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Securities Code: 6905

Date of sending by postal mail: July 18, 2024

Start date of measures for electronic provision: July 16, 2024

To Our Shareholders:

Morio Saito
President and Representative Director
COSEL CO., LTD.
1-6-43 Kamiakae-machi, Toyama City,
Toyama

Notice of the 55th Annual General Meeting of Shareholders

We are pleased to announce the 55th Annual General Meeting of Shareholders of COSEL CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures to provide information in electronic format will be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.cosel.co.jp/corporate/ir/library/shareholders/index.html> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6905/teiji/> (in Japanese)

Tokyo Stock Exchange (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 “COSEL” in “Issue name (company name)” or the Company’s securities code “6905” 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].”)

Instead of attending the Meeting in person, you may exercise your voting rights by mail or via the Internet, etc. Please examine the Reference Documents for General Meeting of Shareholders and exercise your voting rights in accordance with the “Guidance on Exercising Voting Rights” (in Japanese only) no later than 5:15 p.m. on Wednesday, August 7, 2024 (JST).

1. **Date and Time:** Thursday, August 8, 2024, at 10:00 a.m.
2. **Venue:** Hall 10F, The Toyama Chamber of Commerce and Industry
2-1-3 Sogawa, Toyama City, Toyama
3. **Purpose of the Meeting**
Matters to be reported

1. The Business Report and Consolidated Financial Statements for the 55th Fiscal Year (from May 21, 2023 to May 20, 2024), as well as the audit reports of the Financial Auditors and the Audit and Supervisory Committee for Consolidated Financial Statements

2. Financial Statements for the 55th Fiscal Year (from May 21, 2023 to May 20, 2024)

Matters to be resolved

- Proposal No. 1** Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3** Revision of the Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

4. Matter prescribed for convocation

- (1) If you diversely exercise your voting rights, you are requested to notify the Company in writing or by electromagnetic means, such as e-mail, of your intention to do so and state the reason for this no later than three days before the date of the Meeting.
 - (2) If no indication of approval or disapproval is made on the exercise voting rights form for each proposal item, it will be treated as your voting rights were exercised in favor of the proposal item.
 - (3) If you exercise your voting rights in duplicate both in writing and via the Internet, only the vote cast via the Internet will be treated as valid.
 - (4) When exercising voting rights via the Internet, it is possible to exercise (redo) your vote multiple times on the voting website, but in this case, the last vote (regardless of whether it was made using a PC or a smartphone) will be treated as the effective exercise of voting rights.
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- When you attend the Meeting, you are kindly requested to present the voting card, which was sent together with this Notice of Convocation, at the reception.
 - For this General Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. However, in accordance with laws and regulations and Article 17 of the Company's Articles of Incorporation, the following items are not included in this Notice.
 - Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
- The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditors in preparing the Accounting Audit Report and by the Audit and Supervisory Committee in preparing its Audit Report include each of the documents listed above as well as the matters listed above.
- If circumstances arise that require modifications to items subject to measures for electronic provision, the modifications will be posted on the respective websites where they are posted.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eight Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. In addition, Director and Chairman Mr. Masato Tanikawa and Outside Director Mr. Akio Misuta will retire from office. Accordingly, the Company proposes the election of nine Directors (excluding Directors who are Audit and Supervisory Committee Members), including two new Directors in order to smoothly promote the business alliance with LITE-ON TECHNOLOGY CORPORATION (hereinafter referred to as “LITE-ON”).

Among the candidates for Director, Mr. Ming-Feng Soong and Mr. Toshiaki Kusakabe have been appointed to smoothly implement the business alliance with LITE-ON based on the capital and business alliance agreement dated April 30, 2024 (hereinafter referred to as the “Alliance Agreement”) concluded between the Company and LITE-ON. Pursuant to the Alliance Agreement, in order to enhance the effectiveness of the business alliance, the Company plans to issue new shares through third-party allotment to LITE-ON and dispose of treasury stock. The election of both candidates will be effective subject to the completion of payment for the disposal of treasury stock to LITE-ON, as resolved at the Company’s Board of Directors meeting held on April 30, 2024. (Payment period for the third-party allotment: From Thursday, May 16, 2024 to Tuesday, December 31, 2024)

Each of the candidates is decided by the Board of Directors, based on the report by the Nomination and Remuneration Committee.

There is nothing special to be pointed out by the Audit and Supervisory Committee with respect to this proposal.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
1	<p style="text-align: center;">Morio Saito (July 14, 1959)</p> <p style="text-align: center;">Re-election</p>	<p>Mar. 1982 Joined the Company</p> <p>Feb. 2003 General Manager, On-Board Production Department</p> <p>May 2006 General Manager, Eastern Japan Sales Department</p> <p>Aug. 2008 General Manager, Unit Production Department</p> <p>Aug. 2011 Project Leader, Wuxi Cosel Development Project</p> <p>Dec. 2011 Legal Representative, Wuxi Cosel Electronics Co., Ltd.</p> <p>Aug. 2013 Director (incumbent)</p> <p>Aug. 2013 In charge of Global Procurement and Production</p> <p>May 2014 In charge of Middle-range Global Power Supply</p> <p>Aug. 2015 In charge of Production in China</p> <p>Aug. 2016 Supervisor of Production</p> <p>Aug. 2017 Managing Director and Supervisor of Production</p> <p>Aug. 2020 Managing Director, in charge of SCM</p> <p>Aug. 2021 Managing Executive Officer, SCM Supervisor</p> <p>Aug. 2022 President and Representative Director Chief Executive Officer (CEO) (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) -</p>	52,939 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Morio Saito appropriately supervises the management of the Company as President and Representative Director. He appropriately manages the Board of Directors as a chair, enhancing the decision-making function of the Board based on reports from executive directors concerning important business matters. He also leads the management of the Company and strives to pursue sustainable growth and increase of corporate value through the dissemination and practice of its corporate philosophy within the Group. Taking into account the above facts, the Company determines that he is suitable for the leader of the Company to realize its medium- and long-term vision; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
2	<p data-bbox="347 891 580 954">Satoshi Kiyosawa (September 28, 1960)</p> <p data-bbox="405 981 523 1003">Re-election</p>	<p data-bbox="624 315 975 338">Apr. 1983 Joined the Company</p> <p data-bbox="624 349 1225 371">May 2002 General Manager, General Affairs Department</p> <p data-bbox="624 383 1145 439">Aug. 2010 General Manager, Eastern Japan Sales Department</p> <p data-bbox="624 450 895 506">Aug. 2011 Director (incumbent)</p> <p data-bbox="624 517 1185 573">Aug. 2011 Supervisor of Domestic Sales and General Manager, Domestic Sales Department</p> <p data-bbox="624 584 963 607">Dec. 2012 Supervisor of Sales</p> <p data-bbox="624 618 1222 696">Aug. 2013 In charge of Personnel and Labor and General Manager, Human Resources Development Department</p> <p data-bbox="624 707 1241 786">Nov. 2013 Supervisor of Sales, in charge of Personnel and Labor, and General Manager, Human Resources Development Department</p> <p data-bbox="624 797 1225 853">May 2014 Supervisor of Sales and in charge of Personnel and Labor</p> <p data-bbox="624 864 1230 943">Aug. 2016 In charge of Quality Management and Quality Assurance System Innovation and in charge of Personnel and Labor</p> <p data-bbox="624 954 1225 1032">May 2020 In charge of General Affairs, Personnel and Labor, and General Manager, TQM Promotion Office</p> <p data-bbox="624 1043 1214 1155">May 2021 In charge of General Affairs, Personnel and Labor, and General Manager, General Affairs Department, and General Manager, TQM Promotion Office</p> <p data-bbox="624 1167 1235 1267">Aug. 2021 Executive Officer, in charge of General Affairs, Personnel and Labor, and General Manager, General Affairs Department, and General Manager, TQM Promotion Office</p> <p data-bbox="624 1279 1235 1357">May 2022 Executive Officer, in charge of General Affairs, Personnel and Labor, and General Manager, TQM Promotion Office</p> <p data-bbox="624 1368 1185 1447">Aug. 2022 Managing Executive Officer, in charge of General Affairs, Personnel and Labor, and General Manager, TQM Promotion Office</p> <p data-bbox="624 1458 1235 1570">May 2023 Managing Executive Officer, in charge of TQM Promotion, and General Affairs, Personnel and Labor (incumbent)</p>	43,482 shares
<p data-bbox="320 1592 831 1615">Reasons for nomination as candidate for Director</p> <p data-bbox="347 1619 1394 1861">Mr. Satoshi Kiyosawa appropriately supervises the management of the Company by using his experience in personnel and human resources development amid a company-wide effort to promote total quality management (TQM), which is a pillar of management. He also strives to improve the quality of decision-making on the overall business operations as well as the effectiveness of governance systems of the entire Group by focusing on dialogue with on-site employees while providing advice on human resources development initiatives such as small-group activities at a company-wide level and career support activities. Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
3	<p style="text-align: center;">Isao Yasuda (January 11, 1963)</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 1985 Joined the Company</p> <p>May 2007 General Manager, Application Standard Design Department</p> <p>May 2013 General Manager in charge of Intelligent Power System Business Promotion</p> <p>Aug. 2013 Director (incumbent)</p> <p>Aug. 2013 Supervisor of Development</p> <p>Dec. 2013 Supervisor of Development and General Manager, On-Board Standard Design Department</p> <p>May 2015 Supervisor of Development</p> <p>Aug. 2016 Supervisor of Sales and in charge of Sales and International R&D</p> <p>May 2018 Supervisor of Sales</p> <p>May 2020 In charge of Global Sales</p> <p>Aug. 2021 Executive Officer, in charge of Global Sales</p> <p>Nov. 2022 Executive Officer, in charge of Global Sales, and Supervisor of Europe/USA Area Business</p> <p>Aug. 2023 Executive Officer and Supervisor of Global Sales</p> <p>Jun. 2024 Executive Officer, Supervisor of Global Sales, and in charge of LITE-ON Cooperation Promotion (incumbent)</p>	39,893 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Isao Yasuda appropriately supervises the management of the Company as the Director in charge of Sales. At the Board of Directors, he provides appropriate explanations on matters regarding progress and results on management plans in light of market and customer trends, thereby enhancing the decision-making function of the Board in corporate management.</p> <p>Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
4	<p style="text-align: center;">Tatsuya Mano (September 7, 1969)</p> <p style="text-align: center;">Re-election</p>	<p>Mar. 1995 Joined the Company</p> <p>May 2011 General Manager, New-market Standard Design Department</p> <p>May 2013 General Manager, R&D Department</p> <p>Dec. 2013 General Manager, Intelligent Power System Design Department</p> <p>Aug. 2016 Director (incumbent)</p> <p>Aug. 2016 Supervisor of R&D, in charge of New Business Promotion, and General Manager, Intelligent Power System Design Department</p> <p>Nov. 2018 Supervisor of R&D and in charge of New Business Promotion</p> <p>May 2020 In charge of Quality Assurance and of New Business Promotion</p> <p>Aug. 2020 In charge of Quality Assurance, IT Strategy and of New Business Promotion</p> <p>Aug. 2021 Executive Officer, in charge of Quality Assurance, IT Strategy and of New Business Promotion</p> <p>Sept. 2022 Executive Officer, in charge of Quality Assurance and of New Business Promotion</p> <p>Apr. 2023 Executive Officer, in charge of Quality Assurance and of New Business Promotion, and Legal Representative, Wuxi Cosel Electronics Co., Ltd. (incumbent)</p>	23,399 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Tatsuya Mano has advanced technological expertise and knowledge as the Director in charge of Quality Assurance and of New Business Promotion, thereby enhancing the decision-making function of the Board of Directors. Regarding the execution of business, based on advanced technology, he promotes the improvement of products' quality and the improvement of productivity based on IT technology. Also, by stimulating inter-personal exchanges through professional connections, he is promoting planning and examination that leads to new business in the fields in which the Company's current technologies can be practically applied.</p> <p>Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
5	<p style="text-align: center;">Norihiro Honoki (January 13, 1975)</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 2003 Joined the Company</p> <p>May 2019 General Manager, Production Design Department</p> <p>May 2022 Executive Officer, Supervisor of Production Design, and General Manager, Production Design Department</p> <p>Sept. 2022 Executive Officer, Supervisor of Production Design, in charge of IT Strategy, and General Manager, Production Design Department</p> <p>Aug. 2023 Director (incumbent)</p> <p>Aug. 2023 Executive Officer, in charge of Production Design, in charge of IT Strategy, in charge of Vietnam Business, and General Manager, Production Design Department (incumbent)</p>	4,869 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Norihiro Honoki has advanced technological expertise and knowledge as the Executive Officer in charge of promoting production technology and IT strategy, and based on this expertise and knowledge, he is engaged in promoting manufacturing innovation and digitalization throughout the Company, including partner companies. He is also involved in the management of overseas manufacturing subsidiaries to improve productivity from a global perspective as well as to strengthen the production system. Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held																		
6	<p style="text-align: center;">Ming-Feng Soong (June 7, 1971)</p> <p style="text-align: center;">New election</p>	<table border="0"> <tr> <td style="vertical-align: top;">Dec. 2004</td> <td>Join LITE-ON</td> </tr> <tr> <td style="vertical-align: top;">Dec. 2004</td> <td>General Manager, LITE-ON Networking Access Business Unit</td> </tr> <tr> <td style="vertical-align: top;">Jan. 2010</td> <td>General Manager, China Bridge Express Trading Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jan. 2014</td> <td>General Manager, LITE-ON Mechanical Competence Business Group</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2016</td> <td>CEO, LITE-ON New Mechanical Competence Business Group</td> </tr> <tr> <td style="vertical-align: top;">Feb. 2017</td> <td>CEO, LITE-ON Smart Life and Applications Business Group</td> </tr> <tr> <td style="vertical-align: top;">Oct. 2017</td> <td>General Manager, LITE-ON Shanghai Operational Center</td> </tr> <tr> <td style="vertical-align: top;">Oct. 2019</td> <td>Special Assistant to Chairman & Vice Chairman, LITE-ON</td> </tr> <tr> <td style="vertical-align: top;">Aug. 2020</td> <td>LITE-ON Chairman (incumbent)</td> </tr> </table> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • Chairman, LITE-ON TECHNOLOGY CORPORATION 	Dec. 2004	Join LITE-ON	Dec. 2004	General Manager, LITE-ON Networking Access Business Unit	Jan. 2010	General Manager, China Bridge Express Trading Co., Ltd.	Jan. 2014	General Manager, LITE-ON Mechanical Competence Business Group	Apr. 2016	CEO, LITE-ON New Mechanical Competence Business Group	Feb. 2017	CEO, LITE-ON Smart Life and Applications Business Group	Oct. 2017	General Manager, LITE-ON Shanghai Operational Center	Oct. 2019	Special Assistant to Chairman & Vice Chairman, LITE-ON	Aug. 2020	LITE-ON Chairman (incumbent)	-
Dec. 2004	Join LITE-ON																				
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Oct. 2019	Special Assistant to Chairman & Vice Chairman, LITE-ON																				
Aug. 2020	LITE-ON Chairman (incumbent)																				
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Soong joined LITE-ON in December 2004, enriched by his previous experience dedicated to U.S. semiconductor firms and venture capital management. He has held significant roles in the networking, mechanical, and smart technology sectors of LITE-ON. Currently, he serves as the Chairman of the Board, leading business operations and management. Meanwhile, in his role as the Chief Sustainability Officer, Mr. Soong spearheads the formulation of management strategies and sets targets from environmental, social, and governance perspectives. His team-oriented philosophy and belief in prioritizing people align with our educational philosophy. We are confident that he will provide strong support to make this capital and business alliance a success.</p> <p>For these reasons, we have determined that he is an appropriate candidate for the realization of sustained improvement in the corporate value of both companies and for the promotion of globalization in our company, and we request his election as a new director. The Company has entered into a capital and business alliance agreement dated April 30, 2024, with LITE-ON, of which Mr. Soong serves as the Chairman. Based on this agreement, LITE-ON will hold 19.99% of the Company's shares to enhance the effectiveness of the business collaboration. Mr. Ming-Feng Soong will assume the position of Director subject to the completion of payment for such shares.</p>																					

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held																						
7	<p data-bbox="368 779 560 837">Yasuro Uchida (May 2, 1966)</p> <p data-bbox="368 869 560 949">Re-election Outside Director Independent officer</p>	<table border="0"> <tr> <td data-bbox="624 315 727 338">Apr. 1998</td> <td data-bbox="775 315 1182 374">Full-time Lecturer, Faculty of Economics, University of Toyama</td> </tr> <tr> <td data-bbox="624 383 727 405">Apr. 2000</td> <td data-bbox="775 383 1182 441">Assistant Professor, Faculty of Economics, University of Toyama</td> </tr> <tr> <td data-bbox="624 450 727 472">Apr. 2007</td> <td data-bbox="775 450 1182 508">Associate Professor, Faculty of Economics, University of Toyama</td> </tr> <tr> <td data-bbox="624 517 727 539">Apr. 2008</td> <td data-bbox="775 517 1230 575">Professor, Faculty of Economics, University of Toyama</td> </tr> <tr> <td data-bbox="624 584 727 607">Oct. 2010</td> <td data-bbox="775 584 1166 665">Director, Japan Academy of International Business Studies (incumbent)</td> </tr> <tr> <td data-bbox="624 674 727 696">Apr. 2013</td> <td data-bbox="775 674 1230 732">Head, Faculty of Economics, Department of Business Administration, University of Toyama</td> </tr> <tr> <td data-bbox="624 741 727 763">Aug. 2014</td> <td data-bbox="775 741 1198 799">Director, Transcultural Management Society (incumbent)</td> </tr> <tr> <td data-bbox="624 808 727 831">Apr. 2015</td> <td data-bbox="775 808 1230 866">Deputy Dean, Faculty of Economics, University of Toyama</td> </tr> <tr> <td data-bbox="624 875 727 898">Jul. 2015</td> <td data-bbox="775 875 1230 934">Director, Academy of Multinational Enterprises (incumbent)</td> </tr> <tr> <td data-bbox="624 943 727 965">Aug. 2015</td> <td data-bbox="775 943 1070 1001">Outside Director, the Company (incumbent)</td> </tr> <tr> <td data-bbox="624 1010 727 1032">Apr. 2018</td> <td data-bbox="775 1010 1246 1180">Professor, Graduate School of Business, University of Hyogo (currently Graduate School of Social Sciences, University of Hyogo) Professor Emeritus, University of Toyama (incumbent)</td> </tr> </table> <p data-bbox="624 1189 1166 1211">(Significant Concurrent Positions outside the Company)</p> <ul data-bbox="624 1220 1230 1404" style="list-style-type: none"> • Professor, Graduate School of Social Sciences, University of Hyogo • Professor Emeritus, University of Toyama • Director, Japan Academy of International Business Studies • Director and Vice President, Transcultural Management Society • Director, Academy of Multinational Enterprises 	Apr. 1998	Full-time Lecturer, Faculty of Economics, University of Toyama	Apr. 2000	Assistant Professor, Faculty of Economics, University of Toyama	Apr. 2007	Associate Professor, Faculty of Economics, University of Toyama	Apr. 2008	Professor, Faculty of Economics, University of Toyama	Oct. 2010	Director, Japan Academy of International Business Studies (incumbent)	Apr. 2013	Head, Faculty of Economics, Department of Business Administration, University of Toyama	Aug. 2014	Director, Transcultural Management Society (incumbent)	Apr. 2015	Deputy Dean, Faculty of Economics, University of Toyama	Jul. 2015	Director, Academy of Multinational Enterprises (incumbent)	Aug. 2015	Outside Director, the Company (incumbent)	Apr. 2018	Professor, Graduate School of Business, University of Hyogo (currently Graduate School of Social Sciences, University of Hyogo) Professor Emeritus, University of Toyama (incumbent)	
Apr. 1998	Full-time Lecturer, Faculty of Economics, University of Toyama																								
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<p data-bbox="320 1422 1230 1444">Reasons for nomination as candidate for Outside Director and overview of expected roles</p> <p data-bbox="347 1451 1390 1664">Mr. Yasuro Uchida has never been involved in the management of a company. However, he supervises and provides appropriate advice for the management of the Company based on his professional knowledge and experience as a university professor gained from his research activities on business management strategies (global competition strategies) as well as practical business instructions through the case study of other companies. In addition, Mr. Uchida is currently serving as the chairperson of the Nomination and Remuneration Committee, and if he is elected, the Company intends for him to continue to hold discussions and provide suggestions from an independent standpoint in relation to the nomination of candidates for officers of the Company and the determination of officer remuneration, etc.</p> <p data-bbox="347 1671 1390 1742">Taking into account the above facts, the Company desires that he supervises the management of the Company for continually enhancing its corporate value; therefore, the Company appoints him as a candidate for Outside Director for re-election.</p>																									

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
	<p data-bbox="341 367 587 427">Toshiaki Kusakabe (October 3, 1981)</p> <p data-bbox="368 461 560 539">New election Outside Director Independent officer</p>	<p data-bbox="624 315 1198 524">Dec. 2007 Joined Mitsubishi HC Capital Inc. Sept. 2012 Joined currently NIDEC CORPORATION Sept. 2014 Joined Daiwa Securities Co. Ltd. Mar. 2016 Independent as a freelance Mar. 2021 Established ConecTAr G.K., Senior Partner (incumbent)</p> <p data-bbox="624 535 1166 591">(Significant Concurrent Positions outside the Company) • Senior Partner, ConecTAr G.K.</p>	-
8	<p data-bbox="320 602 1235 629">Reasons for nomination as candidate for Outside Director and overview of expected roles</p> <p data-bbox="349 629 1410 763">Mr. Toshiaki Kusakabe is a candidate for independent Outside Director recommended by LITE-ON based on the capital and business alliance agreement with the said company, and the Company has decided to nominate him as a candidate for independent Outside Director in recognition of his corporate management experience as well as his extensive experience, etc. mainly in strategic M&A, capital alliances, and overseas business revitalization as management support initiatives for the said company's business.</p> <p data-bbox="349 763 1410 842">Taking into account the above facts, the Company desires that he supervises the management of the Company for continually enhancing its corporate value, including globalization; therefore, the Company appoints him as a new candidate for independent Outside Director for election.</p> <p data-bbox="349 842 1410 920">The Company has signed the capital and business alliance agreement with LITE-ON on April 30, 2024. In order to enhance the effectiveness of business collaboration based on the agreement, LITE-ON is expected to hold 19.99% of the Company's shares.</p> <p data-bbox="349 920 1410 976">He will assume the position of independent Outside Director subject to the completion of payment for the stock.</p> <p data-bbox="349 976 1410 1055">If he is elected, the Company intends for him to be involved from an independent standpoint in the nomination of candidates for officers of the Company and the determination of officer remuneration, etc. as a member of the Nomination and Remuneration Committee.</p>		

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
9	<p style="text-align: center;">Kyoko Yokota (June 14, 1976)</p> <p>(Name as shown on the family register: Kyoko Kanai)</p> <p style="text-align: center;">New election Outside Director Independent officer</p>	<p>Apr. 1999 Joined Recruit Co., Ltd.</p> <p>May 2006 Established COLABOLABO CO.,LTD Representative Director, COLABOLABO CO.,LTD (incumbent)</p> <p>Apr. 2012 Member of Cooperative Council for Promotion of Gender Equality, Cabinet Office</p> <p>Aug. 2017 Visiting Associate Professor, Ochanomizu University</p> <p>Mar. 2021 Trustee, Japan Association for the International Horticultural Expo 2027, Yokohama (incumbent)</p> <p>Mar. 2022 Outside Director, Pepper Food Service Co., Ltd. (incumbent)</p> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • Representative Director, COLABOLABO CO.,LTD • Member of 32nd and 33rd Local Government System Research Council, Cabinet Office • Specialized Member of Committee on the System of Evaluating Incorporated Administrative Agencies, Ministry of Internal Affairs and Communications • Trustee, Japan Association for the International Horticultural Expo 2027, Yokohama • Outside Director, Pepper Food Service Co., Ltd. 	—
<p>Reasons for nomination as candidate for Outside Director and overview of expected roles</p> <p>Ms. Kyoko Yokota has insight as a corporate manager as well as knowledge in a wide range of fields, including local government reforms, gender equality and promotion of active participation by women. The Company determines that she is a necessary person for supervising the management of the Company for enhancing its corporate value; therefore, the Company appoints her as a new candidate for independent Outside Director for election.</p> <p>If she is elected, the Company intends for her to be involved from an independent standpoint in the nomination of candidates for officers of the Company and the determination of officer remuneration, etc. as a member of the Nomination and Remuneration Committee.</p>			

- Notes: 1. The candidate for Director, Mr. Ming-Feng Soong, is the Chairman of LITE-ON, which will become a specified affiliated company (affiliate) of the Company after the Company acquires its shares pursuant to the Alliance Agreement, and the Company plans to establish a business collaboration framework with that company. There is no special interest between any other candidates and the Company.
2. The number of the Company's shares held by each candidate is the number of shares held as of the end of the fiscal year under review (May 20, 2024) including the number of shares held by each candidate under the name of the COSEL Directors' and Officers' Shareholding Association.
3. Mr. Yasuro Uchida, Mr. Toshiaki Kusakabe and Ms. Kyoko Yokota are candidates for Outside Director.
4. Mr. Yasuro Uchida is currently serving as an Outside Director of the Company, and at the conclusion of this meeting, his tenure as an Outside Director will have been nine years for Mr. Yasuro Uchida.
5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Yasuro Uchida to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, and the maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of Mr. Yasuro Uchida is approved, the Company plans to renew the aforementioned agreement with him. In addition, if the election of the candidate for non-executive Director Mr. Ming-Feng Soong and the candidates for Outside Director Mr. Toshiaki Kusakabe and Ms. Kyoko Yokota is approved, the Company plans to enter into similar liability limitation agreements with these three individuals.
6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Yasuro Uchida has been designated as an independent officer as provided for by the aforementioned exchange. If the reelection of Mr. Yasuro Uchida is approved, the Company plans to maintain his position as an independent officer. In addition, if the election of Mr. Toshiaki Kusakabe and Ms. Kyoko Yokota is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. concerning their designation as independent officers as provided for by the aforementioned exchange.

7. The Company has concluded a director and officer liability insurance policy with insurance companies as provided for in Article 430-3, paragraph (1) of the Companies Act. The summary of the insurance policy is described in “2. Current Status of the Company, (2) Status of Directors and Officers” in the Company’s Business Report (in Japanese only). If the election of candidates for Director is approved, they will be included as insureds under this insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 2 Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. In addition, Outside Directors Mr. Yasuhiro Saeki and Mr. Shinichiro Inushima will retire from office. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

Note, the consent of the Audit and Supervisory Committee has been obtained for this Proposal in advance.

The candidates for Director who are Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
1	Mitsuhiko Tanino (November 27, 1955) Re-election	<p>Jul. 1996 Joined the Company</p> <p>May 2002 General Manager, Accounting Department</p> <p>Aug. 2007 Director and Supervisor of General Affairs and Accounting, and General Manager, Accounting Department</p> <p>Aug. 2010 Director and General Manager, Administration Department</p> <p>Aug. 2013 Part-time Counselor</p> <p>Aug. 2016 Part-time General Manager, Audit Office, the Company</p> <p>Aug. 2018 Full-Time Audit & Supervisory Board Member, the Company</p> <p>Aug. 2022 Full-Time Director (Audit and Supervisory Committee Member), the Company (incumbent)</p> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • None in particular 	16,983 shares
<p>Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member</p> <p>Mr. Mitsuhiko Tanino has served as a Director of the Company as well as a Director in charge of the administrative division, and is currently serving as a Full-Time Director who is an Audit and Supervisory Committee Member to build the Group's audit system and strengthen its governance structure. The Company judges that, he will continue to be able to enhance audit and supervisory functions based on his accumulated knowledge and experience, and therefore the Company appoints him as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's shares held
2	<p>Aya Watanabe (April 17, 1987)</p> <p>(Name as shown on the family register: Aya Kurokawa)</p> <p>New election Outside Director Independent officer</p>	<p>Nov. 2014 Registered as an attorney</p> <p>Dec. 2014 Joined Ishizaki & Yamanaka</p> <p>Oct. 2018 Joined Nomura Securities Co., Ltd.</p> <p>Jan. 2020 Joined AMEMIYA Masaya Law Office Partner Attorney (incumbent)</p> <p>Sept. 2022 Outside Director, Japan PropTech Co., Ltd. (incumbent)</p> <p>Mar. 2024 Outside Director (Audit and Supervisory Committee Member), ValueCommerce Co., Ltd. (incumbent)</p> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • Attorney, AMEMIYA Masaya Law Office • Outside Director, Japan PropTech Co., Ltd. • Outside Director (Audit and Supervisory Committee Member), ValueCommerce Co., Ltd. • Member of Subcommittee for Considering Environmental Laws and Regulations, Environmental Conservation Commission, Dai-Ichi Tokyo Bar Association • Member of Gender Equality Promotion Division, Dai-Ichi Tokyo Bar Association 	—
<p>Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Ms. Aya Watanabe has never been directly involved in the management of a company in the past except as a corporate officer. However, she has extensive experience and specialized knowledge in business activities as an attorney-at-law. The Company expects that she will be involved in the Company's corporate governance system, etc. from an objective and neutral standpoint based on her extensive insight, and judges that she will be able to strengthen the decision-making, auditing and supervisory functions of the Board of Directors. Therefore, the Company appoints her as a new candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			
3	<p>Hiroo Nishikawa (December 4, 1962)</p> <p>New election Outside Director Independent officer</p>	<p>Apr. 1985 Joined Economic Planning Agency (currently Cabinet Office)</p> <p>Apr. 2000 Joined ChuoAoyama Audit Corporation Registered as an Accountant Assistant</p> <p>Feb. 2001 Registered as an attorney</p> <p>May 2002 Established Nishikawa Law Office (incumbent)</p> <p>May 2020 Chair, Toyama Bar Association Governor, Japan Federation of Bar Associations</p> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • President, Nishikawa Law Office • Member of Trust Center, Japan Federation of Bar Associations • Chairperson, Corporate Legal Affair Project Team, Toyama Bar Association 	—
<p>Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Mr. Hiroo Nishikawa has never been directly involved in the management of a company in the past except as a corporate officer. However, he has extensive experience and specialized knowledge in business activities as an attorney-at-law and knowledge as an Accountant Assistant. The Company judges that he will be able to strengthen the decision-making, auditing and supervisory functions of the Board of Directors from an independent standpoint based on his extensive insight. Therefore, the Company appoints him as a new candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			

Notes: 1. There is no special interest between any of the candidates and the Company.

2. The number of the Company's shares held by each candidate is the number of shares held as of the end of the fiscal year under review (May 20, 2024) including the number of shares held by each candidate under the name of the COSEL Directors' and Officers' Shareholding Association.
3. Ms. Aya Watanabe and Mr. Hiroo Nishikawa are candidates for Outside Director who are Audit and Supervisory Committee Members.
4. If the election of Ms. Aya Watanabe and Mr. Hiroo Nishikawa is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with Ms. Aya Watanabe and Mr. Hiroo Nishikawa to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
5. If the election of Ms. Aya Watanabe and Mr. Hiroo Nishikawa is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. concerning their designation as independent officers as provided for by the aforementioned exchange.
6. The Company has concluded a director and officer liability insurance policy with insurance companies as provided for in Article 430-3, paragraph (1) of the Companies Act. The summary of the insurance policy is described in "2. Current Status of the Company, (2) Status of Directors and Officers" in the Company's Business Report (in Japanese only). If the election of candidates for Director who are Audit and Supervisory Committee Members is approved, they will be included as insureds under this insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Skills Matrix for Directors (including Audit and Supervisory Committee Members)

If Proposal No. 1 and Proposal No. 2 are approved as originally proposed, a skills matrix for Directors (including Audit and Supervisory Committee Members) is as follows.

Name	Position in the Company after the General Meeting of Shareholders	Committee of appointment	Expertise and experience possessed by the Directors									
		Nomination and Remuneration ★ indicates the chairperson	Management strategy	Financial accounting	Sales / Marketing	R&D Production/ Technology	Manufacturing	IT / Digital	Human resources / Organizational management / Promotion of D&I	Sustainability / ESG	Legal affairs / Risk management / Compliance	Global experience
Morio Saito	President and Representative Director	○	○	○	○	○	○		○			
Satoshi Kiyosawa	Director		○	○					○	○	○	
Isao Yasuda	Director		○		○	○		○				
Tatsuya Mano	Director		○		○	○		○				
Norihiro Honoki	Director		○	○		○	○	○				
Ming-Feng Soong	Director		○		○				○	○		○
Yasuro Uchida	Outside Director (Independent)	★	○		○							
Toshiaki Kusakabe	Outside Director (Independent)	○	○	○							○	○
Kyoko Yokota	Outside Director (Independent)	○	○	○					○			
Mitsuhiko Tanino	Director Full-Time Audit and Supervisory Committee Member			○							○	
Aya Watanabe	Outside Director (Independent) Audit and Supervisory Committee Member								○	○	○	
Hiroo Nishikawa	Outside Director (Independent) Audit and Supervisory Committee Member			○							○	

Note: The Company has established the Nomination and Remuneration Committee as a voluntary advisory body to further enhance the corporate governance system since the Board of Directors' meeting held on June 16, 2021.

Proposal No. 3 Revision of the Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

At the 53rd Annual General Meeting of Shareholders held on August 10, 2022, it was resolved that the maximum amount of remuneration for Directors who are Audit and Supervisory Committee Members of the Company shall be 30 million yen or less per year. However, taking into consideration various circumstances, such as subsequent changes in the economic situation, as well as the duties and responsibilities of Directors who are Audit and Supervisory Committee Members, the Company proposes that the amount of remuneration for Directors who are Audit and Supervisory Committee Members be set at 40 million yen or less per year.

The Company has judged that the amount of remuneration established for Directors who are Audit and Supervisory Committee Members in relation to this Proposal is necessary and appropriate as a remuneration range by taking into consideration the responsibilities of Directors who are Audit and Supervisory Committee Members to date, and as the level of the number of eligible directors, as well as other factors, comprehensively.

If Proposal No. 2, “Election of Three Directors Who Are Audit and Supervisory Committee Members,” is approved as proposed, the number of Directors who are Audit and Supervisory Committee Members will be three.