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(Stock Exchange Code 2760)

June 1, 2026

(Date of commencement of measures for electronic provision: May 22, 2026)

**To Shareholders with Voting Rights:**

Atsushi Tokushige  
Chairman & Representative Director, CEO  
TOKYO ELECTRON DEVICE LIMITED  
1-1, Sakuragaoka-cho, Shibuya-ku, Tokyo

**NOTICE OF  
THE 41ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to announce that we will hold the 41st Annual General Meeting of Shareholders of TOKYO ELECTRON DEVICE LIMITED (the “Company”). The meeting will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision have been taken and matters to be provided electronically are posted as “Notice of the 41st Annual General Meeting of Shareholders” on the websites indicated below.

The Company’s website <https://www.teldevice.co.jp/eng/ir/meeting.html>

In addition to the above, the information is also posted on the Tokyo Stock Exchange (TSE) website.

Please access the TSE website (Listed Company Search), enter the Company’s securities code “2760” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and read the Notice.

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

If you are unable to attend the meeting, you can exercise your voting rights in writing or through the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your rights no later than 5:30 p.m., Thursday, June 18, 2026, Japan time.

- 1. Date and Time:** Friday, June 19, 2026 at 10:00 a.m. Japan time  
(Reception desk will open at 9:00 a.m.)
- 2. Place:** Ballroom B2F, CERULEAN TOWER TOKYU HOTEL 26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, the Consolidated Financial Statements and Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the Company’s 41st Fiscal Year (April 1, 2025 - March 31, 2026)
    2. Non-consolidated Financial Statements for the Company’s 41st Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

- Proposal 1:** Election of Eight Corporate Directors
- Proposal 2:** Election of One Audit & Supervisory Board Member
- Proposal 3:** Payment of Bonuses to Corporate Directors

1. When you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. Should the matters provided electronically require any revisions, the revised versions will be posted on the Company's website and the TSE website.
3. Please note that we do not provide an anteroom for shareholders.
4. **No souvenirs will be provided for shareholders attending the General Meeting of Shareholders.**
5. During the live-streaming, only the area where the chairperson of the meeting and Company officers are seated will be filmed to ensure the privacy of the shareholders present there. Please note that there may be unavoidable instances of shareholders being filmed.
6. Please note that the results of resolutions at this General Meeting of Shareholders will be posted on the Company's website indicated above and no paper copy of the notice of resolutions will be sent to shareholders.
7. If there is no indication of approval or disapproval for the proposals in the Voting Rights Exercise Form, this will be treated as an indication of approval.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of Eight Corporate Directors

The terms of office of all seven Corporate Directors will expire at the conclusion of this General Meeting of Shareholders. In order to further strengthen the management structure, we will increase the number of Corporate Directors by one. Accordingly, the election of eight Corporate Directors is proposed. The candidates are as follows:

Candidate No.	Name	Gender	Position	Years in office	Attendance at Board of Directors' meetings
1	Atsushi Tokushige	Male	Chairman & Representative Director, CEO	19	100% (Eleven out of eleven meetings)
2	Takayoshi Miyamoto	Male	President & Representative Director	1	100% (Nine out of nine meetings)
3	Masami Hasegawa	Male	Corporate Director	11	100% (Eleven out of eleven meetings)
4	Tetsuo Tsuneishi	Male	Corporate Director	13	100% (Eleven out of eleven meetings)
5	Hiromi Onitsuka-Baur (Outside Director) (Independent Director)	Female	Corporate Director	6	100% (Eleven out of eleven meetings)
6	Kei Nishida (Outside Director) (Independent Director)	Male	Corporate Director	5	100% (Eleven out of eleven meetings)
7	Seiji Osaka (Outside Director) (Independent Director)	Male	Corporate Director	2	100% (Eleven out of eleven meetings)
8	Makiko Hamabe (Outside Director) (Independent Director)	Female	-	New candidate	-

#### (Notes)

- There are no special interests between each candidate for Corporate Director and the Company.
- Ms. Hiromi Onitsuka-Baur, Mr. Kei Nishida, Mr. Seiji Osaka, and Ms. Makiko Hamabe are candidates for Outside Directors. Ms. Hiromi Onitsuka-Baur, Mr. Kei Nishida, and Mr. Seiji Osaka are also Independent Directors required by the Tokyo Stock Exchange and will continue to be the Independent Directors if reelected. Additionally, Ms. Makiko Hamabe meets the criteria for independent directors required by the Tokyo Stock Exchange and is expected to become an Independent Director, if elected as proposed.
- Mr. Takayoshi Miyamoto has been appointed as a Corporate Director at the 40th Annual General Meeting of Shareholders held on June 20, 2025, and the attendance at Board of Directors' meetings represents the number of the Board of Directors' meetings held after he assumed office.
- The current Articles of Incorporation of the Company provides that the Company can enter into an agreement with Corporate Directors (excluding Executive Directors) to limit liability for damages to the Company. The Company entered into liability limitation agreements with Mr. Tetsuo Tsuneishi, Ms. Hiromi Onitsuka-Baur, Mr. Kei Nishida, and Mr. Seiji Osaka, and will renew the respective agreements if they are reelected. Additionally, if Ms. Makiko Hamabe is newly elected as proposed, the Company will enter into the said liability limitation agreement with her. The outline of the liability limitation agreement of the Company is as follows:
  - Corporate Directors (excluding Executive Directors) who have neglected their duties shall be liable to the Company for any damage to the extent of the minimum liability amount as set forth in Article 425, (1) of the Companies Act.
  - The above liability limitation shall be limited to cases where the relevant Corporate Director is without knowledge and is not grossly negligent in performing his/her duties that caused the liability.
- The Company entered into indemnity agreements with Mr. Atsushi Tokushige, Mr. Takayoshi Miyamoto, Mr. Masami Hasegawa, Mr. Tetsuo Tsuneishi, Ms. Hiromi Onitsuka-Baur, Mr. Kei Nishida, and Mr. Seiji Osaka, pursuant to Article 430-2 (1) of the Companies Act, and will renew the respective agreements if they are reelected. Additionally, if Ms.


Makiko Hamabe is newly elected as proposed, the Company will enter into the said indemnity agreement with her. Under the said agreements, the Company shall indemnify each candidate against the expenses set forth in (1) and losses set forth in (2) of the same Article to the extent specified by laws and regulations.


6. The Company entered into a Directors and Officers liability insurance contract with an insurance company as stipulated in Article 430-3 (1) of the Companies Act. The contract covers damage payments to be borne by insured persons arising from litigations. Each candidate will be included as an insured person in this insurance contract. The said insurance contract is scheduled for renewal in July 2026.
7. Ms. Makiko Hamabe's name on her family register is Makiko Yasui.


No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
1	 Atsushi Tokushige (November 7, 1963) [62 years old]	<p>April 1986      Joined Tokyo Electron Limited</p> <p>April 2005      Vice President of the Company</p> <p>June 2007      Corporate Director of the Company</p> <p>June 2011      Managing Director, TOKYO ELECTRON DEVICE HONG KONG LTD. (currently TOKYO ELECTRON DEVICE ASIA PACIFIC LTD.)</p> <p>September 2013      CEO, inrevium AMERICA, INC. (currently TOKYO ELECTRON DEVICE AMERICA, INC.)</p> <p>January 2015      President &amp; Representative Director of the Company</p> <p>June 2024      CEO (Chief Executive Officer) of the Company (to present)            Corporate Officer of the Company (to present)</p> <p>April 2026      Chairman &amp; Representative Director of the Company (to present)</p> <p>[Position and responsibility at the Company]            Chairman &amp; Representative Director, CEO (Chief Executive Officer), Corporate Officer, Vice President</p> <p>[Reason for nomination as a candidate for Corporate Director]            Since he assumed his position as the President &amp; Representative Director of the Company in January 2015, he has made use of his experience accumulated up to that point, and demonstrated strong leadership skills to lead the management of the Group. He assumed the office of Chairman &amp; Representative Director of the Company in April 2026 and we continue to expect him to strengthen the decision-making function of the Board of Directors and to play a central role in overall management to contribute to improving corporate value of the Group as CEO (Chief Executive Officer), and thus nominate him for Corporate Director.</p>	50,100
2	 Takayoshi Miyamoto (April 7, 1970) [56 years old]	<p>April 1993      Joined Tokyo Electron Limited</p> <p>April 2015      Director, Corporate Account Sales Department of the Company</p> <p>October 2016      Senior Director, CN Sales Division of the Company</p> <p>June 2020      Vice President of the Company</p> <p>July 2020      Deputy General Manager, CN BU of the Company</p> <p>June 2023      Senior Vice President of the Company            General Manager, CN BU of the Company</p> <p>June 2024      Corporate Officer of the Company (to present)            Executive Vice President of the Company            Chairperson of the Risk Management Committee</p> <p>April 2025      Senior Executive Vice President of the Company</p> <p>June 2025      Corporate Director of the Company</p> <p>April 2026      President &amp; Representative Director of the Company (to present)</p> <p>[Position and responsibility at the Company]            President &amp; Representative Director, Corporate Officer, Vice President            In Charge of Internal Control</p> <p>[Reason for nomination as a candidate for Corporate Director]            He served as head of the Computer Networks Business and Chairperson of the Risk Management Committee and has been leading business expansion and strengthening the revenue base. In addition, he serves as a committee member of the Remuneration Committee. He assumed the office of President &amp; Representative Director of the Company in April 2026 and we expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	9,400


No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
3	 <p data-bbox="181 734 416 1068">Masami Hasegawa (September 30, 1965) [60 years old]</p>	<p data-bbox="416 237 1294 271">April 1986      Joined Tokyo Electron Limited</p> <p data-bbox="416 271 1294 327">June 2013      President &amp; Representative Director, PAN ELECTRON LIMITED</p> <p data-bbox="416 327 1294 360">June 2014      Vice President of the Company</p> <p data-bbox="416 360 1294 416">April 2015      General Manager, Global Sales Business Department of the Company</p> <p data-bbox="416 416 1294 450">June 2015      Corporate Director of the Company</p> <p data-bbox="416 450 1294 483">June 2016      Representative Director of the Company</p> <p data-bbox="416 483 1294 517">Senior Vice President of the Company</p> <p data-bbox="416 517 1294 551">June 2018      Executive Vice President of the Company</p> <p data-bbox="416 551 1294 584">July 2018      General Manager, EC BU of the Company (to present)</p> <p data-bbox="416 584 1294 618">June 2021      Senior Executive Vice President of the Company (to present)</p> <p data-bbox="416 618 1294 651">June 2024      Corporate Officer of the Company (to present)</p> <p data-bbox="416 651 1294 685">April 2026      Corporate Director of the Company (to present)</p> <p data-bbox="416 685 1294 719">[Position and responsibility at the Company]</p> <p data-bbox="416 719 1294 752">Corporate Director, Corporate Officer, Senior Executive Vice President</p> <p data-bbox="416 752 1294 786">Corporate Sales General Manager</p> <p data-bbox="416 786 1294 819">General Manager, EC BU</p> <p data-bbox="416 819 1294 853">[Reason for nomination as a candidate for Corporate Director]</p> <p data-bbox="416 853 1294 1068">He serves in an important position in charge of the Electronic Components Business and also serves as a committee member of the Nominating Committee. In addition, since June 2015 he has been leading the management of the Group as Corporate Director of the Company and making efforts to promote cross-sectional sales activities toward increasing revenues as a supervisor of sales division. We expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	38,600



No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
5	 <p data-bbox="204 1003 395 1240">Hiromi Onitsuka-Baur (April 19, 1952) [74 years old]  (Outside Director) (Independent Director)</p>	<p data-bbox="432 241 1286 1077"> April 1976      Joined Tokyo Shibaura Electric Co., Ltd. (currently TOSHIBA CORPORATION)  April 2005      General Manager, Clinical Laboratory Systems Division, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)  June 2009      Vice President, Chief Marketing Executive and General Manager, Clinical Laboratory Systems Division, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)  April 2010      Vice President, Chief Marketing Executive and General Manager, Corporate Audit Department, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)  June 2011      Temporary Advisor, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)  June 2012      Full-time Audit and Supervisory Board Member, Yahoo Japan Corporation (currently LY Corporation)  June 2015      Outside Director (Full-time Audit and Supervisory Committee Member), Yahoo Japan Corporation (currently LY Corporation)  June 2018      Audit &amp; Supervisory Board Member, eBook Initiative Japan Co., Ltd. (currently LINE Digital Frontier Corporation)  October 2019    Outside Director (Full-time Audit and Supervisory Committee Member), Z Holdings Corporation (currently LY Corporation)  October 2019    Auditor, Yahoo Japan Corporation (currently LY Corporation)  June 2020      Corporate Director of the Company (to present)  June 2021      External Director, JVCKENWOOD Corporation (to present) </p> <p data-bbox="432 1084 1286 1200"> [Significant concurrent position]  External Director, JVCKENWOOD Corporation  [Reason for nomination as a candidate for Outside Director and outline of expected roles] </p> <p data-bbox="432 1207 1286 1713"> She attended all eleven Board of Directors' meetings held in the fiscal year ended March 31, 2026 as Independent Director (Outside Director). In addition, she has also been steering the Remuneration Committee in her position as chair since June 2022 and has been playing a leading role in discussion on the remuneration system of corporate officers and in examining the monthly fixed remuneration. She has also been playing an active role as a committee member of the Nominating Committee in examining candidates for Corporate Director, candidates for CEO (Chief Executive Officer), and candidates for Independent Director and in discussion on the development of succession planning. We expect her to make use of her knowledge in the electronics and IT industries, as well as her experience as an Audit and Supervisory Board Member, and Outside Director (Audit and Supervisory Committee Member) in a stock market listed company to continue to objectively supervise management by offering opinions and advice that incorporate shareholders' standpoints from a perspective of protecting the interests of minority shareholders and from a perspective of diversity, and thus nominate her as a candidate for Outside Director. Ms. Hiromi Onitsuka-Baur will have been in office for a total of six years at the conclusion of this General Meeting of Shareholders. </p>	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
6	 <p data-bbox="225 792 373 887">Kei Nishida (July 8, 1954) [71 years old]</p> <p data-bbox="204 916 394 1005">(Outside Director) (Independent Director)</p>	<p data-bbox="432 241 1286 730"> April 1977      Joined Japan Storage Battery Co., Ltd. (currently GS Yuasa International Ltd.)  July 2007      General Manager of Corporate Strategy Management Division and Head of Public Relations Office, GS Yuasa Corporation  June 2008      Corporate Officer of GS Yuasa Corporation  June 2009      Director of GS Yuasa Corporation  April 2010      Head of Corporate Office of GS Yuasa Corporation  June 2012      Managing Director of GS Yuasa Corporation  June 2015      Representative Director, Senior Managing Director of GS Yuasa Corporation  June 2018      Representative Director, Executive Vice President of GS Yuasa Corporation  June 2020      Advisor of GS Yuasa Corporation  June 2021      Corporate Director of the Company (to present)  September 2025      Outside Corporate Auditor of Dai Nippon Toryo Co., Ltd. (Scheduled to retire in June 2026) </p> <p data-bbox="432 730 1286 792">[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p data-bbox="432 792 1286 1274">He attended all eleven Board of Directors' meetings held in the fiscal year ended March 31, 2026 as Independent Director (Outside Director). In addition, he has been steering the Nominating Committee in his position as chair since June 2023 and has been playing a leading role in examining candidates for Corporate Director, candidates for CEO (Chief Executive Officer), and candidates for Independent Director and in discussion on the development of succession planning. He has also been playing an active role as a committee member of the Remuneration Committee in discussion on the remuneration system of corporate officers and in examining the monthly fixed remuneration. We expect him to make use of his management experience at a stock market listed company and knowledge in the electronics industry as well as his practical experience as a corporate auditor to continue to objectively supervise management from a perspective of protecting the interests of minority shareholders and from a perspective of diversity, and thus nominate him as a candidate for Outside Director. Mr. Kei Nishida will have been in office for a total of five years at the conclusion of this General Meeting of Shareholders.</p>	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
7	 <p data-bbox="204 920 395 1128">Seiji Osaka (October 28, 1958) [67 years old]  (Outside Director) (Independent Director)</p>	<p data-bbox="432 241 1257 913"> April 1982      Joined Tokyo Denki Kagaku Kogyo K.K. (currently TDK Corporation)  April 2003      Senior Manager of Corporate Planning Dept. of TDK Corporation  June 2009      Corporate Officer of TDK Corporation  General Manager of Corporate Planning Dept. of Corporate Strategy Group of TDK Corporation  May 2011      General Manager of Corporate Planning Group;  General Manager of Corporate Planning Dept. of Corporate Planning Group of TDK Corporation  June 2012      Senior Vice President of TDK Corporation  Senior Executive Vice President &amp; COO of TDK-EPC Corporation (currently TDK Corporation)  April 2015      General Manager of Electronic Components Sales &amp; Marketing Group of TDK Corporation  General Manager of ICT Group of Electronic Components Sales &amp; Marketing Group of TDK Corporation  April 2017      General Manager of Corporate Strategy HQ of TDK Corporation  June 2017      Executive Vice President &amp; Director of TDK Corporation  April 2023      President &amp; CEO of AIST Solutions Co. (to present)  June 2024      Corporate Director of the Company (to present) </p> <p data-bbox="432 920 1286 1518"> [Significant concurrent position]  President &amp; CEO of AIST Solutions Co.  [Reason for nomination as a candidate for Outside Director and outline of expected roles]  He attended all eleven Board of Directors' meetings held in the fiscal year ended March 31, 2026 as Independent Director (Outside Director). In addition, he has been playing an active role as a committee member of the Nominating Committee in examining candidates for Corporate Director, candidates for CEO (Chief Executive Officer), and candidates for Independent Director and in discussion on the development of succession planning. He has also been actively involved as a committee member of the Remuneration Committee in discussion on the remuneration system of corporate officers and in examining the monthly fixed remuneration. We expect him to make use of his knowledge in the electronics industry, management experience at a stock market listed company, and experience of working overseas for many years to continue to offer various opinions and advice to the management from an objective viewpoint and a perspective of protecting the interests of minority shareholders and from a perspective of diversity, and thus nominate him as a candidate for Outside Director. Mr. Seiji Osaka will have been in office for a total of two years at the conclusion of this General Meeting of Shareholders. </p>	-


No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	
8	 <p data-bbox="204 846 394 936">Makiko Hamabe (August 28, 1964) [61 years old]</p> <p data-bbox="204 969 394 1081">(New Candidate) (Outside Director) (Independent Director)</p>	<p data-bbox="427 215 1286 976"> April 1988      Joined Tokyo Office of Central Bank of Chile (Finance Department of Chilean Embassy)  September 1992      Joined Tokyo Branch of JP Morgan Securities Asia Pte Ltd. (currently JP Morgan Securities Japan Co., Ltd.)  April 1995      Joined Tokyo Office of Company Information Division, Department of Trade and Industry of Catalonia, Spain  June 1998      Joined Thomson Financial Investor Relations (currently, Thomson Reuters Corporation)  March 2000      Joined Yahoo Japan Corporation (currently LY Corporation)  April 2009      Head of IR (Investor Relations) Office of Yahoo Japan Corporation  April 2014      General Manager of SR (Stakeholder Relations) Division of Yahoo Japan Corporation  April 2018      Head of President's Office and Corporate Evangelist of Yahoo Japan Corporation  September 2019      Executive Officer, General Manager of Corporate Communication Department, Management Administration Division of DIP Corporation  February 2021      Representative of Makiko Hamabe Office (to present)  March 2021      Outside Director of SoldOut, Inc.  March 2021      Outside Director of Otsuka Corporation  March 2023      Outside Audit &amp; Supervisory Board Member of McDonald's Holdings Company (Japan), Ltd. (to present)  July 2025      Independent Non-Executive of Deloitte Tohmatsu Group Japan LLC and Deloitte Touche Tohmatsu LLC (to present) </p> <p data-bbox="427 976 1286 1155"> [Significant concurrent positions]  Representative of Makiko Hamabe Office  Outside Audit &amp; Supervisory Board Member of McDonald's Holdings Company (Japan), Ltd.  Independent Non-Executive of Deloitte Tohmatsu Group Japan LLC and Deloitte Touche Tohmatsu LLC </p> <p data-bbox="427 1155 1286 1429"> [Reason for nomination as a candidate for Outside Director and outline of expected roles]  She has been engaged in corporate communications and investor relations (IR) for many years and has extensive knowledge of ESG and IR gained through her abundant experience in dialogue with various stakeholders in Japan and abroad. We expect her to make use of these experiences and insights to offer various opinions and advice to the management from an objective viewpoint and a perspective of protecting the interests of minority shareholders and from a perspective of diversity, and thus nominate her as a candidate for Outside Director. </p>	

**Proposal 2:** Election of One Audit & Supervisory Board Member

Of incumbent Audit & Supervisory Board Members, the term of office of Mr. Kiyoyuki Kuwabara will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
 <p>Kiyoyuki Kuwabara (January 18, 1972) [54 years old]</p> <p>(Outside Audit &amp; Supervisory Board Member) (Independent Audit &amp; Supervisory Board Member)</p>	<p>June 1995      Joined Anderson Consulting (currently Accenture)</p> <p>November 1997      Joined Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>December 2017      Director, Kiyoyuki Kuwabara Accounting Office (to present)</p> <p>April 2018      Professor, Graduate School of Economics and Management, Tohoku University</p> <p>June 2020      Full-time Audit &amp; Supervisory Board Member, Hiramatsu Inc.</p> <p>June 2022      Audit &amp; Supervisory Board Member of the Company (to present)</p> <p>[Significant concurrent position] Director, Kiyoyuki Kuwabara Accounting Office</p> <p>[Reason for nomination as a candidate for Outside Audit &amp; Supervisory Board Member] He has amassed extensive expertise in finance and accounting during his many years working in auditing firms as a certified public accountant. He also has practical experience as a full-time audit &amp; supervisory board member (outside audit &amp; supervisory board member) of a stock market listed company. We expect him to continue to utilize these experiences and professional knowledge to objectively strengthening the auditing function of the Company, and thus nominate him as a candidate for Outside Audit &amp; Supervisory Board Member. Although he has never been involved in the management of a company except as Outside Audit &amp; Supervisory Board Member, the Company judges him capable of appropriately fulfilling duties as Outside Audit &amp; Supervisory Board Member based on the above reasons. Mr. Kiyoyuki Kuwabara will have been in office for a total of four years at the conclusion of this General Meeting of Shareholders.</p>	<p>-</p>

(Notes)

- There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
- Mr. Kiyoyuki Kuwabara is a candidate for Outside Audit & Supervisory Board Member. Mr. Kiyoyuki Kuwabara is an Independent Audit & Supervisory Board Member required by the Tokyo Stock Exchange and will continue to be an Independent Audit & Supervisory Board Member, if reelected.
- The current Articles of Incorporation of the Company provides that the Company may enter into an agreement with Audit & Supervisory Board Members to limit liability for damages to the Company. The Company entered into a liability limitation agreement with Mr. Kiyoyuki Kuwabara, and will renew the agreement if he is reelected.  
The outline of the liability limitation agreement of the Company is as follows:
  - Audit & Supervisory Board Members who have neglected their duties shall be liable to the Company for any damage to the extent of the minimum liability amount as set forth in Article 425, (1) of the Companies Act.
  - The above liability limitation shall be limited to the case where the relevant Audit & Supervisory Board Member is without knowledge and is not grossly negligent in performing his/her duties that caused the liability.
- The Company entered into an indemnity agreement with Mr. Kiyoyuki Kuwabara, pursuant to Article 430-2 (1) of the Companies Act, and will renew the agreement if he is reelected. Under the said agreement, the Company shall indemnify the candidate against the expenses set forth in (1) and losses set forth in (2) of the same Article to the extent specified by laws and regulations.
- The Company entered into a Directors and Officers liability insurance contract with an insurance company as stipulated in Article 430-3 (1) of the Companies Act. The contract covers damage payments to be borne by insured persons arising from litigations. The candidate will be included as an insured person in this insurance contract. The said insurance contract is scheduled for renewal in July 2026.

(Reference) If Proposal 2 is approved as proposed, the constituent members of the Audit & Supervisory Board of the Company will be as follows.

Name	Gender	Position	Years in office	Attendance at Board of Directors' meetings	Attendance at Audit & Supervisory Board meetings
Nobuo Kawai	Male	Audit & Supervisory Board Member (fulltime)	10	100% (11/11)	100% (7/7)
Kazuya Ishiguro	Male	Audit & Supervisory Board Member (fulltime)	1	100% (9/9)	100% (5/5)
Norika Yuasa	Female	Audit & Supervisory Board Member	5	100% (11/11)	100% (7/7)
Kiyoyuki Kuwabara	Male	Audit & Supervisory Board Member	4	100% (11/11)	100% (7/7)

(Note) Mr. Kazuya Ishiguro was appointed as an Audit & Supervisory Board Member at the 40th Annual General Meeting of Shareholders held on June 20, 2025, and the attendance at Board of Directors' meetings and Audit & Supervisory Board meetings represents the number of the Board of Directors' meetings and Audit & Supervisory Board meetings held after he assumed office.

(Reference: Proposals 1 and 2)

[Policy and procedure for nominating candidates for Corporate Directors]

To nominate candidates for Corporate Directors, the Nominating Committee reviews and proposes the candidates to the Board of Directors based on their qualities such as from their knowledge and experience to qualifications as Corporate Director as well as the balance and diversity of knowledge, experience, and capabilities of the Board of Directors as a whole. Upon approval of the Board of Directors, the approved candidates are presented to the General Meeting of Shareholders for approval.

In addition to the requirements under the Companies Act, the Company has the following policies for electing Outside Directors: The Company, in principle, recruits candidates whose corporation, etc. as well as candidates themselves have no special interests with the Company; and who are independent and free from any conflict of interest with general shareholders of the Company.

[Policy and procedure for nominating candidates for Audit & Supervisory Board Members]

To nominate candidates for Audit & Supervisory Board Members, CEO (Chief Executive Officer) proposes the candidates to the Audit & Supervisory Board based on their knowledge, experience, qualifications, diversity, etc. Upon review based on the check points for selection of candidates, the Audit & Supervisory Board presents the approved candidates to the Board of Directors, which will propose them to the General Meeting of Shareholders upon its approval.

In addition to the requirements under the Companies Act, the Company has the following policies for electing Outside Audit & Supervisory Board Members: The Company, in principle, recruits candidates whose corporation, etc. as well as candidates themselves have no special interests with the Company; and who are independent and free from any conflict of interest with general shareholders of the Company.

[Outline of criteria for electing Independent Directors/Audit & Supervisory Board Members]

The Company elects Independent Directors/Audit & Supervisory Board Members from among Outside Directors or Outside Audit & Supervisory Board Members ("Outside Officers") who do not fall under any of the following:

1. Related party of the Company Group; 2. Major shareholder; 3. Related party of major business partner/customer; and 4. Other

Outside Officers of the Company may be reelected up to a total of eight years of office.

[Numeric criteria]

- (1) "Major shareholder" refers to a shareholder who holds more than 10% of total voting rights through direct and/or indirect ownership.
- (2) "Related party of major business partner/customer" refers to a party with a history of transactions worth 2% or more of consolidated net sales of the Company during the relevant fiscal year or a financial institution providing loans worth 5% or more of consolidated total assets of the Company.

**(Reference) Skills Matrix of Corporate Directors, Audit & Supervisory Board Members, and Corporate Officers who are not Corporate Directors if Proposals 1 and 2 are approved as originally proposed**

The Group formulated the medium-term management plan, VISION 2030, effective from the fiscal year ended March 31, 2026 through the fiscal year ending March 31, 2030. In the medium-term management plan, we have declared that our mission (management policy) is to address social issues through leading-edge technology, primarily semiconductors and IT, and to contribute to the sustainable development of society by offering solutions to those issues that have value beyond expectations. We have designated as our vision “a company that solves latent social issues with the capabilities of a manufacturer and a technology trading company.”

In light of the situation the Company will be placed in and the issues we will have to solve as we implement the VISION 2030 medium-term management plan, the Board of Directors has amassed the following range of experience and specialist expertise that it considers to be important at this point in time, and has sought to promote the management through close collaboration including Corporate Officers.

		Details of item	Experience and expertise in:					
			Corporate management	Production / development	IT / DX	Global	Sales / marketing	Finance / accounting
Corporate Directors	Executive	Atsushi Tokushige	•	•	•	•	•	
		Takayoshi Miyamoto	•		•	•	•	•
		Masami Hasegawa	•		•	•	•	
	Non-executive	Tetsuo Tsuneishi	•		•	•	•	•
		Hiromi Onitsuka-Baur <u>Outside Independent</u>		•	•	•	•	
		Kei Nishida <u>Outside Independent</u>	•	•			•	
		Seiji Osaka <u>Outside Independent</u>	•	•		•	•	•
		Makiko Hamabe <u>Outside Independent</u>			•	•		•
Audit & Supervisory Board Members	Nobuo Kawai						•	•
	Kazuya Ishiguro <u>Outside Independent</u>						•	•
	Norika Yuasa <u>Outside Independent</u>				•			•
	Kiyoyuki Kuwabara <u>Outside Independent</u>			•			•	•

The following is the skill matrix of Corporate Officers who are not Corporate Directors.

		Details of item	Experience and expertise in:					
			Corporate management	Production / development	IT / DX	Global	Sales / marketing	Finance / accounting
Corporate Officers	Kazuki Shinoda	•	•	•	•	•		•
	Toshikazu Mishina	•		•		•		
	Jun Ninomiya			•		•	•	•
	Mitsutaka Kamimoto		•	•		•		
	Takayoshi Narita		•	•		•		

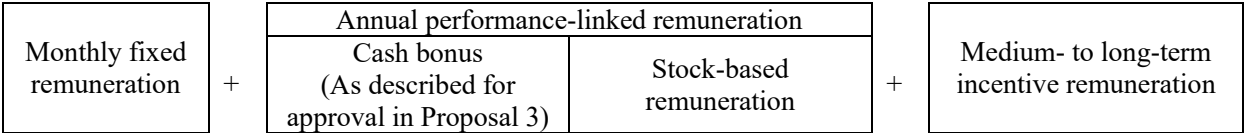
**Proposal 3: Payment of Bonuses to Corporate Directors**

Of the amount of performance-linked remuneration, which was calculated based on an annual performance-linked remuneration table using the amount of “net income attributable to owners of parent” of the current fiscal year (hereinafter, “net income”) and ratio of net income to net sales as indicators, a 65% portion is proposed to be paid to three Executive Directors as of the end of the current fiscal year in a form of cash bonus for a total of 108,739 thousand yen. No bonuses will be paid to Non-executive Directors.

Payment of bonuses to Executive Directors has been deemed to be appropriate due to its conformity to “Policy for the Determination of Contents of Remuneration, etc. for Individual Corporate Directors.”

**(Reference: Proposal 3)**

[Remuneration system for Executive Directors]



- \*1 A 65% portion of annual performance-linked remuneration is paid in the form of a cash bonus after obtaining approval at the Annual General Meeting of Shareholders every fiscal year.
- \*2 A 35% portion of annual performance-linked remuneration is paid in the form of stock-based remuneration upon retirement of each Corporate Director.
- \*3 Non-executive Directors are not eligible.
- \*4 Annual performance-linked remuneration is set within 5% of “net income attributable to owners of parent.”

\* Non-executive Directors are not eligible.