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> (Stock Exchange Code 6420) June 11, 2024 (Commencement Date of Electronic Provision Measures: June 4, 2024)

#### To Shareholders with Voting Rights:

Go Fukushima President FUKUSHIMA GALILEI CO. LTD. 2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka

# NOTICE OF CONVOCATION OF THE 73RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are hereby informed that the 73rd Annual General Meeting of Shareholders of FUKUSHIMA GALILEI CO. LTD. (the "Company") will be held for the purposes as described below.

In convening this meeting, 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 on the following website on the Internet.

The Company's website: https://www.galilei.co.jp/en/

The matters subject to the electronic provision measures are also posted on the website of Tokyo Stock Exchange (TSE Listed Company Search).

TSE website: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the TSE website above, enter "Fukushima Galilei" in the "Issue name (company name)" or "6420" in the "Code," and click "Search," and then select "Basic information" followed by "Documents for public inspection/PR information" to view the information provided.

If you are unable to attend the meeting, please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to the electronic provision measures, and return to us the Voting Rights Exercise Form or enter your vote on the Internet, etc. by following instructions (in Japanese version only) by 5:30 p.m. on Tuesday, June 25, 2024, Japan time.

1.	Date and Time:	Wednesday, June 26, 2024 at 10:00 a.m. Japan time
2.	Place:	8F, Galilei Group Head Office Building
		2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka
3.	Meeting Agenda:	·
	8 8	1. The Business Report, Consolidated Financial Statements for the Company's
		73rd 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 73rd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1:	Appropriation of Surplus
Proposal 2:	Approval of Absorption-Type Company Split Agreement
Proposal 3:	Partial Amendments to the Articles of Incorporation
Proposal 4:	Election of Six (6) Directors (excluding Directors who are Audit and
	Supervisory Committee Members)
Proposal 5:	Election of Four (4) Directors who are Audit and Supervisory Committee
	Members
r Matters Decide	ed in Connection with this Convocation.

## 4. Other Matters Decided in Connection with this Convocation:

- (1) If you exercise your voting rights by proxy, such proxy shall be limited to one shareholder who has voting rights in the Company.
- (2) If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval.
- (3) If you exercise your voting rights both by mail and via the Internet, etc., the vote cast via the Internet shall be deemed valid. If you exercise your voting rights multiple times via the Internet, etc., the last vote shall be deemed valid.
- When attending the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.
- This year, the Company will deliver paper copies of the matters subject to the electronic provision measures to all shareholders regardless of whether or not they have requested a paper copy (in Japanese). The paper copy does not include following items in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation. Accordingly, the paper copy constitutes only part of the documents audited by the Accounting Auditor and the Audit and Supervisory Committee in preparation of audit reports.
  - Notes to Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements
  - Accounting Auditor's Audit Report on Consolidated Financial Statements
  - Accounting Auditor's Audit Report on Non-consolidated Financial Statements
  - Audit and Supervisory Committee's Audit Report
- Should the matters subject to the electronic provision measures require revisions, the revised versions will be posted on the respective websites where these matters are posted (in Japanese).

# **Reference Documents for the General Meeting of Shareholders**

#### **Proposals and References**

**Proposal 1:** Appropriation of Surplus

While considering internal reserves to strengthen the Company's corporate structure and to prepare for future business expansion, in order to reward shareholders for their continued support, the Company proposes dividends of 105 yen per share.

#### Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

- (2) Items related to the allocation of dividend property to shareholders and the total amount thereof 105 yen per common share of the Company Total of 2,101,982,085 yen
- (3) Date the distribution of surplus takes effect: June 27, 2024

#### Proposal 2: Approval of Absorption-Type Company Split Agreement

With the Company's transition to a holding company structure, the Company will conduct an absorptiontype company split (hereinafter "the Company Split") in which the Company will have its wholly owned subsidiary, FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD. (hereinafter "the Succeeding Company"), succeed to the rights and obligations related to the manufacture, sale, and construction of commercial refrigerators/freezers and refrigerated/freezer showcases and all other associated businesses operated by the Company, and it entered into an absorption-type company split agreement pertaining to the Company Split on May 8, 2024.

In this proposal, the Company requests approval for the particulars of the absorption-type company split agreement pertaining to the Company Split. The effective date of the Company Split is scheduled for April 1, 2025, and conditional on the approval of this proposal and Proposal 3 "Partial Amendments to the Articles of Incorporation," the Company plans to change its trade name to "GALILEI CO. LTD.," effective on the same date.

#### 1. Reasons for Absorption-Type Company Split

Since its foundation, the GALILEI Group ("the Group") has realized its growth by engaging in solutions to social issues and creating social value through its business activities. Declaring our purpose, "Leading the Way for the Future of Food and Life," we address many social issues, such as food waste, the realization of a carbon-free society, and shortages in the working population, with sincerity and provide solutions to those issues. In doing so, we are working to realize a sustainable society and enhance medium- to long-term corporate value.

In transitioning to a holding company structure, we aim to strengthen our Group management structure and further enhance corporate value by (1) demonstrating Group synergies through the optimal distribution of people, funds, and other management resources, (2) using M&As to expand our business and take on the challenge of new fields, and (3) clarifying profitability and management responsibility in each business and increasing their autonomy.

#### 2. Overview of Particulars of Absorption-Type Company Split Agreement

#### Absorption-Type Company Split Agreement (Copy)

FUKUSHIMA GALILEI CO. LTD. (hereinafter "X") and FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD. (hereinafter "Y") hereby enter into an absorption-type company split agreement (hereinafter "the Agreement") as follows, concerning an absorption-type company split (hereinafter "the Absorption-Type

Company Split") in which X shall cause Y to succeed to the rights and obligations that X holds in relation to the businesses set forth in Article 1.

Article 1 (Absorption-Type Company Split)

- 1. In accordance with the provisions of the Agreement, under the Absorption-Type Company Split, X shall cause Y to succeed to, and Y shall succeed to, the rights and obligations provided in Article 3, Paragraph 1 related to the manufacture, sale, and construction of commercial refrigerators/freezers and refrigerated/freezer showcases and all other associated businesses operated by X (hereinafter "the Succeeded Businesses").
- 2. The trade names and addresses of X and Y are as follows.

(1) X (Splitting Company)

	Trade name:	FUKUSHIMA GALILEI CO. LTD.
	Address:	2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka
(2)	Y (Succeeding Company)	
	Trade name:	FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD.
	Address:	2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka

Article 2 (Effective Date)

The date on which the Absorption-Type Company Split takes effect (hereinafter "the Effective Date") shall be April 1, 2025. However, if necessary according to the progress of the Absorption-Type Company Split procedures, this may be changed according to the provisions of the Companies Act upon consultation between X and Y.

Article 3 (Rights and Obligations to be Succeeded)

- 1. By the Absorption-Type Company Split, Y shall succeed from X on the Effective Date the assets, debts, employment agreements, and other rights and obligations listed in the attached "Statement of Rights and Obligations to be Succeeded."
- 2. Succession to the debts that Y is to succeed to pursuant to the preceding paragraph shall be made by the method of assumption of obligation not releasing obligor. However, the final bearer of the debt between X and Y in this case shall be Y, and when X exercises or otherwise assumes the succeeded debt, X may seek reimbursement for the total assumed amount from Y.

Article 4 (Money, etc. Delivered at the Time of the Absorption-Type Company Split)

At the time of the Absorption-Type Company Split, Y shall issue 8,000 shares of common stock of Y and allocate and deliver all of those shares to X.

Article 5 (Matters Concerning Share Capital and Reserves)

The amounts of share capital and reserves of Y that should be increased due to the Absorption-Type Company Split are as follows.

(1) Share capital	80,000,000 yen
(2) Capital reserve	5,000,000 yen
(3) Retained earnings reserve	0 yen

Article 6 (General Meeting of Shareholders for Approval of Absorption-Type Company Split, etc.)

- 1. X shall pass resolutions of the General Meeting of Shareholders for the approval of the Agreement and matters necessary for the Absorption-Type Company Split by the day immediately preceding the Effective Date.
- 2. Y shall pass resolutions of the General Meeting of Shareholders (including cases in which resolutions of the General Meeting of Shareholders has been deemed to have been passed pursuant to Article 319, Paragraph (1) of the Companies Act) for the approval of the Agreement and matters necessary for the Absorption-Type Company Split by the day immediately preceding the Effective Date.

### Article 7 (Non-competition Obligation)

X shall bear no non-competition obligation whatsoever toward Y with respect to the Succeeded Businesses

to which Y will succeed.

Article 8 (Duty of Due Care of a Prudent Manager of Company Assets)

After conclusion of the Agreement, until the arrival of the Effective Date of the Absorption-Type Company Split, X and Y shall execute their respective operations and manage all assets with the duty of due care of a prudent manager, and if conducting any act that will have a material impact on the Succeeded Businesses, conduct such act upon prior consultation between X and Y.

Article 9 (Amendment of Conditions of Absorption-Type Company Split and Cancellation of Absorption-Type Company Split Agreement)

If, after the conclusion of the Agreement until the arrival of the Effective Date of the Absorption-Type Company Split, a material change occurs to the assets or state of management of either X or Y due to natural disaster or other reason, a situation arises that will become a significant impediment to the execution of the Absorption-Type Company Split, or there is any other event in which the achievement of the objectives of the Absorption-Type Company Split will become difficult, the conditions of the absorption-type company split may be amended or the Agreement may be cancelled upon consultation between X and Y.

Article 10 (Effect of the Absorption-Type Company Split Agreement)

The Agreement shall lose effect in the event of any of the following items.

- (1) If approval for the Agreement has not been obtained in the general meeting of shareholders or other approval body of either X or Y by the day immediately preceding the Effective Date
- (2) If approval, etc. has not been obtained by the relevant government agency pursuant to laws and regulations by the Effective Date

Article 11 (Unstipulated Matters)

Any matters other than the matters stipulated in this Agreement that are required for the Absorption-Type Company Split shall be stipulated upon consultation between X and Y in accordance with the intent of the Agreement.

IN WITNESS WHEREOF, X and Y have caused this Agreement to be executed in one copy, X shall retain the original, and Y shall retain a copy thereof.

May 8, 2024

(X)	FUKUSHIMA GALILEI CO. LTD. 2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka Go Fukushima, President	{Seal}
(Y)	FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD. 2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka Go Fukushima, President	{Seal}

[Attachment: Statement of Rights and Obligations to be Succeeded]

The rights and obligations to which Y will succeed from X in the Absorption-Type Company Split shall be as follows.

Of these rights and obligations, assets and debts and other liabilities shall be finalized based on the balance sheet as of March 31, 2024 and any other calculations made on the same day, upon the addition or subtraction of any increases or decreases by the Effective Date of the Absorption-Type Company Split.

1. Assets

(1) Current assets

Cash and deposits, merchandise and finished goods, work in process, raw materials and supplies, prepaid expenses, short-term loans receivable, advances paid, suspense payments, and other current assets attributable to the Succeeded Businesses

- (2) Non-current assets
  - i. Property, plant and equipment Machinery and equipment, vehicles, tools, furniture and fixtures, and other property, plant and equipment attributable to the Succeeded Businesses
  - ii. Intangible assets Software and other assets attributable to the Succeeded Businesses
  - iii. Investments and other assets Long-term loans receivable, prepaid pension costs, long-term claims, and other assets attributable to the Succeeded Businesses

### 2. Debts

(1) Current liabilities

Accrued expenses, deposits received, advances received, provision for bonuses, provision for product warranties, provision for loss on construction contracts, unsettled employee expenses, and other current liabilities attributable to the Succeeded Businesses

- (2) Non-current liabilities Long-term deposits received and other non-current liabilities attributable to the Succeeded Businesses
- 3. Other rights and obligations, etc. to be succeeded
  - (1) Employment agreements

Any and all contractual statuses under employment agreements with employees mainly engaged in the Succeeded Businesses (including full-time regular employees, limited-conditions employees (no fixed term), limited-conditions employees (fixed term), temporary employees, casual employees, advisors, persons seconded to other companies, persons given provisional offers of employment (persons scheduled to engage mainly in the Succeeded Businesses), etc.) and any and all rights and obligations that arise based on those agreements

(2) Other agreements

Any and all contractual statuses under subcontracting agreements, rental agreements, lease agreements, franchise agreements and other agreements related to the Succeeded Businesses and any all rights and obligations that arise based on those agreements. However, if Y's succession through the Absorption-Type Company Split to a contractual status of X or to the rights and obligations based on that agreement included in the succeeded rights and obligations will infringe on X's obligations set forth in that agreement and the consent of the counterparty to that agreement for the release from those obligations cannot be obtained, or if it is unlikely that any necessary procedures for Y's succession to X's contractual status, etc. under that agreement will be executed by the day immediately preceding the Effective Date and Y's succession to X's contractual status, etc. under that agreement will be materially detrimental to the interests of X, Y, or another subsidiary of X, such contractual status, etc. shall be excluded from the succeeded rights and obligations.

- (3) Other rights and obligations to be succeeded Any and all intellectual property and know-how attributable to the Succeeded Businesses and the rightsto-use and licenses to same
- (4) Permissions and approvals, etc. All permissions, permits, approvals, registrations, etc. obtained with respect to the Succeeded Businesses that are able to be succeeded under laws and regulations

End of document

# 3. Overview of Particulars Set Forth in Article 183 of the Regulations for Enforcement of the Companies Act

(1) Matters concerning the appropriateness of the consideration of company split

The number of shares to be issued to the Company by the Succeeding Company as a result of the Company Split and the matters concerning the amounts of share capital and capital reserve of the Succeeding Company are as stated below, and the Company has judged them to be appropriate.

i. Matters concerning total consideration

At the time of the Company Split, the Succeeding Company will newly issue 8,000 shares of its common stock and allocate and deliver all of those shares to the Company as the splitting company. As the Succeeding Company is a wholly owned subsidiary of the Company, and all shares to be newly issued by the Succeeding Company at the time of the Company Split will be delivered to the Company, the number of shares to be issued by the Succeeding Company has been decided upon consultation between the two companies, and the Company has judged it to be appropriate.

ii. Matters concerning the appropriateness of the amounts of share capital and capital reserve

The amounts by which the Succeeding Company's share capital and capital reserve will increase due to the Company Split are as follows. The Company has judged these amounts to be appropriate in light of the nature of the business after the Company Split and the assets and liabilities to be succeeded.

Share capital	80,000,000 yen
Capital reserve	5,000,000 yen
Retained earnings reserve	0 yen

(2) Matters Concerning Financial Statements, etc.

Because the Succeeding Company was established on May 1, 2024, no finalized, most recent business year exists. The balance sheet of the Succeeding Company on the day of its incorporation is as follows.

			(thousand yen)
Account	Amount	Account	Amount
(Assets)		(Liabilities)	-
Current assets		(Net assets)	
Cash and deposits	40,000	Share capital	20,000
_		Capital reserve	20,000
Total assets	40,000	Total liabilities and net assets	40,000

(3) Matters concerning the disposal of significant assets after the last day of the most recent business year of the companies party to the absorption-type company split. There are no applicable matters.

## Proposal 3: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments

As stated in Proposal 2 "Approval of Absorption-Type Company Split Agreement," the Company plans to transit to a holding company structure as of April 1, 2025. Accordingly, the Company shall amend Article 1 (Trade Name) and Article 2 (Purpose) of the current Articles of Incorporation.

These amendments shall come into effect on the effective date of the Company Split.

2. Details of Amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

	(Amended parts are underlined.)
Current Articles of Incorporation	Proposed Amendments
CHAPTER 1 General Provisions	CHAPTER 1 General Provisions
(Trade Name) Article 1 The name of the Company shall be <u>Fukushima Galilei Kabushiki Gaisha</u> in Japanese and <u>FUKUSHIMA GALILEI CO. LTD.</u> in English.	(Trade Name) Article 1 The name of the Company shall be <u>Galilei Kabushiki Gaisha</u> in Japanese and <u>GALILEI CO. LTD.</u> in English.
(Purpose)	(Purpose)
Article 2 The purpose of the Company shall be to engage in the following businesses.	Article 2 The purpose of the Company shall be to engage in the following businesses and their relevant businesses and to control and administer business activities of domestic and overseas companies engaging in the following businesses and their relevant businesses by holding the companies' observes or interests
1. to 4. (Omitted) (Newly established)	<u>companies' shares or interests</u> . 1. to 4. (Unchanged) <u>5. Manufacture and sale of prefabricated</u> <u>refrigerators/freezers, clean rooms, or similar panel</u> products.
(Newly established)	6. Manufacture and sale of food processing machines, industrial machines, and environmental devices.
(Newly established)	7. Manufacture and sale of automated equipment for production lines and logistics lines.
5. Contracting of installation work and maintenance of equipment mentioned in the preceding items.	8. Design, installation work, maintenance, and import/export of equipment mentioned in the preceding items.
<u>6.</u> Heat insulation, cold insulation, and heat protection construction.	<u>9.</u> Heat insulation, cold insulation, and heat protection construction.
<u>7.</u> Planning, design, and construction of stores and kitchens.	<u>10.</u> Planning, design, and construction of stores and kitchens.
<ul> <li><u>8</u>. Leasing and administration of real estate and management of parking lots.</li> <li><u>9</u>. Construction business and interior finish business.</li> <li><u>10</u>. Development and sale of computers and their peripheral equipment and software.</li> <li><u>11</u>. Licensing and operation of industrial property rights such as patent rights, utility model rights, design rights, and trademark rights.</li> <li><u>12</u>. Manufacture and sale of bread.</li> <li><u>13</u>. Management of restaurants.</li> <li><u>14</u>. Production and sale of printed materials.</li> </ul>	<ul> <li><u>11.</u> Leasing and administration of real estate and management of parking lots.</li> <li><u>12.</u> Construction business and interior finish business.</li> <li><u>13.</u> Development and sale of computers and their peripheral equipment and software.</li> <li><u>14.</u> Licensing and operation of industrial property rights such as patent rights, utility model rights, design rights, and trademark rights.         <ul> <li>(Deleted)</li> <li>(Deleted)</li> </ul> </li> </ul>
<ul> <li><u>14.</u> Production and safe of printed materials.</li> <li><u>15.</u> Any and all duties incidental or related to any of the preceding items.</li> </ul>	<ul> <li><u>15.</u> Production and sale of printed materials.</li> <li><u>16.</u> Any and all duties incidental or related to any of the preceding items.</li> </ul>

Current Articles of Incorporation	Proposed Amendments
Articles 3 to 39 (Omitted)	Articles 3 to 39 (Unchanged)
Supplementary Provisions Article 1 (Omitted)	Supplementary Provisions Article 1 (Unchanged)
(Newly established)	Article 2The provision of Article 1 (Trade Name)and Article 2 (Purpose) shall come into effect onApril 1, 2025, on the assumption that the approvalof absorption-type company split agreement,which is to be discussed in the annual generalmeeting of shareholders scheduled to be held onJune 26, 2024, is approved and adopted asoriginally proposed, and that the absorption-typecompany split comes into effect based on theabsorption-type company split agreementapproved and adopted in the said proposal. Thisarticle shall be deleted on the effective date ofApril 1, 2025.

# **Proposal 4:** Election of Six (6) 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; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

The election of director candidates is determined at the Board of Directors' meeting upon receiving a report from the Nomination Advisory Committee, a voluntary body comprised of Outside Directors. In addition, the Audit and Supervisory Committee has evaluated each candidate's business execution in the current fiscal year, and provided the opinion that all of them are qualified for the Company's director candidates.

The candidates for Director are as follows.

No.	Name	Current positions	Candidate attributes	Attendance at Board of Directors
1	Yutaka Fukushima	Chairman	Reappointment	13/13 (100%)
2	Go Fukushima	President	Reappointment	13/13 (100%)
3	Akira Fukushima	Director, Vice Chairman, and Executive Officer	Reappointment	13/13 (100%)
4	Mitsuru Katayama	Director and Managing Executive Officer	Reappointment	13/13 (100%)
5	Kenji Nagao	Director and Managing Executive Officer	Reappointment	13/13 (100%)
6	Kozo Mizutani	Director and Senior Executive Officer	Reappointment	13/13 (100%)

Reappointment: A candidate for reappointed Director

No.	Name (Date of birth)	I	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance
1	Reappointment Yutaka Fukushima (August 6, 1950)	Representative D	Joined the Company General Manager, Sales Development Department Managing Director (in charge of sales) Senior Managing Director; General Manager, Sales Headquarters President Outside Director, Tenpos Holdings, Inc. (current position) Chairman & CEO of the Company Chairman To the present urrent positions] irector, Fukushima Machinery Sales Co., Ltd. irector, FUKUSHIMA TRADING CO., Ltd. Tenpos Holdings, Inc.	989,633 shares	13/13 (100%)
	[Reason for nomination as candidate for Director] Mr. Yutaka Fukushima has been engaged in corporate management over many years as a representative director of the Company since April 1992, expanding the Company's business through his broad network of connections, and appropriately executing his duties. Therefore, the Company has judged that he is qualified as a Director of the Company. [Message to Shareholders] The Group will transit to a holding company structure in the next fiscal year. We would like to enhance the Group's corporate value and eventually to solve social issues while all the businesses and companies of the Group work closely with customers. In order to achieve this, the key is to foster a large number of management personnel. I am determined to devote the rest of my life to human resource development.				

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company	Attendance at Board of Directors
		January 2005 April 2010 April 2011 April 2012 April 2013 June 2013	Joined the Company General Manager, Osaka Sales Department I, Kansai Branch Office Executive Officer; Deputy Branch Office Manager, East Japan Branch Office Managing Executive Officer; Branch Office Manager, East Japan Branch Office (in charge of Tokyo Sales Department II and Yokohama Branch Store), and General Manager, Sales Development Department Managing Executive Officer; Branch Office Manager, East Japan Branch Office (in charge of Tohoku Branch Store, Tokyo Sales Department II, Sales Development Department, Tokyo CS Department, Tokyo Technology Department, and SB Business Department), and responsible for ST Marketing Managing Director; Branch Office Manager, East Japan Branch Office (in charge of Tohoku Branch Store, Tokyo Sales Department II, Sales Development Department, Tokyo CS Department, Tokyo Technology Department, Tokyo	held	
	Reappointment Go Fukushima (May 23, 1977)	April 2014	and SB Business Department), and responsible for ST Marketing Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Tohoku and Shinetsu Branch	94,524 shares	13/13 (100%)
2		April 2016	Store, Tokyo Sales Department II, Kanto Service Center, and Tokyo Technology Department Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Hokkaido, Tohoku and Yokohama Branch Store, Kanto Service Center, Tokyo Technology Department and Tokyo Construction		
		April 2019	Department Senior Managing Director; General Manager, Sales Headquarters; in charge of Kanto Service Center, Tokyo Technology Department and Tokyo Construction Department		
		April 2020	Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Information Strategy Department, Kanto Service Center, Tokyo Construction Department and Tokyo Management Department		
		June 2022 June 2023	President, Executive Officer and COO President and Executive Officer To the present		

Mr. Go Fukushima has endeavored to expand the showcase business as Executive Officer since April 2011. Since April 2014, he has supervised the Company's sales division as General Manager of the Sales Headquarters and expanded the business with his demonstrated management skills. Serving as President and Executive Officer since June 2022, he appropriately executes his duties with his abundant operational knowledge, experience and achievements, and therefore the Company has judged that he is qualified as a Director of the Company.

[Message to Shareholders]

I would like to express my appreciation for our shareholders' continued support, which enabled us to achieve record-high sales and profit last year.

In this fiscal year, we are conducting activities as a year to start various challenges by looking ahead to the next five and 10 years. We hope you look forward to the high level challenge the GALILEI Group is promoting.

No.	Name (Date of birth)	]	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
3	Reappointment Akira Fukushima (February 6, 1958)		Joined the Company General Manager, Production Management Department Factory Manager, Head Office Factory Director; Factory Manager, Head Office Factory, Manufacturing Headquarters Managing Director; Factory Manager, Osaka Factory Senior Managing Director; Branch Office Manager, Tokyo Branch Office, and General Manager, Sales Strategy Department Senior Managing Director; General Manager, Sales Headquarters, and Branch Office Manager, Tokyo Branch Office Senior Managing Director; General Manager, Sales Headquarters Senior Managing Director; General Manager, Sales Headpuarters Senior Managing Director; General Manager, Sales Headpuarters Director; Vice President; in charge of FMS Business Department and Engineering Business Department Director; Vice Chairman; Executive Officer; in charge of FMS Business Department, Engineering Business Department, and Asian Business Department To the present urrent positions] irrector, TCSP Ltd. irrector, CALILEI PANEL CREATE CO. LTD.	673,189 shares	13/13 (100%)
	Manager of the Sales companies since Janua	n as candidate for D has endeavored to e Headquarters since A ary 2013. With abun		the Compar	ny's group
	[Message to Sharehold In fiscal year 2023, we as a whole and each of For the promotion of s ," we established eigh	lers] e were able to grow s f our Group compani sustainability, in order t materialities and s	significantly as we were in last year, with stable performance of FU	ood and Life rely to solve	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions			
4	Reappointment Mitsuru Katayama (April 29, 1951)	January 1977 April 1992 April 1993 April 2002 April 2003 June 2004 April 2006 May 2007 April 2009 April 2010 April 2011 June 2022	Joined the Company General Manager, Sales Department I Branch Store Manager, Fukuoka Branch Store Executive Officer; Branch Office Manager, Kyushu Branch Office Executive Officer; Branch Store Manager, Fukuoka Branch Store Director; Branch Store Manager, Fukuoka Branch Store Director; Branch Office Manager, West Japan Branch Office Director; Block Manager, Kyushu Block Director; Block Manager, Kyushu Block Managing Director; Block Manager, West Japan Block Managing Director; Branch Office Manager, West Japan Branch Office Director and Managing Executive Officer; Branch Office Manager, West Japan Branch Office To the present	38,359 shares	13/13 (100%)	
	[Reason for nominatio Mr. Mitsuru Katayam supervised the West Ja with abundant operatio a Director of the Comp [Message to Sharehold I will continue to be in We will work together sought after by young build a system to go or	ely executes d that he is q	his duties ualified as			

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
5	Reappointment Kenji Nagao (November 11, 1956)	April 1979 April 2001 April 2003 April 2007 April 2009 June 2009 April 2011 April 2012 April 2015 June 2016 April 2019 June 2022 December 2023	Joined the Company General Manager, Sales Department I, Tokyo Branch Office Factory Manager and General Manager, Production Department, Shiga Factory Executive Officer; General Manager, Manufacturing Headquarters, and Factory Manager, Shiga Factory Executive Officer; General Manager, Manufacturing Headquarters, Factory Manager, Okayama Factory, and in charge of Technology Director; General Manager, Manufacturing Headquarters and Factory Manager, Okayama Factory, and in charge of Technology Director; General Manager, Manufacturing Headquarters and Factory Manager, Okayama Factory, and in charge of No. 1 Technology Capability Director; General Manager, Manufacturing Headquarters, and Factory Manager, Okayama Factory Director; General Manager, Manufacturing Headquarters, and Factory Manager, Okayama Factory Director; General Manager, Manufacturing Headquarters; in charge of Group Production Supervision and Technology Development Center Managing Director; General Manager, Manufacturing Headquarters; responsible for Group Quality Control; in charge of Group Production Supervision Director and Managing Executive Officer; General Manager, Manufacturing Headquarters; responsible for Group Quality Control; in charge of Group Production Supervision	30,075 shares	13/13 (100%)
	appropriately executes has judged that he is q	ndeavored to enhan his duties with abu ualified as a Directo	ce productivity as General Manager of Manufacturing Headquarter ndant operational knowledge, experience, and achievements, and		
		ring Headquarters	will take on the high level challenge to create ultimate value, r dates, pursue superior quality, and enhance work environment.	naximize ado	led value,

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
6	Reappointment Kozo Mizutani (November 11, 1960)	April 1984 April 2002 April 2006 April 2009 June 2009 April 2011 April 2013 April 2016 April 2019 April 2020 June 2022	Joined the Company General Manager, Sales Strategy Department, Tokyo Branch Office Executive Officer; General Manager, Sales Department III, General Manager, Sales Strategy Department, and General Manager, Foods Consultant Office, Tokyo Branch Office Executive Officer; Block Manager, Kanto Block III, and in charge of Foods Consultant Office Director; Block Manager, Kanto Block III, and in charge of Foods Consultant Office Director; n charge of Tokyo Sales Department III and IV, Foods Consultant Office, and H&C Business Department, and responsible for FS Marketing Director; Deputy Branch Office Manager, East Japan Branch Office (in charge of Tokyo Sales Department III and IV, Chiba, Yokohama, and West Tokyo Branch Store, Foods Consultant Office, and H&C Business Department), and responsible for FS Marketing Director; Deputy Branch Office Manager, East Japan Branch Office; responsible for FS Business; in charge of Tokyo Sales Department III, IV, and V, Kanto and Chiba Branch Office; responsible for FS Business; in charge of Tokyo Sales Department III, IV, and V, Kanto and Chiba Branch Store, H&C Business Department and Foods Consultant Office Director; Branch Office Manager, East Japan Branch Office; responsible for FS Business; in charge of Hokkaido and Yokohama Branch Stores, Tokyo Sales Department V, H&C Business Department and Foods Consultant Office Director; Branch Office Manager, Chubu Branch Office Director and Senior Executive Officer; Branch Office Manager, Chubu Branch Office	26,593 shares	13/13 (100%)
	performance of the Ch abundant operational Director of the Compa	as endeavored to e nubu region as Bra knowledge, exper any.	Director] expand the refrigerator business. Since April 2020, he has endeavor- nch Office Manager of the Chubu Branch Office. He appropriately e ience, and achievements, and therefore the Company has judged th	executes his d	luties with
	the Way for the Futur growth. We will aim t fluorocarbon products	esponsible for the C re of Food and Life o be a one-of-a-kin s that have been 1 or Standards Act (r	Chubu Branch Office. The GALILEI Group will make efforts so that the," which is the purpose of the Group, will help solve social issues and company for our customers. We will work to promote our environ aunched, and strengthen energy-saving proposals. We will also for elating to overtime work and work on days off), and strive to create with their job.	and lead to commentally-fricology and lead to commentally fricology and the age of the second	ompanies' endly non- reement of

#### **Proposal 5:** Election of Four (4) Directors who are Audit and Supervisory Committee Members

The term of office of four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors who are Audit and Supervisory Committee Members is proposed.

The consent of the Audit and Supervisory Committee has been obtained for this proposal. The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions	Candidate attributes	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1	Hiroshi Takeuchi	Director (Full-time Member of Audit and Supervisory Committee)	Reappointment Outside Independent	13/13 (100%)	14/14 (100%)
2	Takao Fujikawa	Director (Audit and Supervisory Committee Member)	Reappointment Outside Independent	13/13 (100%)	14/14 (100%)
3	Keiichi Yodoshi	Director (Audit and Supervisory Committee Member)	Reappointment Outside Independent	13/13 (100%)	14/14 (100%)
4	Eriko Nashioka	Director (Audit and Supervisory Committee Member)	Reappointment Outside Independent	12/13 (92%)	13/14 (93%)

Reappointment: A candidate for reappointed Director

Outside: A candidate for Outside Director

Independent: An independent director stipulated by the provisions of the Tokyo Stock Exchange

No	Name (Date of birth)	2	experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
	Reappointment Outside Independent Hiroshi Takeuchi (March 28, 1950)	April 1973 November 1995 June 2001 June 2007 June 2010 June 2020	Joined Konishiroku Photo Industry Co., Ltd. (currently KONICA MINOLTA, INC.) General Manager, Osaka Sales Department, Konica Corporation President and Representative Director, Konica Color Imaging Corporation Full-time Corporate Auditor, Konica Minolta Opto, Inc. Full-time Corporate Auditor, the Company Director and Full-time Member of Audit and Supervisory Committee To the present	5,016 shares	13/13 (100%)	14/14 (100%)
1	expected role to p The Company ha auditor and his al on his knowledge His term of office this General Mee [Message to Shar As a company wi	play] s judged that Mr. Hin bundant knowledge of e, and contribute to in e as Outside Director ting of Shareholders reholders] th an Audit and Supe	for Outside Director who is Audit and Supervisory Co roshi Takeuchi is qualified to audit the business execution on corporate accounting. He is expected to continue to pro- proving the transparency of the Board of Directors, and pla- who is Audit and Supervisory Committee Member will b	by utilizing l ovide sugges ay a role in ov e four (4) ye agement by s	his career as tions and ad verseeing ma ars at the con separating m	a full-time lvice based anagement. nclusion of anagement

supervision and execution. We will speed up management by promptly responding to changes in the business environment, while we recognize that the Company requires a strict governance structure as a company listed on the Prime Market. As an Audit and Supervisory Committee Member, I will strive to secure transparency and fairness and contribute to the sound and sustainable growth of the Company through audit and supervision.

No.	Name (Date of birth)		experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
2	Reappointment Outside Independent Takao Fujikawa (March 7, 1950)	April 1973 October 1999 July 2003 June 2007 June 2011 June 2015 December 2015 June 2020	Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation) General Manager (Director), Ikebukuro Higashiguchi Corporate Sales Department, Sakura Bank (currently Sumitomo Mitsui Banking Corporation) Joined SOHGO SECURITY SERVICES CO., LTD. Executive Officer In charge of General Affairs, General Manager, General Affairs Department Full-time Corporate Auditor Outside Director, the Company Outside Audit and Supervisory Board Member, HORAI Co., Ltd. Director and Audit and Supervisory Committee Member, the Company To the present	205 shares	13/13 (100%)	14/14 (100%)
	expected role to p Since June 2015, accurate advice a The Company ha played a sufficien knowledge and ex Directors, and pla	May] Mr. Takao Fujikawa nd recommendation s judged that he is o t role in supervising xperience in addition ay a role in overseein Director who is Aud holders.	a for Outside Director who is Audit and Supervisory Co has been involved in the management of the Company as a s by utilizing his abundant experience and wide range of qualified as an Outside Director who is Audit and Superv management. He is expected to continue to provide advice in to his objective point of view, and contribute to improvin an gmanagement. His term of office as Outside Director we it and Supervisory Committee Member will be four (4) yes	n Outside Di knowledge a visory Comn e and sugges ng the transp ill be nine (9	rector and has a corporat nittee Memb tions based of parency of th 9 years and	as provided e manager. ber and has on his wide e Board of his term of

[Message to Shareholders]

Going forward, I will continue to give frank opinions to the executive department while emphasizing compliance and internal control by utilizing my experience in managing multiple industries while always keeping in mind our contribution to sound business continuity and business development of the Company. In addition, I would like to do my best not only to be supported by our stakeholders but also to grow into a company that is widely needed and trusted by society.

No.	Name (Date of birth)	2	experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
	Reappointment Outside Independent Keiichi Yodoshi (October 25, 1950)	May 1979 April 2003 July 2006 April 2008 September 2012 June 2016 June 2020	Joined SANYO Electric Co., Ltd. (currently Panasonic Corporation) Officer; General Manager, Technology Development Division and in charge of Staff Department (Intellectual Property) Officer; Vice President, AV Company, and General Manager, Projector Supervision Business Unit Officer; General Manager, Projector Business Division, Digital System Company Part-time Lecturer, Faculty of Engineering, OSAKA SANGYO UNIVERSITY Outside Director, the Company Director and Audit and Supervisory Committee Member To the present	1,805 shares	13/13 (100%)	14/14 (100%)
3	expected role to p Since June 2016, accurate advice a technology devel Committee Mem suggestions based	blay] Mr. Keiichi Yodoshi and recommendatior lopment. The Comp ber and has played a d on his wide knowle	a for Outside Director who is Audit and Supervisory Co has been involved in the management of the Company as a has by utilizing his wide range of knowledge and experie any has judged that he is qualified as an Outside Direct sufficient role in supervising management. He is expecte edge and experience in addition to his objective point of vi rs, and play a role in overseeing management. His term o	n Outside Di- ence in corpo- ctor who is a d to continue ew, and cont	rector and ha orate manag Audit and S e to provide ribute to imp	as provided gement and Supervisory advice and proving the

at the conclusion of this General Meeting of Shareholders. [Message to Shareholders]

As the business environment surrounding companies is undergoing major changes, I will work to strengthen corporate governance, improve management transparency, and implement sustainability management by utilizing my experience and knowledge in global business management, technological development, environment, intellectual property, university education, etc. I will contribute to further developing our company and improving its corporate value, which will lead to the "Happy Creation Company" that we are aiming for.

eight (8) years and his term of office as Outside Director who is Audit and Supervisory Committee Member will be four (4) years

No.	Name (Date of birth)		st experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
4	Reappointment Outside Independent Eriko Nashioka (February 13, 1967)	April 2006 April 2013 June 2020 June 2022	Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) Registered as a Certified Public Accountant Director, Institute for Environmental Management Accounting Director, Nashioka Accounting Office (current position) Instructor (Part-time), Faculty of Commerce, Doshisha University Representative Director, Institute for Environmental Management Accounting (current position) Outside Audit & Supervisory Board Member, Sansha Electric Manufacturing Co., Ltd. (current position) Director and Audit and Supervisory Committee Member, the Company Audit & Supervisory Board Member, Osaka Gas Co., Ltd. To the present	205 shares	12/13 (92%)	13/14 (93%)

[Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and overview of expected role to play]

The Company has judged that Ms. Eriko Nashioka is qualified as an Outside Director who is Audit and Supervisory Committee Member as she has a wealth of experience and a high level of knowledge in finance and accounting as a certified accountant. In addition, she is expected to provide advice and suggestions that are extremely beneficial to our management and will lead to further growth, and that she will play a role in monitoring management from an objective and neutral standpoint based on experience and high level of insight on sustainability including environmental accounting. Her term of office as Outside Director who is Audit and Supervisory Committee Member will be two (2) years at the conclusion of this General Meeting of Shareholders.

#### [Message to Shareholders]

Last year, the GALILEI Group selected materialities for sustainability issues and clarified the management policy to realize four values from our purpose. Going forward, we would like to communicate the new values clearly to shareholders and other stakeholders by sharing the direction and progress.

We appreciate your understanding and support.

(Notes) 1. There are no special interests between the Company and each candidate.

- 2. Mr. Hiroshi Takeuchi, Mr. Takao Fujikawa, Mr. Keiichi Yodoshi and Ms. Eriko Nashioka are candidates for Outside Directors. In addition, they are candidates for independent directors stipulated by the provisions of the Tokyo Stock Exchange.
- 3. To attract highly capable persons as Directors, the Company stipulates in its Articles of Incorporation that it may limit the liability for damages of Directors (excluding Directors who are business executors, etc.) to the Company to within a certain amount, and such agreement to limit liability has been concluded with Mr. Hiroshi Takeuchi, Mr. Takao Fujikawa, Mr. Keiichi Yodoshi and Ms. Eriko Nashioka. If they are elected as Directors who are Audit and Supervisory Committee Members, the said agreement will continue. The limit for liability damages based on the said agreement is the minimum amount stipulated by laws and regulations.
- 4. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance covers damages including compensation for legal damages and litigation expenses to be borne by the insureds. The candidates will be insured under the agreement. The Company plans to renew the agreement with the same details at the next renewal.
- 5. Ms. Eriko Nashioka's name on the family register is Eriko Maekawa.

## [Reference] Composition of the Board of Directors after the Proposal 4 and Proposal 5 are approved

If Proposal 4 "Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)" and Proposal 5 "Election of Four (4) Directors who are Audit and Supervisory Committee Members" are approved and adopted as originally proposed, the composition of the Board of Directors will be as follows.

<u> </u>	l Matrix									
		Spe	cialization,	experienc	e, and kno	wledge that	at the Com	pany expec	ets of Dire	ctors
Name	Positions and responsibilities	(1) Business	(2) Marketing / Sales	(3) Manufac- turing / R & D / IT	(4) Internation- ality	(5) Finance / Accounting	(6)	(7) Legal / Risk Manage- ment	(8)	(9)
Yutaka Fukushima	Chairman	•	•	•		•	•	•	•	•
Go Fukushima	President and Executive Officer	•	•	•	•				•	•
Akira Fukushima	Director, Vice Chairman, and Executive Officer; in charge of FMS Business Dept., Engineering Business Dept. and Asian Business Dept.	•	•	•	•		•		•	•
Mitsuru Katayama	Director and Managing Executive Officer; Branch Office Manager, West Japan Branch Office	•	•				•			•
Kenji Nagao	Director and Managing Executive Officer; General Manager, Manufacturing Headquarters; responsible for Group Quality Control; in charge of Group Production Supervision; General Manager, Purchasing Headquarters	•	•	●					●	•

# Skill Matrix

		Spe	cialization,	, experient	e, and kno	wledge that	at the Com	pany expe	cts of Dire	ctors
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Name	Positions and	Business	Marketing /	Manufac-	Internation-	Finance /	Personnel /	Legal / Risk		Practice of
I tullie	responsibilities	Manage-	Sales	turing /	ality	Accounting	HR	Manage-	ity	GALILEI
		ment		R & D / IT			develop-	ment		Philosophy
							ment			
	Director and									
	Senior									
	Executive									
Kozo	Officer;	•	•							•
Mizutani	Branch Office	•	•							•
	Manager,									
	Chubu Branch									
	Office									
Takeshi	Director									
Horinouchi	(Full-time									
	Member of	•	•	•					•	•
	Audit and	•	•	•					•	•
	Supervisory									
	Committee)									
Hiroshi	Director									
Takeuchi	(Full-time									
	Member of	•	•			•	•	•		•
	Audit and	•	•			•	•	•		•
	Supervisory									
	Committee)									
Takao	Director									
Fujikawa	(Audit and									
	Supervisory	•	•		•	•		•		•
	Committee									
	Member)									
Keiichi	Director									
Yodoshi	(Audit and									
	Supervisory	•		•	•			•	•	•
	Committee									
	Member)									
Eriko	Director									
Nashioka	(Audit and									
	Supervisory	•				•		•	•	•
	Committee									
	Member)									

The above list shows what the Company especially expects of Directors based on the specialization, experience, and knowledge that each Director has.

Note 1) Sustainability at our Company means to realize a Happy Creation Company by strategically working on the sustainability of society and the global environment (diversity, environment, resources, etc.) including ESG / CSR activities.

Note 2) The Galilei Philosophy means a universal judgment standard that includes our corporate philosophy, vision, and action guidelines, and is expected to serve as a model in its practice.