

Note: This Convocation Notice is an abridged translation of Japanese original for your convenience and, in the event of any discrepancy, the Japanese original shall prevail.

Securities Code: 6961

May 30, 2024

To Our Shareholders:

2-30-1 Namiki, Kawaguchi City, Saitama

**Enplas Corporation**

Daisuke Yokota, President

## Notice of the 63rd Annual Meeting of Shareholders

Enplas Corporation (“Company”) hereby notifies that the Company will hold the 63rd Annual Meeting of Shareholders as described below.

In convening the Annual Meeting of Shareholders, the Company has electronically provided important items of the proxy materials on each of the following websites. You are kindly requested to access either of them to confirm each of the items.

[The Company’s website]

<https://www.enplas.co.jp> (Japanese only)

(Please access the above website and click the following items in order; “投資家情報 (“Investor Relations”)”, “各種資料 (“Various Resources”)”, and “株主総会・電子公告 (“Electronic Public Notice of the Annual Meeting of Shareholders”)” to confirm the information.)

[Tokyo Stock Exchange’s website (Company Announcements Service Site for TSE-listed companies)]

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

(Please access the above website of TSE, type “Enplas” or “6961” in the white box shown on the right of the “Issue name (company name)” field or of the “Code” field, respectively, and click SEARCH button at the bottom. Then if you click “Basic information” button, “Documents for public inspection/PR information” button will be shown at the top center. Please click the button and then you will reach the page of the Company’s detailed information. Finally, you may find and confirm the notices and necessary information by clicking the orange horizontal button saying “Click here for access” just below the subtitle “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.”

[Website for Proxy Materials]

<https://d.sokai.jp/6961/teiji/>

If you do not attend the meeting on the date, you may exercise your voting rights by means of your voting rights exercise form or through the Internet. We kindly request you to read through the proxy materials and exercise your voting rights by 5:00 p.m. (JST), Thursday, June 20, 2024, in accordance with the guidance on pages 2, 3 and 4 hereof.

[If you exercise your voting rights through the Internet]

Please access the voting website (<https://soukai.mizuho-tb.co.jp/>) and, using the voting code and your password printed on the enclosed voting rights exercise form, exercise your voting rights by following the instructions on a screen by the above deadline.

For clarification, you are asked to read through the following “**Information on Exercise of Voting Rights through the Internet**” before exercising your voting rights online.

[If you exercise your voting rights with a voting rights exercise form]

Please indicate your opinion on each Agenda Item by circling “賛 (means “I Approve”)” or “否” (means “I Disapprove”)” in the table shown in the enclosed voting rights exercise form and send the form back promptly to meet the aforementioned deadline.

1. **Date:** 10:00 a.m., Friday, June 21, 2024
2. **Venue:** Sakura Hall on 3<sup>rd</sup> Floor  
THE MARK GRAND HOTEL  
3-2 Shintoshin, Chuo-ku, Saitama City, Saitama  
• Please note that the venue is changed from the previous shareholders meeting and make sure to attend at the right venue.
3. **Purposes:**
  - Items to be reported:**
    1. The business report, the consolidated financial statements, and the results of the consolidated financial statements audited by the Accounting Auditor and the Audit Committee for the 63rd business period (April 1, 2023 to March 31, 2024)
    2. The non-consolidated financial statements for the 63rd business period (April 1, 2023 to March 31, 2024)
  - Items to be resolved:**
    - Agenda Item No. 1:** Election of Five (5) Directors who are not the Audit Committee Members
    - Agenda Item No. 2:** Election of One (1) Director who is the Audit Committee Member
    - Agenda Item No. 3:** Renewal of Response Policies for Dealing with Large-scale Purchase of Enplas Shares, etc.
4. **Notes regarding This Notice (Information on Exercise of Your Voting Rights)**
  - (1) If you submit your voting rights exercise form to exercise your voting rights but do not indicate your opinion on either of or all of Agenda Items, it will be deemed as your approval (“I Approve”) on the Agenda Item(s).
  - (2) If your voting rights are exercised more than once through the Internet, the latest vote you make shall prevail.
  - (3) If you exercise your voting rights with a voting rights exercise form but also through the Internet, your opinion sent via online shall prevail, regardless of when they are received.
  - (4) If you do not attend the Annual Meeting of Shareholders, you may appoint another shareholder holding voting rights to attend and vote as your proxy; provided, however, that

a document verifying the proxy must be submitted.

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- When attending the meeting, we kindly request that you submit the enclosed voting rights exercise form to the receptionist at the venue.
  - Due to the Companies Act, shareholders are kindly requested to review “the matters to be electronically provided” by accessing any of the above websites on the Internet in principle, and we send those in writing only to shareholders who made a request for sending in writing by the Record Date. However, for this Annual Meeting of Shareholders, we send documents including “the matters to be electronically provided” to all the shareholders regardless of whether the above request was actually made. Please note that, among the “the matters to be electronically provided”, the following matters are not included in the documents we send for this meeting, pursuant to applicable laws and regulations and Article 17 of the Articles of Incorporation of the Company:
    - (a) Items regarding Stock Acquisition Rights of the Company
    - (b) Items regarding Accounting Auditor
    - (c) System to Ensure Appropriateness of Operations of the Company
    - (d) Overview of Implementation of System to Ensure Appropriateness of Operations of the Company
    - (e) Basic Policy for Controlling the Company
    - (f) Consolidated and Non-consolidated Statements of Changes in Net Assets
    - (g) Notes to the Consolidated Financial Statements
    - (h) Notes to Specific Items of the Non-consolidated Financial Statements
- Of the matters above, “Items regarding Stock Acquisition Rights of the Company,” “Items regarding Accounting Auditor,” “System to Ensure Appropriateness of Operations of the Company,” “Overview of Implementation of System to Ensure Appropriateness of Operations of the Company,” “Basic Policy for Controlling the Company” and “Consolidated and Non-consolidated Statements of Changes in Net Assets” have been audited as part of the business report when the Audit Committee prepared the audit report.
- Of the matters above, “Notes to the Consolidated Financial Statements” and “Notes to Specific Items of the Non-consolidated Financial Statements” have been audited as part of the consolidated and the non-consolidated financial statements when the Audit Committee and the Accounting Auditor prepared the audit report.
- If any revisions are made to the matters to be electronically provided, we will notice you with the revised matters as well as old ones on each of the above websites.
  - The voting results will be posted on the Company’s website shown above in lieu of sending written notice of voting results to shareholders.

## Information on Exercise of Voting Rights through the Internet

- (1) With voting rights exercise code and password  
Please access the voting website (<https://soukai.mizuho-tb.co.jp/>) and exercise the voting rights following the guidance of the screen, by entering “voting rights exercise code” and “password” provided in your voting rights exercise form.

- (2) With QR code  
Please scan “QR code” provided in the enclosed voting rights exercise with your smartphone, tablet, or any other device and exercise the voting rights following the guidance of the screen. In this case, “voting rights exercise code” and “password” are not required.

If you want to make a change after exercising your voting rights with the QR code, please access the voting website or scan the QR code again to reach to the voting website and use “voting rights exercise code” and “password” provided in the voting rights exercise form to do so.

(QR code is a registered trademark of Denso Wave Inc.)

Note: The exercise of voting rights through the Internet may not be made depending on configuration of a terminal you use and/or your Internet environment.

Please note that, for the access to the “Website for Voting Rights Exercise,” communication charges for telephone, etc. and access charges for internet providers will be borne by each shareholder.

For inquiries about exercise of voting rights through the Internet Administrator of Shareholder Registry: Securities Agent Business Department of Mizuho Trust & Banking Co., Ltd. Phone: 0120-768-524 (Toll free) Business Hours: 9:00 – 21:00 (excluding year-end and New Year holidays)
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## Reasons for Increase in the Number of Director Candidates

Enplas set to strengthen corporate governance as one of its key management tasks and has been actively grappling with improving management transparency and supervisory function. Now, it has decided to strengthen the function of the Board of Directors that oversees business execution by increasing number of directors, with the aim of strengthen the board to respond to issues such as the transforming its business portfolio into essential business fields, accelerating further growth of business in the growing essential areas, and expanding its capability against rapidly changing business environment.

And Enplas has reviewed its skills matrix by examining the skills required of directors. Enplas set to ensure diversity including the skills required of directors and strengthen the supervisory function of the Board of Directors by appointing new director candidates who owns skills and experiences that is deficit to the board.

As a result, the number of directors will be 9, of which the 4 outside directors. (ratio of outside director: 44.4%).

## Skills Matrix

Areas that the Company particularly expects of director candidates and executive officers after Agenda Items 1 and 2 are approved

Director	Global Management	Sustainability	Finance and Accounting	Legal, Risk Management and Compliance	Innovation and Technological Development	Production and SCM	Marketing and Business Development	HR Strategy and Corporate Culture
Daisuke Yokota	•				•	•	•	•
Mikihiro Sugibuchi	•				•		•	
Shoji Miyasaka		•		•		•		•
Shigeya Fujita		•	•	•				•
Takae Akatsuka*	•		•					
Toshimasa Iue*	•		•	•			•	
Masao Hisada*	•	•	•	•				
Minoru Amoh*	•				•	•	•	
Shigeo Kutsuzawa					•		•	•

\* The Company appointed Mr. Toshimasa Iue, Mr. Masao Hisada and Mr. Minoru Amoh as Independent Officers pursuant to the regulations of the Tokyo Stock Exchange and reported their names to the Exchange. The Company will appoint Ms. Takae Akatsuka as Independent Officer and report her name in the same manner above once she assumes the position of Director.

Executive officer	Global Management	Sustainability	Finance and Accounting	Legal, Risk Management and Compliance	Innovation and Technological Development	Production and SCM	Marketing and Business Development	HR Strategy and Corporate Culture
Hideyuki Komiya	•	•				•		
Keiji Sakai					•		•	
Akira Shina	•						•	
Tai Fukizawa					•	•		
Shinpei Morioka					•		•	
Tomoaki Soshi	•				•		•	
Takeshi Murano							•	

**Agenda Item No. 1: Election of Five (5) Directors Who Are Not the Audit Committee Members**

The term of office for all Three (3) Directors who are not the Audit Committee Members will expire at the conclusion of this Annual Meeting of Shareholders. The Company proposes Two (2) additional Directors to enhance management structure and, accordingly, the election of Five (5) Directors who are not the Audit Committee Members.

This Agenda Item was determined by the Board of Directors in accordance with the deliberation by and report of the Nomination and Compensation Advisory Committee, which served as a discretionary advisory body to the Board of Directors, whose Chairperson was Outside Director, and whose majority was comprised of Outside Directors.

Further, this Agenda Item was deliberated by the Audit Committee. The opinion of the Audit Committee is that the candidates are qualified for directorship.

Nominated candidates for Directors who are not the Audit Committee Members are as follows.

Candidate No.	Name	Current position and total years of directorship		Attribute of Candidate	Number of the BoD Meetings attended
1	Daisuke Yokota	President and Representative Director	21 years	To be re-elected	12 out of the 12 meetings (100%)
2	Mikihiro Sugibuchi	Managing Executive Officer	-	To be newly elected	-
3	Shoji Miyasaka	Director and Managing Executive Officer	1 year	To be re-elected	12 out of the 12 meetings (100%)
4	Shigeya Fujita	Director and Executive Officer	5 years	To be re-elected	12 out of the 12 meetings (100%)
5	Takae Akatsuka	-	-	To be newly elected as Outside Director	-

Candidate  
No.

1 Daisuke Yokota

To be re-elected

Date of birth : November 4, 1967 (56 years old)  
Gender : Male

Number of the BoD Meetings attended : 12 out of  
the 12 meetings (100%)

Number of the Company's shares owned :  
1,422,417 shares

Years of directorship : 21 years at the conclusion  
of this Annual Meeting of Shareholders

Brief profile, position, and responsibility at the Company  
(Significant concurrent positions)

Aug. 1993	Joined Enplas Corporation	Apr. 2006	Managing Director, Chief General Manager of Operations Division, and General Manager of Plastic Optics Department
Apr. 2000	President and Representative Director, Enplas (U.S.A). Inc.	Apr. 2007	Managing Director and Chief General Manager of Operations Division
Jun. 2003	Director, Enplas Corporation	Apr. 2008	President and Representative Director (incumbent)
Apr. 2004	Director and General Manager of Engineering Plastic Business Department		

Reason for the  
nomination:

Mr. Daisuke Yokota has managed the Company and its Group by demonstrating strong leadership since his first appointment as President and Representative Director. The Company renominated him as a director candidate for his worldwide achievements as well as his vast knowledge and experience in the field of comprehensive management and thus expects his continuous engagement and commitment to the Company's sustainable growth and enhancement of corporate value.

Candidate  
No.

2 Mikihiro Sugibuchi

To be newly  
elected

Date of birth : January 1, 1970 (54 years old)  
Gender : Male

Number of the BoD Meetings attended : N/A

Number of the Company's shares owned : 3,800  
shares

Years of directorship : N/A

Brief profile, position, and responsibility at the Company

(Significant concurrent positions)

Apr. 1993	Joined Enplas Corporation	Apr. 2020	Executive Officer, CEO of Enplas Semiconductor Peripherals Pte. Ltd.
Apr. 2009	Manager of Overseas Sales Dept., Sales Division, Enplas Semiconductor Peripheral Corporation	Apr. 2023	Managing Executive Officer, Semiconductor Company President
Oct. 2009	Vice President, Enplas Tech Solutions, Inc.	Apr. 2024	Managing Executive Officer in charge of Semiconductor Company, Network Solution Company and Life Science Business Group, and Chairperson, Enplas Semiconductor Peripherals Pte. Ltd.(incumbent)
Apr. 2014	President, Enplas Niching Technology Corporation		
Apr. 2017	Managing Director, Enplas Semiconductor Peripherals Pte. Ltd.		
Jun. 2019	Executive Officer, COO of Enplas Semiconductor Peripherals Pte. Ltd.		

Reason for  
the  
nomination:

Mr. Mikihiro Sugibuchi had led the establishment of client relationship and the achievement of business expansion in overseas sales division of our semiconductor business for a long time. After that, he served as CEO of Enplas Semiconductor Peripherals Pte. Ltd. which functions as the headquarters of our semiconductor business in Singapore and contributed to the growth of its semiconductor business. He also has abundant experience in the field of global management backed by his contribution to the growth of our core semiconductor business, with his engagement in innovation and technology development as well as marketing and business development for years. The Company newly nominated him as a director candidate, expecting that he would leverage his experience and knowledge to oversee the management of the Enplas Group for its further growth.



Candidate  
No.

3 Shoji Miyasaka

To be re-elected

Date of birth : November 24, 1969 (54 years old)  
Gender : Male

Number of the BoD Meetings attended : 12 out of  
the 12 meetings (100%)

Number of the Company's shares owned : 4,100  
shares

Years of directorship : 1 year at the conclusion of  
this Annual Meeting of Shareholders

Brief profile, position, and responsibility at the Company  
(Significant concurrent positions)

Apr. 1993	Joined Enplas Corporation	Apr. 2019	Executive Officer and General Manager of Corporate Center, Corporate & Administration Division
Apr. 2010	Director, Guangzhou Enplas Mechatronics Co., Ltd.	Jun. 2019	Executive Officer and General Manager of Administration Division
Apr. 2012	Manager of Mold Manufacturing Management Dept., Business Division, Enplas Corporation	Apr. 2021	Executive Officer and General Manager of Administration Division
Jun. 2013	Executive Officer and Division Manager of Production Management Division	Apr. 2023	Managing Executive Officer and General Manager of Corporate Planning & Administration Division (incumbent)
Apr. 2015	Executive Officer and General Manager of Engineering Plastic Division	Jun. 2023	Director, Managing Executive Officer and General Manager of Corporate Planning & Administration Division (incumbent)
Apr. 2018	Executive Officer and General Manager of Production Division		

Reason for the  
nomination:

Mr. Shoji Miyasaka has held important positions, from the director of Guangzhou Enplas Mechatronics Co., Ltd., the Company's subsidiary, to General Manager of Engineering Plastic Division, one of the Company's main businesses, to General Manager of Production Division to General Manager of Administration Division, in addition to his professional experiences in the various fields. The Company renominated him as a director candidate, expecting that he would leverage his knowledge and experience to oversee the management of the Enplas Group.

Candidate No.

# 4 Shigeya Fujita

To be re-elected

Date of birth : December 24, 1972 (51 years old)  
Gender : Male

Number of the BoD Meetings attended : 12 out of the 12 meetings (100%)

Number of the Company's shares owned : 6,900 shares

Years of directorship : 5 years at the conclusion of this Annual Meeting of Shareholders

## Brief profile, position, and responsibility at the Company (Significant concurrent positions)

Mar. 2003	Joined Enplas Corporation	Apr. 2019	Executive Officer and General Manager of Mechanics Solution Device Division
Apr. 2009	Vice President, Enplas (U.S.A.), Inc.	Jun. 2019	Director, Management Executive Officer, and General Manager of Corporate Center
Apr. 2013	General Manager of Corporate Center, Corporate & Administration Division, Enplas Corporation	Apr. 2020	Director, Management Executive Officer, and General Manager of Corporate Planning Division
Apr. 2014	Executive Officer and General Manager of Corporate Center, Corporate & Administration Division	Apr. 2022	Director, Management Executive Officer, and General Manager of Corporate Division
Apr. 2015	Executive Officer and Manager of Group Financial Office, Corporate & Administration Division	Apr. 2023	Director, Executive Officer, and General Manager of Corporate Finance Division (incumbent)
Apr. 2017	Executive Officer and Division Manager of Corporate Center, Corporate & Administration Division		

Reason for the nomination:

The Company renominated Mr. Shigeya Fujita as a director candidate because of his career in important positions, such as Vice President of Enplas (U.S.A.), Inc., a subsidiary of the Company, General Manager of Mechanics Solution Device Division, and General Manager of Corporate Planning Division, but also of its expectation that he would leverage his knowledge and experience to oversee the management of the Enplas Group.

Candidate  
No.

5 Takae Akatsuka

To be newly elected as Outside Director

Date of birth : March 19, 1970 (54 years old)  
Gender : Female

Number of the BoD Meetings attended : N/A

Number of the Company's shares owned : 0  
shares

Years of directorship : N/A

Brief profile, position, and responsibility at the Company and others  
(Significant concurrent positions)

Oct. 2000	Joined PricewaterhouseCoopers Tax Japan(current PricewaterhouseCoopers WMS Pte. Ltd.)	Oct. 2010	Group manager of Strategic Business Transactions, Corporate Strategy and Planning Division at Coca-Cola (Japan) Company, Limited
Apr. 2004	Registered as Japanese Certified Public Accountant	Aug. 2016	Senior Manager, International Tax Division at Fair Consulting Tax Corporation
Jul. 2006	Joined Nikko Citigroup Limited (current Citigroup Global Markets Japan Inc.)	Feb. 2022	Executive Partner at Premier Tax & Advisory (incumbent)
May 2008	Joined Deloitte Tohmatsu FAS Co., Ltd. (current Deloitte Tohmatsu Financial Advisory LLC)	Jun. 2023	Director of the Rheon Automatic Machinery Co., Ltd. (incumbent)
Feb. 2010	Registered as Japanese Certified Public Tax Accountant		Audit & Supervisory Board Member of the Atsugi Co., Ltd. (incumbent)

Reason for the  
nomination:

As Japanese Certified Public Accountant and Certified Public Tax Accountant, Ms. Takae Akatsuka has tax and accounting expertise, especially in international transactions. Furthermore, she has a broad knowledge and experience in corporate management, resulting from her commitment to the other business fields, such as corporate finance, cross-border M&A and global business strategy. The Company nominated her as an Outside Director candidate in expectation of her beneficial opinions and advice for the Enplas Group's business management but also of demonstrating her abilities to oversee and supervise the management from an independent view.

- Notes:
1. There is no specific conflict of interest between each candidate and the Company.
  2. Ms. Takae Takatsuka is an Outside Director candidate who is not the Audit Committee Member.
  3. The Company has purchased Directors' and Officers' liability insurance (D&O insurance) as provided for in paragraph 1 of Article 430-3 of the Companies Act for covering all Directors who are not the Audit Committee Members, as the insured. If each candidate assumes the position of Director who is not the Audit Committee Member, such candidate shall be covered as the insured under the insurance policy. The insurance policy stipulates that, as the insured, Directors who are not the Audit Committee Members are compensated for losses which they may suffer due to the assumption of responsibilities in relation to the execution of their duties or their receiving a claim pertaining to the pursuit of such responsibilities. However, there are certain exemptions for the coverage. For example, any loss caused by an intentional misconduct of any of the insured Directors will not be compensated. The Company pays all insurance premiums, including those for riders, and the insured will not in substance bear any insurance premiums. In addition, the insurance policy was renewed on May 1, 2024, in the middle of the term of office of the insured Directors. Once each candidate assumes the position of Director who is not the Audit Committee Member, the insurance policy will be renewed during the term of their office.
  4. The Company will enter into an agreement with Ms. Akatsuka to limit her liability for damages to the Company which is stipulated in paragraph 1 of Article 423 of the Companies Act, pursuant to Article 17 of the Articles of Incorporation of the Company and paragraph 1 of Article 427 of the said Act, once she is appointed as an Outside Director who is not the Audit Committee Member. The limitation of her liability on damages to the Company will be determined in the agreement pursuant to the applicable laws and regulations.
  5. The Company will appoint Ms. Akatsuka as an Independent Officer pursuant to the regulations of the Tokyo Stock Exchange and report her name to the Exchange once she assumes the position of Outside Director who is not the Audit Committee Member.

**Agenda Item No. 2: Election of One (1) Director Who Is the Audit Committee Member**

The term of office for Mr. Kazuyuki Toma, the Director who is the Audit Committee Member, will end upon his resignation as of May 31, 2024. Accordingly, the Company proposes the election of One (1) alternate Director who is the Audit Committee Member.

The term of office of the Director who is the Audit Committee Member to be elected as an alternate shall be the remaining term of the resigning Director who is the Audit Committee Member, pursuant to the Articles of Incorporation of the Company.

This Agenda Item was determined in accordance with the deliberation by and report from the Nomination and Compensation Advisory Committee whose Chairperson is Outside Director and whose majority is Outside Directors. Further, this Agenda Item was approved by the Board of Directors.

This agenda item is approved by the Audit Committee.

The candidates for Director who is the Audit Committee Member is as follows.

Candidate  
No.

# 1 Shigeo Kutsuzawa

To be newly elected

Date of birth : June 17, 1966 (57 years old)  
Gender : Male

Number of the BoD Meetings attended : -N/A  
Number of the Audit Committee Meetings  
attended : -N/A

Number of the Company's shares owned : 4,200  
shares

Years of outside directorship (including his tenure  
as Outside Director who was not the Audit  
Committee Member) : -N/A

## Brief profile, position, and responsibility at the Company (Significant concurrent positions)

Apr. 1989	Joined Enplas Corporation	Apr. 2019	Executive Officer, Head of China Region
Oct. 2010	Manager of Liquid Crystal Business Group	Apr. 2020	Executive Officer, General Manager of Business Division
Oct. 2011	Manager of Global LED Business Group	Apr. 2022	Executive Officer, General Manager of Industry Business Division
Apr. 2012	President, Enplas Display Device Corporation	Apr. 2023	Executive Officer, President of Display Solution company
Jun. 2014	Director, Enplas Corporation	Apr. 2024	Executive Officer responsible for the Internal Audit Office (incumbent)
Jun. 2015	Executive Officer		

Reason for the  
nomination:

Mr. Shigeo Kutsuzawa has led the establishment of client relationship and business expansion in our liquid crystal-related business for years. With his management career as Representative Director and President of Enplas Display Device Corporation as well as General Manager of Industry Business Division of the Company, he has contributed to the growth of our core business. In consideration of his extensive experience in management, the Company determined that he could contribute to not only its appropriate supervision and oversight but also the soundness of management and thus nominated him as a candidate of Director who is the Audit Committee Member.

- Notes:
1. There is no special conflict of interest between the candidate and the Company.
  2. In accordance with the Company's Articles of Incorporation and paragraph 1 of Article 427 of the Companies Act, the Company has concluded an agreement with all Directors who are the Audit Committee Members to limit their liabilities to the Company for damages stipulated in paragraph 1 of Article 423 of the Act. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations. Once Mr. Shigeo Kutsuzawa assumes the position of Director who is the Audit Committee Member, the Company will enter into a same agreement with him.
  3. The Company has purchased Directors' and Officers' liability insurance (D&O insurance) as provided for in paragraph 1 of Article 430-3 of the Companies Act for covering all Directors who are the Audit Committee Members as the insured. If Mr. Kutsuzawa assumes the position of Director who is the Audit Committee Member, he shall be covered as an insured under the insurance policy. The insurance policy stipulates that, as the insured, Directors who are the Audit Committee Members are compensated for damages which they may suffer due to their assumption of responsibilities in relation to the execution of their duties or their receiving a claim pertaining to the pursuit of such responsibilities. However, there are certain exemptions for the coverage. For example, any loss and/or damage caused by an intentional misconduct of any of the insured Directors will not be compensated. The Company pays all insurance premiums, including those for riders, and the insured will not in substance bear any insurance premiums. In addition, the insurance policy was renewed on May 1, 2024, in the middle of the term of office of each insured. Once the candidate assumes the position of Director who is the Audit Committee Member, the insurance policy will be renewed during the term of his or her office.

### **Agenda Item No. 3: Renewal of Response Policies for Dealing with Large-scale Purchase of Enplas Shares, etc.**

The Company has decided to renew the “Response Policies for Dealing with Large-scale Purchases of Enplas Shares, etc.” at the meeting of the Board of Directors of the Company held on April 30, 2024 (The countermeasures renewed as above are hereinafter called the “New Plan.”). The Company would like the shareholders to approve the New Plan.

The New Plan has been approved by all of the directors, including outside directors who are Audit Committee members, of the Company at the said meeting of the Board of Directors.

#### **1. Necessity for the New Plan**

##### **(1) Purpose of Introducing the New Plan**

The purpose of introducing the New Plan is to achieve maintenance and improvement of Return on Equity Ratio (ROE) of the Company, and to much more protect and enhance the Company’s corporate value and common interests of the shareholders.

The Board of Directors of the Company believes, as set out in the basic policy with regard to person who controls decisions over company’s financial and business policies, that any person who makes a proposal for an inappropriate Large-scale Purchase or commits any similar actions thereto, which may significantly damage the Company’s corporate value and common interests of the shareholders, is inappropriate as a person who controls decisions over the Company’s financial and business policies. In addition, the Company believes that, when a Large-scale Purchase is conducted, a Large-scale Purchaser should provide the Board of Directors of the Company with necessary and adequate information regarding such Large-scale Purchase in advance in accordance with the Large-scale Purchase Rules that the Company establishes and discloses in advance for judgment of the shareholders, and commence such Large-scale Purchase only after the elapse of a certain evaluation period for the Board of Directors of the Company. The Board of Directors of the Company will promptly commence its consideration of the opinion as the Board of Directors of the Company with respect to the Large-scale Purchase after such information is provided, and will form and publicize its opinion after careful consideration with the advice of a third party who is independent of the Board of Directors of the Company, including a lawyer, a certified public accountant, a certified public tax accountant, a financial advisor, a consultant and other professionals (hereinafter called the “External Professional”). Furthermore, if deemed necessary, the Company will negotiate for improvements of the proposal of the Large-scale Purchaser and present an alternative proposal to the shareholders as the Board of Directors of the Company. Through such a process, the shareholders will be able to consider the proposal of the Large-scale Purchaser and the alternative proposal (if the alternative proposal is presented), with reference to the opinion of the Board of Directors of the Company, and will be given the opportunity to properly determine whether or not to accept such proposal ultimately. Besides, the Company have determined to establish a certain response policy for the case of compliance with the Large-scale Purchase Rules and for the case of non-compliance with the said rules, and to establish the New Plan as a measure to be taken in the case the Large-scale Purchase is conducted by an inappropriate person, in light of the basic policy on the control over the Company.

##### **(2) Necessity for the New Plan**

The Company believes that the lifeline of the Company’s management lies in the “pursuit of novelty.” In order to “pursue novelty,” the Company believes it is crucial to build a continuous relationship of trust including joint development with customers and confidentiality. Under such belief, the Company is currently committed to the aggressive expansion of its business base on the basis of its growth plan in light of the mid- and long-term vision. If a Large-scale Purchase is conducted by a purchaser who does not understand the Company’s business well, the Company is concerned that it may not only make our growth plan unachievable, but also be highly likely to cause material loss to our



existing shareholders as a result of the relationship of trust with customers being damaged. In addition, with respect to the status of the shareholders as of March 31, 2024, if the shares held by the President and its related persons (relatives within a second-tier family member) are combined, the total shareholding ratio will exceed twenty (20) percent. However, each of such related persons has a relationship that is independent of the President. Therefore, there is a good possibility that such related persons will transfer or sell the Company's shares based on their respective circumstances in the future, and as a result, it is assumed that there is also a good possibility that diversification of the Company's shares will be proceeded. In addition, as the Company is a listed company, the transfer of shares, etc. will be made based on the free will of the shareholders. Also, the Company may raise funds from the capital markets for future business expansion and other purposes although there are no specific plans at this time. Therefore, the Company cannot deny the realistic possibility that the Large-scale Purchase will be conducted against the Company if the liquidity of the shares the Company issues further increases in the future. From such perspective, the Company believes that the New Plan is necessary in order to appropriately respond to the Large-scale Purchase that would significantly damage the Company's corporate value and the common interests of the shareholders.

**2. Contents of the New Plan**

**(1) Procedures for the New Plan**

**(1-1) Large-scale Purchase Subject to the New Plan**

Any actions falling under Item (i), (ii) or (iii) below or any similar actions thereto, excluding those approved by the Board of Directors of the Company, (hereinafter called the "Large-scale Purchase") will be subject to the New Plan. Any person who does or intends to make the Large-scale Purchase by himself or herself alone or jointly or in concert with others (hereinafter called the "Large-scale Share Purchaser") shall follow the procedures set forth in the New Plan (hereinafter called the "Large-scale Purchase Rules").

- (i) Any purchase of the Company's share certificates, etc.<sup>3</sup> with the intention to make the voting rights ratio<sup>2</sup> of a group of specific shareholders<sup>1</sup> twenty (20) percent or more (including, but not limited to, the commencement of a tender offer);
- (ii) Any purchase of the Company's share certificates, etc. resulting in a group of specific shareholders holding twenty (20) percent or more of the voting rights ratio (including, but not limited to, the commencement of a tender offer);

or

- (iii) regardless whether or not any of the acts specified in (i) or (ii) above is implemented, any act taken by a group of specific shareholders of the Company with other shareholders of the Company (including the case of one or more shareholders; the same shall apply hereinafter in this (iii)) and as a result of such act, any agreement or other act that would cause such other shareholders to constitute joint holders of such group of specific shareholders, or any act<sup>5</sup> establishing a relationship between such group of specific shareholders and such other shareholders in which one of them has substantial control over the other or in which they act jointly or in concert<sup>4</sup> (however, only in cases where the total voting rights ratio of such group of specific shareholders and such other shareholders of the share certificates, etc. issued by the Company is twenty (20) percent or more).

1

The term “group of specific shareholders” means:

- (i) a holder (meaning the holder as specified in Article 27-23(1) of the Financial Instruments and Exchange Act and including a person included in the holder pursuant to Paragraph (3) of the same Article) of the Company’s share certificates, etc. (meaning the share certificates, etc. as specified in Article 27-23(1) of the Act) and the joint holder (meaning the joint holder as specified in Article 27-23(5) of the Act and including a person deemed to be a joint holder under Paragraph (6) of the same Article);
- (ii) a person who makes purchase, etc. (meaning purchase, etc. as specified in Article 27-2(1) of the Financial Instruments and Exchange Act and including a purchase conducted on a financial instruments exchange market) of the Company’s share certificates, etc. (meaning the share certificates, etc. as specified in Article 27-2(1) of the Act) and a person in a special relationship with the above person (meaning the person in a special relationship as specified in Article 27-2(7) of the Act);
- (iii) a person related to any of the persons mentioned in (i) or (ii) above (meaning a group consisting of an investment bank, securities company or other financial institution with which a financial advisory agreement is concluded with any of those persons, any person who shares a substantial interest with any of those persons, a tender offer agent, an attorney, an accountant or other advisor, or a person reasonably recognized by the Board of Directors of the Company as being substantially controlled by, or acting jointly or in concert with, any of those persons); and
- (iv) a person to whom the Company’s share certificates, etc. are transferred from any person falling under (i) through (iii) above through off-market OTC trading or ToSTNeT (ToSTNeT-1). The same shall apply hereinafter.

2

The voting rights ratio means, according to the concrete purchase method by a group of specific shareholders, (i) in the case where a group of specific shareholders is a holder of the Company’s share certificates, etc. (meaning the share certificates, etc. as specified in Article 27-23(1) of the Financial Instruments and Exchange Act) and a joint holder thereof, the holding ratio of share certificates, etc. (meaning the holding ratio of share certificates, etc. as specified in Article 27-23(4) of the Act. In this case, the number of share certificates, etc. held by the joint holder of such holder (meaning the number of share certificates, etc. held as specified in the same Paragraph) is also considered in the calculation) of such holder, or (ii) in the case where a group of specific shareholders is a person who makes purchase, etc. of the Company’s share certificates, etc. (meaning the share certificates, etc. as specified in Article 27-2(1) of the Act) and the person in a special relationship, the total of the ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. as specified in Article 27-2(8) of the Act) of such person who makes purchase, etc. and such person in a special relationship. In calculating the holding ratio of share certificates, etc. or the ownership ratio of share certificates, etc., the total number of issued shares (meaning the one as specified in Article 27-23(4) of the Act) and the total number of voting rights (meaning the one as specified in Article 27-2(8) of the Act) may be referred to the most recently submitted Annual Financial Statements, Semiannual Financial Statements and Share Buyback Report. The same shall apply hereinafter.

3

“Share certificates, etc.” means those specified in Article 27-23(1) of the Financial Instruments and Exchange Act.

4

Judgment as to whether or not “a relationship between such group of specific shareholders and such other shareholders in which one of them has substantial control over the other or in which they act jointly

or in concert” is established is made in accordance with the standard for recognition of the joint and concerted act described in Exhibit 1.

5

Judgment as to whether or not any of the acts mentioned in 2 (1) (1-1) (iii) of the main text has been taken is reasonably determined by the Board of Directors of the Company (in making such judgment, the Board of Directors of the Company shall respect the Special Committee's recommendation to the greatest extent possible). Furthermore, the Board of Directors of the Company may request shareholders of the Company to provide necessary information to the extent necessary for determining whether or not the requirements prescribed in 2 (1) (1-1) (iii) of the main text are satisfied.

### **(1-2) Submission of Statement of Intention**

Prior to initiating the Large-scale Purchase or proposal of the Large-scale Purchase, the Large-scale Share Purchaser will be required to submit to the President of the Company a document, in such form as separately stipulated by the Company, which contains pledges, etc. of complying with the Large-scale Purchase Rules (hereinafter called the “Statement of Intention”) as well as a transcript of the commercial registry, a copy of articles of incorporation and other documents which objectively certify the existence of the Large-scale Share Purchaser. In particular, the Statement of Intention should contain matters set out in each of the following Items from (i) to (iii).

The Statement of Intention and all other documents to be submitted by the Large-scale Share Purchaser to the Company shall be in Japanese.

- (i) Summary of Large-scale Share Purchaser
  - a. name and address or location,
  - b. governing law of establishment,
  - c. purposes and contents of business,
  - d. name and title of a representative,
  - e. major shareholders or major investors (whose owned shares or percentage of investment is the top 10),
  - f. domestic contact, and
  - g. pledges of complying with the Large-scale Purchase Rules
- (ii) Number of the shares, etc. of the Company currently held by the Large-scale Share Purchaser and the status of trading of the shares, etc. of the Company by the Large-scale Share Purchaser within sixty (60) days prior to the submission of the Statement of Intention, and
- (iii) Summary of the Large-scale Purchase proposed by the Large-scale Share Purchaser, including the class and number of the shares, etc. of the Company to be acquired by the Large-scale Share Purchaser by means of the Large-scale Purchase and the purpose(s) of the Large-scale Purchase (with details thereof for any purposes relating to the acquisition of control or participation in the management, pure investment or political investment, assignment of the shares, etc. of the Company to a third party after the Large-scale Purchase, act of making an important suggestion, etc.<sup>6</sup>, or if there is any other purpose, statement to that effect and contents thereof). If there are multiple purposes, all of the purposes should be stated.

<sup>6</sup> Hereinafter, the term refers to “act of making important suggestion, etc.” as defined in Article 27-26(1) of the Financial Instruments and Exchange Act, Article 14-8-2(1) of the Order for Enforcement of the Financial Instruments Act and Article 16 of the Cabinet Office Ordinance concerning Disclosure of Large Holding of Share Certificates, etc.

### **(1-3) Provision of Required Information**

The Large-scale Share Purchaser who has submitted to the President of the Company the Statement of Intention will be required to submit necessary and adequate information for the shareholders to make decisions over the Large-scale Purchase as follows:

First, within ten (10) business days<sup>7</sup> from the day on which the Statement of Intention is received from the Large-scale Share Purchaser, the Company sends to the Large-scale Share Purchaser a list of information to be initially provided by the Large-scale Share Purchaser (hereinafter called the "Required Information List"). Then, the Large-scale Share Purchaser provides the President of the Company with the adequate information in accordance with the Required Information List.

If it is reasonably judged by the Board of Directors of the Company after consulting with and obtaining advice from the External Professional that such information provided by the Large-scale Share Purchaser pursuant to the Required Information List is insufficient for the shareholders to make decisions and for the Board of Directors of the Company to implement evaluation and consideration with regards to the purchase in light of the contents and manner of the Large-scale Purchase, the Large-scale Share Purchaser will be required to provide such additional information as separately requested by the Board of Directors of the Company within a specified response period. The response period shall be up to sixty (60) days calculating from the date of the Required Information List.

Regardless of the contents or manner of the Large-scale Purchase, those pieces of information with regard to each of the following items shall be included in the Required Information List in principle. However, the specific contents of those pieces of information included in the Required Information List will be reasonably decided by the Board of Directors of the Company, after consulting with and obtaining advice from the External Professional, in light of the contents and manner of the relevant Large-scale Purchase. Unless the Large-scale Share Purchaser is able to provide any of those pieces of information with regard to items set out in the Required Information List, the Large-scale Share Purchaser will be required by the Company to provide a specific reason why the Large-scale Share Purchaser is unable to provide such information.

- (i) Particulars of the Large-scale Share Purchaser. This includes the history, specific name, capital structure, business description, financial information, names and professional career of officers and so on.
- (ii) Purpose(s) of the Large-scale Purchase (details of the purpose(s) disclosed in the Statement of Intention), method and contents. This includes existence or non-existence of the intention to participate in the management, kind and amount of consideration of the Large-scale Purchase, timing of the Large-scale Purchase, related trading structure, number of shares, etc. to be purchased, voting rights ratio after the purchase and legality of the method of the Large-scale Purchase.
- (iii) Calculation base of the consideration of the Large-scale Purchase. This includes the assumed fact of calculation, calculation method, numerical information used in the calculation, contents of synergy expected to arise out of a sequence of trading in respect of the Large-scale Purchase and name and summary of opinion of any third party that is listened to in the calculation and the course of determining the amount based on such third party's opinion.
- (iv) Corroboration of funding for the Large-scale Purchase. This includes the specific names of persons who provide funds, including an actual provider, funding method and contents of related trading.

- (v) Existence or non-existence of communication with a third party in implementing the Large-scale Purchase, and its contents and a summary of the third party, if any.
- (vi) Type of the Security Agreement, etc., counterparties and the specific contents of agreement, such as the number of subject shares, etc., for any lease agreement, security agreement, sell-back agreement, agreement to complete a reserved sale or other important agreements or arrangements with regard to the shares, etc. of the Company already held by the Large-scale Share Purchaser (hereinafter called the “Security Agreement, etc.”).
- (vii) Type of the agreement to be executed, counterparty and the specific contents of the agreement, such as the number of subject shares, etc. for any Security Agreement, etc. or other agreement to be executed with a third party with regard to the Company’s shares to be acquired by the Large-scale Share Purchaser through the Large-scale Purchase.
- (viii) Summary of management policies, business plans, capital policies and allotment policies of the Company and its group after the Large-scale Purchase.
- (ix) Handling policy of the Company’s employees, business partners, customers, local community and other stakeholders in respect of the Company after the Large-scale Purchase.
- (x) Specific measures to prevent a conflict of interest with other shareholders of the Company.

The Board of Directors of the Company promptly discloses such fact if it receives the Statement of Intention from the Large-scale Share Purchaser and if it sends the Required Information List to the Large-scale Share Purchaser. The Board of Directors of the Company also discloses, at the time it judges appropriate, any or all of the information provided by the Large-scale Share Purchaser and, for any information not provided by the Large-scale Share Purchaser, the description of such information and the reason for the non-provision (hereinafter called the “Information Provided by the Large-scale Share Purchaser”), which is considered as being necessary for the shareholders to make decisions.

The Company promptly notifies the Large-scale Share Purchaser of and discloses such fact if the Board of Directors of the Company reasonably judges that the Information Provided by the Large-scale Share Purchaser is adequate as the information required to provide in the Required Information List (hereinafter called the “Large-scale Purchase Information”) and the provision thereof has been completed (hereinafter called the “Notice of Completion of Information Provision”).

<sup>7</sup> Hereinafter, a “business day” means any day other than those listed in each item of Article 1(1) of the Act on Holidays of Administrative Organs.

#### **(1-4) Evaluation Period by the Board of Directors of the Company**

After giving the Notice of Completion of Information Provision, the Board of Directors of the Company sets a period, during which the Board of Directors of the Company will evaluate, consider, negotiate, formulate an opinion and establish alternative proposals, depending on the difficulty of the Large-scale Purchase evaluation, of (i) sixty (60) days from the date of the Notice of Completion of Information Provision in the case of a tender offer subject to all of the shares, etc. of the Company for which the consideration is limited to cash (Japanese yen) or (ii) ninety (90) days from the date of the Notice of Completion of Information Provision in the other cases of the Large-scale Purchase after consulting with and obtaining advice from the External Professional (hereinafter called the “Board of Directors Evaluation Period”).

During the Board of Directors Evaluation Period, the Board of Directors of the Company shall fully evaluate and consider the Information Provided by the Large-scale Share Purchaser by consulting with and obtaining advice from the External Professionals, as necessary, and evaluate

and consider the contents of the Large-scale Purchase to be implemented by the Large-scale Share Purchaser in terms of protecting and enhancing the Company's corporate value and common interests of the shareholders. Through this evaluation and consideration, the Board of Directors of the Company shall sincerely summarize an opinion of the Board of Directors of the Company with regard to the Large-scale Purchase and shall notify the Large-scale Share Purchaser thereof and disclose it to the shareholders at an appropriate time and in an appropriate manner. The Board of Directors of the Company may also negotiate with the Large-scale Share Purchaser concerning the conditions and method of the Large-scale Purchase, as necessary, and provide an alternative proposal of the Board of Directors of the Company to the shareholders.

Until the end of the Board of Directors Evaluation Period, the Large-scale Share Purchaser may not initiate the Large-scale Purchase.

**(1-5) Requirements to Trigger Countermeasures**

**(i) Cases where the Large-scale Share Purchaser fails to comply with the Large-scale Purchase Rules.**

**(i-1) A case where the countermeasures are triggered upon the Special Committee's recommendation.**

If the Large-scale Share Purchaser fails to comply with the Large-scale Purchase Rules, the Board of Directors of the Company shall in principle pass a resolution to trigger the countermeasures against the relevant Large-scale Purchase with the purpose of protecting the Company's corporate value and common interests of the shareholders. In judging the compliance by the Large-scale Share Purchaser with the Large-scale Purchase Rules, the circumstances relating to the Large-scale Share Purchaser, such as the case where the Large-scale Share Purchaser may not necessarily have detailed information with regard to the Company, will be taken into consideration to a reasonable extent. Thus it will not be recognized that such Large-scale Share Purchaser has failed to comply with the Large-scale Purchase Rules only because the Large-scale Share Purchaser has not provided any part of the Large-scale Purchase Information required by the Board of Directors of the Company.

In such case, prior to triggering the countermeasures, the Board of Directors of the Company shall promptly consult with the Special Committee on the propriety of triggering the countermeasures, and, upon such consultation, the Special Committee shall make a recommendation to the Board of Directors of the Company on the propriety of triggering the countermeasures after consulting with and obtaining advice from the External Professional, as necessary. In judging whether or not to trigger the countermeasures, the Board of Directors of the Company shall respect the Special Committee's recommendation to the greatest extent possible. In such case, in triggering the countermeasures, no shareholders' meeting to confirm the shareholders' opinion (hereinafter called the "Shareholders' Meeting to Confirm the Shareholders' Opinion") on the propriety thereof shall be required to be held.

A summary of the Special Committee is as set out in Exhibit 2. The three (3) persons in total, Mr. Toshimasa Iue, Mr. Masao Hisada and Mr. Minoru Amoh, are supposed to be appointed as the committee member of the Special Committee at the time of the introduction of the New Plan. Their respective brief histories are as set out in Exhibit 3. Mr. Toshimasa Iue has extensive experience and expertise in business management, and Mr. Masao Hisada and Mr. Minoru Amoh have extensive experience and expertise in business management and overseas business. Mr. Toshimasa Iue, Mr. Masao Hisada and Mr. Minoru Amoh are Outside Directors who are Audit Committee members of the Company. Therefore, they are all independent of the Company.

**(i-2) A case where the countermeasures are triggered upon the resolution of the Shareholders' Meeting to Confirm the Shareholders' Opinion.**

Notwithstanding Paragraph (i-1) above, if (a) the Special Committee recommends calling the Shareholders' Meeting to Confirm the Shareholders' Opinion or (b) it is practically possible to confirm the opinion of the shareholders by taking into consideration various conditions, such as the contents of the Large-scale Purchase and the existence of enough time to confirm matters and the Board of Directors of the Company judges that it is appropriate to confirm the opinion of the shareholders on the propriety of triggering the countermeasures in light of the laws and regulations, due care of a good manager of the directors of the Company and so on, the Board of Directors of the Company shall promptly call the Shareholders' Meeting to Confirm the Shareholders' Opinion (instead of consultation with the Special Committee in the case of above (b)) and refer the judgment on whether or not to trigger the countermeasures to the shareholders.

**(ii) Cases where the Large-scale Share Purchaser complies with the Large-scale Purchase Rules.**

When the Large-scale Share Purchaser complies with the Large-scale Purchase Rules, although the possibility of declaring an objection, providing an alternative proposal or giving an explanation to the shareholders will not be excluded if the Board of Directors of the Company disagrees on the relevant Large-scale Purchase, in principle, no countermeasures will be triggered against such Large-scale Purchase. The shareholders of the Company will be asked to judge whether or not to accept the proposal of the Large-scale Purchase after taking into consideration the Information Provided by the Large-scale Share Purchaser with regard to such Large-scale Purchase and the opinion thereon, an alternative proposal and so on of the Board of Directors of the Company.

However, even if the Large-scale Share Purchaser complies with the Large-scale Purchase Rules, the Board of Directors of the Company will promptly call the Shareholders' Meeting to Confirm the Shareholders' Opinion and refer the judgment on whether or not to trigger the countermeasures to the shareholders if the Board of Directors of the Company considers that it is clear that the Large-scale Purchase significantly damages the Company's corporate value and common interests of the shareholders and judges that it is necessary and appropriate to trigger the countermeasures. In particular, each of the cases from (a) to (e) below will be deemed as a case where it is considered that it is clear that the Large-scale Purchase significantly damages the Company's corporate value and common interests of the shareholders in principle:

- (a) if the Large-scale Share Purchaser is a person, a so-called greenmailer, who has no intention of actually participating in the management of the Company, but acquires or intends to acquire the shares, etc. of the Company solely for the purpose of boosting the share price and causing the Company or the relevant persons of the Company to purchase such shares, etc. at a high price,
- (b) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of transferring intellectual property rights, know-how, corporate secrets, key business partners or customers, etc. of the Company or any of its group companies which are necessary for its business and management to the Large-scale Share Purchaser or any of its group companies, etc. by temporarily controlling the Company's management,
- (c) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of appropriating the assets of the Company or any of its group companies for security or repayment resources for the liabilities of the Large-scale Share Purchaser or any of its group

- companies, etc. after acquiring control over the management of the Company,
- (d) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of causing a disposal of highly valued assets, such as real estate property and securities, not being currently related to the business of the Company or any of its group companies, by the sale, etc. thereof and then causing temporary high dividends to be paid with the gains of such disposal or to sell the shares, etc. of the Company at a boosted price by watching for a time of a sudden rise in the share price due to the temporary high dividends by temporarily controlling the management of the Company, or
  - (e) if the proposed purchase is a purchase which is likely to actually force the shareholders to sell the shares, etc. of the Company, such as a coercive two-tier purchase, meaning the purchase of shares, including a tender offer, in which the purchase is not offered for all shares, etc. of the Company in the first stage of the purchase, and the purchase is offered for the other shares, etc. of the Company under unfavorable conditions for the shareholders or no clear conditions in the second stage of the purchase.

### **(1-6) Shareholders' Meeting to Confirm the Shareholders' Opinion**

As set out in Paragraph (1-5) above, the Board of Directors of the Company shall call the Shareholders' Meeting to Confirm the Shareholders' Opinion in certain cases and refer the judgment on whether or not to trigger the countermeasures to the shareholders. In such case, the Board of Directors of the Company shall, in accordance with applicable laws and regulations, disclose the shareholders who are entitled to vote, the record date for the exercise of voting rights, and the date and time when the Shareholders' Meeting to Confirm the Shareholders' Opinion is held. A resolution of the Shareholders' Meeting to Confirm the Shareholders' Opinion shall be passed by a majority of the votes of the shareholders present at such meeting who are entitled to vote.

If it is resolved to trigger or not to trigger the countermeasures at the Shareholders' Meeting to Confirm the Shareholders' Opinion, the Board of Directors of the Company shall approve the resolution to trigger or not to trigger the countermeasures in accordance with the resolution passed at such Shareholders' Meeting to Confirm the Shareholders' Opinion and disclose the result thereof.

If the Shareholders' Meeting to Confirm the Shareholders' Opinion is called, the Large-scale Share Purchaser may not initiate the Large-scale Purchase until the closure of such Shareholders' Meeting to Confirm the Shareholders' Opinion.

### **(2) Specific Contents of Countermeasures**

Countermeasures to be triggered by the Board of Directors of the Company in the New Plan may include the allotment of share options (hereinafter called "Share Options") without contribution as well as other countermeasures permitted by the Companies Act or other laws or regulations or the Articles of Incorporation of the Company. For any allotment of share options without contribution, a summary thereof shall be as set out in "Summary of Allotment of Share Options without Contribution" of Exhibit 4.

### **(3) Discontinuance or Withdrawal of Triggered Countermeasures**

Even if the Board of Directors of the Company has resolved to trigger the countermeasures, if (i) the Large-scale Share Purchaser discontinues the Large-scale Purchase, or (ii) the fact, etc. based on which the judgment on whether or not to trigger the countermeasures was made changes and there are circumstances where the Board of Directors of the Company judges that it is inappropriate to maintain the triggered countermeasures in terms of protecting and enhancing of the Company's corporate value and common interests of the shareholders, the Board of Directors of the Company shall consult with



the Special Committee and consider the discontinuance or withdrawal of the triggered countermeasures by consulting with and obtaining advice from the External Professionals, as necessary.

The Special Committee, upon such consultation, shall consider the propriety of maintaining such countermeasures and make a recommendation to the Board of Directors of the Company by consulting with and obtaining advice from the External Professionals, as necessary. The Board of Directors of the Company shall respect the Special Committee's recommendation to the greatest extent possible in judging whether or not to maintain the countermeasures.

If the Board of Directors of the Company has resolved to discontinue or withdraw the triggered countermeasures based on such recommendation of the Special Committee, it shall promptly disclose a summary of such resolution and other matters that the Board of Directors of the Company judges it appropriate to disclose.

However, such allotment of the Share Options without contribution may be discontinued or withdrawn until two (2) business days prior to the expiry date of rights (hereinafter called the "Expiry Date of Rights") in respect of the Allotment Date (hereinafter as defined in Section 1 of Exhibit 4; hereinafter the same shall apply) of the Share Options if the Share Options are allotted without contribution as the countermeasures, but allotment of the Share Options without contribution shall not be discontinued or withdrawn on or after the previous business day of the Expiry Date of Rights to prevent any investors who have acquired the shares, etc. of the Company before the Expiry Date of Rights and who have sold such shares, etc. of the Company on the premise that they will be diluted by such allocation of the Share Options without contribution on or after the Expiry Date of Rights from being damaged due to the allotment of the Share Options without contribution being discontinued or withdrawn.

#### **(4) Effective Term, and Abolition and Modification of New Plan**

The effective term of the New Plan expires at the closure of the 66th ordinary shareholders' meeting of the Company to be held in June 2027.

However, the New Plan shall be abolished at such time and in accordance with such resolution if it is approved to abolish the New Plan at the meeting of the shareholders or the Board of Directors of the Company even before the expiration of such effective term.

The Board of Directors of the Company may modify the New Plan to the extent reasonably considered necessary as a result of any modification of, or any change of the interpretation or operation of, the provisions of the Companies Act, the Financial Instruments and Exchange Act or other laws or regulations or the rules of financial instruments exchanges or any change of the taxation system or judicial precedents.

If the New Plan is abolished or modified, the Company shall appropriately disclose the fact of such abolition or modification, excluding any minor modification of wordings as a result of any revision of the laws, regulations and so on, and the contents of such modification.

End of Document

**Standard for Recognition of the Joint and Concerted Act**

\* The Standard is, in recognizing a “group of specific shareholders” including the Large-scale Share Purchaser as defined in the New Plan, not only used to determine whether or not a person falls under “the person substantially controlled by, or acting jointly or in concert with, the group,” but also used to determine whether “a relationship between such group of specific shareholders and such other shareholders in which one of them has substantial control over the other or in which they act jointly or in concert” is established in recognizing “Large-scale Purchase,” which is a prerequisite for recognizing a “Large-scale Share Purchaser.”

\*With regard to a person subject to recognition (including its parent company, subsidiary, and other entities that should be considered identical with the person subject to recognition; hereinafter referred to as “Person Subject to Recognition”), the recognition shall, in principle, be conducted based on comprehensive judgment, taking into consideration the factors mentioned in each of the following items as well as the existence of facts directly or indirectly indicating that there is “no” communication of intent between the person and a group of specific shareholders, provided, however, that in addition to (1) below, at least one or more of the following items is found to be relevant.

(1) Whether the timing when the Person Subject to Recognition acquires the Company’s share certificates, etc. overlaps with the time when a group of specific shareholders takes action toward acquisition, such as acquisition of the Company’s share certificates, etc. or act of making important suggestion, etc.

(2) Whether the volume of the Company’s share certificates, etc. acquired by the Person Subject to Recognition reaches a considerable volume.

(3) Whether the timing when the acquisition of the Company’s share certificates, etc. by the Person Subject to Recognition is commenced is close to the timing when a group of specific shareholders takes action toward acquisition of the Company, such as the commencement of acquisition of the Company’s share certificates, etc. by the group of specific shareholders, and the statement of the intention to acquire management control over the Company and to take act of making important suggestion, etc., or is close to an event related to the action of such group of specific shareholders, such as the record date of the shareholders meeting the agenda of which includes matters pertaining to the New Plan.

(4) Whether there is a commonality between the characteristics of the timing and manner of acquisition of the Company’s share certificates, etc. by a group of specific shareholders and those of the Person Subject to Recognition (for example, whether or not credit purchases are used), such as the acquisition of the Company’s share certificates, etc. at the same time when the transaction status of the Company’s share certificates, etc. on the market is abnormal (for example, when the volume is significantly inflated compared to the average volume, or when the stock price is significantly surged compared to the average stock price during the preceding period).

(5) Whether the Person Subject to Recognition acquired share certificates, etc. of other listed companies for which a group of specific shareholders acquires (or has acquired) share certificates, etc., and does the acquisition timing and holding period overlap with those of a group of specific shareholders.

(6) Whether, during the overlapping period mentioned in (5) above, the exercise of a shareholder’s right (rights for common interest) against such other listed companies (other listed companies the shareholders of which included the Person Subject to Recognition in addition to such group of specific shareholders) synchronizes with that of such group of specific shareholders. If so, the extent of such synchronization is considered in light of the type and content of the shareholder’s right, and the results of the exercise of the shareholder’s right.

(7) Whether there is a risk of damage to corporate value or shareholder value of such other listed company during the term of office of the officers after the above change (for example, the occurrence of an event that constitutes or is likely to constitute a serious violation of laws and regulations, delisting, designation as a special issue requiring special disclosure, bankruptcy or other legal insolvency proceedings, issuance of shares or share options involving large-scale dilution) if directors or other officers are appointed or dismissed at such other listed company mentioned in (5) above as a result of the exercise of rights for common interest such as voting rights by the Person Subject to Recognition and a group of specific shareholders (and if there is a shareholder other than the Person Subject to Recognition who has exercised rights for common interest such as voting rights in alignment with the group of specific shareholders, such shareholder). If so, the extent of such a risk is considered.

(8) Whether there is or has there been a direct or indirect investment relationship or a loan relationship between the Person Subject to Recognition and a group of specific shareholders.

(9) Whether there is or was a direct or indirect interpersonal relationship between the Person Subject to Recognition and a group of specific shareholders, such as a concurrent relationship with an officer, a family relationship (including the one that conforms to a quasi-marriage relationship; the same shall apply hereinafter), a business relationship, a personal relationship in the community, such as a school of origin, and whether there is a personal relationship such that one is or has been an employee, partner, or other member of the other.

(10) Whether the exercise of a shareholder's right (rights for common interest) against the Company aligns with that of a group of specific shareholders. If so, the extent of such alignment is considered in light of the type and content of the shareholder's right and the results of the exercise of the shareholder's right ("a group of specific shareholders" or "Large-scale Purchase" shall not be recognized on the sole basis of this (10)).

(11) Whether words and behaviors related to the Company's business and management policies are similar to those of a group of specific shareholders. If so, the extent of similarity is considered in light of the timing and content of such words and behaviors ("a group of specific shareholders" or "Large-scale Purchase" shall not be recognized on the sole basis of this (11)).

(12) Whether there is a relationship, whether direct or indirect, that facilitates communication of intent between the Person Subject to Recognition and a group of specific shareholders, such as the fact that the agent or advisor of the Person Subject to Recognition belongs to or has belonged to the same office, corporation or organization as that of a group of specific shareholders, has a business alliance, has jointly or cooperatively performed similar projects, and/or has a kinship or other personal relationship with a group of specific shareholders.

(13) Whether there are any other facts directly or indirectly indicating that there is communication of intent between the Person Subject to Recognition and a group of specific shareholders.

**Summary of Special Committee**

1. The Special Committee shall be established based on the resolution of the Board of Directors of the Company.
2. The Special Committee shall consist of at least three (3) committee members who are selected from independent outside directors satisfying the Company's independence requirements. The term of office of a special committee member shall commence on the day on which the member is appointed and end upon the expiration of the effective term of the response policies, and shall not preclude reappointment.
3. The Special Committee shall make a recommendation on matters submitted by the Board of Directors of the Company for consultation under the resolution passed at the relevant meeting of the Special Committee with the outlined reasons therefor, in principle.
4. The Special Committee may consult with External Professionals for advice, as necessary, in order to consider matters submitted by the Board of Directors of the Company for consultation. Any expense arising in obtaining such advice shall be borne fully by the Company in principle.
5. The recommendation to be made by the Special Committee shall need to be approved by a majority of all the members of the Special Committee at the meeting where all the members shall be present unless the circumstances are exceptional.

**Brief Histories of the Members of the Special Committee**

Toshimasa Iue: Born on December 3, 1962

April 1989        Joined SANYO Electric Co., Ltd.  
 June 1996        Director, the abovementioned company  
 June 2002        Director, Vice President (Representative Director), the abovementioned company  
 June 2005        Director and President (Representative Director), the abovementioned company  
 June 2007        Special Advisor, the abovementioned company  
 February 2010    Vice President and Operating Officer, LIXIL Group Corporation (current LIXIL Corporation)  
 April 2011        Director, Vice President and Operating Officer, LIXIL Corporation  
 June 2016        Director and Executive Vice President, LIXIL Group Corporation (current LIXIL Corporation)  
 June 2018        Outside Director, the Company  
 June 2019        Outside Director who is an Audit Committee member, the Company (incumbent)  
 August 2019      Outside Director, Takara Printing Co., Ltd. (current Takara & Company Ltd.) (incumbent)  
 June 2020        Outside Director, Torishima Pump Mfg. Co., Ltd. (Audit Committee member)  
 June 2020        Outside Director, Kameda Seika Co., Ltd. (incumbent)  
 June 2022        Outside Director, Torishima Pump Mfg. Co., Ltd. (incumbent)

Masao Hisada: Born on December 16, 1948

April 1972        Joined Hitachi, Ltd.  
 April 2007        Vice President and Executive Officer, the abovementioned company  
 April 2010        Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi High-Technologies Corporation (current Hitachi High-Tech Corporation)  
 June 2010        Representative Executive Officer, Executive Vice President, Executive Officer and Director, the abovementioned company  
 April 2011        Representative Executive Officer, President, Chief Executive Officer and Director, the abovementioned company  
 April 2015        Director and Executive Officer, the abovementioned company  
 June 2015        Chairman of the Board and Executive Officer, the abovementioned company  
 April 2016        Chairman of the Board, the abovementioned company  
 June 2017        Senior Adviser, the abovementioned company  
 June 2019        Honorary Senior Adviser, the abovementioned company (incumbent)  
 June 2019        Outside Director, ALCONIX Corporation (incumbent)  
 June 2019        Outside Director who is an Audit Committee member, the Company (incumbent)

Minoru Amoh: Born on December 9, 1951

April 1979        Joined the Japan Representative Office of DU Pont Far East Inc. (current DuPont Japan)  
 March 2000        Director, the abovementioned company  
 July 2005        Director and Vice President, DuPont Japan, and Regional Director of Engineering Polymer Business Division, Asia-Pacific region, DuPont Far East, Inc.  
 September 2006    Representative Director and President, the abovementioned company  
 January 2013      Representative Director the abovementioned company and President, DuPont Asia

Pacific Limited

September 2014	Honorary Chairperson of the abovementioned company
June 2015	Outside Director, KITZ Corporation (incumbent)
March 2016	Stepped down from the position of Honorary Chairperson of DuPont Japan
March 2016	Outside Statutory Auditor of Otsuka Chemical Co., Ltd.
March 2019	Outside Director, the abovementioned company (incumbent)
June 2021	Outside Director who is an Audit Committee member, the Company (incumbent)

**Summary of Allotment of Share Options without Contribution**

1. Total Number of Share Options to Be Allotted

The total number of the Share Options to be allotted shall be such number as separately set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution up to the number obtained by deducting the total number of the issued ordinary shares of the Company, excluding the number of ordinary shares of the Company held by the Company, from the total number of the authorized shares of the Company as of the certain date as separately specified by the Board of Directors of the Company (hereinafter called the "Allotment Date") in the board resolution for the allotment of the Share Options without contribution (hereinafter called the "Resolution of Allotment of Share Options without Contribution").

2. Shareholders Entitled to Allotment

The Share Options will be allotted to the shareholders recorded in the latest shareholder registry as of the Allotment Date at a ratio of one (1) share option per Company's ordinary share held by the shareholder, excluding ordinary shares of the Company held by the Company at that time.

3. Effective Date of Allotment of Share Options without Distribution

The effective date of the allotment shall be as separately specified by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

4. Class and Number of Shares Subject to Share Options

The class of shares subject to the Share Options shall be ordinary shares of the Company and the number of shares subject to one (1) Share Option (hereinafter called "Number of Subject Shares") shall be the number as separately set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution; provided, however, that such number shall be adjusted as necessary if the Company splits its share or consolidates its shares.

5. Contents and Amount of Assets Contributed upon Exercise of Share Options

The capital contribution to be made upon the exercise of the Share Options shall be monetary contribution, and the amount of the assets to be contributed upon the exercise of the Share Options per Company's ordinary share shall not be less than one (1) yen and shall be the amount as separately specified by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

6. Restriction on Assignment of Share Options

As to the assignment of the Share Options, an approval of the Board of Directors of the Company shall need to be obtained.

7. Conditions to Exercise Share Options

(1) The Share Options (including substantial holdings) held by unentitled persons may not be exercised. The term "Unentitled Person" means a person who conducts or intends to conduct any of the following acts or any similar acts thereto (excluding those approved by the Board of Directors of the Company; such act is hereinafter referred to as a "Large-scale Purchase") by himself or herself alone or jointly or in concert with other persons (hereinafter referred to as "Large-scale Share Purchaser"), its group of specific shareholder, and "other shareholders" in the case of (iii) below.

(i) Any purchase of the Company's share certificates, etc. with the intention to make the voting rights ratio of a group of specific shareholders twenty (20) percent or more (including, but not limited

to, the commencement of a tender offer);

(ii) Any purchase of the Company's share certificates, etc. resulting in a group of specific shareholders holding twenty (20) percent or more of the voting rights ratio (including, but not limited to, the commencement of a tender offer); or,

(iii) regardless whether or not any of the acts specified in (i) or (ii) above is implemented, any act taken by a group of specific shareholders of the Company with other shareholders of the Company (including the case of one or more shareholders; the same shall apply hereinafter in this (iii)) and as a result of such act, any agreement or other act that would cause such other shareholders to constitute joint holders of such group of specific shareholders, or any act establishing a relationship between such group of specific shareholders and such other shareholders in which one of them has substantial control over the other or in which they act jointly or in concert (however, only in cases where the total voting rights ratio of such group of specific shareholders and such other shareholders of the share certificates, etc. issued by the Company is twenty (20) percent or more).

(2) Holders of the share options may exercise the Share Options only if they submit to the Company a document which contains a clause of representations and warranties that that they do not fall under the category of Unentitled Persons defined in 7. (1) above (when exercising for a third party, including that the third party does not fall under the category of a Unentitled Person defined in 7. (1) above), a clause of indemnification and other matters prescribed by the Company, as well as materials indicating the satisfaction of the requirements of the Company to a reasonable extent, and other documents required by laws and regulations.

(3) If, under applicable foreign securities laws and other laws and regulations, the performance of prescribed procedures or satisfaction of prescribed requirements is required for the exercise of Share Options by a person located in the jurisdiction of the applicable laws and regulations, etc., the person located in the jurisdiction may exercise the Share Options only if the Company acknowledges that all such procedures and conditions have been performed or satisfied. Even when the person located in the jurisdiction is able to exercise the Share Options by the Company's performance or satisfaction of the above procedures and requirements, the Company shall not be obligated to perform or satisfy them.

(4) Confirmation of the fulfillment of the conditions defined in 7. (3) above shall be conducted in accordance with the procedures defined in 7. (2) above and as determined by the Board of Directors.

## 8. Acquisition Provisions

(1) The Company may, on a date specified by the Board of Directors on or after the effective date of the Allotment without Contribution of the Share Options, acquire unexercised Share Options (that is, those held by a person who does not fall under the category of Unentitled Person) (including the Share Options held by persons who fall under 7. (3) above; referred to as "Exercisable Share Options" in 8. (2) below) that are exercisable in accordance with the conditions of paragraph 7 above, by delivering, as consideration, the number of ordinary shares of the Company that corresponds to the integer part of the number obtained by multiplying the number of Share Options to be acquired by the number of shares subject to one (1) Share Option.

(2) The Company may, on a date specified by the Board of Directors on or after the effective date of the Allotment without Contribution of the Share Options, acquire the unexercised Share Options other than the Exercisable Share Options by delivering, as consideration, the same number of share options (as that of the Share Option to be acquired) which are subject to certain restrictions on the exercise by Unentitled Person (the exercise conditions, acquisition provisions and other matters



specified by the Board of Directors of which are as follows; such share options are hereinafter referred to as the "Second Share Options").

#### A. Exercise Conditions

Unentitled Persons may not exercise the Second Share Options except in the following cases and other cases specified by the Board of Directors:

(a) In the case where the Large-scale Share Purchaser has suspended or withdrawn the Large-scale Share Purchase after the resolution of the Shareholders' Meeting to Confirm the Shareholders' Opinion, and has pledged not to conduct the Large-scale Share Purchase thereafter, and where the Large-scale Share Purchaser or any other Unentitled Person has disposed of the Company Shares by entrusting them to a securities company approved by the Company, and

(b) where the ratio acknowledged by the Board of Directors of the Company as the holding ratio of share certificates, etc. of the Large-scale Share Purchaser after such disposition (however, when calculating holding ratio of share certificates, etc. in this "(A.)," Unentitled Person other than the Large-Scale Purchasers and their joint holders shall also be deemed to be joint holders of the Large-Scale Purchasers, and the Second Share Options held by Unentitled Person the exercise conditions of which have not been satisfied shall be excluded) is less than twenty (20) percent, the Large-scale Share Purchaser or any other Unentitled Person who has made the disposition may exercise the Second Share Options for a number of shares equivalent to the number of shares for which the disposition has been made only to the extent that the ratio is less than twenty (20) percent.

#### B. Acquisition Provisions

If, as of the day (10) years after the day on which the Second Share Options are delivered, there remain unexercised Second Share Options, the Company may acquire such Second Share Options (however, it is limited to those the exercise conditions of which are not satisfied.) in consideration of money equivalent to the market value of such Second Share Options at that time.

(3) Confirmation of fulfillment of the conditions for the compulsory acquisition of the Share Options shall be conducted in accordance with the procedures defined in 7. (2) above and as specified by the Board of Directors. If Board of Directors of the Company deems it appropriate for the Company to acquire the Share Options at any time up to the day immediately preceding the commencement date of the period during which the Share Options may be exercised, the Company may acquire all the Share Options without Contribution upon the arrival of such date as separately specified by the Board of Directors of the Company.

### 9. Capital and Reserves

The matters concerning the capital and capital reserves to be increased in accordance with the exercise of the Share Options and the acquisition based on the acquisition provisions, etc. shall be determined in accordance with the provisions of laws and regulations.

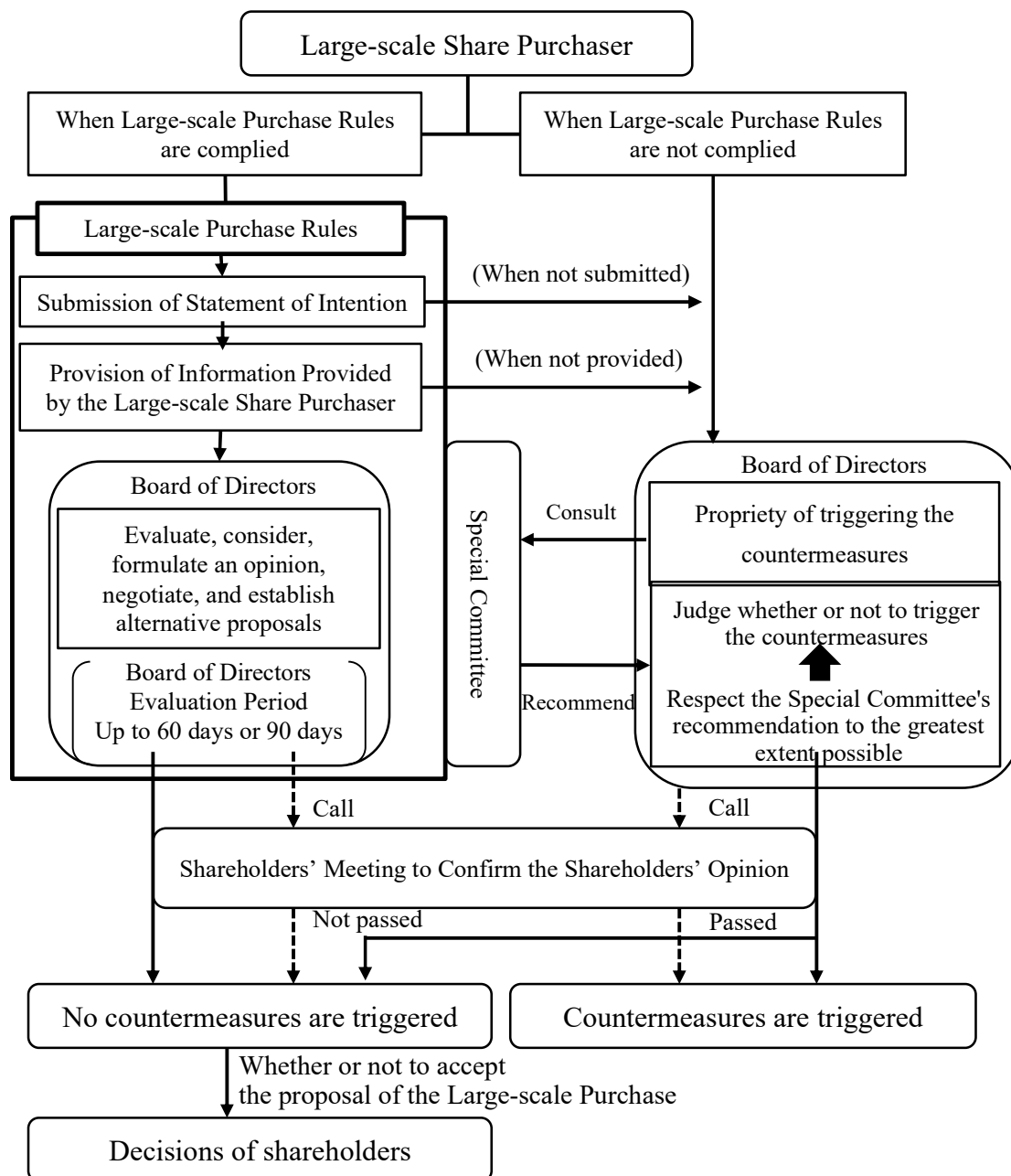
### 10. Fraction

The number of shares to be delivered to the person who exercised the Share Options shall be rounded down to the nearest (1) share. However, the number of shares to be delivered to the holder of such Share Options may be calculated by totaling the number of shares to be delivered upon the exercise of each Share Options if the holder exercises multiple Share Options simultaneously.

### 11. Issuance of Share Options Certificates

No Share Options certificates will be issued for the Share Options.

**Flowchart of Procedures under the New Plan**



This flowchart is prepared only as a reference to provide an easy-to-understand overview of the New Plan. For details on the New Plan, please refer to the main text.

End

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