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Securities code: 6104

June 15, 2026

To our shareholders:

Shigetomo Sakamoto,
President
SHIBAURA MACHINE CO., LTD.
2-2 Uchisaiwaicho 2-Chome, Chiyoda-ku, Tokyo

NOTICE OF THE 103RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 103rd Ordinary General Meeting of Shareholders of SHIBAURA MACHINE CO., LTD. (the “Company”), which will be held as described below.

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

The Company’s website:

<https://www.shibaura-machine.co.jp/en/ir/GeneralMeeting.html>

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

<https://d.sokai.jp/6104/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Access the TSE website by using the internet address shown above, enter “SHIBAURA MACHINE” in “Issue name (company name)” or the Company’s securities code “6104” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (by postal mail). Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders no later than 5:30 p.m., Monday, June 29, 2026 (Japan Standard Time).

1. Date and Time: Tuesday, June 30, 2026 at 10:00 a.m. (Reception desk opens at 9:00 a.m.) (Japan Standard Time)

2. Venue: BELLESALLE Yaesu, 3F “ROOM1+2+3”
Yaesu First Financial Building, 3-7 Yaesu 1-Chome, Chuo-ku, Tokyo
It will be held in the same venue and on the same floor as last year.

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 103rd Term (from April 1, 2025 to March 31, 2026), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee.
2. Non-Consolidated Financial Statements for the 103rd Term (from April 1, 2025 to March 31, 2026)

Items to be resolved:

- Proposal 1:** Election of Nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 2:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

4. Other Matters Decided for the Convocation (Information on the Exercise of Voting Rights)

- (1) In the case where you choose to exercise your voting rights in writing (by mail), if there is no indication of your vote for or against a proposal on the voting form, it will be treated as a vote “for” the proposal.
- (2) In the event that voting rights are exercised multiple times, the most recent vote shall prevail. In addition, if you have exercised your voting rights both via the Internet, etc. and the completed voting form has arrived on the same day, the vote via the Internet, etc. shall be deemed and handled as your effective exercise of voting rights.

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- ⊙ When attending the meeting, please submit the voting form at the reception desk.
 - ⊙ If any changes are made to the matters subject to electronic provision, such change will be announced on each of the websites shown above on the Internet, together with information before and after the changes.
 - ⊙ This notice, including Reference Documents for the General Meeting of Shareholders, will be sent to all shareholders with voting rights.
 - ⊙ Paper-based documents stating matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents; however, those documents do not include the following matters in accordance with the provisions of laws and regulations and Articles of Incorporation of the Company. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - (i) Business Report: “System to Ensure Properness of Operation and the Overview of Status of its Implementation”
 - (ii) Consolidated Financial Statements: “Notes to Consolidated Financial Statements”
 - (iii) Non-consolidated Financial Statements: “Notes to Non-consolidated Financial Statements”
 - ⊙ **Please note that gifts will not be provided at this General Meeting of Shareholders. We greatly appreciate your understanding on this matter.**

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all nine 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 Ordinary General Meeting of Shareholders. Thus, the Company proposes that nine Directors be elected.

In addition, the Audit and Supervisory Committee has judged each candidate to be a reasonable nomination for the position of Director of the Company for this proposal.

The candidates for Director are as follows:

No.	Name	Current position and responsibilities in the Company	Notes	Attendance at the Board of Directors meetings
1	Shigetomo Sakamoto	President and Representative Director, President and Executive Officer, CEO and COO, Machine Tools Company General Manager	[Reelection]	16 of 16 (100%)
2	Hiroaki Ota	Representative Director, Executive Operating Officer, CFO, Security & Regulation Control Division General Manager, Corporate Strategic Planning Division General Manager, and Finance & Investor Relations Division General Manager, in charge of Corporate Administration Division and in charge of Business Development Division	[Reelection]	16 of 16 (100%)
3	Jun Koike	Director, Executive Operating Officer, Metal & Plastics Industrial Machine Company General Manager, Chairman of SHANGHAI SHIBAURA MACHINE CO., LTD.	[Reelection]	16 of 16 (100%)
4	Yoshiaki Kai	Director and Managing Executive Officer, in charge of Research & Development Center, President of SHIBAURA MACHINE COMPANY, AMERICA	[Reelection]	16 of 16 (100%)
5	Kiyoshi Sato	Outside Director	[Reelection] [Outside] [Independent]	16 of 16 (100%)
6	Seigo Iwasaki	Outside Director	[Reelection] [Outside] [Independent]	16 of 16 (100%)
7	Kazumine Terawaki	Outside Director	[Reelection] [Outside] [Independent]	15 of 16 (94%)
8	Chisa Hayakawa	Outside Director	[Reelection] [Outside] [Independent]	16 of 16 (100%)
9	Eri Itagaki	Outside Director	[Reelection] [Outside] [Independent]	16 of 16 (100%)

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Shigetomo Sakamoto (May 22, 1958)</p> <p style="text-align: center;">[Reelection]</p>	<p>Apr. 1983 Joined the Company</p> <p>Jun. 2006 Corporate Planning Division General Manager of the Company</p> <p>Jun. 2009 Director of the Company</p> <p>Jun. 2010 Tokyo Head Office General Manager of the Company</p> <p>Oct. 2010 Global Corporate Strategy Division General Manager of the Company</p> <p>Jun. 2013 Director and Managing Executive Officer, Component Business Unit General Manager, and Corporate Planning Division General Manager of the Company</p> <p>Jun. 2016 Director, Executive Operating Officer, Compliance Division General Manager, Security and Regulation Control Division General Manager, Corporate Strategic Planning Division General Manager, Sagami Plant General Manager, and RMO of the Company</p> <p>Apr. 2017 Machine Tools Business Unit General Manager and Gotemba Plant General Manager of the Company</p> <p>Jun. 2017 In charge of Corporate Strategic Planning Division and in charge of TQM Promotion Division of the Company</p> <p>Jun. 2019 Vice President and Operating Officer of the Company</p> <p>Feb. 2020 President and Representative Director, President and Executive Officer and Chief Operating Officer of the Company (present position)</p> <p>Apr. 2020 Security and Regulation Control Division General Manager of the Company</p> <p>Jun. 2021 Chief Executive Officer of the Company (present position)</p> <p>Oct. 2024 Machine Tools Company General Manager of the Company (present position)</p> <p>May 2025 Chairman of Japan Machine Tool Builders' Association (present position)</p>	27,037
<p>[Reasons for nomination as candidate for Director] Shigetomo Sakamoto has led the entire Group with his strong leadership since being appointed as President and Representative Director of the Company in February 2020, based on his extensive experience and achievements primarily in the Corporate Strategic Planning Division. We expect him to further enhance corporate value and the management base, and have thus nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Hiroaki Ota (March 7, 1962) [Reelection]	<p>Apr. 1984 Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)</p> <p>Apr. 2001 Joined Daiwa Securities SMBC Co. Ltd. (currently Daiwa Securities Co. Ltd.)</p> <p>Feb. 2009 Joined GCA Savvian Corporation (currently Houlihan Lokey, Inc.)</p> <p>Mar. 2015 Director, CFO and Managing Director of GCA Savvian Corporation</p> <p>Apr. 2017 Managing Director of GCA Corporation (currently Houlihan Lokey, Inc.)</p> <p>Apr. 2020 Executive Operating Officer of GCA Partners Corporation (currently Houlihan Lokey, Inc.)</p> <p>Jun. 2020 Director of the Company (present position)</p> <p>Aug. 2020 Executive Operating Officer, and Chief Financial Officer (present position), and in charge of Corporate Strategic Planning Division of the Company</p> <p>Jun. 2022 In charge of Corporate Administration Division of the Company</p> <p>Jun. 2024 Representative Director, Security & Regulation Control Division General Manager and Finance & Investor Relations Division General Manager (present position), Assistant to President, in charge of Business Development Division of the Company</p> <p>Oct. 2024 In charge of Business Development Division of the Company (present position), Chairman of SHIBAURA MACHINE INDIA PRIVATE LIMITED</p> <p>Jun. 2025 Corporate Strategic Planning Division General Manager, in charge of Corporate Administration Division of the Company (present position)</p> <p>Jan. 2026 Director of SHIBAURA MACHINE INDIA PRIVATE LIMITED (present position)</p>	12,251
<p>[Reasons for nomination as candidate for Director] Hiroaki Ota is responsible for strengthening the Group management structure as CFO based on his extensive experience and achievements related to finance and corporate management through the execution of business at other companies. We believe that he is qualified to further strengthen the Group management structure, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director. [Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Jun Koike (June 19, 1962) [Reelection]	<p>Apr. 1985 Joined the Company</p> <p>Jun. 2014 Injection Molding Machine Division General Manager of the Company</p> <p>Jun. 2016 Executive Officer of the Company</p> <p>Apr. 2017 Chairman of SHANGHAI TOSHIBA MACHINE CO., LTD. (currently SHANGHAI SHIBAURA MACHINE CO., LTD.)</p> <p>Jun. 2017 Director and Executive Officer, Metal & Plastics Industrial Machine Business Unit General Manager and Tokyo Head Office General Manager, in charge of Sales Promotion of the Company</p> <p>Jun. 2018 Managing Executive Officer, Industrial Machinery Business Unit General Manager, Sagami Plant General Manager of the Company</p> <p>Jun. 2019 Chairman of SHANGHAI TOSHIBA MACHINE CO., LTD. (present position), Managing Executive Officer, Industrial Machinery Business Unit General Manager, Global Promotion Division General Manager, and Tokyo Head Office General Manager of the Company</p> <p>Apr. 2020 Metal & Plastics Industrial Machine Company General Manager of the Company (present position)</p> <p>Jun. 2023 Executive Operating Officer of the Company (present position)</p> <p>Jun. 2024 Director of the Company (present position)</p>	11,432
<p>[Reasons for nomination as candidate for Director] Jun Koike has been involved with management from the perspective of Metal & Plastics Industrial Machine Company General Manager, based on his extensive experience and achievements gained through execution of operation in the Metal & Plastics Industrial Machine business in the past. We believe that he is qualified to develop the Group's business, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Yoshiaki Kai (February 20, 1972) [Reelection]	<p>Apr. 1997 Joined the Company</p> <p>Apr. 2018 Corporate Planning Department General Manager, Corporate Strategic Planning Division of the Company</p> <p>Jun. 2019 Corporate Strategy Division General Manager, Corporate Strategic Planning Division of the Company</p> <p>Jun. 2020 Executive Officer, Corporate Strategic Planning Division General Manager of the Company</p> <p>Jun. 2022 Corporate Administration Division General Manager of the Company</p> <p>Jun. 2023 Managing Executive Officer of the Company (present position)</p> <p>Jun. 2024 Director of the Company (present position)</p> <p>Jun. 2025 President of SHIBAURA MACHINE COMPANY, AMERICA (present position)</p> <p>Jan. 2026 In charge of Research & Development Center of the Company (present position)</p>	3,734
<p>[Reasons for nomination as candidate for Director] Yoshiaki Kai possesses expert knowledge as a doctor of engineering and plays a central role in the Group's management based on his extensive experience and achievements gained in the Corporate Strategic Planning Division in addition to his experience and achievements in the Group's Research and Development departments. We believe that he is qualified to develop the Group's business, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Kiyoshi Sato (April 2, 1956)</p> <p>[Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]</p>	<p>Apr. 1979 Joined Tokyo Electron Limited</p> <p>Apr. 2003 Senior Executive, president's office of Tokyo Electron Limited</p> <p>Jun. 2003 President and CEO of Tokyo Electron Limited</p> <p>Apr. 2009 Vice Chairman of the Board of Tokyo Electron Limited</p> <p>Jun. 2011 Director of Tokyo Electron Limited Chairman of Tokyo Electron America, Inc. Chairman of Tokyo Electron Europe, Ltd.</p> <p>Nov. 2013 President of TEL Solar AG</p> <p>Jun. 2016 Audit and Supervisory Board Member of Tokyo Electron Yamanashi Limited</p> <p>Jun. 2017 Outside Director of the Company (present position)</p> <p>Jun. 2019 Outside Director of Mazda Motor Corporation (present position)</p> <p>Jun. 2019 Outside Director of Inabata & Co., Ltd.</p>	0
<p>[Reasons for nomination as candidate for Outside Director and overview of expected roles] Kiyoshi Sato possesses an impressive character and knowledge, and the Company expects that he will provide advice and recommendations to ensure the adequacy and appropriateness of business execution by utilizing his extensive experience and knowledge gained as an officer for other companies, including overseas business. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Mazda Motor Corporation, at which he is engaged in his main concurrent posts, and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			
6	<p>Seigo Iwasaki (October 8, 1946)</p> <p>[Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]</p>	<p>Mar. 1969 Joined SHIZUOKA GAS Co., Ltd.</p> <p>Jul. 1988 General Planning Group Leader of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 1996 Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2000 Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2001 Senior Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2006 Representative Director and President of SHIZUOKA GAS Co., Ltd.</p> <p>Jan. 2011 Representative Director and Chairman of SHIZUOKA GAS Co., Ltd.</p> <p>May 2014 Outside Director of STAR MICRONICS CO., LTD.</p> <p>Jun. 2015 Outside Director of Murakami Corporation</p> <p>Jan. 2018 Director and Special Adviser of SHIZUOKA GAS Co., Ltd.</p> <p>Jun. 2018 Outside Director of the Company (present position)</p> <p>Mar. 2020 Special Adviser of SHIZUOKA GAS Co., Ltd.</p>	9,300
<p>[Reasons for nomination as candidate for Outside Director and overview of expected roles] Seigo Iwasaki possesses an impressive character and knowledge, and the Company expects that he will provide advice and recommendations to ensure the adequacy and appropriateness of business execution by utilizing his extensive experience and knowledge gained as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p data-bbox="336 528 539 589">Kazumine Terawaki (April 13, 1954)</p> <p data-bbox="277 622 596 745">[Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]</p>	<p data-bbox="612 264 1236 324">Apr. 1980 Prosecutor of Tokyo District Public Prosecutors Office</p> <p data-bbox="612 331 1236 392">Jan. 2014 Director-General of Public Security Intelligence Agency</p> <p data-bbox="612 398 1161 459">Jan. 2015 Superintending Prosecutor, Sendai High Prosecutors Office</p> <p data-bbox="612 465 1161 526">Sep. 2016 Superintending Prosecutor, Osaka High Prosecutors Office</p> <p data-bbox="612 533 1161 593">Apr. 2017 Retired from his post of Superintending Prosecutor, Osaka High Prosecutors Office</p> <p data-bbox="612 600 1214 689">Jun. 2017 Lawyer registration (Tokyo Bar Association), Joined Satoshi Suzuki Law Office (currently Shin Bell Law Office) (present position)</p> <p data-bbox="612 696 1161 757">Feb. 2018 Outside Corporate Auditor of Kewpie Corporation</p> <p data-bbox="612 763 1236 824">Jun. 2018 External Audit and Supervisory Board Member of The Shoko Chukin Bank, Ltd.</p> <p data-bbox="612 831 1182 891">Jun. 2019 Outside Director of the Company (present position)</p> <p data-bbox="612 898 1230 958">Jun. 2019 Outside Audit and Supervisory Board Member of Kajima Corporation</p> <p data-bbox="612 965 1161 1010">Jun. 2023 Outside Director of Kajima Corporation (present position)</p>	1,000
<p data-bbox="277 1016 1161 1048">[Reasons for nomination as candidate for Outside Director and overview of expected roles]</p> <p data-bbox="277 1055 1437 1238">Kazumine Terawaki possesses an impressive character and knowledge, and the Company expects that he will provide advice and recommendations to ensure the adequacy and appropriateness of business execution by utilizing his extensive experience and knowledge gained as a public prosecutor and lawyer, and as an outside officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director. Although he has never been involved in the management of a company except as an outside officer, the Company judges he can appropriately fulfill his duties as an Outside Director based on the above reasons.</p> <p data-bbox="277 1245 539 1274">[Regarding Independence]</p> <p data-bbox="277 1281 1410 1341">There is no special interest between Kajima Corporation, at which he is engaged in his main concurrent post, and the Company.</p> <p data-bbox="277 1348 1134 1377">[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)]</p> <p data-bbox="277 1384 584 1393">Attended 15 of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p>Chisa Hayakawa (June 27, 1968)</p> <p>[Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]</p>	<p>Apr. 1991 Joined Sanyo Securities Company Limited</p> <p>Mar. 1998 Joined FANCL CORPORATION</p> <p>Jul. 2009 Joined Calbee, Inc.</p> <p>Apr. 2011 Investor Relations Group Manager of Calbee, Inc.</p> <p>Apr. 2013 Executive Officer and Investor Relations Department General Manager of Calbee, Inc.</p> <p>Apr. 2014 Corporate Planning Department General Manager and Investor Relations Department General Manager of Calbee, Inc.</p> <p>Apr. 2016 East Japan Sales Department Deputy General Manager of Calbee, Inc.</p> <p>Apr. 2017 East Japan Sales Department General Manager of Calbee, Inc.</p> <p>Apr. 2019 Financial & Accounting Department General Manager of Calbee, Inc.</p> <p>Jun. 2020 Outside Director of the Company (present position)</p> <p>Apr. 2021 Financial & Accounting Department General Manager and Investor Relations Department General Manager of Calbee, Inc.</p> <p>Mar. 2022 Outside Director of Milbon Co., Ltd. (present position)</p> <p>Apr. 2022 Managing Executive Officer and CFO of Calbee, Inc.</p> <p>Apr. 2023 Executive Officer and CFO, Asia Oceania Region of Calbee, Inc.</p>	1,300
<p>[Reasons for nomination as candidate for Outside Director and overview of expected roles] Chisa Hayakawa possesses an impressive character and knowledge, and the Company expects that she will provide advice and recommendations to ensure the adequacy and appropriateness of business execution by utilizing her expertise as a certified tax accountant and a securities analyst and her extensive experience and knowledge gained through wide-ranging business execution. Accordingly, we have nominated her as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Milbon Co., Ltd., at which she is engaged in her main concurrent post, and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Eri Itagaki (September 22, 1960) [Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]	Apr. 1983 Joined Sumitomo Corporation Feb. 1988 Joined Anderson Group (currently KPMG AZSA LLC) Jan. 1995 Joined Itagaki CPA and Tax Accountant Office Apr. 1996 Deputy Director of Itagaki CPA and Tax Accountant Office Jun. 2020 Outside Audit and Supervisory Board Member of ZENKOKU HOSHO Co., Ltd. Sep. 2021 Outside Director (Audit and Supervisory Committee Member) of NIITAKA Co., Ltd. Jun. 2024 Outside Director of the Company (present position)	500
<p>[Reasons for nomination as candidate for Outside Director and overview of expected roles] Eri Itagaki possesses an impressive character and knowledge, and the Company expects that she will provide advice and recommendations to ensure the adequacy and appropriateness of business execution by utilizing her expertise in the field of accounting gained through years of experience at a major audit firm and a certified public accountant's office and extensive experience and knowledge gained as an outside officer for other companies. Accordingly, we have nominated her as a candidate for Outside Director. Although she has never been involved in the management of a company except as an outside officer, the Company judges she can appropriately fulfill her duties as an Outside Director based on the above reasons.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2025 to March 31, 2026)] Attended all of the 16 meetings</p>			

- Notes:
1. There is no special interest between the above candidates for Director and the Company.
 2. Jun Koike served as Director of the Company from June 2017 to June 2019.
 3. Kiyoshi Sato, Seigo Iwasaki, Kazumine Terawaki, Chisa Hayakawa and Eri Itagaki are candidates for Outside Director.
 4. Kiyoshi Sato, Seigo Iwasaki, Kazumine Terawaki, Chisa Hayakawa and Eri Itagaki are currently Outside Directors of the Company, and at the conclusion of this General Meeting of Shareholders, Kiyoshi Sato, Seigo Iwasaki, Kazumine Terawaki, Chisa Hayakawa and Eri Itagaki will have served as Outside Directors for nine years, eight years, seven years, six years and two years respectively.
 5. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph (1) of the Companies Act, the Company has concluded limited liability agreements referred to in Article 423, paragraph (1) of the Companies Act with Kiyoshi Sato, Seigo Iwasaki, Kazumine Terawaki, Chisa Hayakawa and Eri Itagaki which prescribe that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations. If their reelections are approved, the Company plans to continue these limited liability agreements.
 6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers losses that may arise from liability incurred by the insured in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. However, there are certain exclusions, such losses not being covered when they arise due to the performance of an illegal act with full knowledge of its illegality. If they are appointed as Director, they will be included as insureds in the policy. Moreover, the Company intends to renew the policy with the same policy details when the next renewal is due.
 7. The Company has designated Kiyoshi Sato, Seigo Iwasaki, Kazumine Terawaki, Chisa Hayakawa and Eri Itagaki as Independent Officers based on the stipulation by the Tokyo Stock Exchange and registered them to the said exchange. If their reelections are approved, the Company plans to continue their registration as the Independent Officers.
 8. Kiyoshi Sato has served as an Outside Director of Mazda Motor Corporation since June 2019. In June 2024, during his tenure, the company was instructed by the Ministry of Land, Infrastructure, Transport and Tourism to take preventive measures. This followed the discovery of misconduct involving the improper modification of test vehicles used in crash tests and unauthorized rewriting of engine control software during output tests. Although he was not aware of these activities until they were revealed through the company's internal investigation, he had consistently emphasized the importance of legal compliance and risk management at Board of Directors meetings and in other forums. After becoming aware of the misconduct, he has fulfilled his responsibilities by providing advice and oversight regarding Mazda's efforts to prevent recurrence.

(Reference) Knowledge, experience and abilities possessed by Directors after the approval and adoption of Proposal 1

Below is the structure of the Board of Directors if Proposal 1 is approved and ratified by the Board of Directors following this Ordinary General Meeting of Shareholders. The table does not represent all of the knowledge, experience and abilities possessed by Directors.

<Skill Matrix of the Company's Directors>

The Board of Directors of the Company selects persons with corporate management experience who are well versed in management, lawyers who are well versed in compliance and corporate legal affairs, certified public accountants who are well versed in finance and accounting, and personnel with a high level of expertise, such as experts in IR, for Independent Outside Director, in order to effectively fulfill its roles and responsibilities, placing emphasis on even more advanced knowledge of finance, the ability to have dialogue with stock markets, etc. in addition to managerial, operational and technological professional capabilities as skills that are particularly necessary in light of its management strategy, and strikes a balance between knowledge, experience and ability for the Board of Directors overall for sound and sustainable growth while increasing the competitiveness of its businesses.

Name	Position	Gender	Areas where expertise can be demonstrated and experience									
			Corporate management	Internal control/ Governance	Legal affairs/ Compliance	Finance/ Accounting	M&A/ Alliances	IR/ SR	Manufacturing/ Development	Marketing	International experience	
Shigetomo Sakamoto	President and Representative Director, President and Executive Officer, CEO and COO	Male	●	●			●		●	●	●	●
Hiroaki Ota	Representative Director, Executive Operating Officer and CFO	Male	●	●		●	●		●			●
Jun Koike	Director and Executive Operating Officer	Male	●	●						●		●
Yoshiaki Kai	Director and Managing Executive Officer CTO	Male	●	●			●			●		●
Kiyoshi Sato	Outside Director	Male	●	●			●				●	●
Seigo Iwasaki	Outside Director	Male	●	●							●	
Kazumine Terawaki	Outside Director	Male		●	●							
Chisa Hayakawa	Outside Director	Female		●		●			●			
Eri Itagaki	Outside Director	Female		●		●	●					
Hiroshi Takahashi	Director (Full-time Audit and Supervisory Committee Member)	Male		●		●						●
Akifumi Imamura	Outside Director (Audit and Supervisory Committee Member)	Male		●	●							
Shigeo Ogi	Outside Director (Audit and Supervisory Committee Member)	Male		●		●						●

Proposal 2: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

The validity of the election of substitute Director who is an Audit and Supervisory Committee Member Atsuko Usami, approved at the 102nd Ordinary General Meeting of Shareholders held on June 23, 2025, will be expired at the start of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests approval for the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The validity of the election can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before assuming office.

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

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Atsuko Usami (March 9, 1960)	Apr. 1984 Joined Tokyo Regional Taxation Bureau Sep. 1996 Joined Yamada & Partners Accounting Firm (currently Yamada & Partners) Jul. 2007 National Tax Tribunal Examiner, National Tax Appeal Tribunal Jul. 2011 Yamada & Partners (present position) Jan. 2013 Employee of Yamada & Partners Jan. 2019 Senior Partner of Yamada & Partners Jun. 2021 Outside Director of TOTECH CORPORATION (present position)	0
[Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles] Atsuko Usami has an impressive character and knowledge, and we expect that she will be able to reflect her extensive experience and knowledge gained as a certified tax accountant and an outside officer for other companies. Accordingly, we have nominated her as a candidate for Outside Director who is a substitute Audit and Supervisory Committee Member. [Regarding Independence] There is no special interest between TOTECH CORPORATION, at which she is engaged in her main concurrent post, and the Company.		

- Notes:
1. There is no special interest between Atsuko Usami and the Company.
 2. Atsuko Usami is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
 3. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph (1) of the Companies Act, if Atsuko Usami is appointed as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to conclude a limited liability agreement referred to in Article 423, paragraph (1) of the Companies Act with her. The maximum extent of the liability for damages under this agreement shall be the amount set forth in laws and regulations.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers losses that may arise from liability incurred by the insured in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. However, there are certain exclusions, such losses not being covered when they arise due to the performance of an illegal act with full knowledge of its illegality. If Atsuko Usami is appointed as an Outside Director who is an Audit and Supervisory Committee Member, she will be included as an insured in the policy. Moreover, the Company intends to renew the policy with the same policy details when the next renewal is due.
 5. In addition, Atsuko Usami meets the requirements for Independent Officers based on the regulations of the Tokyo Stock Exchange, and in the event that she is appointed as Outside Director who is an Audit and Supervisory Committee Member, the Company plans to designate her as an Independent Officer.