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Securities code: 1980

June 10, 2024

Start date of measures for electronic provision: June 3, 2024

To our shareholders:

Yasuhiro Yamanaka, Representative Director, President,  
and Corporate Officer

**DAI-DAN CO., LTD.**

1-9-25 Edobori, Nishi-ku, Osaka City

## NOTICE OF THE 95TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 95th Ordinary General Meeting of Shareholders of DAI-DAN CO., LTD. (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 95th Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

Company website:

<https://www.daidan.co.jp/ir/shareholder/>

In addition to posting items subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search):

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

To confirm the Company’s convocation notice, access the website using the above URL, enter the issue name (DAIDAN) or securities code “1980,” and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 26, 2024 (Japan Standard Time).

**1. Date and Time:** Thursday, June 27, 2024 at 10 a.m. (Japan Standard Time)

**2. Place:** 8F Ballroom “Naniwa,” Swissotel Nankai Osaka  
5-1-60 Namba, Chuo-ku, Osaka City

### 3. Purposes:

#### Items to be reported:

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 95th Term (from April 1, 2023 to March 31, 2024)
2. The results of audit of the Consolidated Financial Statements for the 95th Term by the Accounting Auditors and the Board of Corporate Auditors

**Items to be resolved:**

- Proposal 1:** Appropriation of surplus  
**Proposal 2:** Election of eight (8) Directors  
**Proposal 3:** Election of four (4) Corporate Auditors  
**Proposal 4:** Election of one (1) substitute Corporate Auditor  
**Proposal 5:** Amendment of amounts of performance-linked share-based compensation, etc. for Directors, etc.

**4. Notes for exercising voting rights**

- When voting rights are exercised multiple times
  - (1) If voting rights are exercised by mailing the voting rights exercise form and via the Internet, the voting rights exercised via the Internet will be considered valid.
  - (2) If voting rights are exercised multiple times via the Internet, only the last exercise of voting rights will be considered valid.
- When no indication is made for or against a proposal, it will be considered an indication of approval.

**5. Provision of informational materials for the general meeting of shareholders in electronic format**

Materials for the general meeting of shareholders (portions of the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and Audit Report). Instead of delivering these in paper form, they will be posted on the Company website. Please access the URL shown in this notice to confirm the materials. We apologize for any inconvenience.

- In addition to the convocation notice, the Company provides reference documents in paper form for the general meeting of shareholders and excerpts from the business report in order to prevent confusion among shareholders.
- For shareholders who request the delivery of documents in paper form by the record date (March 31, 2024), the same contents as the convocation notice delivered in the past will be provided.

- Based on the provisions of laws and regulations and Article 15 of the Articles of Incorporation, the following matters among the documents that are to be provided at the time of the convocation notice for the general meeting of shareholders are not included in the documents delivered to shareholders who request documents in paper form. Accounting Auditors and Corporate Auditors have audited documents subject to audits that contain the following information:

- (1) “Matters Concerning the Accounting Auditor” and “System for Ensuring the Proper Operation and Operational Status of the System” contained in the Business Report
- (2) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements”
- (3) “Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements”

The above information is posted on the Company website and TSE website via the Internet.

- Consequently, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the attached documents of this Notice of the Ordinary General Meeting of Shareholders are part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditors and Corporate Auditors when preparing the Audit Report.
- If any changes are made to the items subject to measures for providing information in electronic format, these will be posted on the Company website and the Tokyo Stock Exchange website.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### **Proposal 1:** Appropriation of surplus

The Company considers the return of profits to its shareholders to be its top management priority. The Company adopts the basic policy of ensuring the stable and continuous payment of cash dividends while establishing a sound financial position.

Taking into consideration the need to return profits commensurate with the strong performance in the fiscal year, the Company proposes an ordinary dividend of 48 yen per share as set forth below.

The Company has already paid an interim dividend of 55 yen per share (27.5 yen after the stock split); therefore, the annual dividend will total 75.5 yen per share. When converted to the values prior to the stock split, dividends for the year are 151 yen per share.

Notes: Effective October 1, 2023, the Company split each of its common shares into two shares.

#### Matters related to year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allocation of dividend property and total amount thereof  
48 yen per common share of the Company  
Total amount of dividends: 2,063,978,880 yen
- (3) Effective date of distribution of dividends of surplus  
June 28, 2024

**Proposal 2:** Election of eight (8) Directors

The tenures of all seven (7) currently serving Directors (including three (3) Outside Directors) will expire at the close of this meeting. In that regard, the Company proposes the election of eight (8) Directors (including four (4) Outside Directors).

Each candidate for Director was determined by the Board of Directors Meetings in response to a report from the Nomination and Compensation Committee, which is chaired by an Outside Director and the majority of whose members are outside officers.

The candidates for Director are as follows:

No.	Name		Current position and responsibilities in the Company	Tenure as a Director
1	Ichiro Fujisawa	Re-election	Representative Director and Chairman	15 years
2	Yasuhiro Yamanaka	Re-election	Representative Director, President, and Corporate Officer	4 years
3	Hisao Sasaki	Re-election	Director and Senior Executive Corporate Officer General Manager of East Japan Division and General Manager of Tokyo Head Office	4 years
4	Yasuo Kamei	Re-election	Director and Senior Corporate Officer Head of General Administration Division	6 years
5	Fumio Matsubara	Re-election Outside Independent	Outside Director	9 years
6	Ikumi Sato	Re-election Outside Independent	Outside Director	3 years
7	Kenkichi Kosakai	Re-election Outside Independent	Outside Director	3 years
8	Hirofumi Kyutoku	New election Outside Independent	Outside Corporate Auditor	—

Outside: Candidate for Outside Director

Independent: Candidate for independent officer

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Ichiro Fujisawa (October 19, 1956) 67 years old Male</p> <p style="text-align: center;">Re-election Attendance at Board of Directors Meetings 19/19 times (100%)</p> <p style="text-align: center;">Attendance at Nomination and Compensation Committee Meetings 9/9 times (100%)</p>	<p>Apr. 1979      Joined the Company</p> <p>Apr. 2009      Corporate Officer, Head of Industrial Facilities Division, and Manager of Technical Department</p> <p>June 2009      Director, Corporate Officer, Head of Industrial Facilities Division, and Manager of Technical Department</p> <p>Apr. 2010      Director, Corporate Officer, and Head of Technical Division</p> <p>Apr. 2011      Director, Executive Corporate Officer, and Head of Technical Division</p> <p>Oct. 2011      Director, Executive Corporate Officer, and Head of Technical Development Division</p> <p>Apr. 2013      Director, Senior Executive Corporate Officer, in charge of East Japan Area, and General Manager of Tokyo Head Office</p> <p>Apr. 2016      Director, Vice President, Corporate Officer, in charge of East Japan Area, General Manager of Tokyo Head Office, and Head of Technical Development Group</p> <p>Apr. 2018      Representative Director, President, and Corporate Officer</p> <p>Apr. 2024      Representative Director and Chairman (present position)</p> <p>[Significant concurrent positions outside the Company] Chair of Air-conditioning &amp; Plumbing Contractors Associations of Japan</p>	59,100 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Ichiro Fujisawa is familiar with a wide range of businesses including the Technical Development Division and Technical Construction Division, etc. He assumed office as a Director of the Company in June 2009, served as Representative Director and President for six years from April 2018, has served as Representative Director and Chairman since April 2024, and is leading the Company with excellent management skills. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Yasuhiro Yamanaka (August 25, 1962) 61 years old Male</p> <p>Re-election Attendance at Board of Directors Meetings 19/19 times (100%)</p>	<p>Apr. 1983      Joined the Company</p> <p>Apr. 2011      Manager of Yokohama Branch</p> <p>Apr. 2012      Deputy Sales Coordination in Tokyo Head Office and Manager of Sales Department 4</p> <p>May 2015      Sales Coordination in Tokyo Head Office</p> <p>Apr. 2017      Corporate Officer and Head of Sales Division</p> <p>July 2017      Senior Corporate Officer and Head of Sales Division</p> <p>Apr. 2020      Executive Corporate Officer, General Manager of East Japan Division, and General Manager of Tokyo Head Office</p> <p>June 2020      Director, Executive Corporate Officer, General Manager of East Japan Division, and General Manager of Tokyo Head Office</p> <p>Apr. 2021      Director, Senior Executive Corporate Officer, General Manager of East Japan Division, and General Manager of Tokyo Head Office</p> <p>Apr. 2024      Representative Director, President, and Corporate Officer (present position)</p>	18,000 shares
<p>[Reasons for nomination as candidate for Director] Yasuhiro Yamanaka is familiar with a wide range of businesses including the Sales Division and Technical Construction Division, etc. He assumed office as a Director of the Company in June 2020, has served as Representative Director and President since April 2024, and is leading the Company with excellent management skills. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as a Director.</p>			
3	<p>Hisao Sasaki (September 7, 1965) 58 years old Male</p> <p>Re-election Attendance at Board of Directors Meetings 19/19 times (100%)</p>	<p>Apr. 1988      Joined the Company</p> <p>Apr. 2016      Head of Industrial Facilities Division</p> <p>Apr. 2017      Corporate Officer and Head of Industrial Facilities Division</p> <p>Apr. 2018      Senior Corporate Officer and Head of Technical Development Group</p> <p>Apr. 2019      Senior Corporate Officer and Head of Engineering Division</p> <p>Apr. 2020      Executive Corporate Officer and Head of Engineering Division</p> <p>June 2020      Director, Executive Corporate Officer, and Head of Engineering Division</p> <p>Apr. 2022      Director, Executive Corporate Officer, Head of Technical Division, and in charge of Engineering Division of the Company</p> <p>Apr. 2024      Director, Senior Executive Corporate Officer, General Manager of East Japan Division, and General Manager of Tokyo Head Office (present position)</p>	12,400 shares
<p>[Reasons for nomination as candidate for Director] Hisao Sasaki has many years of experience in the Technical Development Division. In his current role in charge of the East Japan Division, he responds quickly to changes in the business environment. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Yasuo Kamei (November 27, 1962) 61 years old Male</p> <p>Re-election Attendance at Board of Directors Meetings 19/19 times (100%)</p>	<p>Apr. 1986    Joined the Company</p> <p>Apr. 2013    Manager of Accounting Department, General Administration Division</p> <p>Apr. 2014    Manager of Administration Department at Tokyo Head Office</p> <p>Apr. 2018    Corporate Officer, Head of General Administration Division, and Manager of International Affairs Office</p> <p>June 2018    Director, Corporate Officer, Head of General Administration Division, and Manager of International Affairs Office</p> <p>Apr. 2019    Director, Corporate Officer, and Head of General Administration Division</p> <p>Apr. 2024    Director, Senior Corporate Officer, and Head of General Administration Division (present position)</p>	15,200 shares
<p>[Reasons for nomination as candidate for Director] Yasuo Kamei has many years of experience in the Accounting Division. He assumed office as a Director of the Company in June 2018, and in his current role in charge of the General Administration Division, he responds quickly to changes in the business environment. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as a Director.</p>			
5	<p>Fumio Matsubara (March 20, 1950) 74 years old Male</p> <p>&lt;Candidate for Outside Director&gt; Re-election Outside Independent Attendance at Board of Directors Meetings 19/19 times (100%) Attendance at Nomination and Compensation Committee Meetings 10/10 times (100%)</p>	<p>Apr. 1973    Joined Ministry of Construction (currently Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>July 2004    Senior Executive Director, Development Bank of Japan</p> <p>July 2006    Director-General, Land and Water Resources Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2008    Senior General Manager, Mizuho Research Institute Ltd. (currently Mizuho Research &amp; Technologies, Ltd.)</p> <p>July 2009    Vice President, Japan Sewage Works Agency</p> <p>July 2011    Registered as an Attorney at Law Joined legal professional corporation Tokyo Asunaro Law Firm (present position)</p> <p>Aug. 2011    Commission, Construction Industry Transaction Improvement Organization</p> <p>June 2013    Executive Officer, Urban Renewal Fund Investment Corp. President, Sewerage Business Management Centre</p> <p>June 2015    Director, the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Attorney at Law, legal professional corporation Tokyo Asunaro Law Firm</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Fumio Matsubara has acquired extensive experience as a government administrator, extensive insight into the construction industry and wide-ranging knowledge through his activities as an attorney at law. He has worked hard to strengthen management oversight functions, and based on his track record of positive opinions and suggestions about the Company's management, we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as an Outside Director. In addition, after the election, he will be designated as a member of the Nomination and Compensation Committee.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p style="text-align: center;">Ikumi Sato (December 25, 1963) 60 years old Female</p> <p style="text-align: center;">&lt;Candidate for Outside Director&gt; Re-election Outside Independent Attendance at Board of Directors Meetings 19/19 times (100%) Attendance at Nomination and Compensation Committee Meetings 10/10 times (100%)</p>	<p>Apr. 1990 Registered as an Attorney at Law</p> <p>Mar. 1992 Canceled the Registration of Tokyo Bar Association due to leaving for the U.S.</p> <p>Sept. 1995 Re-registered as an Attorney at Law (Daini Tokyo Bar Association) Registered as an Attorney at Law (New York State, U.S.)</p> <p>Mar. 2013 Joined Yabuki Law Offices</p> <p>Apr. 2017 Vice President, Daini Tokyo Bar Association</p> <p>Apr. 2018 Executive Governor, Japan Federation of Bar Associations</p> <p>Apr. 2019 Member, Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications (present position)</p> <p>June 2019 Corporate Auditor, the Company</p> <p>Jan. 2021 Joined Nozomi Sogo Attorneys at Law (present position)</p> <p>Apr. 2021 Managing Director, Japan Attorneys National Pension Fund</p> <p>Jun. 2021 Director, the Company (present position)</p> <p>June 2022 Outside Corporate Auditor of TAIYO HOLDINGS CO., LTD. (present position)</p> <p>[Significant concurrent positions outside the Company] Attorney at Law, Nozomi Sogo Attorneys at Law Outside Corporate Auditor of TAIYO HOLDINGS CO., LTD.</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Although Ikumi Sato has never been involved in corporate management other than as an outside officer in the past, she has abundant experience as an attorney at law, and extensive insight especially into the Intellectual Property Act and the Anti-Monopoly Act. She has worked hard to strengthen management oversight functions in her role as Outside Corporate Auditor. Based on her track record of positive opinions and suggestions about the Company's management, we have determined that she is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose her re-election as an Outside Director. In addition, after the election, he will be designated as a member of the Nomination and Compensation Committee.</p>			



No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p style="text-align: center;">Kenkichi Kosakai (August 9, 1953) 70 years old Male</p> <p style="text-align: center;">&lt;Candidate for Outside Director&gt; Re-election Outside Independent</p> <p style="text-align: center;">Attendance at Board of Directors Meetings 19/19 times (100%)</p> <p style="text-align: center;">Attendance at Nomination and Compensation Committee Meetings 10/10 times (100%)</p>	<p>Apr. 1976      Joined Mitsubishi Chemical Industries Limited (currently Mitsubishi Chemical Corporation)</p> <p>June 2010      Member of the Board, Managing Executive Officer, Mitsubishi Tanabe Pharma Corporation</p> <p>Apr. 2014      Member of the Board Managing Executive Officer, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)</p> <p>Apr. 2015      Senior Managing Director Director of the Board, Mitsubishi Rayon Co., Ltd. (currently Mitsubishi Chemical Corporation)</p> <p>June 2015      Representative Corporate Executive Officer, Senior Managing Corporate Executive Officer, Chief Financial Officer, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)</p> <p>June 2016      Director of the Board, Mitsubishi Plastics, Inc. (currently Mitsubishi Chemical Corporation)</p> <p>Apr. 2017      Representative Corporate Executive Officer, Deputy Chief Executive Officer, and Chief Financial Officer, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)</p> <p>June 2017      Director of the Board, Representative Corporate Executive Officer, Deputy Chief Executive Officer, and Chief Financial Officer</p> <p>Apr. 2018      Director of the Board, Representative Corporate Executive Officer, Deputy Chief Executive Officer Director of the Board, Mitsubishi Chemical Corporation</p> <p>June 2018      Member of the Board, Taiyo Nippon Sanso Corporation</p> <p>Apr. 2019      Director of the Board, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)</p> <p>June 2019      Advisor</p> <p>Mar. 2021      Director, Shonan Country Club Co., Ltd.</p> <p>June 2021      Outside Audit &amp; Supervisory Board Member, Nomura Research Institute, Ltd. (present position) Director, the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Audit &amp; Supervisory Board Member, Nomura Research Institute, Ltd.</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Kenkichi Kosakai has experience of serving as Director of the Board, Representative Corporate Executive Officer, and Deputy Chief Executive Officer of Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation) and he has served in director positions at several listed companies. In addition to his abundant experience and extensive insight as a corporate manager, he has advanced and specialized insight in corporate finance as a person in charge of finance. Based on this, we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his re-election as an Outside Director. In addition, after the election, he will be designated as a member of the Nomination and Compensation Committee.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p>Hirofumi Kyutoku (July 5, 1954) 69 years old Male</p> <p>&lt;Candidate for Outside Director&gt; New election Outside Independent Attendance at Board of Directors Meetings 19/19 times (100%) *Attendance as a Corporate Auditor</p>	<p>Apr. 1978      Joined Osaka Gas Co., Ltd.</p> <p>June 2005      Associate Director, and General Manager of Keiji Commercial &amp; Industrial Energy Sales Dept., Commercial &amp; Industrial Energy Business Unit</p> <p>June 2009      Executive Officer, Head of Energy Technology Laboratories</p> <p>July 2009      Managing Director, The Japan Gas Association</p> <p>June 2010      Director, Senior Executive Officer, and Head of Commercial &amp; Industrial Energy Business Unit, Osaka Gas Co., Ltd.</p> <p>Apr. 2013      Representative Director, Executive Vice President Director, Osaka Gas Chemicals Co., Ltd.</p> <p>Apr. 2016      Director, Osaka Gas Co., Ltd. Chairman of the Board, Osaka Gas Chemicals Co., Ltd.</p> <p>June 2016      Counselor, Osaka Gas Co., Ltd.</p> <p>June 2018      Outside Corporate Auditor, Television Osaka, Inc. (present position)</p> <p>June 2021      Corporate Auditor of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Corporate Auditor, Television Osaka, Inc.</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Hirofumi Kyutoku has experience of serving as Representative Director, Executive Vice President of Osaka Gas Co., Ltd. and served director positions at several listed companies. In addition to his abundant experience and extensive insight as a corporate manager, he has advanced and specialized insight as an engineer. Based on this, we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we newly propose his election as an Outside Director. In addition, after the election, he will be designated as a member of the Nomination and Compensation Committee.</p>			

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Fumio Matsubara, Ikumi Sato, Kenkichi Kosakai, and Hirofumi Kyutoku are candidates for Outside Director.
  3. Fumio Matsubara is currently an Outside Director of the Company, and at the close of this meeting, his tenure as an Outside Director will be nine (9) years. Ikumi Sato and Kenkichi Kosakai are currently Outside Directors of the Company, and at the close of this meeting, their tenure as an Outside Director will be three (3) years. Hirofumi Kyutoku is currently an Outside Corporate Auditor of the Company, and at the close of this meeting, his tenure as an Outside Corporate Auditor will be three (3) years.
  4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Fumio Matsubara, Ikumi Sato, and Kenkichi Kosakai, who are currently Outside Directors of the Company, and Hirofumi Kyutoku, who is currently an Outside Corporate Auditor, to limit their liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages under these agreements is up to the total of the minimum liability amount specified in Article 425, Paragraph 1 of the same Act. If the re-election of Fumio Matsubara, Ikumi Sato, and Kenkichi Kosakai is approved, the Company plans to renew the aforementioned agreements with them. In addition, if the election of Hirofumi Kyutoku is approved, the Company plans to conclude the agreement with him.
  5. The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance contract will cover the legal indemnification and litigation expenses that will be borne by the insured, and it is scheduled to be renewed in September 2024. If the election of each of the above persons is approved and adopted under this proposal, they will become the insured of the relevant insurance policy.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Fumio Matsubara, Ikumi Sato, and Kenkichi Kosakai, who are currently Outside Directors of the Company, and Hirofumi Kyutoku, who is currently an Outside Corporate Auditor, have been designated as independent officers as provided for by the aforementioned exchange. If the re-election of Fumio Matsubara, Ikumi Sato, Kenkichi Kosakai and election of Hirofumi Kyutoku is approved, the Company plans to continue to appoint them as independent officers.

**Proposal 3:** Election of four (4) Corporate Auditors

The tenures of all four (4) Corporate Auditors will expire at the close of this General Meeting of Shareholders. Therefore, the Company proposes that four (4) Corporate Auditors be elected.

The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Corporate Auditor are as follows:

No.	Name		Current position and responsibilities in the Company	Tenure as a Corporate Auditor
1	Hiroshi Matsui	New election Outside Independent		–
2	Takayuki Ikeda	New election	Senior Corporate Officer In charge of General Administration Division	–
3	Kazuhiko Chikaraishi	New election	Senior Corporate Officer In charge of General Administration Division	–
4	Yasuyuki Suzuki	New election Outside Independent		–

Outside: Candidate for Outside Corporate Auditor

Independent: Candidate for independent officer

No.	Name (Date of birth)	Career summary and position (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Hiroshi Matsui (February 8, 1961) 63 years old Male</p> <p style="text-align: center;">New election Outside Independent</p>	<p>Apr. 1983    Joined The Industrial Bank of Japan, Limited</p> <p>Mar. 2005    President of Mizuho Capital Markets(UK)Limited</p> <p>Apr. 2008    General Manager of Structuring Department, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>July 2011    Joined Shimano Inc. General Manager of Business Administration Department, Administrative Division</p> <p>Mar. 2012    General Manager of General Affairs Department and Business Planning Department, Administrative Division</p> <p>Jan. 2016    Director, General Manager of Accounting Department; General Affairs Department; Business Administration Department, Supervisory and Administration Division; Business Planning Department; Aifie Business Division</p> <p>July 2017    President, Shimano North America Holding, Inc.</p> <p>Nov. 2018    Director, General Manager of Business Administration Department, Supervisory and Business Planning Department, Aifie Business Division and in charge of overseas sites (USA, Europe, Oceania)</p> <p>Mar. 2022    Advisor</p> <p>Mar. 2024    Retired from Shimano Inc.</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Corporate Auditor]</p> <p>Hiroshi Matsui has experience of serving as Director and President of a consolidated subsidiary of Shimano Inc. In addition to his abundant experience and extensive insight as a corporate manager, he has advanced and specialized insight in business planning. Based on this, we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his election as an Outside Corporate Auditor.</p>			
2	<p style="text-align: center;">Takayuki Ikeda (July 25, 1961) 62 years old Male</p> <p style="text-align: center;">New election</p>	<p>Apr. 1985    Joined the Company</p> <p>Apr. 2014    Corporate Officer, Deputy Head of General Administration Division, Manager of Accounting Department, and in charge of Compliance Committee</p> <p>June 2015    Director, Corporate Officer, and Head of General Administration Division</p> <p>Apr. 2016    Director, Executive Corporate Officer, Head of General Administration Division, and Manager of International Affairs Office</p> <p>Apr. 2018    Director, Senior Executive Corporate Officer, in charge of Central Japan Area, and General Manager of Nagoya Branch</p> <p>Apr. 2020    Director, Senior Executive Corporate Officer General Manager of West Japan Division, and General Manager of Osaka Head Office of the Company</p> <p>May 2023    Senior Corporate Officer and in charge of General Administration Division</p>	24,300 shares
<p>[Reasons for nomination as candidate for Corporate Auditor]</p> <p>Takayuki Ikeda has many years of experience in the Accounting Division. In his role in charge of the West Japan Division he led with excellent management skills. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we newly propose his election as a Corporate Auditor.</p>			

No.	Name (Date of birth)	Career summary and position (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Kazuhiko Chikaraishi (August 3, 1959) 64 years old Male  New election	Apr. 1983	Joined the Company	13,700 shares
		May 2015	Corporate Officer, Deputy General Manager of Tokyo Head Office, and Technical Supervisor	
June 2017	Director and Executive Officer, Deputy Head of Technical Construction Group, Head of Technical Construction Division and Deputy Representative of Tokyo Head Office			
Apr. 2018	Director, Executive Corporate Officer, in charge of East Japan Area, and General Manager of Tokyo Head Office			
Apr. 2020	Managing Executive Officer and Head of Technical Construction Division			
Apr. 2022	Senior Executive Officer and General Manager of Quality, Environment and Supply Chain Division			
Apr. 2024	Senior Corporate Officer and in charge of General Administration Division			
[Reasons for nomination as candidate for Corporate Auditor] Kazuhiko Chikaraishi has many years of experience in the Technical Construction Division. In his role in charge of the East Japan Division he led with excellent management skills. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we newly propose his election as a Corporate Auditor.				
4	Yasuyuki Suzuki (January 16, 1957) 67 years old Male  New election Outside Independent	Apr. 1980	Joined Marubeni Corporation	0 shares
		Apr. 1988	Joined Suruga Institute	
Jan. 1995	Joined Sanwa Research Institute Corp. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)			
Apr. 2001	Lecturer at Hamamatsu University			
Apr. 2007	Professor and Academy Director of Toita Women's College			
Apr. 2008	Professor in College of Business Administration and Ph.D. Research Advisor in Graduate School of Management, Tamagawa University			
Mar. 2022	Retired from Tamagawa University			
[Reasons for nomination as candidate for Outside Corporate Auditor] Yasuyuki Suzuki has extensive experience, including as a consultant and at universities, and has many accomplishments in research in the marketing and management fields. Based on this we have determined that he is qualified to realize sustainable growth and improvement of corporate value of the Company, and we propose his election as an Outside Corporate Auditor.				

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Hiroshi Matsui and Yasuyuki Suzuki are candidates for Outside Corporate Auditors.
  3. Upon the approval of the candidates' election, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with them to limit their liability for damages as provided for in Article 423, Paragraph 1 of the same Act. The maximum amount of the liability for damages under this agreement is up to the total of the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
  4. The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance contract will cover the legal indemnification and litigation expenses that will be borne by the insured, and it is scheduled to be renewed in September 2024. If the election of each of the above persons is approved and adopted under this proposal, they will become the insured of the relevant insurance policy.
  5. If the election of Hiroshi Matsui and Yasuyuki Suzuki is approved, the Company also plans to appoint them as independent officers according to the provisions of the Tokyo Stock Exchange, and will notify the Stock Exchange of this.

### (Reference) Criteria for independence of outside officers

The Company deems outside officers or candidates for outside officers to be independent when they do not fall under any of the following items:

- (1) (i) A person who is an Executive Director, a Corporate Officer, or an employee, including a manager, of the Company or any of its subsidiaries (hereinafter referred to as an “Executing Person”), or who was an Executing Person of the Company or any of its subsidiaries for ten (10) years before assuming office
- (2) A person who was a Director or Corporate Auditor of the Company or any subsidiaries at any time within the 10 years prior to their appointment  
(other than as an executive) and was an executive of the Company or any subsidiaries at any time within the 10 years prior to their appointment as a Director or Corporate Auditor
- (2) A person who is a major business partner of the Company or an Executing Person thereof  
(A person who is a major business partner of the Company means a person who received payment of 2% or more of the annual consolidated net sales of the person from the Company for the most recent fiscal year.)
- (3) A major business partner of the Company or an Executing Person thereof  
(A major business partner of the Company means a person who has made payment of 2% or more of the average annual consolidated net sales of the Company to the Company over the past three (3) fiscal years, or a person who has loaned the amount of 2% or more of the average total consolidated assets of the Company to the Company over the past three (3) fiscal years.)
- (4) A major shareholder of the Company (a person who directly or indirectly holds 10% or more of the total voting rights) or an Executing Person thereof
- (5) A person of a corporation where 10% or more of the total voting rights are directly or indirectly held by the Company or an Executing Person thereof
- (6) An attorney at law, a certified public accountant, a tax accountant or a consultant, etc. who receives a large amount of cash and other financial assets in addition to officer remuneration from the Company  
(A large amount means an average annual amount of 10 million yen or more for a person, and for an organization such as a corporation or association, more than 10% of the average consolidated net sales or total income of the organization, over the past three (3) fiscal years.)
- (7) A person who belongs to an organization such as a corporation or association including a law firm, an audit corporation, a tax accountant corporation or a consultant firm which receives a large amount of cash and other financial assets from the Company  
(A large amount means an average annual amount of 10 million yen or more for a person, and for an organization such as a corporation or association, more than 10% of the average consolidated net sales or total income of the organization, over the past three (3) fiscal years.)
- (8) A person, a director of an organization such a corporation or association, or any other Executing Person who receives a large amount of contribution or subsidy from the Company  
(A large amount means an average annual amount of 10 million yen or more for a person, and for an organization such as a corporation or association, more than 10% of the average consolidated net sales or total income of the organization, over the past three (3) fiscal years.)
- (9) An executive director, an executive officer or a corporate officer of the other company in which an Executive Director or a full-time Corporate Auditor of the Company concurrently serves as an outside director or an outside corporate auditor of the other company
- (10) A person who has fallen under any of the aforementioned items (2) to (9) during the past three (3) years
- (11) A spouse, or any relative within the second degree of relationship of a person falling under any of the aforementioned items (1) to (9) who is an important person  
(An important person means a Director (excluding an Outside Director), a Corporate Auditor (excluding an Outside Corporate Auditor), or an employee who is a senior manager equal to or higher than a Corporate Officer and a department manager.)

(Reference)

Management Structure after Approval of Proposals 2 and 3 (Planned)

Name	Position	Nomination and Compensation Committee	Areas of particular expertise and experience								
			Corporate management / Management strategy	Accounting / Finance	Technical construction	Design / R&D	Risk management / Governance	Sales / Marketing	Legal affairs / Auditing	Overseas	Knowledge of other fields
Ichiro Fujisawa	Representative Director and Chairman	●	●		●	●	●	●			
Yasuhiro Yamanaka	Representative Director, President, and Corporate Officer	●	●		●			●	●		
Hisao Sasaki	Director and Senior Executive Corporate Officer				●	●			●		●
Yasuo Kamei	Director and Senior Corporate Officer			●				●			
Fumio Matsubara	Director (Outside)	●							●		●
Ikumi Sato	Director (Outside)	●							●		●
Kenkichi Kosakai	Director (Outside)	●	●	●					●		●
Hirofumi Kyutoku	Director (Outside)	●	●		●	●			●		●
Hiroshi Matsui	Full-time Corporate Auditor (Outside)		●	●				●	●		●
Takayuki Ikeda	Full-time Corporate Auditor			●				●	●		
Kazuhiko Chikaraishi	Full-time Corporate Auditor				●				●		●
Yasuyuki Suzuki	Corporate Auditor (Outside)		●						●		●

Notes: The above table, considering each person's experience and other factors, shows the areas in which they demonstrate their expertise more, and is not an exhaustive list of the areas of insight that they have.

**Proposal 4:** Election of one (1) substitute Corporate Auditor

To prepare for the case where the Company does not have the number of Outside Corporate Auditors stipulated by laws and regulations, the Company proposes the election of one (1) substitute Corporate Auditor for an Outside Corporate Auditor.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary and position (significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Takeshi Isokawa (February 6, 1973) 51 years old Male</p>	<p>Apr. 1999 Registered as an Attorney at Law (Osaka Bar Association) Joined Kitahama Partners Apr. 2003 Joined Global Law Office (present position) June 2005 Qualified as an Attorney at Law (New York State) Mar. 2007 Outside Director, Nissen Co., Ltd. June 2007 Outside Director, Nissen Holdings Co., Ltd. Dec. 2007 Outside Corporate Auditor, Nissen Co., Ltd. Outside Corporate Auditor, IMJ Corporation Dec. 2017 Outside Corporate Auditor, Real Co., Ltd. Apr. 2019 Vice President, Osaka Bar Association Apr. 2021 Director, Kinki Federation of Bar Associations [Significant concurrent positions outside the Company] Attorney at Law, Global Law Office</p>	<p>0 shares</p>
<p>[Reasons for nomination as candidate for substitute Corporate Auditor] Takeshi Isokawa has experience as an attorney at law, and extensive insight especially into corporate law and M&amp;A. In addition, he has a wealth of experience as an outside officer and the Company judges that he will adequately carry out his duties as an Outside Corporate Auditor.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Takeshi Isokawa is a candidate for substitute Outside Corporate Auditor. If Takeshi Isokawa assumes office as an Outside Corporate Auditor, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the same Act. The maximum amount of the liability for damages under this agreement is up to the total of the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
  3. The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance contract will cover the legal indemnification and litigation expenses that will be borne by the insured, and it is scheduled to be renewed in September 2024. If Takeshi Isokawa assumes office as an Outside Corporate Auditor, he will become the insured of the relevant insurance policy.
  4. If Takeshi Isokawa assumes office as an Outside Corporate Auditor, the Company plans to submit notification to the Tokyo Stock Exchange that he has been designated as an independent officer as provided for by the aforementioned exchange.



**Proposal 5:** Amendment of amounts of performance-linked share-based compensation, etc. for Directors, etc.

1. Reason for amendment and reason for setting the current compensation

In the 90th General Meeting of Shareholders held on June 25, 2019, the shareholders approved a share-based compensation system (hereafter “this system”) in which Directors (excluding Outside Directors and non-residents of Japan; the same applies throughout this proposal) and Executive Officers (excluding non-residents of Japan; hereafter referred to collectively with Directors as “Directors, etc.”) shall be granted stock in the Company or paid cash equivalent to the estimated value of the stock (hereafter “stock in the Company, etc.”) according to criteria such as accomplishment of business targets. This system has now been introduced. This proposal requests the continuation of this system with partial amendments.

A Policy for Decision of Details of Matters Such as Officer Compensation was established at the Board of Directors meeting on April 25, 2019. If this proposal is approved, the Company intends to change these details according to “(Reference) Policy for Decision of Details of Matters Such as Officer Compensation (if Proposal 5 is approved)” on pages 19 to 20 of the Reference Documents for the General Meeting of Shareholders.

The purpose of the amendment of this system is to increase the ratio of share-based compensation, which is linked to business results, in compensation for Directors, etc., and, in doing so, raise awareness of medium- to long-term improvement of the Company’s business results and contributing to increasing our corporate value, and to comply with the Policy for Decision of Details of Matters such as Officer Compensation established by the Company. As such, we believe that this amendment is appropriate.

The amended system will apply to four directors of the Company if Proposal 2: Election of eight (8) Directors is approved as stated.

This system also applies to Executive Officers and compensation paid according to this system includes compensation of Executive Officers. As the applicable Executive Officers may be newly appointed as Directors during the period of this system, this proposal proposes amendment of the amounts and details of all compensation under this system. On closing of this General Meeting, this system shall apply to 13 Executive Officers who are not also Directors.

2. Details, etc. after amendment of this system

(1) Overview of current system

This system is a share-based compensation system in which shares in the Company are acquired through a trust as capital for Director compensation to be paid by the Company and shares in the Company, etc. are granted according to points awarded to Directors, etc. according to their rank and the degree to which they accomplish business targets.

(2) Details of amendment of the system

As this system is continued, the following parts of the original system will be amended.

1) Maximum amount paid by the Company

Before amendment	After amendment
For 5 business years <u>420 million yen in total</u>	For 5 business years <u>1.2 billion yen in total</u>
[Reason for amendment of this item] The maximum amount of share-based compensation linked to business results will be increased to increase consciousness of medium- to long-term improvement of the Company’s business results and contributing to increasing our corporate value and to facilitate medium- to long-term growth of the Company and share stakes with our shareholders.	

2) Maximum shares in the Company to be granted, etc. to Directors, etc.

Before amendment	After amendment
Maximum total number of shares in the Company, etc. to be granted, etc. to Directors, etc. for 5 business years <u>300,000 shares*1</u>	Maximum total number of shares in the Company, etc. to be granted, etc. to Directors, etc. for 5 business years <u>600,000 shares</u>
Maximum total points to be awarded to Directors, etc. for each business year <u>30,000 points*2</u>	Maximum total points to be awarded to Directors, etc. for each business year <u>60,000 points*2</u>

(Reference) This equates to 60,000 common shares in the Company	(Reference) This equates to 120,000 common shares in the Company
*1	This reflects the splitting of each common share into two shares effective October 1, 2023.
*2	As a result of *1, the number of shares to be granted per point has been adjusted to two common shares in the Company.
[Reason for amendment of this item]	
The maximum number of shares in the Company to be granted as share-based compensation linked to business results will be increased to increase consciousness of medium- to long-term improvement of the Company's business results and contributing to increasing our corporate value and to facilitate medium- to long-term growth of the Company and share stakes with our shareholders.	
The maximum number of shares in the Company, etc. to be awarded to Directors and Executive Officers for a period of five years is 1.40% of the total shares issued by the Company (as of March 31, 2024; after deducting treasury stock). (The ratio per year is 0.28%.)	

(3) Other matters related to the amendment of this system

There are no changes to other details of this system, such as the time at which shares in the Company, etc. are granted, etc. to Directors, etc.

The system will continue for the five business years from the business year ending March 31, 2025 to the business year ending March 31, 2029.

**\*\*Reference\*\***

Main details of this system as approved by shareholders at the 90th General Meeting of Shareholders

Item	Details
Targets of this system	Directors (excluding Outside Directors and non-residents of Japan) Executive Officers (excluding non-residents of Japan)
Period of this system	Five consecutive business years (at the time this system was introduced, the period was the five consecutive business years from the business year ending March 31, 2020 to the business year ending March 31, 2024)
Method of acquisition of shares in the Company	Acquired from the stock market or from the Company (disposal of treasury stock)
Time of granting, etc. of shares in the Company, etc. to Directors, etc.	<ul style="list-style-type: none"> <li>• In principle, shares in the Company, etc. shall be granted, etc. annually upon confirmation of business results for the business year under evaluation</li> <li>• Shares in the Company that are acquired through this system shall be held continuously for one year after each Director, etc. retires</li> </ul>

(Reference) Policy for Decision of Details of Matters such as Officer Compensation (if Proposal 5 is approved)  
 The Policy for Decision of Details of Matters such as Officer Compensation was established at the Board of Directors Meeting on April 25, 2019. If Proposal 5 is approved, the Policy for Decision of Details of Matters Such as Officer Compensation will be changed as follows.

1) Policy for Decision of Details of Matters such as Officer Compensation

Basic Policy

■ Compensation, etc. for Directors (excluding Outside Directors)

Compensation, etc. for Directors (excluding Outside Directors) shall be subject to the following basic policy as an incentive plan for the realization of the Group’s targets.

- Must be closely linked to the Company’s business results and be highly transparent and objective
- Must raise awareness of medium- to long-term improvement of the Company’s business results and contributing to increasing our corporate value
- Must focus on sharing awareness of profits with shareholders and increasing emphasis on shareholders in business decisions

Under this basic policy, compensation, etc. for Directors (excluding Outside Directors) shall comprise base compensation, bonuses and share-based compensation, and shall be decided on judgment by the Nomination and Compensation Committee to ensure fairness and transparency in Director evaluations and compensation decisions.

■ Compensation, etc. for Outside Directors and Corporate Auditors

Compensation, etc. for Outside Directors and Corporate Auditors shall consist only of base compensation to improve our function for the supervision of our management. Moreover, base compensation for Corporate Auditors shall be decided on discussion with Corporate Auditors, taking into account factors such as the nature of each Corporate Auditor’s work.

2) Reason why the Board of Directors judged that the nature of the compensation, etc. for each Director is consistent with the decision policy

The Company decides on the nature of compensation, etc. for Directors according to the above procedure and decides the amount of compensation for each Director based on a verification using comparisons with compensation paid by other companies of the same size, primarily in the same industry, according to the results of third-party investigations, taking into account objective input and advice from the Nomination and Compensation Committee, upon verifying that the amount is consistent with our basic policy on deciding compensation, etc. for Directors. Therefore, the Board of Directors has judged that the nature of the compensation is consistent with the decision policy.

3) Composition of compensation

The approximate ratio of base compensation, bonuses and share-based compensation for Directors is decided by the Board of Directors based on objective input and advice from the Nomination and Compensation Committee, upon verifying that the ratio is appropriate according to our basic policy on deciding compensation, etc. for Directors.

The approximate composition of compensation is as follows.

Composition of compensation (reference)

Base compensation 65%	Bonuses 20%	Share-based compensation 15%
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Overview of compensation

\*\*Base compensation\*\*

Base compensation for Directors is a total of compensation based on each Director’s position and compensation based on the Director’s role in execution of our operations. The level of this compensation is decided by the Board of Directors using the results of a third-party investigation, based on objective input and advice by the Nomination and Compensation Committee, upon verifying that the nature of the compensation is appropriate.

**\*\*Compensation linked to business results\*\***

For business metrics and calculation method for compensation, etc. linked to business results, a system has been introduced to decide the amount of compensation linked to business results based on the degree to which operating income, the main business indicator set in our Medium-term Management Plan, is achieved in the fiscal year in question, along with the degree to which the individual contributed to those results and the state of metrics such as net profit for the period. The level of this compensation is decided by the Board of Directors using the results of a third-party investigation, based on objective input and advice by the Nomination and Compensation Committee, upon verifying that the nature of the compensation is appropriate.

Bonuses	The bonus to be paid, based on the degree to which the company-wide operating income target is achieved, is calculated by setting a base bonus amount as a multiple of each officer's compensation baseline. The Representative Director then multiplies this by a bonus rate based on the level of accomplishment by each class of officers, taking into account company-wide results (revenue from ordered projects, revenue from completed products, operating income) and other company-wide results, departmental results, etc., to which each Director has contributed. (Excludes Outside Directors)
Share-based compensation	The rate of compensation to be paid, based on the degree to which Group-wide targets for operating income and net income attributable to shareholders of the parent for the period were accomplished, is multiplied by the baseline share-based compensation for each position and then divided by the base share price to calculate points, which are then multiplied by two shares to calculate the payment. (Excludes Outside Directors and non-residents of Japan)