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

Securities Code: 4064

June 11, 2024

Start date of measures for electronic provision: May 30, 2024

To our shareholders:

Takahisa Sugiyama
President and CEO
NIPPON CARBIDE INDUSTRIES CO., INC.
16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

NOTICE OF THE 125TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to offer our condolences to those who lost their lives in the Noto Peninsula Earthquake in January this year, and express our heartfelt sympathy to all those affected by the disaster.

You are hereby notified of the 125th Ordinary General Meeting of Shareholders of NIPPON CARBIDE INDUSTRIES CO., INC. (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 the measures for providing information in electronic format will be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

The Company's website: https://www.carbide.co.jp/ (in Japanese) (From the above website, select "IR," "News/Files," and then "Ordinary Meeting of Shareholders.")

In addition to posting items for which the measures for providing information in electronic format will be taken on the Company's website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE).

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter "NIPPON CARBIDE INDUSTRIES" in "Issue name (company name)" or the Company's securities code "4064" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals no later than 5:40 p.m., Wednesday, June 26, 2024 (JST).

Regardless of approval or disapproval of the proposals, the Company will make a draw from among those shareholders who have exercised their voting rights in advance via the Internet, and select 100 people to receive an electronic gift worth 500 yen.

Please access the following website to see how to enter the draw.

https://youtu.be/UUeO-dBG2cw (Japanese only)

1. Date and Time: Thursday, June 27, 2024 at 10:00 a.m. (JST)

2. Venue: Meeting room of Head Office, NIPPON CARBIDE INDUSTRIES CO., INC.

22nd floor, Taiyo-Seimei Shinagawa Building, 16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 125th Term (from April 1, 2023 to March 31, 2024), and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors

2. Non-Consolidated Financial Statements for the 125th Term (from April 1, 2023 to March 31, 2024)

Items to be resolved:

Proposal 1: Appropriation of Surplus **Proposal 2:** Election of Six (6) Directors

Proposal 3: Election of One (1) Corporate Auditor

Proposal 4: Election of One (1) Substitute Corporate Auditor

4. Resolutions Concerning the Convocation (Information on Exercise of Voting Rights)

- (1) When there is no indication of approval or disapproval for a proposal on the voting form when exercising voting rights in writing (by postal mail), the Company shall treat it as a vote for approval.
- (2) If you exercise your voting rights more than once via the Internet, only the last exercise of the voting right shall be deemed effective.
- (3) If you exercise your voting rights in duplicate both via the Internet and in writing (by postal mail), your exercise of the voting right via the Internet shall be deemed valid regardless of the time and date the votes are received.
- In accordance with the amendment of the Companies Act which introduced the system for providing informational materials for the general meeting of shareholders in an electronic format, shareholders are now able to access informational materials for the general meeting of shareholders on the website in principle, instead of through paper-based documents.
- We have delivered paper-based documents stating the items for which the measures for providing information in electronic format will be taken to all shareholders as before, regardless of whether or not they have requested them, for this general meeting of shareholders.
 - Among the items for which the measures for providing information in electronic format will be taken, the "Notes to Consolidated Financial Statements" are not provided in the documents to be delivered in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company.
 - Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements are part of the documents audited by the Accounting Auditor and the Corporate Auditors when preparing their respective audit reports.
- If revisions to the items for which the measures for providing information in electronic format will be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.
- Gifts will not be provided to shareholders who attend the General Meeting of Shareholders. We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividends

The Company aims to be a company that will promote business reform for the future growth and respond swiftly to changes in its management environment. At the same time, it considers that the distribution of profits to shareholders is an important responsibility, and its basic policy is to realize long-term and stable dividend payments with a target payout ratio of 30% or more.

For the year-end dividend for this term, the Company proposes to pay an ordinary dividend based on the above basic policy, plus a special dividend as a return corresponding to the one-time earnings from the posting of extraordinary income, as follows.

- (1) Type of dividend property Cash
- (2) Allocation of dividend property to shareholders and total amount thereof 50 yen per common share of the Company (ordinary dividend of 35 yen and special dividend of 15 yen) Total amount of dividends: 465,241,900 yen
- (3) Effective date of distribution of dividends of surplus June 28, 2024

Additionally, if this proposal is approved as described, the annual dividend per share for this term including the special dividend will be 80 yen, since the Company has paid an interim dividend of 30 yen per share.

Proposal 2: Election of Six (6) Directors

The term of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of six (6) Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)		eer summary, position and responsibilities ant concurrent positions outside the Company)	Number of the Company's shares owned
		Apr. 1982	Joined Asahi Glass Co., Ltd. (currently AGC Inc.)	owned
		July 2005	General Manager of Planar Devices Department, Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)	
		July 2006	General Manager of Planar Devices Department, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)	
		Jan. 2008	General Manager of Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)	
	Takahisa Sugiyama (November 4, 1959) Reelection	July 2009	General Manager of Photonics Components Division, Electronics General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)	16,34
1		Jan. 2015	General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)	
		Jan. 2016	Executive Officer and General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)	
		Mar. 2020	Counselor of the Company	
		June 2020	Representative Director, President and Chief Executive Officer of the Company	
		June 2022	Representative Director, President and Chief Executive Officer, CEO of the Company (present position)	

Takahisa Sugiyama served as Executive Officer at AGC Inc., and he has served as Representative Director, President and Chief Executive Officer since June 2020 (CEO since June 2022), acquiring a wealth of corporate management experience. He is expected to draw on such experience and expertise and appropriately manage and supervise the entire group as a Director for the sustainable growth and the increase of corporate value of the Company. In consideration of these reasons, the Company proposes his election as Director.

No.	Name (Date of birth)		Career summary, position and responsibilities (Significant concurrent positions outside the Company)		
		Apr. 1982	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)		
		Jan. 2001	General Manager of Ikebukuro-Higashiguchi Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)		
		Apr. 2004	General Manager of Ebisu Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)		
		Jan. 2006	Deputy General Manager of Corporate Banking Division No. 2, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)		
		May 2007	General Manager of Shinbashi Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)		
		May 2009	General Manager of Financial Institution Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)		
		June 2011	Managing Executive Officer of Mitsubishi UFJ		
	Yoshitada Iguchi		Research and Consulting Co., Ltd.		
	(December 18, 1958)	Jan. 2019	Counselor of the Company	8,051	
2	Reelection	Apr. 2019	Managing Executive Officer, in charge of Administrative Department, General Manager of Corporate Planning Department		
		June 2019	Director and Managing Executive Officer, in charge of Administrative Department, General Manager of Corporate Planning Department		
		Apr. 2020	Director and Managing Executive Officer, in charge of Administrative Department		
		Apr. 2021	Director and Senior Managing Executive Officer, in charge of Administrative Department		
		June 2021	Representative Director and Senior Managing Executive Officer, in charge of Administrative Department		
		June 2022	Representative Director, Senior Managing Executive Officer and CFO, in charge of Administrative Department		
		Apr. 2024	Representative Department Representative Director, Vice President and Executive Officer and CFO, in charge of Administrative Department (present position)		

[Reasons for his nomination as a candidate for Director]

Yoshitada Iguchi has served as Managing Executive Officer of Mitsubishi UFJ Research and Consulting Co., Ltd. He has overseen Administrative Department of the Company as Representative Director, Vice President and Executive Officer and CFO, and has a wealth of experience in corporate management. He is expected to draw on such experience and expertise and contribute fully as a Director to the Company's significant decision-making processes and supervision of business execution. In consideration of these reasons, the Company proposes his election as Director.

No.	Name	Car	Number of the Company's shar	
	(Date of birth)	(Signific	ant concurrent positions outside the Company)	owned
		Apr. 1985	Joined the Company	
		June 2010	General Manager, Manufacturing Department	
			of Uozu and Hayatsuki Factory	
		Apr. 2013	General Manager of Specialty Polymers	
			Division, Operational Headquarters of	
			Functional Products	
		June 2016	Executive Officer, General Manager of	
			Specialty Polymers Division, Operational	
			Headquarters of Functional Products, and	
		. 2010	Osaka Branch	
		Apr. 2018	Executive Officer and Senior General Manager	
		1 2010	of Films and Sheets Division	
		June 2018	Director and Executive Officer, and Senior	
		A 2020	General Manager of Films and Sheets Division Director and Executive Officer, and Senior	
		Apr. 2020	General Manager of Electronic and Functional	
			Products Division, in charge of Safety, Quality	
			and Environment Management Department	
		Apr. 2021	Director and Executive Officer, in charge of	
		1	Technology, Factory Manager of Uozu and	
			Hayatsuki Factory, in charge of Safety, Quality	
			and Environment Management Department, in	
	Yukinobu Hasegawa		charge of Business Development Department	
	(March 18, 1962)	June 2021	Director and Executive Officer, in charge of	7,4
	Reelection		Technology, Factory Manager of Uozu and	
			Hayatsuki Factory, General Manager of	
3			Research and Development Center, in charge of	
			Safety, Quality and Environment Management	
			Department, in charge of Business	
		A 2022	Development Department Director and Managing Executive Officer, in	
		Apr. 2022	charge of Technology, Factory Manager of	
			Uozu and Hayatsuki Factory, General Manager	
			of Research and Development Center, in charge	
			of Safety, Quality and Environment	
			Management Department	
		June 2022	Director, Managing Executive Officer and	
			CTO, Factory Manager of Uozu and Hayatsuki	
			Factory, General Manager of Research and	
			Development Center, in charge of Safety,	
			Quality and Environment Management	
		. 2024	Department	
		Apr. 2024	Director, Managing Executive Officer and	
			CTO, General Manager of Research and Development Center, in charge of Safety,	
			Quality and Environment Management	
			Department (present position)	
	[Reasons for his nomination as			<u> </u>

Yukinobu Hasegawa has overseen manufacturing and business departments of the Company for many years. Currently, he also oversees the technical department of the Company as Director, Managing Executive Officer and CTO, and General Manager of Research and Development Center. Given his wealth of experience and expertise in the businesses of the Company, he is expected to contribute fully as a Director toward realization of the Company's significant group strategies and supervision of business execution. In consideration of these reasons, the Company proposes his election as Director.

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Yuichi Yokota (November 28, 1962) Reelection	Apr. 1985 Apr. 2001 Apr. 2004 Apr. 2012 Apr. 2013 Apr. 2015 Apr. 2018	Joined the Company General Manager of Second Electronic Materials Department, Electronic Materials Division Leader of Printed Substrates Business Unit, Electronic Materials Division Leader of Ceramic Substrates Business Unit, Electronic Materials Division General Manager of Optical Products Business Promotion Division, Operational Headquarters of Electronic and Optical Products General Manager of Electronic Materials Division, Operational Headquarters of Electronic and Optical Products Executive Officer and General Manager of Planning and Manufacturing Management Department, Operational Headquarters of Electronic and Functional Products Division Executive Officer, General Manager of Planning and Manufacturing Management Department, Operational Headquarters of Electronic and Functional Products Division, and General Manager of Osaka Sales Office	owned 3,256
		Apr. 2021	Executive Officer and General Manager of Corporate Planning Department	
		June 2021	Director, Executive Officer and General Manager of Corporate Planning Department	
	General Manager of Corporate Given his wealth of experience	ious operations of Planning Depart and expertise in	(present position)	orporate strategy. ntribute fully as a

consideration of these reasons, the Company proposes his election as Director.

	Name (D. Clint)		eer summary, position and responsibilities	Number of the Company's shares			
	(Date of birth)	(Signific	ant concurrent positions outside the Company)	owned			
		Nov. 2010	Legal Training & Research Institute of the Supreme Court of Japan				
		Dec. 2011	Completed the above training course				
		Dec. 2011	Registered as an Attorney at Law				
		Dec. 2011	Joined Ono Sogo Legal Profession Corporation				
	Satsuki Yoshioka	June 2021	Seconded to Personal Information Protection				
	(July 27, 1985)		Commission, Government of Japan (fixed-term	,			
	Reelection Outside Director		public officer)	(
	Independent Officer	June 2023	Returned to Ono Sogo Legal Profession Corporation				
		June 2023	Outside Director of the Company (present				
			position)				
5		(Significant o	concurrent positions outside the Company)				
5		-	aw (Ono Sogo Legal Profession Corporation)				
	[Reasons for her nomination as a	•	Outside Director and overview of expected roles	1			
	=		ce and specialist knowledge as an attorney at law in	the management of			
		•	Since she provides advice from a perspective of diver	~			
			pany's corporate governance. In consideration of the				
			ctor. She has never been directly involved in the man				
	company other than being an ou	tside officer. Ho	wever, the Company judges she will continue to pro	perly carry out her			
	duties as an Outside Director of	the Company fo	or the reasons described above. At the conclusion of t	this Ordinary			
	General Meeting of Shareholders, her tenure as Outside Director will have been one (1) year.						
	[Matters related to independence]						
	The Company has submitted notification to the Tokyo Stock Exchange that Satsuki Yoshioka has been appointed as an						
	_		d, the Company plans to continue the notification that	it she has been			
	appointed as an independent offi	cer.		T			
		Apr. 1983	Joined Hitachi, Ltd.				
		June 2001	Department Manager, Head of the 5th				
			Department, Mechanical Engineering Research				
			Laboratory, Hitachi, Ltd.				
		July 2009	General Manager, Head of Design &				
			Development Division, Engine Components				
			-				
	Yuzo Kadomukai		Division, Hitachi Automotive Systems, Ltd.				
	Yuzo Kadomukai (February 7, 1959)	Apr. 2010	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA				
	Yuzo Kadomukai (February 7, 1959) New appointment		Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION	(
	(February 7, 1959)	Apr. 2010 Apr. 2019	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice	(
	(February 7, 1959) New appointment		Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi	C			
	(February 7, 1959) New appointment Outside Director	Apr. 2019	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd.	(
6	(February 7, 1959) New appointment Outside Director		Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region,	(
6	(February 7, 1959) New appointment Outside Director	Apr. 2019 Jan. 2021	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd.	(
6	(February 7, 1959) New appointment Outside Director	Apr. 2019	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office,	C			
6	(February 7, 1959) New appointment Outside Director	Apr. 2019 Jan. 2021 Apr. 2022	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position)	(
6	(February 7, 1959) New appointment Outside Director	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company)	(
6	(February 7, 1959) New appointment Outside Director Independent Officer	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Actions)	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lyisor, Hitachi Astemo, Ltd.	(
6	(February 7, 1959) New appointment Outside Director Independent Officer	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Actual Candidate for Candid	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Outside Director and overview of expected roles]				
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Act of Candidate for Cexperience and	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Outside Director and overview of expected roles] knowledge in corporate management and research ar	nd development,			
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive having been involved in product	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Acts) candidate for Comperience and development at	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) dvisor, Hitachi Astemo, Ltd. Dutside Director and overview of expected roles] knowledge in corporate management and research ar and business operations mainly in the automotive-rela	nd development, ted business at			
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive having been involved in product Hitachi, Ltd. and also having ser	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Act candidate for Cexperience and development as ved as represented	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Dutside Director and overview of expected roles] knowledge in corporate management and research ar and business operations mainly in the automotive-rela tative director of a Hitachi group company. Based or	nd development, ted business at n this experience			
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive having been involved in product Hitachi, Ltd. and also having ser and insight, he is expected to act	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Act candidate for Cexperience and development and ved as representively ask questions)	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Dutside Director and overview of expected roles] knowledge in corporate management and research ar and business operations mainly in the automotive-rela tative director of a Hitachi group company. Based or ons and make proposals regarding group management	nd development, ted business at a this experience nt strategy and			
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive having been involved in product Hitachi, Ltd. and also having ser and insight, he is expected to act other issues during the Company	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Act candidate for Cexperience and development as ved as representively ask questives deliberations	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Dutside Director and overview of expected roles] knowledge in corporate management and research ar and business operations mainly in the automotive-rela tative director of a Hitachi group company. Based or	nd development, ted business at a this experience nt strategy and			
6	(February 7, 1959) New appointment Outside Director Independent Officer [Reasons for his nomination as a Yuzo Kadomukai has extensive having been involved in product Hitachi, Ltd. and also having ser and insight, he is expected to act other issues during the Company [Matters related to independence	Apr. 2019 Jan. 2021 Apr. 2022 (Significant of Executive Act candidate for Cexperience and development and ved as representively ask questives deliberations of the control of the contr	Division, Hitachi Automotive Systems, Ltd. President - Director, UNISIA OF GEORGIA CORPORATION Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (present position) concurrent positions outside the Company) lvisor, Hitachi Astemo, Ltd. Dutside Director and overview of expected roles] knowledge in corporate management and research ar and business operations mainly in the automotive-rela tative director of a Hitachi group company. Based or ons and make proposals regarding group management	nd development, ted business at a this experience ant strategy and gement strategy.			

Notes:

- 1. There are no special interests between the candidates and the Company.
- 2. Satsuki Yoshioka and Yuzo Kadomukai are candidates for Outside Director. They are candidates to be appointed as independent officers as provided for by Tokyo Stock Exchange, Inc.

- 3. The Company has concluded with Satsuki Yoshioka an agreement to limit her liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same act. If her reelection is approved, the Company plans to renew the agreement. The maximum amount of the liability for damages under the said agreement will be the minimum amount stipulated by the laws and regulations.
- 4. If the election of Yuzo Kadomukai is approved, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company will conclude with him an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of the liability for damages under the said agreement will be the minimum amount stipulated by the laws and regulations.
- 5. The Company has entered into a directors and officers liability insurance contract that covers Directors. If the election of Takahisa Sugiyama, Yoshitada Iguchi, Yukinobu Hasegawa, Yuichi Yokota, Satsuki Yoshioka and Yuzo Kadomukai is approved, they will be covered under the said insurance contract. Under the said insurance contract, damages caused as a result of the six insured Directors' assuming liability incurred in the execution of their duties or receiving claims pertaining to the pursuit of such liability shall be covered up to the total indemnity limit per period of insurance (1 billion yen). In addition, the Company plans to renew the agreement with the same terms and conditions at the next renewal.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Hideaki Kubo will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Corporate Auditor.

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

The candidate for 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
	Apr. 1986	Joined Sony Corporation (currently Sony Group Corporation)	
	Nov. 2001	General Manager in charge of Business Planning and Control of Digital Still Camera Business Division, Sony Corporation	
	Nov. 2004	General Manager in charge of Business Control and SCM of in-house venture company, Sony Corporation	
Masahiro Sawada (August 22, 1963)		General Manager of Corporate Planning and Control of Global Sales and Marketing Group, Sony Corporation	
New appointment Outside Corporate Auditor Independent Officer	June 2013	General Manager of Corporate Planning and SCM Strategy of Operation Platform, Sony Corporation, Concurrently Board of Director, Sony/Taiyo Corporation	0
	Apr. 2016	General Manager in charge of Corporate Planning and Control of Creative Center, Sony Corporation	
	Feb. 2017	Audit & Supervisory Board Member, Sony Marketing Inc. and other group companies	
	Nov. 2019	CFO, FRONTAGE inc.	
	June 2020	Corporate Officer CFO, FRONTAGE inc.	
	Sep. 2023	Retired from FRONTAGE inc. and Sony Group Corporation	

[Reasons for his nomination as a candidate for Outside Corporate Auditor]

Masahiro Sawada has been involved in a wide range of operations at Sony Corporation's business divisions, before taking on the role of CFO of its group company, working to strengthen governance as Audit & Supervisory Board Member of its group company. Based on this extensive experience and knowledge, he is expected to contribute to strengthening governance and other activities as Corporate Auditor of the Company. In consideration of these reasons, the Company proposes his election as Outside Corporate Auditor.

[Matters related to independence]

If the election of Masahiro Sawada is approved in this proposal, the Company plans to designate him as an independent officer as provided for by Tokyo Stock Exchange, Inc.

Notes:

- 1. There are no special interests between Masahiro Sawada and the Company.
- 2. Masahiro Sawada is a candidate for Outside Corporate Auditor. He is a candidate to be appointed as an independent officer as provided for by Tokyo Stock Exchange, Inc.
- 3. If the election of Masahiro Sawada is approved, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company will conclude with him an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of the liability for damages under the said agreement will be the minimum amount stipulated by the laws and regulations.
- 4. The Company has entered into a directors and officers liability insurance contract that covers Corporate Auditors. If the election of Masahiro Sawada is approved, he will be covered under the said insurance contract. Under the said insurance contract, damages caused as a result of the insured Corporate Auditors' assuming liability incurred in the execution of his duties or receiving claims pertaining to the pursuit of such liability shall be covered up to the total indemnity limit per period of insurance (1 billion yen). In addition, the Company plans to renew the agreement with the same terms and conditions at the next renewal.

Director and Corporate Auditor Skill Matrix After the Ordinary General Meeting of Shareholders

Name	Position	Corporate management	Finance/ Accounting	Legal/ Compliance	Sales/ Marketing	R&D/ Manufacturing technologies	International business	Risk management
Takahisa Sugiyama	Representative Director, President CEO	0			0		0	0
Yoshitada Iguchi	Representative Director, Vice President CFO	0	0	0				
Yukinobu Hasegawa	Director CTO	0			0	0		
Yuichi Yokota	Director	0			0			0
Satsuki Yoshioka	Outside Director			0				0
Yuzo Kadomukai	Outside Director	0				0	0	
Fumiaki Hayashi	Full-time Corporate Auditor (outside)	0						0
Masahiro Sawada	Full-time Corporate Auditor (outside)		0					0
Mutsuo Emi	Corporate Auditor (outside)		0					0

Proposal 4: Election of One (1) Substitute Corporate Auditor

Since the election of substitute Corporate Auditor Akihiro Ishikura, who was elected at the 124th Ordinary General Meeting of Shareholders held on June 29, 2023, will cease to be effective at the commencement of this Ordinary General Meeting of Shareholders, the Company proposes that one (1) substitute Corporate Auditor be elected to prepare for a case where the number of Corporate Auditors falls below the number stipulated by laws and regulations.

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)	(Sig	Number of the Company's shares owned	
Akihiro Ishikura (September 14, 1955)	Apr. 1979 Apr. 2007 June 2007 June 2012 June 2013 Apr. 2019 Apr. 2020 July 2020 June 2021	Joined the Company General Manager of Corporate Planning Department and Manager of Internal Auditing Section Director, responsible for General Affairs Department, Legal Affairs Section, Finance and Accounting Department and Purchasing Department, General Manager of Corporate Planning Department, and Manager of Internal Auditing Section Managing Director, in charge of Administrative Department, and General Manager of Corporate Planning Department Representative Director and President, VINYFRAME INDUSTRY CO., LTD. Representative Director and Chairman, VINYFRAME INDUSTRY CO., LTD. Counselor, VINYFRAME INDUSTRY CO., LTD. Full-time Corporate Auditor of the Company Retired as Full-time Corporate Auditor of the Company	owned 6,000
	June 2021	Substitute Corporate Auditor of the Company	

[Reasons for his nomination as a candidate for substitute Corporate Auditor]

Akihiro Ishikura has overseen the administrative divisions in the Company for many years and has served as Managing Director and Full-time Corporate Auditor, acquiring a wealth of managerial experience. The Company proposes his election as substitute Corporate Auditor, as he is expected to utilize his experience and knowledge and apply them in executing the role of Corporate Auditor.

Notes:

- 1. There are no special interests between the candidate and the Company.
 - The Company has concluded with Akihiro Ishikura an agreement to limit his liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same act. If his reelection is approved, the Company plans to renew the agreement. The maximum amount of the liability for damages under the said agreement will be the minimum amount stipulated by the laws and regulations.
 - The Company has entered into a directors and officers liability insurance contract that covers Corporate Auditors. If the election of Akihiro Ishikura is approved, he will be covered under the said insurance contract. Under the said insurance contract, damages caused as a result of the insured Corporate Auditors' assuming liability incurred in the execution of his duties or receiving claims pertaining to the pursuit of such liability shall be covered up to the total indemnity limit per period of insurance (1 billion yen). In addition, the Company plans to renew the agreement with the same terms and conditions at the next renewal.