in the business environment expected to continue in the future, the Group has concluded that a transition to a holding company structure is the most appropriate way to further increase corporate value and establish a management foundation that will support the achievement of sustainable growth, and has therefore decided to implement the Absorption-type Company Split.

By transitioning to a holding company structure and pursuing the following objectives, the Group aims to strengthen its group management structure and further enhance its corporate value.

(1) Strengthen the Group’s strategic functions

By shifting to a holding company structure, we aim to strengthen the Group’s management strategy functions through the establishment of an organizational structure that allows us not only to evolve existing businesses but also to implement initiatives including new business creation strategically and flexibly.

(2) Demonstrate value creation capabilities in each business

Based on the Group management strategy, we will speed up decision-making by delegating authority and responsibility to operating companies and further strengthen our capabilities to create new products and services that meet increasingly growing needs.

(3) Secure and develop management personnel

In addition to securing management personnel who will be responsible for future growth strategies of the Group, we aim to improve the value of the entire Group’s human resources by developing excellent management personnel through management experience at operating companies.

2. Outline of the Absorption-type Company Split Agreement

The details of the Absorption-type Company Split Agreement that the Company concluded with each succeeding company in the absorption-type company split are as follows.

(1) Absorption-type Company Split Agreement (Copy) (Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated)

Absorption-type Company Split Agreement

This Absorption-type Company Split Agreement (hereinafter the “Agreement”) is made and entered into by and between Taisei Lamick Co., Ltd. (splitting company, hereinafter “Taisei Lamick”) and Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated, (succeeding company, hereinafter the “Preparatory Company”) as follows with respect to the absorption-type company split (hereinafter the “Absorption-type Company Split”) whereby the rights and obligations in Taisei Lamick’s business are to be succeeded to the Preparatory Company.

Article 1 (Absorption-type Company Split)

1. Pursuant to the provisions of this Agreement, Taisei Lamick shall cause the Preparatory Company to succeed its rights and obligations regarding the business of development and manufacturing of liquid packaging film (hereinafter the “Business”) through the Absorption-type Company Split, and the Preparatory Company shall succeed them.
2. The trade names and addresses of the parties to the Agreement shall be as described follows:
 - (1) Splitting company: Taisei Lamick Co., Ltd.
Trade name: Taisei Lamick Co., Ltd. (The trade name is scheduled to be changed to “Taisei Lamick Group Head Quarter & Innovation Co., Ltd” as of April 1, 2025.)
Address: 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan
 - (2) Succeeding company: Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated
Trade name: Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated
Address: 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan

Article 2 (Effective Date)

The effective date of the Absorption-type Company Split (hereinafter the “Effective Date”) shall be April 1, 2025 at midnight; provided, however, that the date may be changed upon mutual consultation between the parties to the Agreement and in accordance with the provisions of the Companies Act when necessary due to the progress of proceedings.

Article 3 (Rights and Obligations to be Succeeded)

1. The rights and obligations of Taisei Lamick which the Preparatory Company succeeds through the Absorption-type Company Split (hereinafter the “Rights and Obligations to be Succeeded”) are described in Exhibit “Schedule of Rights and Obligations to be Succeeded.”
2. Notwithstanding the provisions of the preceding paragraph, any of the Rights and Obligations to be Succeeded may be excluded from the rights and obligations to be succeeded upon consultation between Taisei Lamick and the Preparatory Company if (i) such rights and obligations are not permitted by laws and regulations to be succeeded through the Absorption-type Company Split, (ii) any significant obstacle occurs or may occur based on contractual provisions concerning succession through the Absorption-type Company Split, or (iii) such rights and obligations are agreed upon to be excluded by Taisei Lamick and the Preparatory Company.
3. With respect to the liabilities to be succeeded by the Preparatory Company pursuant to the provisions of Paragraph 1 above, concomitant assumption of liabilities shall apply. However, in such a case, the ultimate obligor between the parties to the Agreement shall be the Preparatory Company, and if the Taisei Lamick has performed or otherwise borne the burden of such succeeding liabilities, Taisei Lamick may demand reimbursement from the Preparatory Company, for the full amount of such burden.

Article 4 (Treatment of Employees)

Taisei Lamick shall not cause the Preparatory Company to succeed the employment contracts and labor agreements concerning its employees (including regular employees, contract employees, part-time employees, and temporary employees; hereinafter referred to as the “Employees”) who are mainly engaged in the Business as of the Effective Date. Taisei Lamick shall second the Employees from Taisei Lamick to the Preparatory Company as of the Effective Date, and in such case, the period of secondment of the Employees and other conditions related to the secondment shall be determined upon separate consultation between the Taisei Lamick and the Preparatory Company.

Article 5 (Consideration to be Delivered upon the Absorption-type Company Split)

Upon the Absorption-type Company Split, the Preparatory Company shall issue 195,000 common shares of the Preparatory Company, and allot and deliver all of them to Taisei Lamick.

Article 6 (Matters Concerning the Amount of Share Capital, Legal Capital Surplus, etc.)

The amounts of the Preparatory Company's capital stock, legal capital surplus, etc. to be increased by the Absorption-type Company Split shall be as follows.

- (1) Share capital to be increased: 0 yen
- (2) Legal capital surplus to be increased: 2,500,000 yen
- (3) Legal retained earnings to be increased: 0 yen
- (4) Other capital surplus to be increased: The amount obtained by subtracting the amount of each of the preceding items from the amount of changes in shareholders' equity, etc.

Article 7 (General Meeting of Shareholders for Approval of the Absorption-type Company Split, etc.)

The parties to the Agreement shall seek approval of the Agreement and resolutions of other matters necessary for the Absorption-type Company Split at a general meeting of shareholders (including cases where a resolution of a general meeting of shareholders is deemed to have been adopted pursuant to Article 319, Paragraph 1 of the Companies Act) as well as make other institutional decisions by the date immediately before the Effective Date.

Article 8 (Duty of Due Care for the Companies' Properties)

The parties to the Agreement shall, from the conclusion of the Agreement to the Effective Date, execute business operations, and manage and administer all properties, with the duty of due care of a prudent manager, and if they engage in any act which will significantly impact the Business, they shall do so by agreement upon prior mutual consultation.

Article 9 (Change of Conditions for or Cancellation of the Absorption-type Company Split)

If any significant change arises to the status of properties or business management of either of the parties to the Agreement due to natural disaster or any other events during the period from the conclusion of the Agreement to the Effective Date, the parties may change the conditions of the absorption-type company split or cancel the Agreement upon mutual consultation.

Article 10 (Other Matters)

In addition to the matters set forth in the Agreement, other matters necessary for the Absorption-type Company Split shall be determined upon consultation between the parties to the Agreement pursuant to the purpose of the Agreement.

IN WITNESS WHEREOF, the parties to the Agreement have prepared one original of the Agreement and affixed their respective names and seals, and the Preparatory Company shall retain an original hereof, and Taisei Lamick shall retain a copy hereof.

May 13, 2024

Splitting company:	Tadashi Hasebe, President Taisei Lamick Co., Ltd. 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan	Seal
Succeeding company:	Tadashi Hasebe, President Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan	Seal

Schedule of Rights and Obligations to be Succeeded

The rights and obligations of the Company which the Preparatory Company succeeds through the Absorption-type Company Split are as follows, except for those that cannot be succeeded by laws and regulations or contracts. Of these rights and obligations, assets and liabilities or other debt to be succeeded shall be based on the balance sheet values and other calculated figures as of March 31, 2024, and be determined after adding or subtracting any increase or decrease up to the Effective Date, to or from such values and figures.

1. Assets

- (1) Current assets
Inventories, prepaid expenses, and other current assets belonging to the Business
- (2) Non-current assets
 - i) Property, plant and equipment
Land, buildings, machinery, equipment, leased assets, and other property, plant and equipment belonging to the Business
 - ii) Intangible assets
Software and other intangible assets belonging to the Business
 - iii) Investments and other assets
All shares of Green Packs Co., Ltd., long-term prepaid expenses, and other assets belonging to the Business

2. Liabilities

- (1) Current liabilities
Current liabilities belonging to the Business that are permitted by laws and regulations to be succeeded from Taisei Lamick to the Preparatory Company
- (2) Non-current liabilities
Non-current liabilities belonging to the Business that are permitted by laws and regulations to be succeeded from Taisei Lamick to the Preparatory Company

3. Other rights and obligations, etc. to be succeeded

- (1) Permits and licenses
All permits, licenses, approvals, registrations, filings, etc. obtained in connection with the Business that are permitted by laws and regulations to be succeeded
- (2) Others
Of the rights and obligations subject to succession, those agreed upon to be excluded by Taisei Lamick and the Preparatory Company or those which are found to be difficult to be succeeded due to laws and regulations after the execution of the Agreement (including cases where it turns out that such assumption will result in the Taisei Lamick or the Preparatory Company incurring unexpected losses), may be excluded from the rights and obligations to be succeeded upon consultation between Taisei Lamick and the Preparatory Company as necessary.

- (2) Absorption-type Company Split Agreement (Copy) (Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated)

Absorption-type Company Split Agreement

This Absorption-type Company Split Agreement (hereinafter the “Agreement”) is made and entered into by and between Taisei Lamick Co., Ltd. (splitting company, hereinafter “Taisei Lamick”) and Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated, (succeeding company, hereinafter the “Preparatory Company”) as follows with respect to the absorption-type company split (hereinafter the “Absorption-type Company Split”) whereby the rights and obligations in Taisei Lamick’s business are to be succeeded to the Preparatory Company.

Article 1 (Absorption-type Company Split)

1. Pursuant to the provisions of this Agreement, Taisei Lamick shall cause the Preparatory Company to succeed its rights and obligations regarding the business of sales of liquid packaging film and development, manufacture, and sales of liquid filling machinery (hereinafter the “Business”) through the Absorption-type Company Split, and the Preparatory Company shall succeed them.
2. The trade names and addresses of the parties to the Agreement shall be as described follows:
 - (1) Splitting company: Taisei Lamick Co., Ltd.
Trade name: Taisei Lamick Co., Ltd. (The trade name is scheduled to be changed to “Taisei Lamick Group Head Quarter & Innovation Co., Ltd” as of April 1, 2025.)
Address: 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan
 - (2) Succeeding company: Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated
Trade name: Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated
Address: 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan

Article 2 (Effective Date)

The effective date of the Absorption-type Company Split (hereinafter the “Effective Date”) shall be April 1, 2025 at midnight; provided, however, that the date may be changed upon mutual consultation between the parties to the Agreement and in accordance with the provisions of the Companies Act when necessary due to the progress of proceedings.

Article 3 (Rights and Obligations to be Succeeded)

1. The rights and obligations of Taisei Lamick which the Preparatory Company succeeds through the Absorption-type Company Split (hereinafter the “Rights and Obligations to be Succeeded”) are described in Exhibit “Schedule of Rights and Obligations to be Succeeded.”
2. Notwithstanding the provisions of the preceding paragraph, any of the Rights and Obligations to be Succeeded may be excluded from the rights and obligations to be succeeded upon consultation between Taisei Lamick and the Preparatory Company if (i) such rights and obligations are not permitted by laws and regulations to be succeeded through the Absorption-type Company Split, (ii) any significant obstacle occurs or may occur based on contractual provisions concerning succession through the Absorption-type Company Split, or (iii) such rights and obligations are agreed upon to be excluded by Taisei Lamick and the Preparatory Company.
3. With respect to the liabilities to be succeeded by the Preparatory Company pursuant to the provisions of Paragraph 1 above, concomitant assumption of liabilities shall apply. However, in such a case, the ultimate obligor between the parties to the Agreement shall be the Preparatory Company, and if the Taisei Lamick has performed or otherwise borne the burden of such succeeding liabilities, Taisei Lamick may demand reimbursement from the Preparatory Company, for the full amount of such burden.

Article 4 (Treatment of Employees)

Taisei Lamick shall not cause the Preparatory Company to succeed the employment contracts and labor agreements concerning its employees (including regular employees, contract employees, part-time employees, and temporary employees; hereinafter referred to as “the Employees”) who are mainly engaged in the Business as of the Effective Date. Taisei Lamick shall second the Employees from Taisei Lamick to the Preparatory Company as of the Effective Date, and in such case, the period

of secondment of the Employees and other conditions related to the secondment shall be determined upon separate consultation between the Taisei Lamick and the Preparatory Company.

Article 5 (Consideration to be Delivered upon the Absorption-type Company Split)

Upon the Absorption-type Company Split, the Preparatory Company shall issue 128,000 common shares of the Preparatory Company, and allot and deliver all of them to Taisei Lamick.

Article 6 (Matters Concerning the Amount of Share Capital, Legal Capital Surplus, etc.)

The amounts of the Preparatory Company's share capital, legal capital surplus, etc. to be increased by the Absorption-type Company Split shall be as follows.

- (1) Share capital to be increased: 300,000,000 yen
- (2) Legal capital surplus to be increased: 77,500,000 yen
- (3) Legal retained earnings to be increased: 0 yen
- (5) Other capital surplus to be increased: The amount obtained by subtracting the amount of each of the preceding items from the amount of changes in shareholders' equity, etc.

Article 7 (General Meeting of Shareholders for Approval of the Absorption-type Company Split, etc.)

The parties to the Agreement shall seek approval of the Agreement and resolutions of other matters necessary for the Absorption-type Company Split at a general meeting of shareholders (including cases where a resolution of a general meeting of shareholders is deemed to have been adopted pursuant to Article 319, Paragraph 1 of the Companies Act.) as well as make other institutional decisions by the date immediately before the Effective Date.

Article 8 (Duty of Due Care for the Companies' Properties)

The parties to the Agreement shall, from the conclusion of the Agreement to the Effective Date, execute business operations, and manage and administer all properties, with the duty of due care of a prudent manager, and if they engage in any act which will significantly impact the Business, they shall do so by agreement upon prior mutual consultation.

Article 9 (Change of Conditions for or Cancellation of the Absorption-type Company Split)

If any significant change arises to the status of properties or business management of either of the parties to the Agreement due to natural disaster or any other events during the period from the conclusion of the Agreement to the Effective Date, the parties may change the conditions of the absorption-type company split or cancel the Agreement upon mutual consultation.

Article 10 (Other Matters)

In addition to the matters set forth in the Agreement, other matters necessary for the Absorption-type Company Split shall be determined upon consultation between the parties to the Agreement pursuant to the purpose of the Agreement.

IN WITNESS WHEREOF, the parties to the Agreement have prepared one original of the Agreement and affixed their respective names and seals, and the Preparatory Company shall retain an original hereof, and Taisei Lamick shall retain a copy hereof.

May 13, 2024

Splitting company:	Tadashi Hasebe, President Taisei Lamick Co., Ltd. 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan	Seal
Succeeding company:	Tadashi Hasebe, President Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated 873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan	Seal

Schedule of Rights and Obligations to be Succeeded

The rights and obligations of the Company which the Preparatory Company succeeds through the Absorption-type Company Split are as follows, except for those that cannot be succeeded by laws and regulations or contracts. Of these rights and obligations, assets and liabilities or other debt to be succeeded shall be based on the balance sheet values and other calculated figures as of March 31, 2024, and be determined after adding or subtracting any increase or decrease up to the Effective Date, to or from such values and figures.

1. Assets

- (1) Current assets
Inventories, prepaid expenses, and other current assets belonging to the Business
- (2) Non-current assets
 - i) Property, plant and equipment
Land, buildings, machinery, equipment, leased assets, and other property, plant and equipment belonging to the Business
 - ii) Intangible assets
Software and other intangible assets belonging to the Business
 - iii) Investments and other assets
All shares of Taisei Lamick USA, Inc., Taisei Lamick Asia (Malaysia) Sdn. Bhd., and Scientex Packaging (Kajang) Sdn. Bhd., and long-term prepaid expenses and other assets belonging to the Business

2. Liabilities

- (1) Current liabilities
Current liabilities belonging to the Business that are permitted by laws and regulations to be succeeded from Taisei Lamick to the Preparatory Company
- (2) Non-current liabilities
Non-current liabilities belonging to the Business that are permitted by laws and regulations to be succeeded from Taisei Lamick to the Preparatory Company

3. Other rights and obligations, etc. to be succeeded

- (1) Permits and licenses
All permits, licenses, approvals, registrations, filings, etc. obtained in connection with the Business that are permitted by laws and regulations to be succeeded
- (2) Others
Of the rights and obligations subject to succession, those agreed upon to be excluded by Taisei Lamick and the Preparatory Company or those which are found to be difficult to be succeeded due to laws and regulations after the execution of the Agreement (including cases where it turns out that such assumption will result in the Taisei Lamick or the Preparatory Company incurring unexpected losses), may be excluded from the rights and obligations to be succeeded upon consultation between Taisei Lamick and the Preparatory Company as necessary.

3. Overview of Matters Stipulated in Article 183 of the Regulations for Enforcement of the Companies Act

(1) Matters concerning the appropriateness of the consideration

The number of shares to be delivered to the Company by each succeeding company through the Absorption-type Company Split, as well as matters concerning the amounts of share capital, legal capital surplus, and legal retained earnings of each succeeding company in the absorption-type company split are as described in (1) and (2) below.

Both (1) and (2) below have been determined to be appropriate because each succeeding company in the absorption-type company split is a wholly owned subsidiary of the Company, and because both (1) and (2) below have been determined through mutual discussions, taking into consideration the business after the Absorption-type Company Split, the assets and liabilities to be succeeded from the Company, and various other circumstances.

(i) Absorption-type Company Split in which Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated will be the succeeding company in the absorption-type company split

(a) Matters concerning the number of shares to be delivered

The succeeding company shall newly issue 195,000 common shares for the Absorption-type Company Split, and deliver all of these to the Company.

(b) Matters concerning the amount of share capital, legal capital surplus, and legal retained earnings

The amounts of share capital, legal capital surplus, and legal retained earnings of the succeeding company which will increase as a result of the Absorption-type Company Split are as follows:

Share capital:	0 yen
Legal capital surplus:	2,500,000 yen
Legal retained earnings:	0 yen

(ii) Absorption-type Company Split in which Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated will be the succeeding company in the absorption-type company split

(a) Matters concerning the number of shares to be delivered

The succeeding company shall newly issue 128,000 common shares for the Absorption-type Company Split, and deliver all of these to the Company.

(b) Matters concerning the amount of share capital, legal capital surplus, and legal retained earnings

The amounts of share capital, legal capital surplus, and legal retained earnings of the succeeding company which will increase as a result of the Absorption-type Company Split are as follows:

Share capital:	300,000,000 yen
Legal capital surplus:	77,500,000 yen
Legal retained earnings:	0 yen

(2) Matters concerning the financial statements, etc. of each succeeding company in the absorption-type company split

Each succeeding company has no finalized last fiscal year because it is a company that was established on May 1, 2024. The balance sheet as of the date of establishment of each company is as shown in (i) and (ii) below.

(i) Taisei Lamick Film Manufacturing Business Split Preparation Company, Incorporated

(Thousands of yen)

Account Item	Amount	Account Item	Amount
(Assets)		(Net assets)	
Current assets		Shareholders' equity	
Cash and deposits	10,000	Share capital	10,000
Total assets	10,000	Total liabilities and net assets	10,000

(ii) Taisei Lamick Sales and Machinery Manufacturing Split Preparation Company, Incorporated

(Thousands of yen)

Account Item	Amount	Account Item	Amount
(Assets)		(Net assets)	
Current assets		Shareholders' equity	
Cash and deposits	10,000	Share capital	10,000
Total assets	10,000	Total liabilities and net assets	10,000

- (3) Disposition of any important asset, etc. of each succeeding company in the absorption-type company split after the date of establishment
Not applicable.
- (4) Disposition of any important asset, etc. of the splitting company in the absorption-type company split after the last day of the last business year
Not applicable.

Proposal No. 3: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The Company plans to transition to a holding company structure as stated in Proposal No. 2 “Approval of the Absorption-type Company Split Agreement.” Accordingly, to change the Company’s trade name to Taisei Lamick Group Head Quarter & Innovation Co., Ltd. and to change its business purpose to business management, etc. as a holding company, Article 1 (Trade Name) and Article 2 (Purposes) of the current Articles of Incorporation will be amended. In addition, a supplementary provision stating that these amendments based on this proposal will come into effect on the condition that Proposal No. 2 “Approval of the Absorption-type Company Split Agreement” is approved as originally proposed at this Annual General Meeting of Shareholders and each absorption-type company split will be effective.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter I General Provisions</p> <p>(Trade Name)</p> <p>Article 1 The trade name of the Company shall be <u>Taisei Lamick Kabushiki Kaisha</u>. The name in English shall be <u>Taisei Lamick Co., Ltd.</u></p> <p>(Purposes)</p> <p>Article 2 The purposes of the Company shall be to engage in the following businesses:</p> <p>(1) to (3) (Omitted)</p> <p>(4) Sale of liquid and viscous liquid filling machinery</p> <p>(5) to (6) (Omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>Chapter I General Provisions</p> <p>(Trade Name)</p> <p>Article 1 The trade name of the Company shall be <u>Taisei Lamick Group Kabushiki Kaisha</u>. The name in English shall be <u>Taisei Lamick Group Head Quarter & Innovation Co., Ltd.</u></p> <p>(Purposes)</p> <p>Article 2 The purposes of the Company shall be to <u>control and manage business activities of the companies (including foreign companies), associations (including those equivalent to associations in foreign countries), and other similar entities which conduct following businesses through holding their entire or partial shares or equity interests.</u></p> <p>(1) to (3) (Unchanged)</p> <p>(4) <u>Manufacture</u> and sale of liquid and viscous filling machines</p> <p>(5) to (6) (Unchanged)</p> <p>(7) <u>All other legitimate businesses</u></p> <p><u>2 The Company may engage in any of the businesses set forth in the preceding paragraph and any other businesses incidental or related thereto.</u></p> <p><u>Supplementary Provision</u> <u>(Transitional Measures Concerning an Absorption-type Company Split)</u> <u>The amendments to Articles 1 and 2 of this Articles of Incorporation shall come into effect on April 1, 2025, on the condition that approval of the absorption-type company split agreement to be proposed at the 59th Annual General Meeting of Shareholders is approved as originally proposed and each absorption-type company split based on the said absorption-type company split agreement will be effective. This Article shall be deleted after the above amendments to the Articles of Incorporation take effect.</u></p>

Proposal No. 4: Election of Eight (8) Directors

The terms of all Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors.

The candidates for Director are as follows:

No.	Name	Current position and responsibilities at the Company	Years in service as Director
1	<u>Reappointment</u> Yoshinari Kimura	Chairman	34 years
2	<u>Reappointment</u> Tadashi Hasebe	President and Head of Administration Headquarters	13 years
3	<u>Reappointment</u> Ichiro Tomita	Managing Director	15 years
4	<u>Reappointment</u> Hirofumi Hojo	Director and Head of Corporate Strategy Planning Headquarters	5 years
5	<u>Reappointment</u> Kazuo Tsuchiya	Director	3 years
6	Naoko Tomono <u>Reappointment</u> <u>Candidate for Outside Director</u> <u>Candidate for Independent Director</u>	Outside Director	8 years
7	Michitaka Suzuki <u>Reappointment</u> <u>Candidate for Outside Director</u> <u>Candidate for Independent Director</u>	Outside Director	7 years
8	Yasuhiko Murata <u>New appointment</u> <u>Candidate for Outside Director</u> <u>Candidate for Independent Director</u>	—	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Yoshinari Kimura (September 22, 1953) <u>Reappointment</u> Male	April 1982	Joined the Company	177,800 shares
		July 1990	Director and General Manager, Reproduction Division	
		July 1993	Managing Director and Plant Manager	
		July 1995	Senior Managing Director and Head, Packaging Film Headquarters	
June 2000	Senior Managing Director and Head, Production Headquarters			
June 2002	Senior Managing Director and Head, Administration Headquarters			
March 2005	President, Taipack Co., Ltd. (to the present)			
June 2007	President, the Company			
April 2023	Chairman, the Company (to the present)			
Attendance at Board of Directors meetings: 12/12				
Years serving as Director: 34 years (at the conclusion of this Annual General Meeting of Shareholders)				
[Reason for nomination as a candidate for Director] Mr. Yoshinari Kimura has a long tenure as Director of the Company, and has contributed to the development of the Company with his appropriate business execution. Currently, as Chairman of the Company, he is striving to invigorate discussions among the Board of Directors and strengthen its supervisory function while controlling the Group as a whole. The Company believes that these experiences will contribute to the management of the Company, and thus renominated him as a candidate for Director.				
2	Tadashi Hasebe (May 10, 1965) <u>Reappointment</u> Male	April 1984	Joined the Company	11,600 shares
		April 2006	Sector Manager, Process Sector, Production Headquarters	
		July 2007	Acting General Manager, Manufacturing Control Division, Production Headquarters	
		June 2009	Corporate Officer and General Manager, Finance Division, Administration Headquarters and General Manager, IT and Systems Division, Administration Headquarters	
		June 2009	President, Green Packs Co., Ltd.	
		June 2010	Corporate Officer and Deputy Head, Administration Headquarters, the Company	
		June 2011	Director and Head, Administration Headquarters	
		April 2020	Representative Senior Managing Director	
		April 2023	President and Leader of Corporate Unit	
		April 2024	President and Head, Administration Headquarters (to the present)	
Attendance at Board of Directors meetings: 12/12				
Years serving as Director: 13 years (at the conclusion of this Annual General Meeting of Shareholders)				
[Reason for nomination as a candidate for Director] Mr. Tadashi Hasebe has been involved in overall businesses including sales, production and administration sectors. Currently, as President of the Company, he is in charge of the overall management of the Group with his strong leadership. The Company believes that these experiences will contribute to the management of the Company, and thus renominated him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
3	Ichiro Tomita (June 21, 1969) <u>Reappointment</u> <u>Male</u>	April 1988	Joined the Company	6,000 shares
		April 2002	Plant Manager, Production Headquarters	
		April 2007	Acting General Manager, Finance Division, Administration Headquarters	
		April 2008	General Manager, Finance Division, Administration Headquarters	
		June 2009	Director and Head, Production Headquarters	
		April 2017	Director and Head, DANGAN - Solution Business Unit and Head, Production Headquarters	
		April 2018	Director and Head, DANGAN - Solution Business Unit	
		April 2020	Managing Director (to the present)	
		April 2020	Director, Taisei Lamick USA, Inc.	
Attendance at Board of Directors meetings: 11/12				
Years serving as Director: 15 years (at the conclusion of this Annual General Meeting of Shareholders)				
[Reason for nomination as a candidate for Director] Mr. Ichiro Tomita has been involved mainly in the manufacturing sector in relation to packaging film and filling machinery. Currently, as Managing Director of the Company, he is leveraging his track record and expert knowledge in the overall management of the Group and the supervision of film production sector. The Company believes that these experiences will contribute to the management of the Company, and thus renominated him as a candidate for Director.				
4	Hirofumi Hojo (January 22, 1964) <u>Reappointment</u> <u>Male</u>	April 1986	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)	101 shares
		December 2008	Deputy General Manager, Dusseldorf Branch, MUFG Bank, Ltd.	
		May 2012	General Manager, Foreign Exchange Business Department, MUFG Bank, Ltd.	
		May 2014	General Manager, Seoul Branch, MUFG Bank, Ltd.	
		January 2017	Temporarily transferred to the Company (transferred to the Company in January 2018)	
		January 2018	General Manager, Finance Division, Administration Headquarters	
		April 2018	Corporate Officer and Head of Corporate Planning Office	
		June 2019	Director and Head of Corporate Planning Office	
		April 2020	Director and Leader of Corporate Unit and Head of Corporate Planning Headquarters	
		April 2022	Director and Leader of Corporate Unit	
April 2023	Director and Head of Corporate Strategy Planning Headquarters (to the present)			
Attendance at Board of Directors meetings: 12/12				
Years serving as Director: 5 years (at the conclusion of this Annual General Meeting of Shareholders)				
[Reason for nomination as a candidate for Director] Mr. Hirofumi Hojo has a long tenure at a financial institution, and has considerable knowledge in finance and accounting as well as extensive experience of working overseas. In addition, at the Company, he has been in charge of corporate planning and supervision of finance divisions as well as strengthening corporate strategies. The Company believes that these experiences will contribute to the management of the Company, and thus renominated him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held			
5	Kazuo Tsuchiya (December 3, 1972) Reappointment Male	September 1998	Joined the Company	908 shares		
		April 2009	Head, Fukuoka Sales Office, Supervisory of West Japan, Wide-Area Sales Division			
		June 2013	Head, Fukuoka Branch and Osaka Branch, Sales Headquarters			
		April 2015	Deputy Head, Sales Headquarters and Head, Overseas Sales Division			
		April 2018	General Manager, Corporate Planning Office			
		April 2019	Corporate Officer and General Manager, Corporate Planning Office			
		April 2020	Corporate Officer and Head, Packaging Industry Research Center			
		June 2021	Director and Head, Packaging Industry Research Center			
		April 2022	Director and Head, Packaging Industry Research Center and General Manager, Business Development Division			
		April 2023	Director and Head, Packaging Industry Research Center and General Manager, Business Planning Division			
April 2024	Director (to the present)					
April 2024	Director, Taisei Lamick USA, Inc. (to the present)					
Attendance at Board of Directors meetings: 12/12						
Years serving as Director: 3 years (at the conclusion of this Annual General Meeting of Shareholders)						
[Reason for nomination as a candidate for Director] Mr. Kazuo Tsuchiya has been involved mainly in sales sectors in relation to packaging film and filling machinery and has committed to the expansion of domestic and overseas sales channels. Currently, he is leveraging his track record and expert knowledge in sales division, supervision of filling machinery development division, and promotion of globalization. The Company believes that these experiences will contribute to the management of the Company, and thus renominated him as a candidate for Director.						
6	Naoko Tomono (August 25, 1964) Reappointment Female	April 1988	Joined THE SEIBU DEPARTMENT STORES, INC. (currently Sogo & Seibu Co., Ltd.)	– shares		
		December 2008	Registered as attorney-at-law (Daini Tokyo Bar Association)			
		January 2009	Joined Takagi Yoshiko Law Office (currently T&T Partners Law Office) (to the present)			
		June 2016	Director, the Company (to the present)			
		June 2017	Outside Director, F-TECH INC. (to the present)			
		April 2024	Vice President, Daini Tokyo Bar Association (to the present)			
		Attendance at Board of Directors meetings: 12/12				
		Years serving as Director: 8 years (at the conclusion of this Annual General Meeting of Shareholders)				
		[Reason for nomination as a candidate for Outside Director and expected roles] Although Ms. Naoko Tomono does not have firsthand experience of corporate management, she has served as Outside Director of the Company for many years and has provided professional legal opinions. The Company expects that she will provide useful opinions based of her experience and expertise as an attorney-at-law, and thus renominated her as a candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Michitaka Suzuki (October 13, 1950) Reappointment Male	<p>April 1976 Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>October 1997 Deputy General Manager, Shinjuku-Shintoshin Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)</p> <p>November 2002 General Manager, Mumbai Branch, The Bank of Tokyo-Mitsubishi, Ltd.</p> <p>October 2004 Transferred to SHIROKI CORPORATION (currently AISIN SHIROKI CORPORATION)</p> <p>February 2005 Vice-president, SHIROKI North America, Inc.</p> <p>June 2007 President and CEO, SHIROKI North America, Inc.</p> <p>October 2012 Special Adviser, SHIROKI CORPORATION (currently AISIN SHIROKI CORPORATION)</p> <p>June 2015 Corporate Auditor, the Company</p> <p>June 2017 Director, the Company (to the present)</p>	100 shares
		Attendance at Board of Directors meetings: 12/12	
		Years serving as Director: 7 years (at the conclusion of this Annual General Meeting of Shareholders)	
		[Reason for nomination as a candidate for Outside Director and expected roles] Mr. Michitaka Suzuki has a long tenure at a financial institution, and has considerable knowledge in finance and accounting, as well as a wealth of experience and achievements concerning corporate management. The Company expects him to supervise management of the Company, as well as to contribute to the further enhancement of business performance through providing suggestions on finance. Thus, the Company renominated him as a candidate for Outside Director.	
8	Yasuhiko Murata (September 25, 1959) New appointment Male	<p>April 1985 Joined Sharp Corporation</p> <p>April 1987 Research Associate, Yokoi Laboratory, Department II, Institute of Industrial Science, The University of Tokyo</p> <p>September 1996 Earned Ph.D. in Engineering, The University of Tokyo</p> <p>August 2002 Lecturer, Institute of Industrial Science, The University of Tokyo</p> <p>April 2003 Lecturer, Department of Mechanical Engineering, Faculty of Engineering, Nippon Institute of Technology</p> <p>April 2004 Assistant Professor, Nippon Institute of Technology</p> <p>April 2009 Professor, Nippon Institute of Technology</p> <p>December 2011 Principle Professor, Department of Mechanical Engineering, Nippon Institute of Technology</p> <p>April 2015 Principle, Educational Center for Experienced Mechanical Engineer, Nippon Institute of Technology (to the present)</p>	– shares
		Attendance at Board of Directors meetings: –	
		Years serving as Director: –	
		[Reason for nomination as a candidate for Outside Director and expected roles] Although Mr. Yasuhiko Murata does not have firsthand experience of corporate management, he specializes in research on plastic molding and processing as a university professor and has a wealth of experience and achievements. The Company expects him to provide us with neutral opinions based on his extensive experience and knowledge of the plastics industry as a specialist, and deliver advice on human resource development as a university professor. Thus, the Company nominated him as a candidate for Outside Director.	

(Notes)

1. There are no special interests between the candidates for Director and the Company.
2. Ms. Naoko Tomono, Mr. Michitaka Suzuki, and Mr. Yasuhiko Murata are candidates for Outside Director. Furthermore, the Company has designated Ms. Naoko Tomono, Mr. Michitaka Suzuki, and Mr. Yasuhiko Murata as Independent Director as stipulated by the Tokyo Stock Exchange, and has submitted them as such to the aforementioned Exchange.
3. The term of office of Ms. Naoko Tomono as Outside Director of the Company will be eight (8) years at the conclusion of this General Meeting of Shareholders. The term of office of Mr. Michitaka Suzuki as Outside Director of the Company will be seven (7) years at the conclusion of this General Meeting of Shareholders. He served as Corporate Auditor of the Company for two (2) years in the past.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with Ms. Naoko Tomono and Mr. Michitaka Suzuki to limit their liabilities in Article 423, Paragraph 1 of the same Act, and the limit of liability under the agreements is limited to the minimum amount stipulated by

Article 425, Paragraph 1 of the same Act, assuming that they performed their duties in good faith and without gross negligence. If they are re-elected, the Company plans to continue these agreements with them. If the election of Mr. Yasuhiko Murata is approved at this General Meeting of Shareholders, the Company plans to enter into the same agreements with him.

5. The Company has entered into a directors and officers liability insurance contract with an insurance company, with all Directors included in the insured. The insurance policy covers damages, litigation expenses, etc. to be borne by the insured in the event of claims for damages arising from acts (including nonfeasance) committed by the insured in their capacity as directors and officers of the Company. The insurance premiums are fully borne by the Company. If the candidates are elected as proposed, they will be included in the insured under the insurance contract and the Company plans to renew the insurance contract during the terms of office of Directors, with similar details.

[Reference]

Skills expected for the Company's business	Corporate management	Finance/ financial accounting	Legal affairs/ compliance	Sustainability	International business/ overseas expertise	Technology/ industry expertise	Human resources, labor relations, human resources development
Yoshinari Kimura	●		●	●	●	●	●
Tadashi Hasebe	●	●	●	●		●	●
Ichiro Tomita	●			●		●	
Hirofumi Hojo		●		●			
Kazuo Tsuchiya					●	●	
Naoko Tomono			●	●			●
Michitaka Suzuki	●	●			●		
Yasuhiko Murata			●			●	●

Proposal No. 5: Election of Two (2) Corporate Auditors

The terms of office of Corporate Auditors Mr. Masaharu Yamaguchi and Mr. Osamu Kodaira will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Corporate Auditors.

The Company has obtained consent from the Board of Corporate Auditors with regard to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Masaharu Yamaguchi (July 11, 1958) [Reappointment] [Male]	July 1997 Director and Plant Manager, Packaging Film Headquarters, the Company	9,000 shares
		June 2000 Director and Deputy Head, Production Headquarters	
		June 2002 Director and Head, Production Headquarters	
		June 2009 Director and Head, Machine and Development Headquarters	
		April 2011 President, Taisei Lamick USA, Inc.	
		June 2011 Managing Director, the Company	
		September 2016 Managing Director and General Manager, ASEAN Business Division	
		October 2016 Director, Taisei Lamick Malaysia Sdn. Bhd. (currently Scientex Packaging (Kajang) Sdn. Bhd.)	
		April 2020 Director, the Company	
		June 2020 Corporate Auditor (to the present)	
		Attendance at Board of Directors meetings: 12/12	
		Years serving as Corporate Auditor: 4 years (at the conclusion of this Annual General Meeting of Shareholders)	
		[Reason for nomination as a candidate for Corporate Auditor] Mr. Masaharu Yamaguchi has long been involved in production sector and the promotion of globalization to drive the Company's business. Currently, he is fully fulfilling his responsibilities as Corporate Auditor by utilizing his experience and knowledge to contribute to the improvement of the soundness and transparency of auditing operations. Thus, the Company renominated him as a candidate for Corporate Auditor.	
2	Atsushi Watanabe (March 20, 1970) [New appointment] [Male]	November 1993 Joined Souken Audit Corporation	– shares
		May 1998 Registered as a certified public accountant	
		December 2004 Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)	
		August 2009 Joined Souken Audit Corporation (current Fujimi Audit Corporation)	
		October 2023 Director, Fujimi Audit Corporation (to the present)	
		Attendance at Board of Directors meetings: –	
		Years serving as Corporate Auditor: –	
		[Reason for nomination as a candidate for Outside Corporate Auditor] Mr. Atsushi Watanabe has considerable knowledge in finance and accounting as a certified public accountant. The Company expects that his wealth of experience, knowledge, and expertise will further strengthen the management system by auditing management from an independent perspective that differs from that of a person from within the Company. Thus, the Company nominated him as a candidate for Outside Corporate Auditor.	

(Notes)

- There are no special interests between the candidates for Corporate Auditors and the Company.
- Mr. Atsushi Watanabe is a candidate for Outside Corporate Auditor.
Furthermore, the Company has designated Mr. Atsushi Watanabe as Independent Auditor as stipulated by the Tokyo Stock Exchange, and has submitted him as such to the aforementioned Exchange.
- If Mr. Atsushi Watanabe is elected as Corporate Auditor, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into liability limitation agreements with him to limit his liabilities in Article 423, Paragraph 1 of the same Act. The limit of liability under the agreements is limited to the minimum amount stipulated by Article 425, Paragraph 1 of the same Act, assuming that he performed his duties in good faith and without gross negligence.
- Overview of directors and officers liability insurance contract
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, with all Corporate Auditors included in the insured,

which covers the liability for the performance of their duties incurred by the insured and any damages arising from claims related to the pursuit of such liability. If the candidates are elected as proposed, they will be insured under such insurance policy, and the policy will be renewed with the same terms during their terms of office. The insurance premiums are fully borne by the Company.