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(Stock Exchange Code 5121)

June 10, 2024

(Date of commencement of electronic provision measures: June 3, 2024)

**To Shareholders with Voting Rights:**

**FUJIKURA COMPOSITES Inc.**

Morita Kenji

Representative Director,

President and Chief Executive Officer

FUJIKURA COMPOSITES Inc.

(Former Fujikura Rubber Ltd.)

TOC ARIAKE,

3-5-7 Ariake, Koto-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 145TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially notified of the 145th Annual General Meeting of Shareholders of FUJIKURA COMPOSITES Inc. (the “Company”). The meeting will be held for the purposes as described below.

When convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures with the title of “NOTICE OF CONVOCATION OF THE 145TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the following Company’s website.

The Company website: <https://www.fujikuracomposites.jp/ir/news.html>

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (Listed Company Search). Please access the website below, enter “FUJIKURA COMPOSITES Inc.” in the “Issue name (company name)” field or our stock exchange code “5121” in the “Code” field, and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to find “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”

Tokyo Stock Exchange website (Listed Company Search):

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

If you do not attend the meeting on the day, you can exercise your voting rights in either of the following ways. Please exercise your voting rights by 5:25 p.m. on Wednesday, June 26, 2024, Japan time.

**Exercising voting rights in writing**

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and mail it so that it will be received by the above stated expiration date and time.

If no indication of approval or disapproval is made on the Voting Rights Exercise Form for a proposal, it will be treated as an indication of approval.

**Exercising voting rights via the Internet, etc.**

You may exercise your voting rights on the voting website (<https://www.web54.net>). For exercising your voting rights via the Internet, please refer to “Information on Exercising Voting Rights via the Internet.” All institutional investors can use the platform for exercising voting rights for institutional investors operated by

ICJ, Inc.

**1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time

**2. Place:** EAST Hall, 4th floor, TOC ARIAKE,  
3-5-7 Ariake, Koto-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 145th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 145th Fiscal Year (April 1, 2023 - March 31, 2024)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Partial Amendment to the Articles of Incorporation

**Proposal 3:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

**Proposal 4:** Election of One (1) Director who is an Audit and Supervisory Committee Member

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

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

Matters concerning year-end dividend:

In consideration of the business results for the current fiscal year, future business development of the Company, and other factors, the Company proposes the payment of year-end dividend as follows:

1. Type of dividend property  
Cash
2. Allocation of dividend property to shareholders and the total amount thereof  
35 yen per share of common stock of the Company  
Total amount of dividends: 820,617,315 yen
3. Effective date of distribution of surplus  
June 28, 2024

### **Proposal 2:** Partial Amendment to the Articles of Incorporation

#### 1. Reasons for the proposal

The Company proposes the amendment to change the location of the Head Office set forth in Article 3 (Location of Head Office) of the current Articles of Incorporation from Koto-ku, Tokyo to Shinagawa-ku, Tokyo for the purpose of promoting reform of working practices, enhancing office functions, and improving operational efficiency. In addition, as the official titles of directors have been changed, the Company proposes to amend the titles described in Article 14, 22, and 25 of the current Articles of Incorporation.

Amendments to the Articles of Incorporation in this Proposal shall come into effect at the conclusion of this General Meeting of Shareholders; provided, however, that the amendment to Article 3 shall take effect as of the date of the head office relocation to be determined at a meeting of the Board of Directors to be held by March 31, 2025, which will be stipulated in Article 2 of Supplementary Provisions. The Supplementary Provision shall be deleted after the date of head office relocation.

2. Details of the amendments

The details of the amendments are as follows.

(Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1. General Provisions	Chapter 1. General Provisions
Articles 1. to 2. (Articles omitted)	Articles 1. to 2. (No amendment)
(Location of Head Office)	(Location of Head Office)
Article 3. The Company shall have its head office in <u>Koto-ku</u> , Tokyo.	Article 3. The Company shall have its head office in <u>Shinagawa-ku</u> , Tokyo.
Articles 4. to 13. (Articles omitted)	Articles 4. to 13. (No amendment)
(Convener and Chairman)	(Convener and Chairman)
Article 14. A general meeting of shareholders shall be convened and chaired by the <u>Director and President</u> .	Article 14. A general meeting of shareholders shall be convened and chaired by the <u>Director, President and Chief Executive Officer</u> .
2. In the event that the <u>Director and President</u> is unable to so act, one of the other Directors shall act in his/her place in accordance with the order previously determined by the Board of Directors.	2. In the event that the <u>Director, President and Chief Executive Officer</u> is unable to so act, one of the other Directors shall act in his/her place in accordance with the order previously determined by the Board of Directors.
Articles 15. to 21. (Articles omitted)	Articles 15. to 21. (No amendment)
(Convener and Chairman of a Meeting of the Board of Directors)	(Convener and Chairman of a Meeting of the Board of Directors)
Article 22. Unless otherwise provided for under applicable laws and ordinances, the <u>Director and President</u> shall convene and chair a meeting of the Board of Directors.	Article 22. Unless otherwise provided for under applicable laws and ordinances, the <u>Director, President and Chief Executive Officer</u> shall convene and chair a meeting of the Board of Directors.
2. If the <u>Director and President</u> is unable to act, another Director appointed according to an order determined beforehand by the Board of Directors shall convene and chair the meeting.	2. If the <u>Director, President and Chief Executive Officer</u> is unable to act, another Director appointed according to an order determined beforehand by the Board of Directors shall convene and chair the meeting.
Articles 23. to 24. (Articles omitted)	Articles 23. to 24. (No amendment)
(Representative Directors and Directors with Special Titles)	(Representative Directors and Directors with Special Titles)
Article 25. The Board of Directors shall appoint Representative Director(s) from among Directors (excluding Directors who are Audit and Supervisory Committee Members) by its resolution.	Article 25. The Board of Directors shall appoint Representative Director(s) from among Directors (excluding Directors who are Audit and Supervisory Committee Members) by its resolution.
2. The Board of Directors may appoint one (1) Chairman, one (1) <u>President</u> in addition to one (1) or a small number of <u>Vice Presidents, Senior Managing Directors, and Managing Directors</u> from among Directors (excluding Directors who are Audit and Supervisory Committee Members) by its resolution.	2. The Board of Directors may appoint one (1) Chairman, one (1) <u>President and Chief Executive Officer</u> in addition to one (1) or a small number of <u>Vice-presidential Executive Officers, Senior Managing Executive Officers, and Managing Executive Officers</u> from among Directors (excluding Directors who are Audit and Supervisory Committee Members) by its resolution.
Supplementary Provisions	Supplementary Provisions
(Transitional Measure regarding Exemption of Liability of Audit & Supervisory Board Members)	(Transitional Measure regarding Exemption of Liability of Audit & Supervisory Board Members)

<p>Article 1. (Article omitted)</p> <p>&lt;Newly established&gt;</p>	<p>Article 1. (No amendment)</p> <p><u>(Effective Date of the Head Office Relocation)</u> <u>Article 2. The amendment to Article 3 (Location of Head Office) of the Articles of Incorporation shall take effect as of the date of the head office relocation to be determined at a meeting of the Board of Directors to be held by March 31, 2025. This Article shall be deleted after the effective date of the head office relocation.</u></p>
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**Proposal 3:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, aiming to further strengthen the management base, the Company proposes an increase in the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) by one (1) and the election of a total of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Morita Kenji (May 30, 1958) (Reelection) (Term of office: 16 years) (Attendance at Board of Directors meetings: 18/18 (100%))	April 1981      Joined the Company April 2005      General Manager, Accounting Dept., Administration Div. January 2008    Deputy General Manager, Administration Div. and General Manager, Accounting Dept. April 2008      General Manager, Administration Div., General Manager, Accounting Dept. and General Manager, Osaka Branch June 2008      Director April 2010      General Manager, Administration Div., General Manager, Accounting Dept. and General Manager, Internal Control Office April 2011      General Manager, Administration Div., General Manager, Personnel and General Affairs Dept. and General Manager, Internal Control Office April 2012      Managing Director, General Manager, Sales Div. and General Manager, Osaka Branch April 2016      Representative Director and President April 2024      Representative Director, President and Chief Executive Officer (to present)	87,500
[Reason for nomination as a candidate for Director] Mr. Morita Kenji has extensive business experience and deep knowledge about the management of the group acquired mainly through his involvement in accounting, personnel management and labor affairs, sales, and overseas operations since joining the Company. In addition, since assuming the office of Representative Director and President in 2016, he has exercised strong leadership toward the realization of the newly established medium-term management plan. He has promoted improvement of the corporate value of the Group and reinforcement of corporate governance. In view of these achievements, we believe that he is qualified to serve as a Director.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
2	Takahashi Hidetaka (March 23, 1963) (Reelection) (Term of office: 9 years) (Attendance at Board of Directors meetings: 18/18 (100%))	April 2000	Joined the Company	29,615
		April 2012	Deputy General Manager, Engineering Administration Dept., Engineering and Manufacturing Div.	
April 2014	Deputy General Manager, Engineering Administration Dept., Engineering and Manufacturing Div. and General Manager, Kazo Factory			
April 2015	Deputy General Manager, Engineering and Manufacturing Div., General Manager, Engineering Administration Dept. and General Manager, Kazo Factory			
June 2015	Director			
April 2017	Deputy General Manager, Engineering and Manufacturing Div., and General Manager, Engineering Administration Dept.			
April 2019	Deputy General Manager, Engineering and Manufacturing Div., and Deputy General Manager, Overseas Strategy Administration Dept., Sales Div.			
April 2020	Responsible for Engineering and Manufacturing, General Manager, Business Development Administration Dept., and General Manager, Business Office Administration Dept.			
April 2021	Managing Director responsible for Administration Div., General Manager, Administration Div. and General Manager, Internal Control Office			
April 2024	Director and Managing Executive Officer responsible for Administration Div., General Manager, Internal Control Office, and General Manager, Sustainability Management Office (to present)			
[Reason for nomination as a candidate for Director] Mr. Takahashi Hidetaka has long been involved in engineering development since joining the Company and has high-level insight and abilities in the development field. He is currently responsible for Administration divisions including Personnel and General Affairs, Accounting, and Information System, where he endeavors to improve the administration and management structure with a focus on the future of the Company group, including development of human resources and internal control system. In view of these achievements, we believe that he is qualified to serve as a Director.				
3	Kanai Koichi (February 27, 1962) (Reelection) (Term of office: 9 years) (Attendance at Board of Directors meetings: 18/18 (100%))	July 1997	Joined the Company	25,600
		April 2009	General Manager, Printing Materials Business Dept.	
April 2010	General Manager, Printing Materials Sales Dept., Sales Div.			
May 2013	CEO, IER Fujikura, Inc.			
January 2014	Responsible for U.S. Operation, Overseas Strategy Administration Dept., Sales Div. of the Company			
June 2015	Director			
May 2016	CEO, Fujikura Composite America, Inc.			
April 2018	General Manager, Sales Div. of the Company			
April 2019	General Manager, Overseas Strategy Administration Dept., Sales Div.			
April 2020	Responsible for Overseas Operations, in charge of Advanced Composites, and in charge of Processed Rubber Coated Fabric			
April 2021	Managing Director responsible for Business Dept. and General Manager, Osaka Branch			
April 2024	Director and Managing Executive Officer in charge of Special Projects for President (to present)			
[Reason for nomination as a candidate for Director] Mr. Kanai Koichi has been involved in a wide range of business expansion both in Japan and abroad since joining the Company and has extensive experience and achievements. He is currently responsible for all business departments, where he endeavors to expand business, improve profit, and strengthen relationships with major clients by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.				

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
4	Yuge Chikashi (August 25, 1960) (Reelection) (Term of office: 6 years) (Attendance at Board of Directors meetings: 18/18 (100%))	April 1984 April 2012 January 2016 April 2016 April 2018 June 2018 April 2019 April 2020 April 2021 April 2024	Joined the Company President, Hangzhou Fujikura Rubber Co., Ltd. President, Anji Fujikura Rubber Co., Ltd. General Manager, Industrial Goods Sales Dept., Sales Div. of the Company Deputy General Manager, Sales Div. General Manager, Osaka Branch Director Deputy General Manager, Overseas Strategy Administration Dept., Sales Div. Responsible for Sales, in charge of Industrial Materials, and General Manager, Industrial Goods Business Administration Dept. Responsible for Engineering and Manufacturing, General Manager, Business Development Administration Dept., General Manager responsible for Business Development, Engineering Development Dept., and General Manager, Business Office Administration Dept. Director and Executive Officer responsible for Manufacturing and Engineering (to present)	15,900
[Reason for nomination as a candidate for Director] Mr. Yuge Chikashi has been involved in business expansion in Japan and abroad since joining the Company and has extensive experience and high-level achievements. He is currently responsible for Engineering and Manufacturing division, where he endeavors to develop new products that will become mainstays for the Company in the future, by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.				
5	Watanabe Takafumi (February 25, 1971) (Reelection) (Term of office: 1 year) (Attendance at Board of Directors meetings: 12/13 (92%))	April 1993 April 2016 April 2020 April 2021 May 2022 April 2023 June 2023 April 2024	Joined the Company General Manager, Sporting Goods Sales Dept. (currently ACP Business Dept., Sales Dept.), Sales Div. General Manager, Advanced Composites Business Dept. (currently ACP Business Dept.) (to present) CEO, Fujikura Composite America, Inc. Chairman, Fujikura Composite America, Inc. (to present) Deputy Head responsible for Business Dept. of the Company Director Director and Executive Officer responsible for Business Dept. (to present) [Significant concurrent positions] Chairman, Fujikura Composite America, Inc. Representative Director and President, CARAVAN Co., Ltd.	4,612
[Reason for nomination as a candidate for Director] Mr. Watanabe Takafumi has been involved in expansion of sporting goods business in Japan and abroad since joining the Company and has extensive experience and high-level achievements in engineering development and sales activities. He is currently the deputy head responsible for Business Dept., where he endeavors to expand business, improve profit, and strengthen relationships with major clients by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.				



No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
6	Higuchi Akiyasu (December 6, 1973) (New election) (Term of office: →) (Attendance at Board of Directors meetings: →)	April 1994	Joined the Company	13,289
		April 2007	Director and President, FUJIKURA COMPOSITES HAIPHONG, INC.	
		April 2014	CTO, IER Fujikura, Inc.	
		April 2019	General Manager, Corporate Planning Office of the Company (to present)	
		April 2023	Executive Director (to present)	
[Reason for nomination as a candidate for Director] Mr. Higuchi Akiyasu has been involved in engineering development and overseas operations since joining the Company and has extensive experience in engineering development and deep knowledge about the management. He is currently the General Manager of Corporate Planning Office where he endeavors to improve the administration and management structure with a focus on the future of the Company group both in Japan and abroad by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.				
7	Nagahama Yoichi (January 1, 1950) (Reelection) (Outside Director) (Independent Officer) (Term of office: 4 years and 10 months) (Attendance at Board of Directors meetings: 17/18 (94%))	April 1973	Joined Fujikura Electric Wire Corporation (currently Fujikura Ltd.)	1,000
		July 1999	General Manager, Finance & Accounting Division	
		June 2003	Member of the Board and Deputy General Manager, Corporate Planning Division	
		April 2006	Senior Vice President & Member of the Board and General Manager, Corporate Strategy Planning Division	
		April 2009	President & CEO & Representative Director	
		April 2016	Chairman of the Board & Representative Director	
		June 2018	Advisor	
		June 2019	Outside Director, Fujikura Kasei Co., Ltd. (to present)	
		August 2019	Outside Director of the Company (to present)	
		April 2020	Honorary Advisor, Fujikura Ltd.	
		[Significant concurrent position] Outside Director, Fujikura Kasei Co., Ltd.		
[Reason for nomination as a candidate for Outside Director and summary of expected roles] Mr. Nagahama Yoichi has extensive experience, achievements and broad insight as a corporate manager. We believe that he will contribute to enhancement of corporate value of the Company through expansion of the Company's business and reinforcement of corporate governance by providing advice on overall management from a practical viewpoint. We therefore believe that he is qualified to serve as a Director.				
8	Sasaki Akira (August 18, 1951) (Reelection) (Outside Director) (Independent Officer) (Term of office: 7 years) (Attendance at Board of Directors meetings: 18/18 (100%))	April 1974	Joined Toray Industries, Inc.	-
		April 1979	Entered Graduate School of Letters, Arts and Sciences, Waseda University (as a research student majoring in Cultural Sciences Sociology)	
		April 1981	Joined Nippon Research Center, Ltd.	
		August 1985	Joined Sumitomo Business Consulting Co., Ltd. (currently SMBC Consulting Co., Ltd.)	
		April 1996	Chief Consultant	
		September 2016	Representative Director, Prime Consulting Co., Ltd. (to present)	
		June 2017	Outside Director of the Company (to present)	
		[Significant concurrent position] Representative Director, Prime Consulting Co., Ltd.		
[Reason for nomination as a candidate for Outside Director and summary of expected roles] Mr. Sasaki Akira has extensive experience of education and broad insight. We believe that he will contribute to enhancement of corporate value of the Company through expansion of the Company's business and reinforcement of corporate governance by providing guidance on promotion of sound and efficient management. We therefore believe that he is qualified to serve as a Director.				

(Notes)

1. The Company's shares held by Mr. Higuchi Akiyasu, a candidate for Director, are owned by the FUJIKURA COMPOSITES Employee Stock Ownership Plan. If this Proposal is approved and Mr. Higuchi assumes office as Director, he will withdraw from the employee stock ownership plan pursuant to the rules thereof.
2. Mr. Nagahama Yoichi and Mr. Sasaki Akira, candidates for Director, are candidates for Outside Director.
3. There are no special interest relationships between the candidates for Director and the Company.
4. Mr. Nagahama Yoichi and Mr. Sasaki Akira, candidates for Director, satisfy the requirements for independent directors stipulated by Tokyo Stock Exchange, Inc. and Standards for Selecting Independent Directors/Audit and Supervisory Committee Members stipulated by the Company, and the Company has registered them as independent directors with the Exchange.
5. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the contents of such insurance policy is set forth

on “(3) Outline of the contents of the Directors and Officers (D&O) Liability Insurance Contract” under “3. Status of Company Officers” of the Business Report (in Japanese version). If each candidate is elected and assumes office as Director, each Director will be included as an insured member under such insurance policy. The insurance policy will be renewed with the same contents at the next renewal.

**Proposal 4:** Election of One (1) Director who is an Audit and Supervisory Committee Member

The Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member, aiming to ensure diversity of Directors and Audit and Supervisory Committee Members to further strengthen corporate governance.

This Proposal has gained approval from the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
Tsurumi Mariko (Current legal surname: Kobayashi) (June 22, 1971) (New election) (Outside Director) (Independent Officer) (Term of office: -) (Attendance at Board of Directors meetings: -)	April 1995      Joined Shoko Chukin Bank (currently The Shoko Chukin Bank, Ltd.) December 2008      Joined ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC) September 2011      Registered as a certified public accountant February 2022      Established Tsurumi Mariko C.P.A. Firm (to present) September 2022      Outside Corporate Auditor, CARSEVEN DIGIFIELD. CO., LTD. (to present) December 2022      Outside Corporate Auditor, uSonar Co., Ltd. March 2024      Outside Director (Audit and Supervisory Committee Member), uSonar Co., Ltd. (to present) [Significant concurrent positions] Outside Corporate Auditor, CARSEVEN DIGIFIELD. CO., LTD. Outside Director (Audit and Supervisory Committee Member), uSonar Co., Ltd.	-
[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] As a qualified certified public accountant, Ms. Tsurumi Mariko has considerable knowledge and experience in corporate accounting she has accumulated for many years. We believe that she will provide valuable feedback mainly to further enhance corporate governance. We therefore believe that she is qualified to serve as an Outside Director who is an Audit and Supervisory Committee Member.		

(Notes)

1. Ms. Tsurumi Mariko is a candidate for Outside Director who is an Audit and Supervisory Committee Member.
2. There are no special interest relationships between Ms. Tsurumi Mariko and the Company.
3. Ms. Tsurumi Mariko satisfies the requirements for independent directors stipulated by Tokyo Stock Exchange, Inc. and the independence standards for independent directors/audit and supervisory committee members stipulated by the Company, and the Company will register her as an independent director with the Exchange.
4. Ms. Tsurumi Mariko will assume the position of Outside Corporate Auditor of A&A Material Corporation on June 27, 2024.
5. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the contents of such insurance policy is set forth on “(3) Outline of the contents of the Directors and Officers (D&O) Liability Insurance Contract” under “3. Status of Company Officers” of the Business Report (in Japanese version). If Ms. Tsurumi Mariko is elected and assumes office as Director who is an Audit and Supervisory Committee Member, she will be included as an insured member under such insurance policy. The insurance policy will be renewed with the same contents at the next renewal.

## **Summary of Standards for Selecting Outside Directors/Audit and Supervisory Committee Members and Independent Directors/Audit and Supervisory Committee Members**

The summary of the standards for selecting outside directors/audit and supervisory committee members and independent directors/audit and supervisory committee members is as follows:

### [Standards for Selecting Outside Directors/Audit and Supervisory Committee Members]

A qualified party as an outside director/audit and supervisory committee member shall satisfy all of the items below:

- a) The party possesses broad insight and abundant experience in a professional field such as corporate management and accounting audit.
- b) The party understands the business of the Company and provides opinions from an objective standpoint based on his or her experience in decision making and business execution.
- c) The party is not a person disqualified for outside director/audit and supervisory committee member as specified in the Companies Act, such as a director or a corporate officer of the Company's parent company, etc.

### [Standards for Selecting Independent Directors/Audit and Supervisory Committee Members]

A qualified party shall satisfy the requirements for independent directors/audit and supervisory committee members stipulated by Tokyo Stock Exchange, Inc. and the standards set forth by the Company in the following:

- a) The party satisfies the standards for outside directors/audit and supervisory committee members set forth by the Company.
- b) The party is not a major shareholder (or a director, corporate auditor, accounting advisor, corporate officer, and executive officer thereof) with 10% or more of total voting rights (including indirectly held voting rights).
- c) The party is not an executive director, corporate officer, or executive officer of the Company's major trading partner (a company with transactions with the Company or its subsidiaries accounting for 2% or more of the Company's consolidated net sales).
- d) The party is not a director, corporate auditor, accounting advisor, corporate officer or executive officer of the Company's major lender.
- e) The party is not a certified public accountant, certified public tax accountant, attorney at law, consultant, or auditing company, tax accountant corporation, law firm (including its executives, partners, and employees) receiving substantial contributions (annual amounts in excess of 10 million yen) from the Company, in addition to remuneration as a director/audit and supervisory committee member.
- f) The party is not a major shareholder of subsidiaries, affiliates, or parent companies falling under the standards set out in items (b), (c), (d) and (e) above, or a director, corporate auditor, accounting advisor, corporate officer, executive officer or relative (a spouse, relative within the second degree of kinship, or relative who shares livelihood) thereof.

(Reference)

The following table shows the skills possessed by Directors and the candidates for Director.

Director and Director candidate	Corporate management Expertise	Mfg./Tech R&D	Marketing Sales	Finance	IT	HR management	Legal	Global
Morita Kenji	●		○	●	○	○		○
Takahashi Hidetaka	●	○		○		●		○
Kanai Koichi	●		○	○				●
Yuge Chikashi	○	●	○					○
Watanabe Takafumi	○	○	●					○
Higuchi Akiyasu	New ●	○						○
Nagahama Yoichi	Outside ●			○	○			○
Sasaki Akira	Outside ○		○			●		
Uematsu Katsuo	●		○	○		○	○	
Hosoi Kazuaki	Outside ○			●			○	
Tanaka Kyoko	Outside ○						●	
Tsurumi Mariko	New Outside ○			●			○	

(Note) The ○ symbols indicate the skills possessed by Directors and the candidates for Director, while the ● symbols indicate the skills the Company expects Directors and the candidates for Director to demonstrate in particular.