

To Our Esteemed Shareholders,

We hope this letter finds you well as we enter early summer, and we would like to express our sincere appreciation for your continued support.

We are pleased to inform you that the 7th Annual General Meeting of Shareholders of Diamond Electric Holdings Co., Ltd. will be held on Friday, June 27, 2025. We hereby present this Notice of Convocation in advance and respectfully request that you review the agenda for the Meeting as well as the progress of business operations for the consolidated fiscal year.

Amid the unprecedented recovery of two listed companies, along with a third now entering its final phase, we would like to express our deep pride and gratitude to all our Comrades. Through their unwavering determination, resilience, and relentless perseverance, they led us through our most challenging period, step by step, inch by inch, and have finally made it possible for us to see the light at the end of the tunnel.

While this may sound somewhat introspective, we would like to emphasize the importance of remaining alert: just as mountaineers who, after finally spotting a mountain hut in the midst of a deadly winter storm, may collapse in relief just steps before reaching safety, we too must not allow ourselves to become complacent. Now is the time to remain focused and vigilant. Guided by our medium- to long-term management plan, “Scrum of Fire,” and our vision to “Contribute to the Improvement of the Global Environment by Connecting Cars and Homes through Manufacturing,” we are firmly committed to fulfilling our role as a socially responsible entity that supports our customers’ growth and contributes to a more sustainable society. To realize this vision, our talented Comrades, shining like diamonds across 22 locations and 14 factories in 9 countries, continue to make bold strides with passion and unwavering dedication, guided by the President’s manufacturing policy: “GENBA, GENBA, GENBA. Do stand in their shoes, really do.”

As we look forward to sharing the results at the upcoming midsummer Meeting, we would like to extend our warmest wishes for your continued health and well-being.

We sincerely appreciate your continued support, guidance, and patronage as we remain united in the unbreakable bond of our “Scrum of Fire.”

June 2025

President and CEO and Group CEO



*Comrade: We intentionally call employees with this word, why because we would like to express our people are more than co-workers or teammates.

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Securities code: 6699
(Issue date) June 12, 2025
(Start date of electronic provision measure) June 5, 2025

To Shareholders with Voting Rights:

YuuRi Ono
President and CEO and Group CEO
Diamond Electric Holdings Co., Ltd.
1-15-27, Tsukamoto Yodogawa-ku, Osaka

**NOTICE OF CONVOCATION OF THE 7TH ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

We are pleased to inform you that the 7th Ordinary General Meeting of Shareholders (“the Meeting”) of Diamond Electric Holdings Co., Ltd. (“the Company”) will be convened as outlined below.

In convening this General Meeting of Shareholders, the Company has adopted electronic provision measures. Relevant information is available on the Company’s website and the Tokyo Stock Exchange website so please access either website to review the details.

<The Company's website>

<https://www.diaelec-hd.co.jp/ir/>



<TSE Listed Company Search* >

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



*Please enter and search the Issue name (company name) or securities code and select [Basic Information] and [Documents for public inspection/PR information].

Instead of attending the Meeting in person, voting rights may be exercised in advance either in writing (using the Voting Rights Exercise Form) or by electronic means (such as through the Internet).

Please review the Reference Documents for the General Meeting of Shareholders provided through the Electronic Provision Measures and exercise your voting rights no later than 5:30 p.m. (JST) on Thursday, June 26, 2025.

1. **Date and Time:** Friday, June 27, 2025, 10 a.m. Japan time (Reception from 9:20 a.m.)
2. **Place:** 1-3-3 Nishi-Shinsaibashi, Chuo-ku, Osaka-shi, Osaka
Banquet Room “Kujaku,” 4F, Hotel Nikko Osaka
3. **Meeting Agenda:**
 1. **Matters to be reported:**
 1. Business Report, Consolidated Financial Statements, and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 7th Fiscal Year (April 1, 2024 to March 31, 2025)
 2. Report on the Non-consolidated Financial Statements for the 7th Fiscal Year (April 1, 2024 to March 31, 2025)
 2. **Proposals to be resolved:**
 - Proposal 1: Reduction of Capital Reserve and Appropriation of Surplus
 - Proposal 2: Dividends of Surplus
 - Proposal 3: Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal 4: Election of Two (2) Directors Who Are Audit and Supervisory Committee Members
 - Proposal 5: Election of Accounting Auditor

4. Matters Determined upon Convening the Meeting:

(1)

1. If no written indication of approval or disapproval is provided for a proposal, it will be deemed an expression of approval.
2. If voting rights are exercised both in writing and by electronic means, only the exercise by electronic means will be deemed valid.
3. If voting rights are exercised multiple times by electronic means, only the last exercise will be deemed valid.

(2) In accordance with applicable laws and regulations as well as Article 16 of the Company's Articles of Incorporation, certain matters are omitted from the documents delivered in writing to shareholders who have requested written delivery. The omitted items are as follows:

Status of Assets and Profit and Loss / Issues to Be Addressed / Major Business Operations / Principal Offices and Facilities of the Corporate Group, etc. / Status of Employee / Status of Major Lenders / Status of Shares / Status of Stock Acquisition Rights, etc. / Other Important Matters Concerning Stock Acquisition Rights, etc. / Matters Related to External Directors / Summary of Liability Limitation Agreements / Status of Accounting Auditor / System to Ensure the Appropriateness of Business Operations and Operation Status of the System / Basic Policy on Company Control / Policy on Determination of Dividends of Surplus, etc. / Consolidated Statement of Changes in Shareholders' Equity / Notes to Consolidated Financial Statements / Non-consolidated Statement of Changes in Shareholders' Equity / Notes to Non-consolidated Financial Statements / Accounting Auditor's Report on Consolidated Financial Statements / Accounting Auditor's Report on Non-consolidated Financial Statements / Audit Report of the Audit and Supervisory Committee

These documents form part of the materials audited by the Accounting Auditor and the Audit and Supervisory Committee in the preparation of their respective audit reports. Please note that the item numbers in the documents sent to you correspond to those in the Electronic Provision Measures.

- When you attend the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If any revisions are made to the matters provided through the Electronic Provision Measures, the updated information will be posted on the respective websites.
- The results of the resolutions passed at the Meeting will be posted on the Company's website after the conclusion of the Meeting, in lieu of sending a written notice. We appreciate your understanding in advance.

Should there be any significant changes to the operation of the Meeting due to future circumstances, such information will be announced on the Company's website.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Reduction of Capital Reserve and Appropriation of Surplus

The Company proposes to reduce the amount of capital reserve and transfer it to other capital surplus pursuant to Article 448, Paragraph 1 of the Companies Act, to enhance the flexibility and mobility of future capital policy and to increase the amount available for distribution.

In addition, since a deficit exists in retained earnings brought forward as of the end of the fiscal year under review, the Company proposes, pursuant to Article 452 of the Companies Act and subject to the effectiveness of the above-mentioned reduction in capital reserve, to reduce the increased amount of other capital surplus and transfer it to retained earnings brought forward to offset the deficit in retained earnings brought forward.

1. Details of the Reduction of Capital Reserve

(1) Amount of capital reserve to be reduced

Out of the capital reserve of JPY 4,590,853,260, an amount of JPY 4,200,000,000 will be reduced.

(2) Effective date of the reduction of capital reserve

Date: July 18, 2025

2. Details of appropriation of surplus

(1) Item and amount of surplus to be decreased

Other capital surpluses:	JPY 2,571,680,769
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(2) Item and amount of surplus to be increased

Retained earnings brought forward:	JPY 2,571,680,769
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Dividends of Surplus

The Company's basic policy on returning profits to shareholders is to maintain and enhance stable dividend payments by further strengthening its corporate structure and securing the internal reserves necessary for investment in future growth areas from a long-term perspective.

Based on this policy and considering the full-year dividend situation for the fiscal year, the Company proposes the following year-end dividend for the current fiscal year, subject to the approval of Proposal 1, "Reduction of Capital Reserve and Appropriation of Surplus," and the effectiveness of the reduction of the capital reserve.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof

JPY 25.00 per share of the Company's common stock

Total amount: JPY 228,189,275

(3) Effective date of dividends of surplus

Date: July 22, 2025

(4) Others

The dividend is planned to be paid out of other capital surplus.

Note that if this proposal is approved, the year-end dividend receipt is scheduled to be dispatched **around late July 2025**, unlike in the previous fiscal year when it was sent together with the dividend payment. We kindly ask for our shareholders' understanding in this matter.

Proposal 3:

Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of four (4) Directors. The election of Ms. Kaoru Kodani as a female candidate for Director is expected to further enhance the discussions at Board of Directors meetings.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Director are as follows:

Candidate No.		Name		Incumbent in the Company	Attendance of the Meetings of the Board of Directors
1	Reappointment	YuuRi Ono		President and CEO and Group CEO	100% (17/17)
2	Reappointment	Takashi Yoshida	External	Director	88% (15/17)
3	Reappointment	Gaku Okamoto	External	Director	100% (17/17)
4	New Appointment	Kaoru Kodani		-	-

Career summary, positions and responsibilities at the Company

May 2005 President, YuuRism Consulting
 April 2015 President and Representative Director, NST Corporation
 June 2016 President and Representative Director, Diamond Electric Mfg. Co., Ltd.
 October 2016 Representative Director and CEO of the company (incumbent)
 June 2017 President and CEO, Group CEO of the company
 October 2018 President and CEO, Group CEO of the company (incumbent)
 January 2019 President and CEO, Tabuchi Electric Co., Ltd. (current Diamond & Zebra Electric Mfg. Co., Ltd.) (incumbent)
 October 2021 President and CEO, Zebra Denshi Co., Ltd. (incumbent)
 May 2023 YuuRism Consulting and Asset Co., Ltd. (incumbent)
 January 2025 President and CEO, Tamentai Jinzai Saitenka Hanten Kousei Co., Ltd. (incumbent)
 April 2025 Diamond Craft Co., Ltd. President and CEO (incumbent)

Significant Concurrent Positions

President and CEO, Diamond & Zebra Electric Mfg. Co., Ltd.
 President & CEO, Zebra Electronics Co., Ltd. / Representative Director, YuuRism Consulting & Asset Co., Ltd.
 President and CEO, Tamentai Jinzai Saitenka Hanten Kousei Co. Ltd /President and CEO, Diamond Craft Co., Ltd.

Reasons for Nomination

As President, CEO, and Group CEO of the Company, Mr. YuuRi Ono has devoted himself wholeheartedly to the revival and restoration of the former Diamond Electric Mfg. Co., Ltd., where our corporate story began, as well as to the rescue and integration of the former Tabuchi Electric Co., Ltd. In short, he has been fully engaged in the unprecedented and unparalleled challenge of simultaneously revitalizing two listed companies, as well as one additional Company. The Company re-nominates Mr. Ono as a candidate for Director, anticipating that his strong leadership will continue to contribute to enhancing corporate value and strengthening the Group's governance structure.

During the fiscal year under review, he continued to demonstrate exemplary leadership and top sales engagement, contributing to the enhancement of corporate value while maintaining the discipline and dedication necessary to strengthen corporate governance. He also remained actively committed to the "Shacho's (President's) Audit," a key initiative in fostering enthusiasm and high morale among comrades (colleagues) across the organization. Mr. Ono has also been practicing resilient management amid these turbulent times by rapidly formulating and executing a variety of business strategies, including those that take geopolitical risks into account, based on the vision of "Contribute to the Improvement of the Global Environment by Connecting Cars and Homes through Manufacturing."

Special Interests between the Candidate for Director and the Company

There are no special interests between him and the Company.

Term of office as Director

He will have served for six (6) years and eight (8) months at the conclusion of this Meeting.

*Including shares held through a management company.

Career summary, positions and responsibilities at the Company

April 1966 Joined DAITO PRESS Mfg. Co., Ltd.
 December 1966 Senior Managing Director
 July 1974 President and Representative Director
 May 2014 Chairperson and Representative Director
 June 2016 Director, Diamond Electric Co., Ltd.
 June 2017 Director and Audit & Supervisory Committee Member of the company
 October 2018 Director and Audit and Supervisory Committee Member
 May 2019 Director and Advisor, DAITO PRESS Mfg. Co., Ltd.
 June 2020 Director of the company (incumbent)
 May 2021 Advisor, DAITO PRESS Mfg. Co., Ltd. (incumbent)

Significant Concurrent Positions

Advisor, DAITO PRESS Mfg. Co., Ltd. (incumbent)
 Member of the Board, the Japan Auto Parts Industries Association
 Advisor, OSAKA METAL STAMPING ASSOCIATION

Reasons for Nomination and Expected Roles

Mr. Yoshida has a wealth of experience as a corporate executive and a deep insight into the industry. The Company re-nominates him as a candidate for External Director, expecting that he will continue to contribute to the Company's management by leveraging his professional expertise to provide advice primarily from the perspective of corporate management.

During the fiscal year under review, he provided specific suggestions and advice on policies and initiatives the Group should undertake, including references to case studies from other companies in the industry. In addition, he has contributed to the realization of the Group's medium- to long-term management plan from a governance enhancement perspective, including emphasizing the need for detailed reporting to the Board of Directors on the execution status of approved projects.

Special interests between the candidate for External Director and the Company

There are no special interests between him and the Company.

Term of office as External Director

He will have served for six (6) years and eight (8) months at the conclusion of this Meeting.

Career summary, positions and responsibilities at the Company

April 1996	Registered as an attorney at law Served at a law firm in Osaka City
Mar 2004	President, Okamoto Gaku Law Office
April 2010	Joint Partner, Okamoto & Toyonaga Law Office (incumbent)
June 2016	Director, Diamond Electric Co., Ltd.
June 2017	Director and Audit & Supervisory Committee Member of the company
October 2018	Director and Audit and Supervisory Committee Member
June 2020	Director of the company (incumbent)

Significant Concurrent Positions

Joint Partner, Okamoto & Toyonaga Law Office
Committee Member, Osaka Bar Association's Committee for Countering Organized Crime and Obstruction of Attorney Activity
Committee Member, Kinki Federation of Bar Associations' Committee for Countering Organized Crime and Obstruction of Attorney Activity
External Director, Bio-sight Capital, Inc.
External Audit & Supervisory Board Member, Taisei Kakou Co., Ltd.

Reasons for Nomination and Expected Roles

Mr. Gaku Okamoto has a wealth of experience as an attorney and broad insight into legal affairs. The Company re-nominates him as a candidate for External Director, who is an Audit and Supervisory Committee Member, in the expectation that he will continue to leverage his expertise to strengthen the Company's overall management oversight and conflict-of-interest monitoring functions, primarily from a legal perspective.

During the fiscal year under review, based on his legal expertise, he provided advice and guidance regarding specific responses and solutions to business activities and challenges arising in various operations. Additionally, from a preventive perspective, he offered insights into the Company's compliance systems and operational challenges, contributing to the enhancement of CSR activities across the Group.

Special interests between the candidate for External Director and the Company

There are no special interests between him and the Company.

Term of office as External Director

He will have served for six (6) years and eight (8) months at the conclusion of this Meeting.

Career summary, positions and responsibilities at the Company

April 1991	Joined Diamond Electric Mfg. Co., Ltd.
April 2016	Manager, Tottori Accounting Section, Accounting Department, Diamond Electric Co., Ltd. (incumbent)
August 2020	Assistant General Manager, Audit Office, Diamond Electric Holdings Co., Ltd. (incumbent)
April 2025	Auditor, Diamond Electric Hungary Kft. (incumbent)

Significant Concurrent Positions

Auditor, Diamond Electric Hungary Kft.

Reasons for Nomination

Ms. Kaoru Kodani has long been engaged in accounting operations in close proximity to manufacturing sites and, in recent years, has also been involved in internal audit operations. Through these experiences, she has established a solid foundation in corporate governance within the manufacturing sector. The Company nominates her as a candidate for Director, expecting her to leverage this experience to contribute reliable financial and accounting management, particularly at this critical juncture as the Company approaches the final stages of simultaneously revitalizing two listed companies.

The reason for selecting a candidate for Director from within the Company is based on our belief that a female Director should be chosen from among the dedicated colleagues who, even while working in one corner of the legacy companies of our Group, companies that collapsed due to deeply rooted, outdated corporate cultures, persevered with tenacity and a quiet fighting spirit.

As part of the project to nominate female colleagues as candidates for Director, the Company has centered this initiative around the "Shacho Dojo" (President's Leadership Training), with a particular focus on fostering a deep understanding and embodiment of the Company's management philosophy and policies, qualities essential for Directors, while also emphasizing education in "finance (accounting) and law."

What the President values most in this project is not the creation of outdated role models labeled "female leaders" but rather the cultivation and introduction of a new generation of diverse "leaders" who can shape and guide the Company into a new era.

Special Interests between the Candidate for Director and the Company

There are no special interests between her and the Company.

Note:

1. Mr. Takashi Yoshida and Mr. Gaku Okamoto are candidates for External Director positions.
2. The Company has designated Mr. Takashi Yoshida and Mr. Gaku Okamoto as independent directors pursuant to the regulations of the Tokyo Stock Exchange and has filed the required notification with the Exchange. If both are elected as proposed, they are expected to continue serving as independent directors.
3. The Company has entered into liability limitation agreements with Mr. Takashi Yoshida and Mr. Gaku Okamoto pursuant to Article 427, Paragraph 1 of the Companies Act. Under these agreements, the limit of liability for damages is set at the minimum amount prescribed by applicable laws and regulations. If both individuals are elected as proposed, the Company plans to continue these agreements.
4. Mr. YuuRi Ono, Mr. Takashi Yoshida, and Mr. Gaku Okamoto are currently insured under the Directors and Officers Liability Insurance Policy that the Company has concluded with an insurance provider. An overview of this policy and the timing of its renewal is provided in the Business Report under “2. Current Status of the Company (4) Status of Company Officers (5) Summary of Liability Limitation Agreements, etc.” If elected as proposed, they are expected to remain insured under the policy.
5. If Miss. Kaoru Kodani is elected as proposed; she is expected to be included as an insured person under the Directors and Officers Liability Insurance Policy that the Company has concluded with an insurance provider. An overview of the policy and the timing of its renewal is provided in the Business Report under “2. Current Status of the Company (4) Status of Company Officers (5) Summary of Liability Limitation Agreements, etc.”

Proposal 4:

Election of Two (2) Directors Who Are Audit and Supervisory Committee Members

The terms of office of the current Directors who are Audit and Supervisory Committee Members, Mr. Masakazu Furukawa and Mr. Masataka Irie, will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of two (2) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its prior consent to the submission of this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.		Name	Incumbent in the Company	Attendance at Board of Directors Meetings	Attendance at the Meetings of the Audit and Supervisory Committee Members
1	New Appointment	Hideki Okushita	External	-	-
2	Reappointment	Masataka Irie	Director (Audit and Supervisory Committee Member)	100% (17/17)	100% (15/15)



Career summary, positions and responsibilities at the Company

April 1985 Joined Taiyo Kobe Bank, Ltd. (current Sumitomo Mitsui Banking Corporation)
 April 2008 Sumoto Corporate Sales Manager and Sumoto Branch Manager of the bank
 April 2011 Tennoji Block Manager of the bank
 April 2013 Senju Tokiwa Block Manager of the bank
 April 2014 General Manager, Retail Business Promotion Department (Osaka) of the bank
 October 2014 Executive Officer, Kobe Land and Building Co., Ltd.
 June 2015 Director (Part-time), Keihanshin Kogyo Co., Ltd.
 Director (Part-time), Kobe Maintenance of Building Co., Ltd.
 June 2016 Senior Managing Executive Officer, Kobe Land and Building Co., Ltd.
 June 2017 Managing Director, Kobe Land and Building Co., Ltd.
 June 2020 Audit & Supervisory Board Member (Expected to retire on June 30, 2025), Kobe Land and Building Co., Ltd.
 Audit & Supervisory Board Member (Part-time), Keihanshin Kogyo Co., Ltd. (Expected to retire on June 30, 2025)
 Audit & Supervisory Board Member (Part-time), Kobe Building Management Co., Ltd. (Expected to retire on June 30, 2025)

Significant Concurrent Positions

Audit & Supervisory Board Member, Kobe Land and Building Co., Ltd.
 Audit & Supervisory Board Member (Part-time), Keihanshin Kogyo Co., Ltd.
 Audit & Supervisory Board Member (Part-time), Kobe Maintenance of Building Co., Ltd.

Reasons for Nomination and Expected Roles

Mr. Hideki Okushita possesses specialized expertise in finance and accounting, cultivated through his extensive experience in the banking sector. The Company nominates him as a new candidate for External Director who is also a member of the Audit and Supervisory Committee due to his broad insight developed through holding managerial positions at a bank and his expected contributions in audit-related responsibilities.

Special interests between the candidate for External Director, who is an Audit and Supervisory Committee Member and the Company

There are no special interests between him and the Company.

2 Masataka Irie

Reappointment

■ Date of birth	October 26, 1955
■ Number of the Company's shares owned	17,200 shares
■ Attendance of the Meetings of the Board of Directors	100% (17/17)
■ Attendance of the Meetings of Audit and Supervisory Committee	100% (15/15)

Career summary, positions and responsibilities at the Company

April 1979	Joined Wako Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)
August 1999	Wako Economic Research Institute, Inc. (current Japan Investor Relations and Investor Support, Inc.)
April 2012	Joined Diamond Electric Mfg. Co., Ltd.
September 2016	GM of the President's Office, Diamond Electric Mfg. Co., Ltd.
June 2017	Director and Audit & Supervisory Committee Member of the company
October 2018	Director and Audit and Supervisory Committee Member of the company (incumbent)
January 2019	Audit & Supervisory Board Member, Tabuchi Electric Co., Ltd. (current Diamond & Zebra Electric Mfg. Co., Ltd.) (incumbent)
June 2020	Audit & Supervisory Board Member, Niigata Diamond Denshi Co., Ltd. (current Diamond Denshi Co., Ltd.) (incumbent)
	Audit & Supervisory Board Member, Diamond Electric Mfg. Co., Ltd.
August 2022	Audit & Supervisory Board Member, Diamond Craft Co., Ltd. (incumbent)
January 2025	Audit & Supervisory Board Member, Tamentai Jinzai Saitenka Hanten Kousei Co., Ltd. (incumbent)

Significant Concurrent Positions

Audit & Supervisory Board Member, Diamond & Zebra Electric Mfg. Co., Ltd. / Audit & Supervisory Board Member, Diamond Denshi Co., Ltd.
Audit & Supervisory Board Member, Diamond Craft Co., Ltd. / Audit & Supervisory Board Member, Tamentai Jinzai Saitenka Hanten Kousei Co., Ltd.

Reasons for Nomination

Mr. Masataka Irie possesses extensive experience and broad insight as a securities analyst. The Company re-nominates him as a candidate for Director, who is an Audit and Supervisory Committee Member, with the expectation that he will continue to contribute his expertise to the Company's management, particularly in the areas of auditing and supervision.

During the fiscal year under review, in his capacity as a full-time Director and Audit and Supervisory Committee Member, he reflected the opinions and recommendations of the Audit and Supervisory Committee at Board of Directors meetings and monitored and supervised the Company to ensure that business was conducted in an appropriate manner. Additionally, he has provided valuable insights regarding potential challenges and risks faced by the Company.

Special interests between the candidate for Director, who is an Audit and Supervisory Committee Member and the Company

There are no special interests between him and the Company.

Term of office as Director

He will have served for six (6) years and eight (8) months at the conclusion of this Meeting.

Note:

1. Mr. Hideki Okushita is a candidate for External Director who is an Audit and Supervisory Committee Member.
2. Mr. Hideki Okushita is scheduled to retire from his position as Audit & Supervisory Board Member at Kobe Land and Building Co., Ltd., Keihanshin Kogyo Co., Ltd., and Kobe Building Management Co., Ltd. on June 30, 2025.
3. If elected as proposed, the Company plans to designate Mr. Hideki Okushita as an independent director pursuant to the regulations of the Tokyo Stock Exchange and file such designation with the Exchange.
4. If elected as proposed, the Company also plans to enter into a liability limitation agreement with Mr. Hideki Okushita pursuant to Article 427, Paragraph 1 of the Companies Act. Under these agreements, the limit of liability for damages is set at the minimum amount prescribed by applicable laws and regulations.
5. If Mr. Hideki Okushita is elected as proposed, he is expected to be included as an insured person under the Directors and Officers Liability Insurance Policy that the Company has concluded with an insurance provider. An overview of the policy and the timing of its renewal is provided in the Business Report under “2. Current Status of the Company (4) Status of Company Officers (5) Summary of Liability Limitation Agreements, etc.”
6. Mr. Masataka Irie is currently insured under the Directors and Officers Liability Insurance Policy that the Company has concluded with an insurance provider. An overview of the policy and the timing of its renewal is provided in the Business Report under “2. Current Status of the Company (4) Status of Company Officers V. Summary of Liability Limitation Agreements, etc.” If elected as proposed, he is expected to remain insured under the policy.

Election of Accounting Auditor

The term of office of Gyosei & Co., the Company's Accounting Auditor, will expire at the conclusion of this Meeting, and they will step down. Therefore, based on the decision of the Audit and Supervisory Committee, the Company requests shareholders to approve the appointment of Crowe Toyo & Co. as the Company's new Accounting Auditor.

The Audit and Supervisory Committee has nominated Crowe Toyo & Co. as the candidate for Accounting Auditor to succeed Gyosei & Co., because it deemed them to be the most suitable choice after a comprehensive assessment of their expertise, independence, quality control system, audit fees, etc., in consideration of the scale of the Company's business.

The candidates for Accounting Auditors are as follows:

As of December 31, 2024

Name	Crowe Toyo & Co.
Offices	<Principal Office> Sumitomo Real Estate Kanda Building 6F, 7 Kanda Mitoshicho, Chiyoda-ku, Tokyo <Secondary Offices> 19F, Osaka Kokusai Building, 2-3-13 Azuchimachi, Chuo-ku, Osaka-shi, Osaka 5F, Chitose Building, 4-26-13 Meieki, Nakamura-ku, Nagoya-shi, Aichi
Company History	January 1971 Established as Nitto Audit and Accounting Office. November 1981 Renamed to Crowe Toyo & Co following the merger with Toranomom Kyodo Office, and established Osaka and Nagoya offices. January 2005 Absorbed Nishimura Audit & Accounting Office. October 2006 Merged with TOTO Audit Corporation. July 2018 Joined Crowe Global.
Summary	Capital contribution: JPY 211,000,000 Personnel composition Partners (Certified Public Accountants): 49 (including 7 Representative Partners) Staff (Certified Public Accountants): 193 (CPA Exam Passers): 46 (Others): 52 Total: 340

Note: As of now, the letter of acceptance for the appointment has not been received.

Reference: Expertise and Experience Required of Directors
(including those who are Audit and Supervisory Committee Members)

Name	Position	Management	Marketing	CG	ESG
YuuRi Ono	Representative Director (President, CEO and Group CEO)	●	●	●	●
Takashi Yoshida	Director [External]	○	●		○
Gaku Okamoto	Director [External]			●	○
Kaoru Kodani	Director			●	○
Shiro Kasama	Director and Audit and Supervisory Committee Member [External]			●	○
Hideki Okushita	Director and Audit and Supervisory Committee Member [External]			●	○
Masataka Irie	Director and Audit and Supervisory Committee Member			●	○

* If the candidates listed in this Notice of Convocation are elected as proposed, the fields of expertise considered primarily required for each Director are marked with “●,” and those considered secondarily desirable are marked with “○.”

[Management] Ability to formulate and execute the Company’s purpose (its reason for existence), goals (its foundation for survival) and management strategies; uphold a customer-first approach; set an example through leadership and excel in top-level sales; foster enthusiasm and high morale by valuing frontline Comrades and operations; practice minimal yet disciplined and dedicated management.

[Marketing] Understanding of and insight into the importance of meeting customer quality expectations in the manufacturing industry; comprehension of the global supply chain and the distinctive characteristics of the relevant industry.

[CG*] Insight into compliance and corporate social responsibility (CSR) from the perspective of legal professionals, certified public accountants, former financial institution members, or management consultants; understanding of accountability as a socially responsible entity; and the integration of these values into management strategy.

*CG: Corporate Governance

[ESG*] Commitment to environmental stewardship, coexistence with local communities as a socially responsible public entity, and respect for dedicated Comrades who shine and strive, based on a multifaceted declaration of human rights.

* ESG: Environment, Social, Governance

Reference: Nomination Policy for the Candidates for Director

The Company nominates appropriate candidates for Directors in accordance with the following nomination policy. After consulting with the Audit and Supervisory Committee, which is composed of a majority of External Directors, the Board of Directors determines the candidates by resolution and submits the proposal to the General Meeting of Shareholders.

(1) Nomination of Directors (excluding Audit and Supervisory Committee Members)

With respect to the Company's Directors (excluding Audit and Supervisory Committee Members), the Company nominates candidates who possess high ethical standards based on the Group's management philosophy, are capable of strategic thinking, demonstrate excellent judgment, and exhibit flexibility in adapting to change. These individuals must also be capable of both making decisions and supervising management. Half of these Directors are appointed as External Directors.

(2) Nomination of Directors who are Audit and Supervisory Committee Members

With respect to the Company's Directors, who are Audit and Supervisory Committee Members, the Company nominates candidates who possess high ethical standards based on the Group's management philosophy, have a certain level of expertise, are capable of appropriately supervising the execution of business operations, and can provide timely and proactive input to the Board of Directors and management from an independent and objective standpoint. A majority of these Directors are External Directors.

Reference: Criteria to Determine the Independence of External Directors

To enhance corporate value through the establishment of a corporate governance system that ensures high management transparency and oversight, the Company deems an External Director to lack independence if they fall under any of the following items, in addition to the criteria for determining independence stipulated by the Tokyo Stock Exchange.

- (1) When the External Director is currently, or has been within the past ten (10) years, an executor of the business of the Company or any of its subsidiaries
- (2) When a relative within the second degree of kinship of the External Director is currently, or has been within the past ten (10) years, an executor of the business of the Company or any of its subsidiaries
- (3) When the External Director has, within the past three (3) fiscal years, served as an executor of the business of the Company's business partners whose transaction amount with the Company exceeds 2% of the Group's consolidated net sales
- (4) When the External Director is or has been an executor of the business of a major shareholder holding 10% or more of the Company's equity or of a company in which the Company has invested
- (5) When the External Director has received compensation exceeding 5 million yen per year from the Company, other than director compensation, as a legal, accounting, or tax professional, or as a consultant, during the past three (3) fiscal years