

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

Stock Exchange Code: 5985

June 7, 2024

To Shareholders,

Tadao Ohtani

Representative Director and CEO

SUNCALL CORPORATION

14, Umezunishiura-cho, Ukyo-ku, Kyoto, Japan

NOTICE OF THE 107TH ANNUAL SHAREHOLDERS' MEETING

We are pleased to announce the 107th Annual Shareholders' Meeting of SUNCALL CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

On convening this shareholders' meeting, the Company has taken the measures available under Japanese law to provide the reference material for this meeting in an electronic format. (Information made available electronically is referred to as "matters for which measures for providing information in electronic format have been taken.") The Notice of the 107th Annual Shareholders' Meeting is available online at the following website address.

[Company website] <https://www.suncall.co.jp/ir/meeting/> (in Japanese)

[Website to access the documents of the shareholders' meeting] <https://d.sokai.jp/5985/teiji/> (in Japanese)

The above electronically provided information (the "matters for which measures for providing information in electronic format have been taken") is available not only on this website, but also on the website of the Tokyo Stock Exchange. Information can be accessed by visiting the website below, inserting and searching for Suncall as the Issue name (company name) or 5985 as the Code, and then selecting "Basic information," "Documents for public inspection/PR information."

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

If you are unable to attend the Annual Shareholders' Meeting in person, then you may exercise your voting rights using either of the methods below. We ask that, after reviewing the reference material for the meeting, you exercise your voting rights in accordance with the Instructions on Exercising Your Voting Rights on page 3 [of the Japanese original text] of this Notice.

[When exercising your voting rights online]

Access our company's designated website for online voting (<https://www.web54.net>) and follow the on-screen instructions to vote for or against each proposal prior to 4:45 p.m. on Wednesday, June 26, 2024.

Before exercising your voting rights, please confirm the section entitled "how to exercise your voting rights online" on page 4 [of the Japanese original text] of this Notice.

[When exercising your voting rights in writing]

Indicate your agreement with or opposition to each proposal on the enclosed voting form and send the form such that it arrives prior to 4:45 p.m. on Wednesday, June 26, 2024.

1. **Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. (JST)
2. **Venue:** Suncall conference room
14, Umezunishiura-cho, Ukyo-ku, Kyoto, Japan

3. Matters before the meeting:

Matters to be reported

1. The Business Report, Consolidated Financial Statements, and results of audits by the Independent Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements for the Company's 107th Fiscal Year (April 1, 2023 - March 31, 2024)
2. Non-consolidated Financial Statements for the Company's 107th Fiscal Year (April 1, 2023 - March 31, 2024)

Matters to be resolved

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Election of One Substitute Director who is an Audit and Supervisory Committee Member

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- Of the information made available online (the "matters for which measures for providing information in electronic format have been taken"), the following information, in accordance with laws, regulations and stipulations of the Company's Articles of Incorporation, is not included in the written documents provided to shareholders who requested written information. In addition, the Audit and Supervisory Committee and the Independent Auditor have audited the documents to be audited, including the following matters.
 - (1) "Company Systems and Policies" in the Business Report
 - (2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial StatementsNote that these matters are included in the "matters relating to the notification of convocation of the 107th Annual Shareholders' Meeting for which measures for providing information in electronic format have been taken but which, in accordance with laws, regulations and the Articles of Incorporation, are not included in the written material provided in response to requests for written material."
- If there are any changes to the information made available online (the "matters for which measures for providing information in electronic format have been taken"), then the relevant information, as before the change and as after the change, will be made available on the websites referred to above.
- Please note that no social reception for shareholders will be held after the shareholders' meeting.

Reference Documents for the Shareholders' Meeting

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

The Company's management philosophy is to provide stable dividends to shareholders. Based on the medium-term management plan, the Company proposes to pay year-end dividends for the fiscal year under review as follows:

Year-end dividend

- (1) Type of dividend asset
Cash
- (2) Allotment of dividend assets to shareholders and their aggregate amount
¥10 per common share of the Company
Total amount: ¥304,325,950
Including the interim dividend of ¥10 per share, the dividends for the fiscal year under review will be ¥20 per share.
- (3) Effective date of dividend of surplus
June 28, 2024

Proposal 2: Election of Seven Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of seven Directors.

This proposal was decided based on a report from the Nomination and Remuneration Advisory Committee, which is chaired by an Independent Outside Director.

The candidates for Directors are as follows:

Candidate No.	Name		Current position in the Company
1	Tadashi Nara	Incumbent	Representative Director, Vice President and Executive Officer Chief Operating Officer of Research & Development Group, and General Manager of Product Strategy Dept.
2	Masatoshi Kanada	Incumbent	Director, and Senior Managing Executive Officer Chief Operating Officer of Management Group
3	Tadao Ohtani	Incumbent	Representative Director and CEO
4	Kazutoshi Sugimura	Incumbent	Director and Managing Executive Officer General Manager of Suspension Products Division
5	Yoshihiro Miyake	Incumbent Outside	Director
6	Fumiko Kagiya	Incumbent Outside Independent	Director
7	Hiroko Ozawa	Incumbent Outside Independent	Director

(Note) The Company insures all Directors through a directors and officers liability insurance (D&O Insurance) policy, as stipulated in Article 430-3, Paragraph (1) of the Companies Act. If this proposal is approved as proposed, and if the candidates are appointed as Directors, they will be insured under the D&O Insurance policy. The policy covers damages that may arise from the insured person's assumption of liability incurred in the course of the performance of duties as a Director or Officer, or from receipt of claims pertaining to the pursuit of such liability. However, there are certain exclusions to coverage; for example, the policy does not cover damages caused by acts committed by a person with knowledge that said acts are in violation of laws and regulations. (The Company pays for all premiums (including the rider) and the insured person essentially pays for no premiums. The policy has a deductible and does not cover damages up to the amount of the deductible.) The Company plans to renew said insurance policy with similar terms during the term of office.

Opinion of the Audit and Supervisory Committee

With respect to the appointment of Directors (excluding Directors who are Audit and Supervisory Committee Members. Same hereinafter.) and their remuneration, two Independent Outside Directors who are also Audit and Supervisory Committee Members attended the Nomination and Remuneration Advisory Committee, where they confirmed the policy for nominating candidates for Director and the specific method for calculating remuneration, and provided their opinions, which were reviewed by the Audit and Supervisory Committee together with the full-time Audit and Supervisory Committee Members.

As a result, the Audit and Supervisory Committee has determined that the procedures for the election of Directors are appropriate and that the candidates are suitable to serve as Directors of the Company.

The Audit and Supervisory Committee also determined that the procedures for the report by the Nomination and Remuneration Advisory Committee regarding the remuneration of Directors were appropriate.

As a result, the Audit and Supervisory Committee concluded that there are no special matters to be stated at the Shareholders' Meeting in accordance with the provisions of the Companies Act with respect to either the election of Directors or their remuneration.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Tadashi Nara August 31, 1960	<p>Apr. 1985 Joined Toyota Motor Corporation</p> <p>Jan. 2007 Seconded to Engine Engineering Division No. 2, Daihatsu Motor Co., Ltd., Engine Engineering Project Manager</p> <p>Jan. 2009 Unit Project General Manager of Engine Design Center 22, Engine Engineering Division 2 of Toyota Motor Corporation</p> <p>Jan. 2012 Seconded to Toyota Motor Asia Pacific Engineering & Manufacturing Co., Ltd. (Bangkok), Vice President</p> <p>Jan. 2016 Project General Manager of Powertrain Planning Field, Unit Management Division of Toyota Motor Corporation</p> <p>Aug. 2016 Project General Manager of Engine Development Management Department, Engine Design & Engineering Division</p> <p>Jan. 2017 Nominated Assistant to High Precision Product Division I of the Company</p> <p>Apr. 2017 Executive Officer, and General Manager of High Precision Product Division I</p> <p>Apr. 2019 Managing Executive Officer, and General Manager of High Precision Product Division I</p> <p>June 2019 Director, Managing Executive Officer, and General Manager of High Precision Product Division I</p> <p>June 2020 Representative Director, Senior Managing Executive Officer, and General Manager of Product Strategy Dept.</p> <p>Aug. 2021 Representative Director, Senior Managing Executive Officer, Chief Operating Officer of Research & Development Group, and General Manager of Product Strategy Dept.</p> <p>June 2022 Representative Director, Vice President and Executive Officer, Chief Operating Officer of Research & Development Group, and General Manager of Product Strategy Dept. (current position)</p> <p>[Significant concurrent positions outside the Company] Not applicable</p>	11,707 shares
<p>Reasons for nomination as candidate for Director:</p> <p>In addition to his many years of experience as head of engineering departments at Toyota Motor Corporation and other companies, he has demonstrated excellent management skills at all divisions under his charge by utilizing said experience since being appointed as an Executive Officer of the Company in April 2017. He has also demonstrated outstanding management skills since his appointment as a Director of the Company in June 2019 and as Representative Director in June 2020. The Company has therefore judged him to be an appropriate candidate to achieve sustainable enhancement of its corporate value.</p>			

- (Notes)
1. There is no special interest between Tadashi Nara and the Company.
 2. The number of shares held as listed above includes the number of shares actually held in the name of the Suncall Officers Stock Ownership Association.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Masatoshi Kanada April 21, 1961	<p>Apr. 1986 Joined ITOCHU Corporation</p> <p>July 2002 Seconded to ITOCHU Automobile America Inc., Vice President (stationed in Detroit)</p> <p>Apr. 2007 Manager of Parts Business Section, Automobile Business Promotion Department of ITOCHU Corporation</p> <p>June 2012 Seconded to ITOCHU Automobile Corporation as Planning & Administration Section Manager</p> <p>Apr. 2017 Member of the Board, and Manager of Planning & Administration Section</p> <p>June 2017 Director of the Company (concurrent with the above position)</p> <p>Apr. 2019 Seconded to the Company as a Managing Executive Officer, and Assistant to General Manager of Planning and Business Management Division</p> <p>June 2020 Managing Executive Officer, and General Manager of Corporate Planning and Management Division</p> <p>June 2022 Director, and Managing Executive Officer, General Manager of Corporate Planning and Management Division</p> <p>June 2023 Director, and Senior Managing Executive Officer, Chief Operating Officer of Management Group and General Manager of Corporate Planning and Management Division</p> <p>Apr. 2024 Director, and Senior Managing Executive Officer, Chief Operating Officer of Management Group (current position)</p> <p>[Significant concurrent positions outside the Company] Not applicable</p>	11,877 shares
<p>Reasons for nomination as candidate for Director:</p> <p>He has a proven track record in various fields at companies conducting business on a global scale and has fulfilled an important role in the management of the Company with his outstanding management skills since his appointment to the Company's Director in June 2022. The Company has therefore judged him to be an appropriate candidate to achieve sustainable enhancement of its corporate value.</p>			

- (Notes)
1. There is no special interest between Masatoshi Kanada and the Company.
 2. The number of shares held as listed above includes the number of shares actually held in the name of the Suncall Officers Stock Ownership Association.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Tadao Ohtani September 27, 1960	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2004 General Manager of Suspension and Sub Micron Products Section, Digitronics Products Division II</p> <p>Apr. 2011 Executive Officer, and Deputy General Manager of Suspension Products Division</p> <p>June 2011 Executive Officer, and General Manager of Suspension Products Division</p> <p>Apr. 2014 Managing Executive Officer, and General Manager of Information Technology and High Precision Products Division</p> <p>June 2015 Director, Managing Executive Officer, and General Manager of Information Technology and High Precision Products Division</p> <p>Nov. 2015 Director, Managing Executive Officer, and Deputy Director of Production and Administration Group</p> <p>Apr. 2017 Director, Managing Executive Officer, and Chief Operating Officer of Production and Administration Group</p> <p>June 2017 Representative Director, Senior Managing Director, Managing Executive Officer, and Chief Operating Officer of Production and Administration Group</p> <p>June 2018 Representative Director and President and CEO</p> <p>June 2020 Representative Director and CEO (current position)</p> <p>[Significant concurrent positions outside the Company] Not applicable</p>	57,870 shares
<p>Reasons for nomination as candidate for Director: He has demonstrated excellent skills in various business fields, including the Company's Digitronics Products Division, Suspension Products Division, and Information Technology and High Precision Products Division, and has demonstrated outstanding management skills since his appointment as a Director of the Company in June 2015 and as Representative Director and President and CEO in June 2018. The Company has therefore judged him to be an appropriate candidate to achieve sustainable enhancement of its corporate value.</p>			

- (Notes)
1. There is no special interest between Tadao Ohtani and the Company.
 2. The number of shares held as listed above includes the number of shares actually held in the name of the Suncall Officers Stock Ownership Association.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Kazutoshi Sugimura May 14, 1963	<p>Apr. 1986 Joined the Company</p> <p>Mar. 2004 Director and President of Suncall Co., (H.K.) Ltd. (stationed in Hong Kong)</p> <p>Apr. 2009 Manager of Finance and Accounting and Corporate Management Department of Planning and Business Management Division of the Company</p> <p>Apr. 2013 General Manager of Planning and Business Management Division</p> <p>Apr. 2014 Executive Officer, and General Manager of Planning and Business Management Division</p> <p>Apr. 2017 Managing Executive Officer, and General Manager of Planning and Business Management Division</p> <p>June 2020 Director, Managing Executive Officer, and General Manager of Suspension Products Division (current position)</p> <p>[Significant concurrent positions outside the Company] Not applicable</p>	18,723 shares
<p>Reasons for nomination as candidate for Director: He has demonstrated excellent skills in the Planning and Business Management Division of the Company and has also fulfilled an important role in the management of the Company with his outstanding management skills since his appointment to the Company's Director in June 2020. The Company has therefore judged him to be an appropriate candidate to achieve sustainable enhancement of its corporate value.</p>			

- (Notes)
1. There is no special interest between Kazutoshi Sugimura and the Company.
 2. The number of shares held as listed above includes the number of shares actually held in the name of the Suncall Officers Stock Ownership Association.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Yoshihiro Miyake March 12, 1968	<p>Apr. 1992 Joined Kobe Steel, Ltd.</p> <p>Apr. 2014 General Manager of Thin Steel Plate Department, Kakogawa Works in the Iron & Steel Business</p> <p>Apr. 2017 General Manager of Thin Steel Plate Product Technology Department, Iron & Steel Business</p> <p>Apr. 2020 General Manager of Automotive Steel Plate Product Technology Department, Steel & Aluminum Business</p> <p>Apr. 2021 Vice Plant Director, Kakogawa Works, Steel & Aluminum Business</p> <p>Apr. 2022 Company Director, Vice Plant Director, Kakogawa Works, Steel & Aluminum Business</p> <p>Apr. 2023 Executive Officer (current position)</p> <p>June 2023 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Executive Officer of Kobe Steel, Ltd.</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles: The Company expected that his many years of experience in charge of manufacturing at Kobe Steel, Ltd., and his specialized knowledge (including technical expertise) would enable him to fulfill supervisory and check functions for the Company's management. For the reasons stated above, the Company has therefore judged him as capable of appropriately fulfilling duties as an Outside Director.</p>			

- (Notes)
1. There is no special interest between Yoshihiro Miyake and the Company.
Mr. Miyake holds a concurrent position at Kobe Steel, Ltd., which is a major shareholder and material supplier to the Company. He has no other special relationship with the Company.
 2. Mr. Miyake is currently Outside Director of the Company. His term of office as Outside Director is the one-year period from his appointment at the 106th Annual Shareholders' Meeting held on June 23, 2023, up to the conclusion of this Meeting.
 3. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Miyake to limit his liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act. If his re-election is approved, the Company intends to renew these agreements with Mr. Miyake.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Fumiko Kagiya January 10, 1983	<p>Jan. 2009 Joined Nakamoto & Partners</p> <p>Apr. 2014 Partner of Nakamoto & Partners (current position)</p> <p>Apr. 2020 Associate Professor of Clinical Legal Education of Graduate School of Law/Faculty of Law, Kobe University</p> <p>Apr. 2021 Professor of Clinical Legal Education (current position)</p> <p>June 2022 Director (current position)</p> <p>Jan. 2024 Registered as a Small and Medium Enterprise Management Consultant</p> <p>[Significant concurrent positions outside the Company]</p> <p>Partner of Nakamoto & Partners</p> <p>Professor of Clinical Legal Education of Graduate School of Law/Faculty of Law, Kobe University</p> <p>Member of Ethics Committee at National Hospital Organization Osaka National Hospital</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles: She possesses extensive experience and deep insight as a lawyer in fields such as corporate legal affairs. The Company expects her to provide recommendations and to supervise the Company's overall corporate activities from an independent position. Although she has no experience in managing a company, for the reasons stated above, the Company has judged her as capable of appropriately fulfilling duties as an Outside Director.</p>			

- (Notes)
1. There is no special interest between Fumiko Kagiya and the Company.
 2. Ms. Kagiya is currently Outside Director of the Company. Her term of office as Outside Director is the two-year period from her appointment at the 105th Annual Shareholders' Meeting held on June 24, 2022, up to the conclusion of this Meeting.
 3. Ms. Kagiya is an independent director under the regulations of the Tokyo Stock Exchange, and if the re-election of Ms. Kagiya is approved, the Company intends for her to continue to serve as an independent officer.
 4. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into an agreement with Ms. Kagiya to limit her liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act. If her re-election is approved, the Company intends to renew these agreements with Ms. Kagiya.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Hiroko Ozawa December 15, 1961	<p>Apr. 1985 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>Aug. 1991 Seconded to Sony Deutschland GmbH as Personal Audio Product Manager</p> <p>Dec. 1997 International Marketing Division, Sony Corporation (currently Sony Group Corporation)</p> <p>Aug. 1999 Event and Entertainment Promotion Department</p> <p>July 2001 Seconded to Sony Pictures Entertainment (Japan) Inc.</p> <p>Sept. 2007 Seconded to AXN Japan Inc. as Director, Executive Vice President and General Manager</p> <p>Oct. 2008 Seconded to Mystery Channel, Inc. as Director, Executive Vice President and General Manager (concurrent with the above position)</p> <p>June 2015 Seconded to Animax Broadcast Japan as Outside Director (concurrent with the above position)</p> <p>Oct. 2015 Seconded to Star Channel Inc. as Representative Director and Executive Vice President</p> <p>Nov. 2018 Vice President of Sony Pictures Entertainment (Japan) Inc.</p> <p>June 2021 Outside Director of Nojima Corporation</p> <p>May 2022 Outside Director of PR Times Inc. (current position)</p> <p>June 2022 External Director of Cecile Co., Ltd.</p> <p>Mar. 2023 External Director of OUTSOURCING Inc. (current position)</p> <p>June 2023 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Outside Director of PR Times Inc.</p> <p>External Director of OUTSOURCING Inc.</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles: As she has a wealth of experience and insight as a manager and business leader within Sony Group, both inside and outside Japan, she is expected to fulfill supervisory and check functions for the Company's management. For the reasons stated above, the Company has therefore judged her as capable of appropriately fulfilling duties as an Outside Director.</p>			

- (Notes)
1. There is no special interest between Hiroko Ozawa and the Company.
 2. Ms. Ozawa is currently Outside Director of the Company. Her term of office as Outside Director is the one-year period from her appointment at the 106th Annual Shareholders' Meeting held on June 23, 2023, up to the conclusion of this Meeting.
 3. Ms. Ozawa is an independent director under the regulations of the Tokyo Stock Exchange, and if the re-election of Ms. Ozawa is approved, the Company intends for her to continue to serve as an independent officer.
 4. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into an agreement with Ms. Ozawa to limit her liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act. If her re-election is approved, the Company intends to renew these agreements with Ms. Ozawa.

Proposal 3: Election of Three Directors who are Audit and Supervisory Committee Members

The terms of office of all four Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members. Although the number of Directors who are Audit and Supervisory Committee Members will be reduced by one, the Company believes that the appointment of one Assistant will continue to ensure the effectiveness of audits.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name		Current position in the Company
1	Toru Kakegawa	New candidate Outside	–
2	Atsushi Tanaka	Incumbent Outside Independent	Director, Audit and Supervisory Committee Member
3	Izumi Yamada	New candidate Outside Independent	–

The Company insures all Directors through a directors and officers liability insurance (D&O Insurance) policy, as stipulated in Article 430-3, Paragraph (1) of the Companies Act. If this proposal is approved as proposed, and if the candidates are appointed as Directors, they will be insured under the D&O Insurance policy. The policy covers damages that may arise from the insured person's assumption of liability incurred in the course of the performance of duties as a Director or Officer, or from receipt of claims pertaining to the pursuit of such liability. However, there are certain exclusions to coverage; for example, the policy does not cover damages caused by acts committed by a person with knowledge that said acts are in violation of laws and regulations. (The Company pays for all premiums (including the rider) and the insured person essentially pays for no premiums. The policy has a deductible and does not cover damages up to the amount of the deductible.) The Company plans to renew said insurance policy with similar terms during the term of office.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toru Kakegawa June 26, 1961 (New candidate)	<p>Apr. 1984 Joined ITOCHU Corporation</p> <p>Apr. 2005 Acting General Manager of Planning & Coordinating Department of Finance, Realty, Insurance & Logistics Services Company</p> <p>Apr. 2007 Seconded to ITOCHU Finance Corporation, General Manager of Corporate Planning Department</p> <p>Apr. 2009 General Manager of Financial Markets Department of ITOCHU Corporation</p> <p>Apr. 2011 General Manager of Foreign Exchange Securities Office, Finance Division</p> <p>Dec. 2011 Seconded to ITOCHU Capital Securities Ltd., President & CEO</p> <p>Jan. 2013 Seconded to ITOCHU Shared Management Services Inc., General Manager of Financial Services Division</p> <p> General Manager of Foreign Exchange Department, ITOCHU Corporation</p> <p>Apr. 2015 General Manager of Finance Department, Marubeni-Itochu Steel Inc.</p> <p>Apr. 2018 Assistant CSO</p> <p>Apr. 2021 Standing Audit & Supervisory Board Member of Marubeni-Itochu Sumisho Techno Steel Inc. (current position)</p> <p>[Significant concurrent positions outside the Company] Not applicable</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles: In addition to his independence and objectivity as an Outside Director, he has knowledge of corporate management based on his long years of experience at ITOCHU Corporation and Marubeni-Itochu Steel Inc. The Company has therefore judged him as capable of fulfilling supervisory and check functions for the Company's management as an Outside Director who is an Audit and Supervisory Committee Member.</p>			

- (Notes)
1. There is no special interest between Toru Kakegawa and the Company.
 2. Mr. Kakegawa is scheduled to retire from the position of Standing Audit & Supervisory Board Member of Marubeni-Itochu Sumisho Techno Steel Inc. as of June 26, 2024.
 3. Mr. Kakegawa is a candidate for Outside Director.
 4. If his election is approved, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into an agreement with Mr. Kakegawa to limit his liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Atsushi Tanaka July 28, 1960 Awards	<p>Apr. 1994 Associate Professor of School of Economics, Kwansei Gakuin University</p> <p>May 1995 Ph.D. in Economics, The University of North Carolina at Chapel Hill</p> <p>Apr. 2000 Professor of School of Economics, Kwansei Gakuin University (current position)</p> <p>June 2020 Director of the Company (Audit and Supervisory Committee Member) (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Professor of School of Economics, Kwansei Gakuin University</p> <p>Chair of Hyogo Prefecture Evaluation Committee for Public Enterprises</p> <p>Member of Hyogo Prefecture Management Vision Committee for Public Enterprises</p> <p>Member of Examination Committee of the Securities Analysts Association of Japan</p> <p>May 2018 Consumer Support Achievement Award (from the Minister of State for Special Missions)</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles:</p> <p>He is independent and objective because he satisfies not only the requirements for an Outside Director under the Companies Act but also the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc. and is a professor of the School of Economics at Kwansei Gakuin University, specializing in the field of finance. The Company has therefore judged him as capable of objectively and comprehensively fulfilling supervisory and check functions for the Company's management from an independent position as an Outside Director who is an Audit and Supervisory Committee Member. Although he has no experience in managing a company, for the reasons stated above, the Company has judged him as capable of appropriately fulfilling duties as an Outside Director who is an Audit and Supervisory Committee Member.</p>			

- (Notes)
1. There is no special interest between Atsushi Tanaka and the Company.
 2. Mr. Tanaka is a candidate for Outside Director.
Mr. Tanaka is currently Outside Director of the Company who is an Audit and Supervisory Committee Member. His term of office as Outside Director who is an Audit and Supervisory Committee Member is the four-year period from his appointment at the 103rd Annual Shareholders' Meeting held on June 24, 2020, up to the conclusion of this Meeting.
 3. Mr. Tanaka is an independent director under the regulations of the Tokyo Stock Exchange, and if the re-election of Mr. Tanaka is approved, the Company intends for him to continue to serve as an independent officer.
 4. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Tanaka to limit his liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act. If his re-election is approved, the Company intends to renew these agreements with Mr. Tanaka.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Izumi Yamada February 24, 1962 (New candidate)	<p>Apr. 1984 Joined Haneda Seiki Seisakusho</p> <p>June 1988 MBA from UCLA Anderson School of Management</p> <p>July 1988 Joined The Sumitomo Trust and Banking Company, Limited</p> <p>June 1994 Founder and Representative Director, Field Management Inc. (current position)</p> <p>Jan. 1997 Founder and Representative Director, BioQuest Inc.</p> <p>Apr. 2002 Retired as Representative Director of BioQuest Inc.</p> <p>Apr. 2002 Founder and Representative Director, Axiabio Science, Inc. (currently Axiabio, Inc.) (current position)</p> <p>Sept. 2008 Outside Director, UNDER THE LIGHT, INC. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director of Field Management Inc.</p> <p>Representative Director of Axiabio, Inc.</p> <p>Outside Director of UNDER THE LIGHT, INC.</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles: She is independent and objective because she satisfies not only the requirements for an Outside Director under the Companies Act but also the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc., and she has experience in management, business development, and entrepreneurship. The Company has therefore judged her as capable of objectively and comprehensively fulfilling supervisory and check functions for the Company's management from an independent position as an Outside Director.</p>			

- (Notes)
1. There is no special interest between Izumi Yamada and the Company.
 2. Ms. Yamada is a candidate for Outside Director.
 3. If the election of Ms. Yamada is approved, the Company intends to designate her as an Independent Officer in accordance with the regulations of the Tokyo Stock Exchange.
 4. If her election is approved, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into an agreement with Ms. Yamada to limit her liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act.

Proposal 4: Election of One Substitute Director who is an Audit and Supervisory Committee Member

In preparation for a case in which the number of Directors who are Audit and Supervisory Committee Members fails to satisfy the statutory number, the Company proposes the advance election of one substitute Director who is an Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for the role of substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of Birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
Ryotaro Yamashita June 12, 1986	Dec. 2013 Registered as an attorney, joined Yodoyabashi & Yamagami LPC Apr. 2019 Partner of Yodoyabashi & Yamagami LPC (current position) [Significant concurrent positions outside the Company] Partner of Yodoyabashi & Yamagami LPC	0 shares
Reason for nomination as candidate for substitute Outside Director and summary of expected roles: The Company expects Mr. Yamashita to fulfill supervisory and check functions for the Company's management from a third party's position. Based on his many years of experience and insight as a lawyer, the Company has judged Mr. Yamashita as capable of appropriately fulfilling duties as an Outside Director who is an Audit and Supervisory Committee Member.		

- (Notes)
1. There is no special interest between Ryotaro Yamashita and the Company.
 2. Mr. Yamashita is a candidate for substitute Outside Director.
The Company has an advisory agreement with Yodoyabashi & Yamagami LPC, a law firm where Mr. Yamashita holds a concurrent position. However, the amount of transactions between said law firm and the Company is less than 1% of the Company's consolidated net sales, and there are no other special relationships with the Company.
 3. If he is appointed to the position of Outside Director who is an Audit and Supervisory Committee Member, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into an agreement with Mr. Yamashita to limit his liability for damages as defined in Article 423, Paragraph (1) of said Act to the minimum liability amount provided for by Article 425, Paragraph (1) of said Act.
 4. The Company insures all Directors through a directors and officers liability insurance (D&O Insurance) policy, as stipulated in Article 430-3, Paragraph (1) of the Companies Act. If this proposal is approved as proposed, and if the candidate is appointed as an Outside Director who is an Audit and Supervisory Committee Member due to the number of Directors who are Audit and Supervisory Committee Members failing to satisfy the statutory number, the candidate will be insured under the D&O Insurance policy. The policy covers damages that may arise from the insured person's assumption of liability incurred in the course of the performance of duties as a Director or Officer, or from receipt of claims pertaining to the pursuit of such liability. However, there are certain exclusions to coverage; for example, the policy does not cover damages caused by acts committed by a person with knowledge that said acts are in violation of laws and regulations. (The Company pays for all premiums (including the rider) and the insured person essentially pays for no premiums. The policy has a deductible and does not cover damages up to the amount of the deductible.) The Company plans to renew said insurance policy with similar terms during his term of office.

(Reference)

Composition of the Board of Directors and Selection Policy/Procedures for Candidates for Directors

(i) Composition of the Board of Directors

1. The number of Directors should be appropriate for substantive discussion.
2. We will strive to appoint Independent Outside Directors to at least one-third of positions in the Board of Directors.
3. We believe that the Company's Directors must possess a variety of management experience and diverse expertise in all fields, including management and academic experience at other companies, as well as knowledge of manufacturing, research and development, and industry at an appropriate level for Directors of a manufacturing company. In order to balance these goals and to ensure the best possible composition of Directors, the Company will utilize a skill matrix that lists and evaluates the knowledge, experience, abilities, etc. of each Director from an objective perspective.

(ii) Policies and procedures for selection of Representative Directors and Executive Directors by the Board of Directors and nomination of candidates for Directors

- (a) Candidates for the Company's Directors shall be persons of outstanding character, insight, ability, and extensive experience, as well as high ethical standards. When nominating candidates, the Company will consider gender, age, nationality, skills, and other diversity factors in the composition of the Board of Directors. The Company will work to ensure that at least one of the candidates for the posts of Directors who are Audit and Supervisory Committee Members is a someone who has acquired knowledge of finance and accounting through direct or indirect work experience related to finance and accounting. Representative Directors will prepare the draft proposals for candidates for the position of Directors. Directors who are Audit and Supervisory Committee Members may also propose candidates for Directors who are Audit and Supervisory Committee Members.
- (b) The election and dismissal of Representative Directors and the Executive Directors will be decided by the Board of Directors based on reports from the Nomination and Remuneration Advisory Committee after confirming that no opinions have been expressed by the Audit and Supervisory Committee.
- (c) Candidates for Directors who are not Audit and Supervisory Committee Members will be determined by the Board of Directors based on reports from the Nomination and Remuneration Advisory Committee and based on opinions expressed by the Audit and Supervisory Committee.
- (d) Candidates for Directors who are Audit and Supervisory Committee Members will be determined by the Board of Directors based on reports from the Nomination and Remuneration Advisory Committee and based on opinions expressed by the Audit and Supervisory Committee.

(iii) Reasons for selection of skill matrix items

Expertise item	Reasons for selection
Corporate management and business strategy	In order to achieve our growth strategy as dramatic changes occur in the automotive industry, electronic information industry, and other industries in which the Company does business, the Company requires Directors with diverse skills, knowledge, experience and track records in management and business strategy.
Finance and accounting	The Company requires Directors with skills, knowledge, and experience in the areas of finance and accounting in order to ensure reliability through proper financial accounting and financial reporting, as well as to formulate management and financial strategies to sustainably increase corporate value.
Sales and marketing	As dramatic changes occur in the market environment and the Company reforms its business portfolio, the Company requires Directors with experience in satisfying existing customers and cultivating new customers. It is also essential to launch new businesses that will become the next pillars of the Company's operations. The Company therefore requires Directors with skills, knowledge, and experience in business strategy, sales, and marketing.
Development, manufacturing, and engineering	Under our corporate philosophy of "Technology Taking Flight to Create Change," the Company must develop new technologies and evolve existing technologies while always being receptive to the needs of society and customers. The Company requires Directors with skills, knowledge, and experience in development, manufacturing, and engineering, to accelerate the growth of next-generation businesses, such as businesses related to the growing adoption of electric vehicles, and telecommunication businesses.
Global management	The Company requires Directors with extensive experience and knowledge of overseas business and management in order to chart global growth strategies and supervise management.
Governance, compliance, legal and IP	The Company requires Directors with skills, knowledge, and experience in governance, compliance, law, and IP in order to ensure compliance and appropriate risk-taking through the development of internal controls and proactive company-wide risk management systems.

(iv) Skill matrix

If all the candidates listed in this Notice are elected as proposed, the Directors skill matrix will be as follows:

Name	Attribute			Expertise					
	Inside/ Outside	Gender	Age	Corporate management and business strategy	Finance and account- ing	Sales and marketing	Develop- ment, manufactur- ing, and engineering	Global manage- ment	Governance, compliance, legal and IP
Tadashi Nara	Inside	Male	63	●		●	●	●	
Masatoshi Kanada	Inside	Male	63	●	●	●		●	
Tadao Ohtani	Inside	Male	63	●	●	●	●		
Kazutoshi Sugimura	Inside	Male	61	●	●			●	●
Yoshihiro Miyake	Outside	Male	56	●		●	●		
Fumiko Kagiya	Outside	Female	41		●				●
Hiroko Ozawa	Outside	Female	62	●		●		●	
Toru Kakegawa	Outside	Male	63	●	●	●			
Atsushi Tanaka	Outside	Male	63	●	●				●
Izumi Yamada	Outside	Female	62	●	●	●			

(Notes)

1. Ages refer to age at the conclusion of the 107th Annual Shareholders' Meeting to be held on June 27, 2024.
2. The table above shows areas in which each Director can demonstrate particular expertise based on factors such as experience. It does not show all of the experience and skills possessed by each Director.