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Securities code: 6644 June 10, 2024 (Commencement date of measures for electronic provision: June 5, 2024)

To Shareholders with Voting Rights:

Yoshihide Watanabe Chairman and CEO Osaki Electric Co., Ltd. 2-10-2 Higashi-Gotanda, Shinagawa-ku, Tokyo

Notice of the 110th Annual General Meeting of Shareholders

Dear Shareholders:

We are pleased to inform you that the 110th Annual General Meeting of Shareholders of Osaki Electric Co., Ltd. (the "Company") will be held as described below.

The Company has, for convening this General Meeting of Shareholders, taken measures for electronic provision. Matters to be provided electronically (Electronic Provision Measures Matters) have been placed on the following website as "Notice of the 110th Annual General Meeting of Shareholders" and "Notice of the 110th Annual General Meeting of Shareholders (Matters not included in a paper copy to be delivered to shareholders)."

The Company's website: https://www.osaki.co.jp/en/index.html

In addition to the above website, the Electronic Provision Measures Matters have been placed on the following website.

Tokyo Stock Exchange's website: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the above "Listed Company Search", enter the Company's name or securities code to search, then click on "Basic information" and "Documents for public inspection/PR information."

You may exercise your voting rights in writing by mail or via the Internet, etc., instead of attending the General Meeting of Shareholders. Please review the Reference Documents for the General Meeting of Shareholders included in the Electronic Provision Measures Matters and exercise your voting rights by 5:30 p.m. (Japan time) on Wednesday, June 26, 2024.

We will present a digital gift certificate worth ¥500 by lot to shareholders who exercised the voting rights via the Internet in advance, regardless of approval or disapproval of a proposal.

• How to apply: <u>https://youtu.be/UUeO-dBG2cw</u>

1. Date and Time:	Thursday, June 27, 2024 at 10:00 a.m. (Japan time)
	(The reception will open at 9:00 a.m.)
2. Venue:	NUIT, 1st Floor, HAPPO-EN Main Building
	1-1-1 Shirokanedai, Minato-ku, Tokyo

3. Meeting Agenda:

5. Meeting Agenua:	
Matters to be reporte	d: 1 Business Report and the Consolidated Financial Statements for the
	110th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits
	of the Consolidated Financial Statements by the Accounting Auditor
	and the Board of Auditors
	2 Non-consolidated Financial Statements for the 110th Fiscal Year (April
	1, 2023–March 31, 2024)
Proposals to be resolv	ed:
Proposal 1:	Appropriation of Surplus
Proposal 2:	Election of Seven (7) Directors
Proposal 3:	Election of One (1) Statutory Auditor
4. Other Matters Decide	ed for this Convocation:
	If neither approval nor disapproval of a proposal is indicated on the Voting

■ When attending the General Meeting of Shareholders, please submit the Voting Rights Exercise Form to the reception desk at the venue.

If the Electronic Provision Measures Matters are revised, the revised version will be posted on each relevant website.

Rights Exercise Form, it shall be deemed a vote of approval for proposals.

- We do not give out souvenirs for shareholders attending the General Meeting of Shareholders. We would appreciate your understanding.
- To shareholders who did not request the paper copy, the Reference Documents for the General Meeting of Shareholders have also been sent. To shareholders who requested the paper copy, the one which does not include part of the Electronic Provision Measures Matters has been sent, in accordance with relevant laws and regulations, as well as Article 14 of the Company's Articles of Incorporation. Accordingly, numbers of pages and items, and reference pages are the same as the ones of the Electronic Provision Measures Matters.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

We regard the return of profits to shareholders as one of our important management policies. Our basic policy is to distribute returns in accordance with business performance while maintaining stable dividends.

Specifically, dividend will be determined based on the dividend on equity (DOE) ratio of 2% or the dividend payout ratio of 30%, whichever the amount is higher.

We will use internal reserves as a source of funds for R&D and capital expenditures with the aim of increasing corporate value of the long term as well effectively apply them for future business development, including M&As, to enhance business performance.

Based on the above policy, the Company proposes to pay year-end dividends as follows:

Matters related to year-end dividends

- (1) Type of property for dividend Cash
- (2) Allotment of property for dividends and total amount ¥10 per share of the Company's common stock Total amount: ¥469,137,710
- (3) Effective date of distribution of surplus June 28, 2024

(Reference)

	Dividend per share			Total dividends	Consolidated dividend payout	
	Interim	Year-end	Annual	Total dividends	ratio	
Fiscal year ended March 31, 2023	¥10	¥10	¥20	¥942 million	71.8%	
Fiscal year ended March 31, 2024 (plan)	¥10	¥10	¥20	¥938 million	38.9%	

Proposal 2: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors. The candidates for Directors are as follows:

No.	Name		Current Positions and Responsibilities at the Company
1	Yoshihide Watanabe	Reappointment	Chairman and CEO (Representative Director)
2	Mitsuyasu Watanabe	Reappointment	President and COO (Representative Director)
3	Haruyuki Kawabata	Reappointment	Executive Vice President (Representative Director)
4	Ryuichi Ueno	Reappointment	Managing Executive Officer Head of Corporate Strategy Division
5	Nobuhiro Kasai	Reappointment Outside Independent	Director
6	Shoko Kuroki	Reappointment Outside Independent	Director
7	Masami Mizuno	New appointment Outside Independent	

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
1	Yoshihide Watanabe (July 31, 1948) Reappointment	Chairman, <u>Attendance</u> 100% (18/	erests with the Company	1,241,153	
Reason for nomination as a candidate for Director Mr. Vashihida Watanaha has lad the Crown for monours with everyllent monocorrowt skills and ladership. He has					
Mr. Yoshihide Watanabe has led the Group for many years with excellent management skills and leadership. He has huilt up the surrout position of the Group by everyoping changes of the times and expending global business					
built up the current position of the Group by overcoming changes of the times and expanding global business development. His extensive knowledge and management experience are indispensable for the future growth of the					
development. This extensive knowledge and management experience are indispensable for the future growth of the					

Group. Accordingly, the Company renominates him as a candidate for Director.

No.Name (Date of birth)Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2 Aug. 1983 Joined Nomura Research Institute, Ltd. Aug. 1986 Joined the Company Jun. 1987 General Manager of Saitama Factory Jun. 1988 Director and General Manager of Saitama Factory Jun. 1990 Director, Deputy General Manager of Saitama Factory Jun. 1990 Director, Ceneral Manager of Saitama Factory Jun. 1990 Director, General Manager of Systems and Equipm Business Division, and Deputy Head of Research & Development Division Jun. 1994 Managing Director Jun. 2004 Senior Managing Director Jan. 2009 Executive Vice President (Representative Director) Mitsuyasu Watanabe (May 2, 1955) Jun. 2004 Senior Managing Director Jan. 2009 Executive Vice President (Representative Director) Mar. 2012 Director and Chief Executive Officer, SMB United Limited (currently OSAKI United International Pte (to date) Jun. 2020 Jun. 2020 President and COO (Representative Director) and Executive Officer (to date) Significant concurrent positions Director and Chief Executive Officer, OSAKI United International Executive Officer (to date) Significant concurrent positions 	a ent z 526,461 . Ltd.)

Mr. Mitsuyasu Watanabe has been involved in the operation and management of each division of the Company for many years and has a wealth of experience and achievements. While serving as Executive Vice President, he has built up the current position of the Group by demonstrating his skills in global business development. His management skills and extensive knowledge with respect for the spirit of challenge are indispensable for the new growth of the Group. Accordingly, the Company renominates him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held			
		Apr. 1970	Joined the Company				
		Jun. 1992	General Manager of Electric Power Sales Department I				
		Jun. 2000	Director, General Manager of Electric Power Department				
			I, Domestic Sales Division, and General Manager of				
			Marketing Office				
		May 2002	Director, General Manager of Marketing Office,				
			Domestic Sales Division, General Manager of Systems				
			and Equipment Department, and in charge of Defense				
			Equipment Department				
		Jun. 2004	Managing Director, Head of Administration Division,				
			and General Manager of General Affairs Department				
	Haruyuki Kawabata	Jun. 2005	Managing Director and Head of Administration Division				
	(February 1, 1948)	Jun. 2011	Managing Director and Head of Domestic Sales Division				
3		Jun. 2012	Senior Managing Director and Head of Domestic Sales	83,534			
	Reappointment		Division				
		Jun. 2014	Executive Vice President (Representative Director) and				
			Head of Domestic Sales Division				
		Jul. 2014	Director, OSAKI United International Pte. Ltd. (to date)				
		Jun. 2016	Executive Vice President (Representative Director), the				
			Company				
		Jun. 2020	Executive Vice President (Representative Director) and				
			Executive Officer (to date)				
		A.(. 1					
		<u>Attendance</u> 100% (18/	at Board of Directors meetings (18)				
		Special inte	erests with the Company				
		See Note					
	Reason for nomination as a candidate for Director						
	•		experience and achievements mainly in the electric power sa				
-			t the Company. He was appointed to Director of the Compar	•			
	and currently serves as Executive Vice President (Representative Director) and Executive Officer. He will continue						
to ex	to exercise leadership and realize strategies centered on the sales division and play an important role in company-						

wide management decision-making. Accordingly, the Company renominates him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Ryuichi Ueno (August 20, 1961) Reappointment	100% (18	erests with the Company	24,836
Mr. F the C	ompany. He assumed	ealth of expe	or Director rience and achievements mainly in overseas divisions at the of Director of the Company in June 2013 and currently serv	ves as Managing

the Company. He assumed the position of Director of the Company in June 2013 and currently serves as Managing Executive Officer. He will continue to lead the Corporate Strategy Division, implemented global strategies, and play an important role in management decision-making. Accordingly, the Company renominates him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Nobuhiro Kasai (February 6, 1957) Reappointment Outside Independent	100% (18	 (EDA) Sales Department General Manager of Electronic Measurement Business Marketing Division General Manager of Marketing Department, Components Measurement Business Division, Agilent Technologies Japan, Ltd. Executive Officer and Head of Consumer Business Division, Jabil Circuit Japan, Inc. President & CEO, ROHDE & SCHWARZ JAPAN K.K. Director, the Company (to date) Head of Sales Division, Phase One Japan Co., Ltd. 	

Reason for nomination as a candidate for Outside Director and expected role

Mr. Nobuhiro Kasai has long been involved in the measurement business, where he gained highly specialized knowledge in the field, as well as experience as a corporate manager. The Company expects him to contribute to the strengthening of the Company's governance and provide appropriate advice and suggestions on overall management. Accordingly, the Company renominates him as a candidate for Outside Director.

Matters concerning independence of candidate

The Company has registered Mr. Nobuhiro Kasai as Independent Director stipulated in the regulations of Tokyo Stock Exchange.

There is no attribute information on the candidate's independence.

	Apr. 1987	Joined The Mitsubishi Trust and Banking Corporation	Company held
Shoko Kuroki May 26, 1963) Reappointment Outside Independent	Jan. 1989 Oct. 1996 Oct. 2005 Apr. 2010 Feb. 2017 Jun. 2019 Jun. 2021 Apr. 2022 Jun. 2023 Dec. 2023 Jan. 2024 Jun. 2024	 (currently Mitsubishi UFJ Trust and Banking Corporation) Joined Watson Wyatt (currently WTW) Joined Fujitsu Limited (Left in Feb. 2017) Auditor (part-time), Global Innovation Partners Inc. Member (part-time), Fund Management Committee, Pension Fund Association for Local Government Officials Member of the Board, Executive Officer, CFO, CHRO, JASTEC Co., Ltd. Outside Director, IX Knowledge Inc. (to date) Outside Director, C'BON COSMETICS Co., Ltd. (scheduled to retire in June 2024) Professor, Faculty of Economics, Teikyo University (to date) Director, the Company (to date) Acting Chairman, Fund Management Committee, Organization for Workers' Retirement Allowance Mutual Aid (part-time, to date) Outside Director, Chiyoda Corporation (scheduled to take office in June 2024) 	
	Outside D Professor, Acting C Workers' Outside D Outside D <u>Attendance</u> 100% (14 *Board Annual include	concurrent positions firector, IX Knowledge Inc. Faculty of Economics, Teikyo University hairman, Fund Management Committee, Organization for Retirement Allowance Mutual Aid firector, PARK24 CO., LTD. firector, Chiyoda Corporation at Board of Directors meetings (14) of Directors meetings held after the conclusion of the 109th General Meeting of Shareholders and her assuming office are d.	
		Outside D Professor, Acting Cl Workers' Outside D Outside D <u>Attendance</u> 100% (14, *Board o Annual include <u>Special inte</u> None	Significant concurrent positions Outside Director, IX Knowledge Inc. Professor, Faculty of Economics, Teikyo University Acting Chairman, Fund Management Committee, Organization for Workers' Retirement Allowance Mutual Aid Outside Director, PARK24 CO., LTD. Outside Director, Chiyoda Corporation Attendance at Board of Directors meetings 100% (14/14) *Board of Directors meetings held after the conclusion of the 109th Annual General Meeting of Shareholders and her assuming office are included. Special interests with the Company None

Reason for nomination as a candidate for Outside Director and expected role

Ms. Shoko Kuroki has practical and managerial experience at international consulting firms and a major IT company, as well as expertise in corporate governance, personnel, and finance. The Company expects that Ms. Kuroki will contribute to enhancement of our governance and provide appropriate advice and suggestions on general management. Hence, the Company renominates her as a candidate for Outside Director.

Matters concerning independence of candidate

The Company has registered Ms. Shoko Kuroki as Independent Director stipulated in the regulations of Tokyo Stock Exchange.

There is no attribute information on the candidate's independence.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	(Date of birth) Masami Mizuno (March 19, 1953) New appointment Outside Independent	None	Joined Mitsubishi Bank (currently MUFG Bank, Ltd.) Executive Officer, General Manager, Corporate Banking Division, Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.) Managing Executive Officer, Bank of Tokyo-Mitsubishi UFJ (currently MUFG Bank, Ltd.) (retired in June 2006) Vice President & Representative Director, Mitsubishi UFJ Research and Consulting Co., Ltd. Director, Senior Managing Executive Officer, Mitsubishi Paper Mills Limited, and Director, Japan Brazil Paper and Pulp Resource Development Co., Ltd. (retired in June 2012) Representative Director, Senior Managing Executive Officer Advisor President, Organization for Workers' Retirement Allowance Mutual Aid (retired in March 2023) concurrent positions	Company held
		None		

Reason for nomination as a candidate for Outside Director and expected role

Mr. Masami Mizuno has years of experience in practical business at major financial institutes and business companies, as well as experience of a corporate manager including representative director, and has served as a president of an incorporated administrative agency. Accordingly, he has extensive experience and knowledge. The Company expects that Mr. Mizuno will contribute to enhancement of our governance and provide appropriate advice and suggestions on general management. Hence, the Company nominates him as a candidate for Outside Director.

Matters concerning independence of candidate

The Company has registered Mr. Masami Mizuno as Independent Director stipulated in the regulations of Tokyo Stock Exchange.

He had been an executive of Bank of Tokyo-Mitsubishi UFJ (currently MUFG Bank, Ltd.) with which the Company has business transactions, and retired from the bank in June, 2006. Therefore, he is presently not in a position of being affected by intention of the bank.

Notes: 1. OSAKI United International Pte. Ltd. is the Company's wholly-owned subsidiary with its headquarters in Singapore.

- 2. Ms. Shoko Kuroki's name in the family register is Shoko Chida.
- 3. Mr. Nobuhiro Kasai, Ms. Shoko Kuroki, and Mr. Masami Mizuno are candidates for Outside Director.
- 4. Mr. Nobuhiro Kasai and Ms. Shoko Kuroki will have served as Outside Director of the Company respectively for eight (8) years and one (1) year at the conclusion of this Annual General Meeting of Shareholders.
- 5. The Company has, pursuant to Article 427, Paragraph 1 of the Companies Act, concluded an agreement with Mr. Nobuhiro Kasai and Ms. Shoko Kuroki to limit their liability for damages as

provided in Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages under such an agreement is the aggregate sum of the amounts stipulated in each item of Article 425, Paragraph 1 of said Act. If the reelection of Mr. Nobuhiro Kasai and Ms. Shoko Kuroki is approved, the Company plans to continue the liability limitation agreement with them. In addition, if the election of Mr. Masami Mizuno is newly approved, the Company plans to conclude the same agreement with him.

6. The Company has concluded a directors and officers liability insurance contract with an insurance company with the candidate as the insured. Please refer to "4. Matters Regarding Directors and Other Officers, (3) Outline of Contents of Directors and Officers Liability Insurance Contract" in the Business Report (Japanese only). The Company plans to renew the policy with the same content at the time of the next renewal.

The term of office of Statutory Auditor Mr. Shigehiko Yamamoto will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Statutory Auditor.

The Board of Auditors has given its approval to this proposal. The candidate for Statutory Auditor is as follows:

Name (Date of birth)		Career summary and positions at the Company	Number of shares of the Company held
Chihiro Kawai (June 14, 1973) New appointment Outside Independent	Representa Representa	Joined Asahi & Co. (currently KPMG AZSA LLC) Registered as a certified public accountant Registered as a tax accountant Established Chihiro Kawai Accounting Office (currently Bayside Partners Accounting Office), Representative (to date) Established Bayside Partners Co., Ltd., Representative Director (to date) Member of Yokohama City University Evaluation Committee (retired in December 2022) Outside Audit & Supervisory Board Member, Utoc Corporation (retired in June 2022) <u>oncurrent positions</u> tive Director, Bayside Partners Co., Ltd. tive, Bayside Partners Accounting Office <u>ests with the Company</u>	

Reason for nomination as a candidate for Outside Statutory Auditor

Ms. Chihiro Kawai has experience of working at an auditing firm, obtained qualifications of CPA and tax accountant, established an accounting office and a company, and has been involved in management thereof. With her abundant knowledge and experience related to finance and accounting, she is capable of appropriately performing duties as Statutory Auditor of the Company. Hence, the Company nominates Ms. Kawai as a candidate for Outside Statutory Auditor.

Matters concerning independence of candidate

The Company has registered Ms. Chihiro Kawai as Independent Auditor stipulated in the regulations of Tokyo Stock Exchange.

There is no attribute information on the candidate's independence.

Notes: 1. Ms. Chihiro Kawai is a candidate for Outside Statutory Auditor.

- 2. If the election of Ms. Chihiro Kawai, a new candidate for Outside Statutory Auditor, is approved, the Company plans to, pursuant to Article 427, Paragraph 1 of the Companies Act, conclude an agreement with her to limit her liability for damages as provided in Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages under such an agreement is the aggregate sum of the amounts stipulated in each item of Article 425, Paragraph 1 of said Act.
- 3. The Company has concluded a directors and officers liability insurance contract with an insurance company with the candidate as the insured. Please refer to "4. Matters Regarding Directors and

Other Officers, (3) Outline of Contents of Directors and Officers Liability Insurance Contract" in the Business Report (Japanese only). The Company plans to renew the policy with the same content at the time of the next renewal.

<Reference> Skills Matrix

The Company has a small Board of Directors, which is responsible for important management decisionmaking functions and business execution supervisory functions, with capable personnel. The Company places importance on the following eight fields as skills that the Directors are expected to have so as to appropriately fulfill the functions.

The skills matrix below shows the skills that each Director and Statutory Auditor must have if the proposals for the appointment of Directors and Statutory Auditors are approved as proposed. We believe that the Board of Directors as a whole has a diversity and balance of skills.

	Representative	Outside	Officers	Corporate management	Industry knowledge	Global	Sales and marketing	Manufacturing and development	Finance and accounting	Legal affairs, governance, and risk management	Personnel, labor, and HR development
Directors			Yoshihide	•		•	•				
	•		Watanabe	•	•	•	•	•			
			Mitsuyasu	•	•	•					
	•		Watanabe	•	•	•		•			
	•		Haruyuki	•	•		•				
			Kawabata								
			Ryuichi		•	•			•		
			Ueno		•				•		
		•	Masami	•					•	•	•
		-	Mizuno						-	-	-
		•	Nobuhiro	•		•	•				
		_	Kasai	_		_	_				
		•	Shoko			•			•	•	•
		-	Kuroki							-	
Statutory Auditors			Choichiro		•		•				
			Hori								
			Yutaka		•				•	•	
			Hasegawa		-				-	-	
		•	Kumiko							•	•
			Kitai								
		•	Chihiro						•	•	
		-	Kawai						-	-	