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Securities code: 6167

June 6, 2024

(Date of commencement of measures for
electronic provision: May 31, 2024)

To Shareholders with Voting Rights:

Yoshikazu Haruta
Representative Director and President
Fuji Die Co., Ltd.
2-17-10, Shimomaruko, Ota-ku,
Tokyo, Japan

**NOTICE OF
THE 68th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 68th Annual General Meeting of Shareholders of Fuji Die Co., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision, and the matters subject to measures for electronic provision have been posted on the following website on the Internet.

The Company’s website: <https://www.fujidie.co.jp/tabid/180/language/en-US/Default.aspx>

In addition to the above, the matters have been posted on the following website on the Internet.

Tokyo Stock Exchange website (TSE Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the TSE website shown above, enter “Fuji Die” in the “Issue name (company name)” field, or the Company’s securities code “6167” in the “Code” field to search, select “Basic information” and “Documents for public inspection/PR information” in this order, and confirm “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” indicated under “Filed information available for public inspection.”)

In lieu of attending the meeting in person, you may exercise voting rights in writing or by electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders described in the matters subject to measures for electronic provision and follow the “Instructions for the Exercise of Voting Rights” to exercise your voting rights no later than 5:00 p.m. on Monday, June 24, 2024, Japan time.

1. Date and Time: Tuesday, June 25, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m.)

2. Place: ORIGIA Banquet Room, 2nd Floor, PLAZA APEA
3-5, Nishi-kamata 8-chome, Ota-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 68th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 68th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendment to the Articles of Incorporation
Proposal 3: Election of Nine (9) Directors
Proposal 4: Election of One (1) Audit & Supervisory Board Member
Proposal 5: Payment of Bonuses to Directors

- If you attend the meeting on the day of the meeting, you are kindly requested to present the enclosed voting rights exercise form at the reception desk at the meeting venue.
- No souvenir will be distributed on the day of the meeting. We would appreciate your kind understanding.
- In accordance with laws and regulations and provisions of the Articles of Incorporation of the Company, the following matters subject to measures for electronic provision have been omitted in paper-based documents delivered in response to a request for delivery of documents. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - (1) "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (2) "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Paper-based documents containing Reference Documents for the General Meeting of Shareholders will be sent to those shareholders who have not requested delivery of paper-based documents, in addition to the matters required by laws and regulations.
- Should the matters subject to measures for electronic provision require revisions, the revised versions will be posted on each website where these matters are posted.
- The Company will discontinue sending a Notice of Resolution of Annual General Meeting of Shareholders and instead post the result of the meeting on its website.
- Should any major changes arise to the operation or the venue of the meeting due to future conditions, we will notify such changes on the Company's website:
<https://www.fujidie.co.jp>

Acceptance of Questions in Advance

We will accept your questions by e-mail for this Annual General Meeting of Shareholders. Details are as described below.

- How to contact: Please send an e-mail stating required information and your questions to the following e-mail address.
[E-mail address] sokai@fujidie.co.jp
[Required information]
 - a. Your shareholder No. (printed on the voting rights exercise form)
 - b. Your name
 - c. Your address
 - d. Questions (Please describe the points in brief.)
- Acceptance period of questions in advance: until 5:00 p.m. on Tuesday, June 18, 2024
- Among the questions accepted in advance, we will answer on the day of the meeting questions related to the purpose of the meeting and those deemed to be of great interest to shareholders to which the Company is able to answer.
- We do not guarantee that all the questions will be answered. Please also note that we will not answer the questions on an individual basis.
- The above-mentioned e-mail address will become invalid upon expiry of the acceptance period.

Instructions for the Exercise of Voting Rights

Please review the Reference Documents for the General Meeting of Shareholders described in the matters subject to measures for electronic provision and exercise your voting rights by either of the following methods.

Exercise of voting rights via the Internet, etc.

Please follow the instructions on the next page and indicate your vote for or against the proposals. For details, please refer to the next page.

Deadline: 5:00 p.m. on Monday, June 24, 2024

Exercise of voting rights in writing

Please indicate your vote for or against the proposals on the enclosed voting rights exercise form and return it by mail so that it is received by the Company's shareholder register administrator by the deadline.

Deadline: 5:00 p.m. on Monday, June 24, 2024

Attending the meeting

Please bring with you the enclosed voting rights exercise form and submit it at the reception desk.

Date and time: Tuesday, June 25, 2024 at 10:00 a.m. Japan time (Reception starts at 9:30 a.m.)

How to fill in the voting rights exercise form

Please cut this part out and return by post.

Please indicate your vote for or against the proposals here.

Proposal 1, Proposal 2, Proposal 4, and Proposal 5

- ▶ If you approve: Circle “賛” [Approve]
- ▶ If you disapprove: Circle “否” [Disapprove]

Proposal 3*

- ▶ If you approve all candidates: Circle “賛” [Approve]
- ▶ If you disapprove all candidates: Circle “否” [Disapprove]

* If you vote differently for any candidate(s), please specify the applicable candidate(s) by their number.

Precautions for handling of voting rights exercised

- If there is no indication of a vote for or against a specific proposal on the voting rights exercise form, it shall be deemed as an indication of approval of that proposal.
- If you exercise your voting rights both in writing and via the Internet, the voting rights exercised via the Internet will be deemed valid.
- If you exercise your voting rights multiple times via the Internet, etc., the most recent voting rights exercised will be deemed valid.

Introduction of Electronic Voting System Platform

Institutional investors may exercise their voting rights by electromagnetic means, using the Electronic Voting System Platform operated by ICJ, Inc.

Instructions for the Exercise of Voting Rights via the Internet, etc.

By scanning the QR Code with your smartphone

By scanning the “Login QR Code,” you can log in to the website without having to enter “login ID” and “temporary password.”

1. Scan the QR code

“Login QR Code” is here.

Voting rights exercise form stub (right side)

Scan the “Login QR Code” printed on the enclosed voting rights exercise form stub (right side) with your smartphone.

2. After that, please follow the on-screen instructions to indicate your vote for or against the proposals.

By entering login ID and temporary password

Voting rights exercise website: <https://evote.tr.mufg.jp/>

1. Access the voting rights exercise website.

Click “To the next page”

2. Enter “login ID” and “temporary password” printed on the voting rights exercise form stub (right side).

Click “Log in”

After that, please follow the on-screen instructions to indicate your vote for or against the proposals.

For inquiries about the voting rights exercise system, etc.:

Securities Agency Division (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll free)

(Business hours: 9:00 a.m. to 9:00 p.m.)

Precautions:

- The service is suspended from 2:30 a.m. to 4:30 a.m. every day.
- Any costs incurred for using the voting rights exercise website, including connection fees and communication fees, shall be borne by the shareholders.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to strive for stable and active return of profits to shareholders in order to live up to their expectations.

With regard to the year-end dividend for the fiscal year under review, the Company proposes to pay 32 yen per share (ordinary dividend of 22 yen and commemorative dividend of 10 yen), by taking various factors into consideration, including its financial condition, business performance and dividend payout ratio, and adding a commemorative dividend of 10 yen in celebration of the 75th anniversary of the Company:

Type of dividend property:

Cash

Matters concerning the allocation of dividend property and the total amount:

32 yen per share of common stock of the Company

(ordinary dividend of 22 yen and commemorative dividend of 10 yen),

for a total of 635,719,040 yen

Effective date of distribution of surplus:

June 26, 2024

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

To vitalize and facilitate shareholders meetings by making it easier to attend for more shareholders, including those located in remote areas, and to be prepared for large-scale disasters such as the spread of infectious diseases or the occurrence of natural disasters, as well as progress made in the digitization of society, the Company proposes to add Paragraph 2 to Article 12 of the current Articles of Incorporation to enable the holding of a shareholders meeting without a designated location (so-called virtual-only shareholders meetings).

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>(Convocation) Article 12. An ordinary general meeting of shareholders shall be convened within three months after the end of each fiscal year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p>(Newly established)</p>	<p>(Convocation) Article 12. An ordinary general meeting of shareholders shall be convened within three months after the end of each fiscal year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p><u>2 A general meeting of shareholders of the Company may be convened as a shareholders meeting without a designated location.</u></p>

Proposal 3: Election of Nine (9) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors, increasing the number of Directors by two (2), in order to secure management transparency and further strengthen corporate governance.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Yoshikazu Haruta [Reappointment]	Representative Director and President
2	Masanobu Tsuda [Reappointment]	Managing Director, Division Director of Overseas Business Division
3	Mamoru Shinomiya [Reappointment]	Director, Division Director of Technical Development Division
4	Kazuyuki Mawatari [Reappointment]	Director, Division Director of Production Division and General Manager of Production Control Department
5	Yasuhiro Matsuoka [Reappointment]	Director, Division Director of Sales Division
6	Masao Takayasu [New appointment]	Division Director of Administration Division
7	Hidehisa Sawai [Reappointment] [Outside] [Independent]	Director
8	Noriyoshi Ueda [Reappointment] [Outside] [Independent]	Director
9	Michiko Nakamura [New appointment] [Outside] [Independent]	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Yoshikazu Haruta (November 26, 1963)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% 15/15</p>	<p>April 1987 Joined the Company</p> <p>June 2007 General Manager of Financial Operations Department, Administration Division</p> <p>August 2010 General Manager of Corporate Planning Department, Administration Division</p> <p>March 2014 Deputy Division Director of Administration Division and General Manager of Corporate Planning Department</p> <p>June 2015 Director, Deputy Division Director of Administration Division and General Manager of Corporate Planning Department</p> <p>August 2015 Director, General Manager of Corporate Planning Department</p> <p>August 2017 Director, Division Director of Administration Division and General Manager of Corporate Planning Department</p> <p>August 2017 Director, Division Director of Administration Division and Division Director of Corporate Planning Division</p> <p>December 2017 Director, Division Director of Administration Division</p> <p>June 2018 Managing Director, Division Director of Administration Division</p> <p>July 2023 Senior Managing Director, Division Director of Administration Division</p> <p>January 2024 Representative Director and President (current position)</p>	25,144
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yoshikazu Haruta assumed the post of Director in June 2015. He has served as Division Director responsible for corporate planning, accounting, general affairs, and human resources and has extensive business experience and insights into overall corporate management, administration and operation of the Company. Since his appointment as Representative Director and President in January 2024, he has been leading overall corporate management, demonstrating strong leadership in doing so. Determining that he is the best person for contributing to sustainable improvement of corporate value going forward, the Company proposes his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Masanobu Tsuda (August 25, 1965)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% 15/15</p>	<p>April 1988 Joined the Company</p> <p>December 2008 General Manager of Market Development Department, Production Development Division</p> <p>August 2010 General Manager of Sales Department, East Japan Business Unit</p> <p>April 2013 General Manager of Export Department, Sales Division</p> <p>June 2015 Deputy Division Director of Sales Division and General Manager of Export Department</p> <p>October 2015 Deputy Division Director of Sales Division and General Manager of Sales Administration Department</p> <p>April 2020 Deputy Division Director of Sales Division and General Manager of Overseas Business Management Department</p> <p>June 2020 Director, Deputy Division Director of Sales Division and General Manager of Overseas Business Management Department</p> <p>November 2020 Director, Division Director of Sales Division</p> <p>July 2023 Director, Division Director of Overseas Business Division</p> <p>January 2024 Managing Director, Division Director of Overseas Business Division (current position)</p>	18,479
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masanobu Tsuda assumed the post of Director in June 2020. He has served as Division Director of the Sales Division and has years of experience in managing and supervising sales departments of the Group. In addition, having led the overseas business, he is well versed in local affairs and has extensive experience, knowledge, and connections among customers and the like. Determining that he is one of the best persons for contributing to sustainable improvement of corporate value, the Company proposes his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Mamoru Shinomiya (June 5, 1967) [Reappointment] [Attendance at the Board of Directors meetings] 100% 15/15	April 1994 Joined the Company July 2012 Head of Development Center, Production Development Division March 2014 General Manager of Product Development Department, Development Center, Technical Development Division December 2014 Head of Development Center, Technical Development Division and General Manager of Product Development Department March 2019 Deputy Division Director of Technical Development Division, Head of Development Center and General Manager of Product Development Department April 2020 Division Director of Technical Development Division, Head of Development Center and General Manager of Product Development Department June 2020 Director, Division Director of Technical Development Division, Head of Development Center and General Manager of Product Development Department July 2020 Director, Division Director of Technical Development Division (current position)	20,250
[Reason for nomination as candidate for Director] Mr. Mamoru Shinomiya assumed the post of Director in June 2020. He is serving as Division Director in charge of technical development and has extensive business experience and insights into the Company's technical development. Determining that he is one of the best persons for contributing to sustainable improvement of corporate value, the Company proposes his reelection as Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Kazuyuki Mawatari (December 31, 1967) [Reappointment] [Attendance at the Board of Directors meetings] 100% 15/15	April 1990 Joined the Company November 2013 Deputy Head of Manufacturing Plant, Okayama Manufacturing Plant, West Japan Business Unit and Manager of Metallurgy Section October 2016 Head of Okayama Manufacturing Plant, Production Control & Management Center, Production Division and Manager of Inspection Section July 2019 Deputy Division Director of Production Division and Head of Production Control & Management Center May 2021 Division Director of Production Division and Head of Production Control & Management Center June 2021 Director, Division Director of Production Division and Head of Production Control & Management Center December 2021 Director, Division Director of Production Division July 2023 Director, Division Director of Production Division and Head of Production Control & Management Center November 2023 Director, Division Director of Production Division and General Manager of Production Control Department (current position)	25,450
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kazuyuki Mawatari assumed the post of Director in June 2021. While serving as Division Director in charge of production and engaging in production activities for years, he also has engaged in research and development and planning activities and has extensive knowledge based on his wide range of experience. Determining that he is one of the best persons for contributing to sustainable improvement of corporate value, the Company proposes his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Yasuhiro Matsuoka (April 13, 1968) [Reappointment] [Attendance at the Board of Directors meetings] 100% 15/15	April 1991	Joined the Company	22,168
		August 2010	General Manager of Production Engineering Department, Kyushu Business Unit	
March 2014	Head of Kumamoto Manufacturing Plant, Production Control & Management Center, Production Division			
September 2017	Head of Koriyama Manufacturing Plant, Production Control & Management Center, Production Division			
December 2021	Deputy Division Director of Production Division and Head of Production Control & Management Center			
June 2022	Director, Deputy Division Director of Production Division and Head of Production Control & Management Center			
July 2023	Director, Division Director of Sales Division (current position)			
[Reason for nomination as candidate for Director] Mr. Yasuhiro Matsuoka assumed the post of Director in June 2022. He has engaged in production activities for years, leading productivity innovation activities at the Company. Since July 2023, he has served as Division Director of the Sales Division. He has extensive business experience and insights into manufacturing and sales. Determining that he is one of the best persons for contributing to sustainable improvement of corporate value, the Company proposes his reelection as Director.				
6	Masao Takayasu (January 1, 1960) [New appointment]	April 1982	Joined NEC Corporation	1,693
		April 2017	Joined the Company	
October 2018	General Manager of Human Resources Department, Administration Division			
April 2023	Deputy Division Director of Administration Division			
July 2023	Deputy Division Director of Administration Division and General Manager of Information System Department			
January 2024	Division Director of Administration Division and General Manager of Information System Department			
April 2024	Division Director of Administration Division (current position)			
[Reason for nomination as candidate for Director] Mr. Masao Takayasu has engaged in human resources and general affairs activities for years, leading the overall talent strategy of the Company, including recruitment, development, allocation and treatment of talent, as well as improvement of employee engagement. In addition, having worked for development of information infrastructure and served as Division Director in charge of administration, he has extensive business experience and high-level insights into corporate management and administration. Determining that he is one of the best persons for contributing to sustainable improvement of corporate value, the Company proposes his election as new Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Hidehisa Sawai (July 23, 1948) [Reappointment] [Attendance at the Board of Directors meetings] 100% 15/15	April 1975 April 1979 October 2002 April 2011 April 2012 April 2015 June 2015 October 2016	Registered as attorney-at-law (Daini Tokyo Bar Association) Joined Nakatsu Law Office Established Sawai Law Office Established Shin-Yotsuya Law Offices Representative of the office (current position) Vice President of Japan Federation of Bar Associations President of Daini Tokyo Bar Association Visiting Professor of The University of Electro-Communications President of Japan Attorneys National Pension Fund Director of the Company (current position) Outside Auditor of AISEI PHARMACY Co., Ltd. (current position)	-
[Reason for nomination as candidate for Outside Director and expected roles] Mr. Hidehisa Sawai has extensive career as an attorney and high-level professional insights into corporate legal affairs. Anticipating that he will supervise and provide advice on overall corporate management of the Company from a high-level and professional perspective, the Company proposes his reelection as Outside Director. Although he has never been involved in corporate management other than as an outside director or an outside auditor, the Company determines that he will be able to appropriately perform his duties as Outside Director based on the aforementioned reasons.				
8	Noriyoshi Ueda (July 11, 1956) [Reappointment] [Attendance at the Board of Directors meetings] 100% 15/15	April 1979 March 2006 March 2011 January 2012 July 2017 June 2022	Joined Canon Inc. Director of CanonFinetech, Inc. (currently Canon Finetech Nisca Inc.) Managing Director of CanonFinetech, Inc. (currently Canon Finetech Nisca Inc.) President and Representative Director of Nisca Corporation (currently Canon Finetech Nisca Inc.) Director of Canon Finetech Nisca Inc. Director of the Company (current position)	-
[Reason for nomination as candidate for Outside Director and expected roles] Mr. Noriyoshi Ueda has extensive experience and broad knowledge as a corporate manager and is well versed in manufacturing, from development to production. Anticipating that he will utilize his knowledge and experience in supervising and other activities for its management, the Company proposes his reelection as Outside Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Michiko Nakamura (June 7, 1978) [New appointment]	December 2007 Registered as attorney-at-law (Daini Tokyo Bar Association) Joined Kamon Law Office November 2012 Commissioned by Japan Federation of Bar Associations April 2013 Established PLUS Law Office (current position) February 2022 Commissioned by Japan Federation of Bar Associations (current position)	-
[Reason for nomination as candidate for Outside Director and expected roles] Ms. Michiko Nakamura has extensive professional knowledge and experience as an attorney and high-level professional insights into corporate legal affairs, which are highly beneficial to the Company. Anticipating that she will utilize these qualities in strengthening the Company's corporate governance, the Company proposes her election as new Outside Director. Although she has never been involved in corporate management other than as an outside director or an outside auditor, the Company determines that she will be able to appropriately perform her duties as Outside Director based on the aforementioned reasons.			

- Notes:
- There are no special interests between each candidate and the Company.
 - Mr. Hidehisa Sawai, Mr. Noriyoshi Ueda, and Ms. Michiko Nakamura are candidates for Outside Directors.
 - The candidate Ms. Michiko Nakamura's name as it appears on her family register is Michiko Fukunaga.
 - Mr. Hidehisa Sawai and Mr. Noriyoshi Ueda currently serve as Outside Directors of the Company, and they will have served as such for nine (9) years and two (2) years, respectively, at the conclusion of this General Meeting of Shareholders.
 - The Company has entered into limited liability agreements with Mr. Hidehisa Sawai and Mr. Noriyoshi Ueda to ensure they can fully perform their expected roles. If their reelection is approved, the Company intends to renew the said agreements with them. If election of Ms. Michiko Nakamura is approved, the Company intends to enter into the same limited liability agreement with her. The outline of the details of the agreement is as follows:
 - If Outside Director becomes liable for damages due to neglect of his or her duties as stipulated in Article 423, Paragraph 1 of the Companies Act, he or she shall be liable for damages within the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, provided that the Outside Director has acted in good faith and without gross negligence in execution of the duty that caused the liability.
 - The Company has concluded a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If this proposal is approved as originally proposed and each candidate is appointed to the position of Director, each candidate will be insured under this insurance agreement. The outline of the said insurance agreement is shown in "4. Matters Regarding Company Officers, (3) Outline of the Directors and Officers Liability Insurance Agreement" in the Business Report. The Company intends to renew the said insurance agreement with the same conditions at the next renewal.
 - The Company has designated Mr. Hidehisa Sawai and Mr. Noriyoshi Ueda as independent officers as defined by the rules of the Tokyo Stock Exchange and has filed a notification as such, and they will continue to serve as independent officers if their reelection is approved. Also, if election of Ms. Michiko Nakamura is approved, the Company intends to designate her as an independent officer as defined by the rules of the Tokyo Stock Exchange and file a notification as such.
 - The number of shares of the Company held by each candidate for Director is based on their ownership status as of March 31, 2024.

Proposal 4: Election of One (1) Audit & Supervisory Board Member

Mr. Masahiko Chiba, an Audit & Supervisory Board Member, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the new election of one (1) Audit & Supervisory Board Member is proposed.

Since this one (1) candidate is not elected as a substitute for the resigning Audit & Supervisory Board Member, his term of office of Audit & Supervisory Board Member shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the latest business year ending within four (4) years after his election to the position.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Takahiro Kotani (November 30, 1960) [New appointment]	April 1984 Joined Irie Trading Corporation October 2003 Joined the Company April 2013 Assistant General Manager of Sales Department, East Japan Business Unit March 2014 Assistant General Manager of East Japan Sales Department, Sales Division October 2015 General Manager of Export Department, Sales Division March 2020 Director, General Manager of Sales Department, FUJI SHAFT CO., LTD. April 2022 Representative Director and President, FUJI SHAFT CO., LTD. April 2024 Consultant to President, FUJI SHAFT CO., LTD. May 2024 Counselor to President, the Company (current position)	4,592
[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Takahiro Kotani is well versed in the Group's business and operational processes and has experience in serving as a director of an operating company. Determining that it will be appropriate to reflect his insights and extensive experience in audits of the Company, the Company proposes his election as Audit & Supervisory Board Member.		

- Notes:
1. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
 2. If election of Mr. Takahiro Kotani is approved and resolved, the Company intends to enter into a limited liability agreement with him to ensure that he can fully perform his expected roles. The outline of the details of the agreement is as follows:
 - If the Audit & Supervisory Board Member becomes liable for damages due to neglect of his or her duties as stipulated in Article 423, Paragraph 1 of the Companies Act, he or she shall be liable for damages within the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, provided that such Audit & Supervisory Board Member has acted in good faith and without gross negligence in performance of the duty that caused the liability.
 3. The Company has concluded a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If this proposal is approved as originally proposed and the candidate is appointed to the position of Audit & Supervisory Board Member, the candidate will be insured under this insurance agreement. The outline of the said insurance agreement is shown in "4. Matters Regarding Company Officers, (3) Outline of the Directors and Officers Liability Insurance Agreement" in the Business Report. The Company intends to renew the said insurance agreement with the same conditions at the next renewal.
 4. The number of shares of the Company held by the candidate for Audit & Supervisory Board Member is based on their ownership status as of March 31, 2024.

Proposal 5: Payment of Bonuses to Directors

In consideration of the business performance and other factors for the fiscal year under review, the Company proposes the payment of bonuses totaling 21,000,000 yen to five (5) Directors (excluding Outside Directors) in office as of the end of the fiscal year under review. The bonuses to Directors have been calculated according to the policy for deciding the amount in consideration of business performance (degree of budget achievement of consolidated ordinary profit) and other factors, and based on approximately one-third of the base remuneration of each Director. The Company requests that the amounts to be paid to each Director be entrusted to the decision of the Board of Directors.

As stated in “4. Matters Regarding Company Officers (4) Remuneration, etc. for Directors and Audit & Supervisory Board Members during the Fiscal Year under Review” in the Business Report, the Company has established a policy for determining the details of remuneration, etc. for individual Directors. The contents of this proposal are consistent with this policy and thus the Company believes that the contents are appropriate.

(Reference) Skills matrix of the Board of Directors after this Annual General Meeting of Shareholders

If Proposal 3 and Proposal 4 are approved and resolved, the experience and expertise of members of the Board of Directors will be as follows.

	Independent / Outside	Nomination and Compensation Committee	Experience and specialty							
			Corporate management in general	Sales and marketing	Production and Engineering	Research and development	Global business	Accounting and financing	Legal affairs and compliance	ESG
Yoshikazu Haruta		Member	●				●	●	●	●
Masanobu Tsuda			●	●			●			
Mamoru Shinomiya			●	●		●				●
Kazuyuki Mawatari			●		●	●				
Yasuhiro Matsuoka			●	●	●					
Masao Takayasu			●						●	●
Hidehisa Sawai	★	Chair/Member							●	●
Noriyoshi Ueda	★	Member	●		●	●				
Michiko Nakamura	★	Member							●	●
Takahiro Kotani			●	●			●			
Ichiro Uchida	★	Observer	●				●	●	●	●
Yasushi Eguchi	★	Observer						●	●	●