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Tsuyoshi ANDO  
Representative Director, President & CEO  
TOKYO KEIKI INC.  
2-16-46, Minami-Kamata, Ohta-ku, Tokyo,  
Japan

## NOTICE OF THE 94th GENERAL MEETING OF SHAREHOLDERS

Dear Our Shareholders:

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

We hereby inform you that the 94th General Meeting of Shareholders of TOKYO KEIKI INC. (the “Company”) will be held as described below.

We take Measures for Electronic Provision regarding information (Matters Provided Electronically) which is the Reference Documents for the General Meeting of Shareholders with regard to the Convocation of the General Meeting of Shareholders. This information is posted on the Company’s website as “Notice of the 94th General Meeting of Shareholders,” “Matters Provided Electronically for the 94th General Meeting of Shareholders (Document Delivered),” (in Japanese only) and “Other Matters Provided Electronically for the 94th General Meeting of Shareholders (Matters Omitted from Documents Delivered),” (in Japanese only) and visit our website below and confirm the information.

[The Company’s website (in English)]

<https://www.tokyokeiki.jp/e/ir/annual/meeting.html>

In addition, the Matters Provided Electronically are posted on the website of Tokyo Stock Exchange (TSE) as well other than the aforementioned Company’s website. Thus, please visit TSE’s website below, enter “TOKYO KEIKI” on “Issue name (company name)” or “7721” on “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].”

[TSE’s website (Search for a listed company)]

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

If you are unable to attend the General Meeting of Shareholders on June 26, 2025, you can exercise your voting rights either on the Internet or in writing. Therefore, please review the Reference Documents of the General Meeting of Shareholders, refer to “Notice regarding Executing Voting Rights,” and exercise the voting rights by Wednesday, June 25, 2025, at 5:15 p.m. (JST).

We are also going to distribute a video of the General Meeting of Shareholders on the aforementioned Company’s website from the following day of the General Meeting of Shareholders.

## Details of the Meeting

**1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m., JST (The reception starts at 9:00 a.m.)

**2. Place:** Head Office Conference Room, the Company  
2-16-46, Minami-Kamata, Ohta-ku, Tokyo

**3. Meeting Agenda:**

**Matters to be reported:**

1. The business report and consolidated financial statements for the Company's 94th Fiscal Year (April 1, 2024 – March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the consolidated financial statements
2. Non-consolidated financial statements for the Company's 94th Fiscal Year (April 1, 2024 – March 31, 2025)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus for the 94th Fiscal Year
- Proposal 2:** Election of Three (3) Directors Who Are Not Audit and Supervisory Committee Members
- Proposal 3:** Election of One (1) Director Who Is Audit and Supervisory Committee Member
- Proposal 4:** Revision of Remuneration Amount for Directors Who Are Not Audit and Supervisory Committee Members
- Proposal 5:** Amendment and Continuance of Large-scale Purchase Rules (Takeover Response Policy)

<Our Response Based on the Electronic Provisioning System of Materials for the General Meeting of Shareholders>

Based on the electronic provisioning system, shareholders who have requested delivery of paper-based documents will receive a "Matters Provided Electronically for the 94th General Meeting of Shareholders (Document Delivered)," (in Japanese only) together with this Notice. For details of the content of this document, please refer to the following website:

<https://www.tokyokeiki.jp/e/ir/annual/meeting.html>

- In accordance with relevant laws and regulations, as well as the Company's Articles of Incorporation, the following matters in the Matters Provided Electronically are not described on the documents sent to our shareholders.
  1. The following matters in the business report
    - Status of the Accounting Auditor
    - Systems and policies of the Company
  2. The following matters in the consolidated financial statements
    - Consolidated statement of changes in equity
    - Significant basic matters for the preparation of consolidated financial statements and other notes (Notes to consolidated financial statements)
  3. The following matters in the non-consolidated financial statements
    - Non-consolidated statement of changes in equity
    - Significant accounting policies concerning non-consolidated financial statements and other notes (Notes to non-consolidated financial statements)
  4. The following matters in the audit report
    - Audit report of Accounting Auditor concerning consolidated financial statements
    - Audit report of Accounting Auditor
    - Audit report of the Audit and Supervisory Committee

The list of documents that have been audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing an audit report and an accounting audit report, respectively, include the aforementioned matters (1, 2, and 3 for the Audit and Supervisory Committee, and 2 and 3 for the Accounting Auditor), as well as matters referred to in this Notice and document delivered.

- Should the Matters Provided Electronically require revisions, the revised versions will be posted on the Company's website and TSE's website, respectively.
- Out of consideration of the privacy of attending shareholders, parts of the on-demand video of this General Meeting of Shareholders, including Q&As with them, will be deleted or edited.

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of Surplus for the 94th Fiscal Year

The Company's basic policy regarding appropriation of surpluses is to implement the most appropriate shareholder return measures with the optimal capital structure in mind. In doing so, we place top priority on growth investment designed to enhance our corporate value through the realization of TOKYO KEIKI Vision 2030 while maintaining an adequate balance with the financial position. In accordance with this stance, the Company plans to pay the year-end dividend for this fiscal year as follows.

#### Year-end dividend

(1) Type of dividend property

Cash

(2) Matters related to the allocation of the dividend property to shareholders and the total amount thereof

¥35 per common share of the Company

Total amount of dividends: ¥575,024,065

(3) Effective date of payment of dividend

June 27, 2025

**Proposal 2: Election of Three (3) Directors Who Are Not Audit and Supervisory Committee Members**

The term of office of all three (3) Directors who are not Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are not Audit and Supervisory Committee Members.

The Audit and Supervisory Committee's opinions regarding the election of Directors who are not Audit and Supervisory Committee Members are summarized below.

“As a result of examining the Company's policy for appointment of Directors and the insight, the status of execution of duties, and other factors, as well as input offered by Outside Directors who are Audit and Supervisory Committee Members and who attended the Nomination and Remuneration Committee meeting, the Audit and Supervisory Committee has determined that each candidate is qualified to be a Director of the Company.”

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
1	Tsuyoshi ANDO (June 2, 1956) [Reappointment] [Male]	May 1981	Joined the Company
		June 2002	President, TOKIMEC CONSTRUCTION SYSTEMS INC.
		July 2006	Senior Staff Manager, Corporate Planning & Administration Office, the Company
		April 2008	Chief Information Officer, the Company Chief of CSR Officer, the Company Corporate Planning & Administration Office Manager, the Company
		June 2008	Director and Executive Officer, the Company
		June 2014	Chief of In-House Company System Promotion, the Company
		June 2016	Chief Sales and Service Officer, the Company
		June 2017	Managing Director, the Company
		June 2018	Representative Director (current position), Director and President, the Company
		June 2021	President & CEO, the Company (current position)
	Number of shares of the Company held		51,857
	Term of office as Director		17 years
	Attendance at the Board of Directors meeting in Fiscal Year 2024		100% 17/17
	[Reason for nomination as a candidate for Director] Mr. Tsuyoshi ANDO has served in key positions as a Director since 2008, including Chief of In-House Company System Promotion, Chief Sales and Service Officer, Chief of CSR Promotion, and Corporate Planning & Administration Office Manager, and has extensive experience and broad insight accumulated through his career. Since June 2018, as Director and President; since June 2021, as Representative Director, President & CEO, he has been working to enhance corporate governance, further improve operational efficiency, and monetize growth drivers toward realizing “TOKYO KEIKI Vision 2030.” The Company has determined that Mr. Tsuyoshi ANDO is a person qualified to execute and supervise management in order to improve the corporate value of the Company through sustainable growth, and therefore proposes to re-elect him as a Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
2	Yukihiko SUZUKI (November 26, 1958) [Reappointment] [Male]	April 1981	Joined the Company
		April 2005	Senior Staff Manager, Corporate Planning & Administration Office, the Company
		July 2009	CSR Office Manager, the Company
		July 2011	Legal Affairs Office Manager, the Company
		April 2013	Engineering & Products Service Office Manager, the Company
		April 2019	Executive Officer (current position), Chief of Quality and Production, and Quality Management Supervisory Office Manager, the Company
		April 2020	Chief of Purchasing, the Company
		July 2021	Chief of Sustainability Promotion and Sustainability Office Manager, the Company (current position)
		June 2022	Director, the Company (current position)
		June 2023	Chief of Purchasing, the Company
Number of shares of the Company held		5,785	
Term of office as Director		3 years	
Attendance at the Board of Directors meeting in Fiscal Year 2024		100% 17/17	
[Reason for nomination as a candidate for Director] Mr. Yukihiko SUZUKI has a deep understanding and clear vision of our business that he has gained through his experience in a wide variety of sections, including engineering, production, and corporate staff. As such, he has been appointed to be in charge of sustainability promotion for the Company. Currently, he is applying his accumulated experience, broad perspectives, and the ability to get things done to steering the Sustainability Office, which is the key to the Company’s sustainable growth. Accordingly, the Company has determined that Mr. Yukihiko SUZUKI is a qualified person to improve corporate value through sustainable growth, and therefore proposes to re-elect him as a Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
3	Sayoko IZUMOTO (July 8, 1953) [Reappointment] [Female] [Outside] [Independent]	March 1976	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)
		March 1979	Registered as Certified Public Accountant
		July 1995	Partner at Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
		January 2007	Member of Business Accounting Council at Financial Services Agency
		January 2015	Member of Information and Communications Council, Ministry of Internal Affairs and Communications
		August 2016	Representative, Izumoto Certified Public Accountant Office (current position)
		April 2017	Member of Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications
		May 2017	External Audit and Supervisory Board Member, Freund Corporation (current position)
		June 2017	Outside Director, Hitachi Transport System, Ltd. (currently LOGISTEED, Ltd.)
			Outside Audit and Supervisory Board Member, DAIICHI SANKYO COMPANY, LIMITED
		June 2022	Outside Director, NSK Ltd. (current position)
		April 2023	Audit and Supervisory Board Member, LOGISTEED, Ltd.
		June 2023	Outside Director, the Company (current position)
	Number of shares of the Company held		0
	Term of office as Outside Director		2 years
	Attendance at the Board of Directors meeting in Fiscal Year 2024		100% 17/17
	[Reason for nomination as a candidate for Outside Director, and overview of expected roles] Ms. Sayoko IZUMOTO has a long career in corporate accounting as Certified Public Accountant, having sophisticated expertise and experience regarding finance, accounting, and compliance, and serving as Audit and Supervisory Board Member and Director at multiple companies, proactively making statements at the Company's Board of Directors meetings and helping invigorate the Board of Directors. Although she does not have direct experience in corporate management beyond her role as an outside officer, the Company anticipates her advice on managerial supervision and general management as its Outside Director with her knowledge and experience, and therefore proposes to re-elect her as a Director.		

- Notes: 1. The number of shares of the Company held by each candidate is the number as of the end of this fiscal year (March 31, 2025). Additionally, the figures herein include personal equity in the TOKYO KEIKI OFFICER SHAREHOLDING ASSOCIATION.
2. There is no special interest between any of the candidates and the Company.
3. Ms. Sayoko IZUMOTO is a candidate for Outside Director and a candidate for Independent Director, which Tokyo Stock Exchange, Inc. requires listed companies to appoint for the purpose of protecting general shareholders.
4. The Company has entered into a liability limitation agreement with Ms. Sayoko IZUMOTO. If her reelection is approved, the Company plans to renew the aforementioned agreement with her.

The outline of the agreement is as follows:

- If a Director is liable for damages to the Company due to neglect of his/her duties as a Director, its liability shall be limited to five (5) million yen or the minimum amount set forth in relevant laws and regulations, whichever is higher.
  - The aforementioned liability limitation shall be applied only in cases where the Director has acted in good faith and without gross negligence in performing the duties giving rise to the liability.
5. The Company has concluded a directors and officers liability insurance contract that covers all officers of the Group, and the contract is to be renewed in July 2025.

The outline of the contract is as follows. If each candidate is appointed as a Director, each of them will become an insured under the contract.

- The Company has concluded a directors and officers liability insurance contract that covers damages to be borne by the insured persons in the event of claims made against them for the execution of their duties during the coverage period.
- The above contract insures the Directors, Auditor, and Executive Officers of the Company and its subsidiaries, and its premiums are all borne by the TOKYO KEIKI Group.



**Proposal 3: Election of One (1) Director Who Is Audit and Supervisory Committee Member**

Of the Company's Directors who are Audit and Supervisory Committee Members, Mr. Takahiro KASHIMA will complete his term of office at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Director who is Audit and Supervisory Committee Member.

The candidate for Director who is Audit and Supervisory Committee Member is as follows.

The consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
Takahiro KASHIMA (August 22, 1966) [Reappointment] [Male]	April 1992	Joined the Company
	April 2012	Section Manager of Accounting Section, Administration Department, the Company
	April 2014	Accounting Manager, Administration Department, the Company
	April 2017	Accounting Manager, Finance and Accounting Department, the Company
	June 2019	Director who is an Audit and Supervisory Committee Member, the Company (current position)
Number of shares of the Company held		1,500
Term of office as Director		6 years
Attendance at the Board of Directors meeting in Fiscal Year 2024		100% 17/17
Attendance at the Audit and Supervisory Committee in Fiscal Year 2024		100% 22/22
[Reason for nomination as a candidate for Director who is Audit and Supervisory Committee Member] Mr. Takahiro KASHIMA has been long involved in accounting business at the Company's Accounting Department, having sufficient expertise regarding finance and accounting. In addition, he has worked on effective auditing activities for the Company's management as a Director who is a standing Audit and Supervisory Committee member since 2019. Accordingly, the Company has determined that Mr. Takahiro KASHIMA is a qualified person to appropriately execute the duties as a Director who is an Audit and Supervisory Committee member, and therefore proposes to re-elect him as a Director who is an Audit and Supervisory Committee member.		

- Notes: 1. There is no special interest between the candidate and the Company.
2. The Company has entered into a liability limitation agreement with Mr. Takahiro KASHIMA. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.  
The outline of the agreement is as follows.
- If a Director is liable for damages to the Company due to neglect of his/her duties as a Director, its liability shall be limited to five (5) million yen or the minimum amount set forth in relevant laws and regulations, whichever is higher.
  - The aforementioned liability limitation shall be applied only in cases where the Director has acted in good faith and without gross negligence in performing the duties giving rise to the liability.
3. The Company has concluded a directors and officers liability insurance contract that covers all officers of the Group, and the contract is to be renewed in July 2025.  
The outline of the contract is as follows. If the candidate is appointed as a Director, he will become an insured under the contract.
- The Company has concluded a directors and officers liability insurance contract that covers damages to be borne by the insured persons in the event of claims made against them for the execution of their duties during the coverage period.
  - The above contract insures the Directors, Auditor, and Executive Officers of the Company and its subsidiaries, and its premiums are all borne by the TOKYO KEIKI Group.

**Proposal 4:** Revision of Remuneration Amount for Directors Who Are Not Audit and Supervisory Committee Members

The amount of remuneration for Directors who are not Audit and Supervisory Committee Members was approved at the 85th Annual General Meeting of Shareholders held on June 29, 2016, as the total of a fixed monthly basic remuneration of up to ¥16 million for all Directors who are not Audit and Supervisory Committee Members, and a performance-linked remuneration of either 1% of profit attributable to owners of parent for the fiscal year or a maximum of ¥10 million, whichever is lower, to be paid to executive directors, which remains in effect to date. Additionally, at the 89th Annual General Meeting of Shareholders held on June 26, 2020, a restricted share-based remuneration plan of up to ¥30 million per year to be paid to executive directors was approved and remains in effect to date. Amid this situation, the business environment surrounding the Company has grown increasingly complex and diverse compared to when the frameworks for basic remuneration and performance-linked remuneration were originally approved. To sustainably enhance corporate value, the management team is now required to demonstrate more advanced decision-making and execution capabilities than ever before. In this context, Directors' remuneration system needs to be reviewed from the perspectives of strengthening its linkage to performance, ensuring consistency with the enhancement of corporate value over the medium to long term, and securing and retaining talented personnel.

Against this backdrop, the Company proposes to consolidate the existing two remuneration frameworks, consisting of monthly fixed remuneration and annual performance-linked remuneration, into a new monetary remuneration framework comprising basic remuneration and additional remuneration (performance-linked), with an annual cap of ¥400 million.

This consolidation of the remuneration frameworks will have the following benefits.

1. Enhancing transparency and flexibility of the remuneration system  
By consolidating the monthly remuneration framework and the annual performance-linked remuneration framework, the Company will be able to clarify the overall picture of remuneration and enhance flexibility for system design and operation.
2. Improving governance by strengthening linkage to performance  
By consolidating the framework into monetary remuneration, the Company will be able to design a remuneration system that is more clearly aligned with business performance, thereby further motivating Directors and reinforcing their sense of responsibility for enhancing corporate value.
3. Securing talented personnel and ensuring remuneration levels consistent with competitors  
To secure Directors who can contribute to realizing TOKYO KEIKI Vision 2030, remuneration levels and design must be consistent with those of listed companies in the same industry in Japan. This revision is also effective in strengthening the competitiveness of Directors' remuneration.

The proposed cap for monetary remuneration of ¥400 million has been set at a sufficiently reasonable and moderate level, considering past performance and future remuneration policies. The restricted share-based remuneration framework will remain the same as before. The actual payment will be decided by the Board of Directors following deliberation and advice from the Nomination and Remuneration Committee and managed by an appropriate governance system. Outside Directors who are not Audit and Supervisory Committee Members will continue to receive only basic remuneration, and as in the past, remuneration for Directors who are not Audit and Supervisory Committee Members will not include remuneration for their duties as employees.

We will fulfill our accountability regarding Directors' remuneration and the Company's performance by disclosing their remuneration to shareholders in accordance with laws and regulations through our business and securities reports, and by explaining our efforts toward the realization of "TOKYO KEIKI Vision 2030" at general meetings of shareholders.

It is our sincere hope that all shareholders will understand this proposal as a foundation for realizing sustainable growth of the Company and maximizing corporate value.

Currently, there are three (3) Directors who are not Audit and Supervisory Committee Members (including one (1) outside Director). With the approval of Proposal 2, there will be three (3) Directors who are not Audit and Supervisory Committee Members (including one (1) outside Director).

## **Proposal 5: Amendment and Continuance of Large-scale Purchase Rules (Takeover Response Policy)**

Implementation of rules on large-scale purchases of the Company's shares (hereinafter the "Rules") for the purpose of securing and enhancing the Company's corporate value and the common interests of its shareholders was approved at the 76th General Meeting of Shareholders (June 28, 2007). The continuance of the Rules was then approved at the 79th General Meeting of Shareholders (June 29, 2010), 82nd General Meeting of Shareholders (June 27, 2013), 85th General Meeting of Shareholders (June 29, 2016), 88th General Meeting of Shareholders (June 27, 2019), and 91st General Meeting of Shareholders (June 29, 2022), but the effective period will expire at the close of this Meeting. As a result of deliberations on continuing the Rules, the Company proposes that the Rules continue to be introduced for the above-mentioned purpose.

All members of the Company's Audit and Supervisory Committee and Special Committee have agreed to continue with the introduction of the Rules.

### **[Background to and Necessity of Continuing Implementation of the Rules]**

TOKYO KEIKI Group (the "Group") intends to steadily drive the TOKYO KEIKI Vision 2030 and transform its business structure into one that is flexible and robust to enhance corporate value through sustainable growth, which will in turn enhance the common interests of the Company's shareholders. Whereas the Company's Board of Directors is to ensure that transformation of the business structure will be carried out, the Board, as it has been delegated by shareholders to manage the Company, believes it to be its duty and authority to prevent any "acquisition without consent" that would diminish the Company's corporate value or the common interests of its shareholders. Meanwhile, the term "acquisition" herein refers to an act of an acquiring party gaining corporate control of a listed company by acquiring its shares. The term "acquisition without consent" refers to an acquisition made without having gained approval of the Company's Board of Directors.

On the other hand, the percentage of unstable shareholders investing in companies listed on the Prime Market has been increasing in recent years due to a decreasing ratio of cross-shareholdings, which has given rise to concerns that takeovers will persist in Japan's capital markets going forward. Such a situation gives rise to potential threats of acquisition without consent such that undermines the corporate value and common interests of shareholders with respect to companies subject to acquisition, attributable to lack of sufficient disclosure of information to shareholders, investors, and other stakeholders. The possibility of the Company encountering similar situations cannot be ruled out.

Against that backdrop, we deem it necessary that we continue implementing the Rules over the next three years in terms of ensuring existence of a framework for preventing takeovers by parties seeking acquisition without consent, in light of the "Basic Policy Regarding the Control of the Company."

### **[Basic Policy Regarding the Control of the Company]**

#### **1. Details of the Basic Policy**

In upholding the Group's Management Philosophy of contributing to society by providing customers with products that embody functions of the human senses in terms of measurement, cognition, and control, created using cutting-edge technology, our employees strive for self-improvement each and every day underpinned by the seven guiding principles of our Group Code of Conduct encompassing everything from principles associated with customer satisfaction to environmental protection and legal compliance. The Group recognizes that implementing various initiatives for enhancing corporate value and achieving enhancement of corporate value hinges primarily on the high moral standards and ability to take action with respect to the employees who put these principles into practice. In other words, we believe that the prospect of enhancing the Group's corporate value and ultimately maintaining and enhancing common interests of the shareholders hinges on a situation where management and employees embrace common goals while also ensuring that the Management Philosophy and Group Code of Conduct are tangibly applied to our business practices.

However, we deem that judgments on whether to accept or reject an acquisition bid should be made by our shareholders in the event that any such offer is made by a party whose perspective differs from the Company in this regard. Meanwhile, the Board, as it has been delegated by shareholders to manage the Company, believes it to be its duty and authority to prevent acquisitions that would diminish the Group's corporate value or the common interests of its shareholders. If an acquisition bid is made, we accordingly

deem that the Company needs to prevent any acquisition that would diminish the Group's corporate value and ultimately the common interests of its shareholders by ensuring that shareholders are given the necessary information and sufficient deliberation time for enabling them to make judgments as to whether or not such acquisition would diminish corporate value.

## 2. Specific Initiatives

The Company has introduced its "Large-scale Purchase Rules (Takeover Response Policy)," which outline clear and specific procedures to be enlisted before an acquisition bidder engages in tangible takeover action. In so doing, we accordingly aim to deter acquisition without consent such that would diminish the Group's corporate value and ultimately the common interests of the shareholders by ensuring opportunities for shareholders to make such judgments, while furthermore ensuring that the Board of Directors has the necessary information and sufficient deliberation time in order to present alternative proposals to shareholders, thereby enabling negotiations with the acquisition bidder. Every three years, the Rules are to be reviewed, resolved by the Board of Directors, then approved at a General Meeting of Shareholders.

An overview of the Rules is provided below.

### (a) Establishment of procedures associated with implementation of the Rules

We have established procedures for contending with actions and proposals that involve purchasing 20% or more of the Company's issued share certificates, etc., or otherwise seeking to effect a purchase that would result in ownership of 20% or more of the Company's issued share certificates, etc. (hereinafter "Large-scale Purchase"). Under these procedures, the Company will first make a request to be provided with preliminary information regarding the Large-scale Purchase, etc. and ensure time for analysis and deliberation regarding the Large-scale Purchase, etc. Then, the Company will present the Group's medium-term business plan and alternative proposals, etc. to shareholders; refer to a General Meeting of Shareholders matters that involve procedures for negotiating with a Large-scale Purchaser, etc. and matters furthermore that involve referring the matter of whether or not to implement countermeasures to a General Meeting of Shareholders; or otherwise have the Board of Directors resolve the matter of implementing countermeasures.

### (b) Use of the Special Committee to eliminate arbitrary judgments made by the Board of Directors

In order to eliminate arbitrary judgments made by the Company's Board of Directors with respect to judgments on implementation or non-implementation of specific countermeasures, as a general rule, the Rules ensure transparency and fairness by requiring judgments made by the Special Committee composed of the Company's independent Outside Directors along with experts who include one or more university professors, attorneys at law, and certified public accountants who are entirely unaffiliated with the Group, in accordance with the Special Committee Regulations, and by requiring timely disclosure of information to shareholders.

## 3. Rationality of Specific Initiatives

### (a) Satisfies guidelines for corporate takeovers and the requirements of Tokyo Stock Exchange rules

The Rules fully satisfy the three principles specified in the "Guidelines for Corporate Takeovers" (1. Principle of Corporate Value and Shareholders' Common Interests, 2. Principle of Shareholders' Intent, 3. Principle of Transparency) released by the Ministry of Economy, Trade and Industry on August 31, 2023, and the Matters to be Observed Pertaining to Introduction of Takeover Response Policy (1. Sufficient disclosure, 2. Transparency, 3. Effect on the secondary market, 4. Respect for shareholders' rights) in the "Securities Listing Regulations" of Tokyo Stock Exchange, Inc.

### (b) Implemented for the purpose of protecting and enhancing shareholders' common interests

The Rules have been implemented for the purpose of securing and enhancing the Company's corporate value and ultimately the common interests of its shareholders when encountering an attempted Large-scale Purchase of the Company's shares. To fulfill this purpose, the Rules enable the Company to negotiate with the large-scale purchase bidder on behalf of the shareholders, in addition to enabling the shareholders to make appropriate judgments on whether or not the Large-scale Purchase should be accepted by ensuring

they have the necessary information and sufficient time to adequately deliberate on proposals by the large-scale purchase bidder, which includes alternative proposals by the Company's Board of Directors.

(c) Prioritizes the will of shareholders

The Rules reflect shareholder intentions in stipulating that their adoption and continuation are to be determined by means of approval of the shareholders at a General Meeting of Shareholders. Furthermore, after it has been decided to continue the Rules, if a resolution is adopted to discontinue the Rules at a General Meeting of Shareholders of the Company, the Rules will be discontinued at that time, even if it is during the effective period of the Rules. Therefore, the Rules may be discontinued at any times by means of proposal made at a General Meeting of Shareholders.

The effective period of the Rules has been set for three years subsequent to resolution for their adoption at the General Meeting of Shareholders for fiscal year 2007 (held on June 28, 2007), with resolutions subsequently adopted to continue the Rules at the General Meeting of Shareholders for fiscal year 2010 (held on June 29, 2010), the General Meeting of Shareholders for fiscal year 2013 (held on June 27, 2013), the General Meeting of Shareholders for fiscal year 2016 (held on June 29, 2016), the General Meeting of Shareholders for fiscal year 2019 (held on June 27, 2019), and the General Meeting of Shareholders for fiscal year 2022 (held on June 29, 2022). The Rules will continue to be subject to shareholder approval at the General Meeting of Shareholders every three years. Furthermore, if a resolution is adopted to discontinue the Rules at a General Meeting of Shareholders of the Company, the Rules will be discontinued at that time, even if it is during the effective period of the Rules.

(d) Prioritizes judgments by highly independent external parties and information disclosure

According to the Rules, when implementing countermeasures, the Special Committee made up of only independent external parties will be consulted, and its recommendations will be respected to the maximum extent possible. The Special Committee will rigorously monitor arbitrary actions of the Company's Board of Directors and disclose an overview of its judgments (recommendations) to the shareholders, thereby establishing procedures to ensure the transparent application of the Rules.

(e) Sets reasonable and objective requirements for implementing countermeasures

The Rules have been set up to ensure that countermeasures will not be implemented unless the pre-established reasonable and objective requirements are met (that there are reasonable grounds to determine that such Large-scale Purchase would significantly diminish the Company's corporate value or the common interests of its shareholders), and a framework has been put in place to prevent the Board of Directors from arbitrarily implementing said countermeasures.

(f) Is not a takeover response policy enlisting "dead-hand" or "slow-hand" approaches

The Rules can be discontinued at any time by a General Meeting of Shareholders resolution, and may be deemed inapplicable if the Board of Directors determines that a Large-scale Purchase by a Large-scale Purchaser would not fall under the category of an acquisition that would diminish the Company's corporate value or the common interests of its shareholders; therefore, a party that purchases a large amount of the Company's shares can block the implementation of the Rules at a General Meeting of Shareholders of the Company through actions such as discontinuing the Rules or nominating Directors and adopting a resolution by the Company's Board of Directors that includes said Directors. Therefore, the Rules do not constitute a "dead-hand" approach (takeover response policy that prevents implementation of the Rules from being blocked even if the majority of the members of the Board of Directors are replaced).

Furthermore, the term for the Company's Directors who are not Audit and Supervisory Committee Members is one (1) year, and a staggered board system is not used; therefore, the Rules also do not constitute a "slow-hand" approach (takeover response policy whereby it takes time to block the implementation of the Rules because the Directors cannot be replaced at once).

[Details of the Rules to Be Approved]

The details of the Rules which the Company has decided to continue subject to approval by its shareholders at this General Meeting of Shareholders are as follows.

1. Purpose of Implementing the Rules: Maintaining the Company's corporate value or shareholders' common interests

The Company's Board of Directors will work to maintain and enhance the Company's corporate value and the common interests of its shareholders, particularly from a medium- to long-term perspective. Additionally, the Board, as it has been delegated by shareholders to manage the Company, believes it to be its duty and authority to prevent acquisitions that would diminish the Company's corporate value or the common interests of its shareholders.

However, presently it is possible for anyone to acquire shares of an amount that could affect corporate management without disclosing enough information to determine whether the acquisition would diminish corporate value. For this reason, the Company's Board of Directors has formulated rules to be able to determine the effect an acquisition would have on corporate value and has decided to implement countermeasures if it is determined that the acquisition would significantly diminish the Company's corporate value or the common interests of its shareholders.

2. Details of the Rules

(1) Definition of Large-scale Purchase

The term Large-scale Purchase applies under any of the following circumstances.

- 1) An act of purchasing the Company's share certificates, etc. with the intent that a specified shareholder group<sup>(Note 1)</sup> can raise the percentage of voting rights<sup>(Note 2)</sup> to 20% or more
- 2) An act of purchasing the Company's share certificates, etc. that results in the percentage of voting rights of a specified shareholder group reaching 20% or more
- 3) Irrespective of whether any of the acts described in the above item 1) or item 2) occur, an act conducted by a specified shareholder group of the Company with other shareholders of the Company (including cases where there are multiple such shareholders; the same shall apply hereinafter in this item 3)), and as a result of such act, an agreement or other act that results in the other shareholders becoming joint holders or special related parties of the specified shareholder group, or any act that establishes a relationship<sup>(Note 3)</sup> between the specified shareholder group and the other shareholders whereby one party effectively controls the other party or whereby they act jointly and in concert<sup>(Note 4)</sup> (however, this shall apply only if the percentage of voting rights of the specified shareholder and the other shareholders with respect to share certificates, etc. for which the Company is the issuer becomes 20% or more.)

Note 1. Specified shareholder group means:

- (i) A holder (means a "holder" provided in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including those deemed as holders in accordance with Paragraph 3 of the same article; the same shall apply hereinafter) of the Company's share certificates, etc. (means "share certificates, etc." provided in Article 27-23, Paragraph 1 of the above-mentioned act) and a joint holder thereof (meaning the "joint holder" provided in Article 27-23, Paragraph 5 of the above-mentioned act, including those deemed as joint holders in accordance with Paragraph 6 of the same article; the same shall apply hereinafter), and any party who falls under (iii) below
- (ii) Parties who effect the purchase, etc. (meaning the "purchase, etc." provided in Article 27-2, Paragraph 1 of the above-mentioned act, which includes purchases

that take place in a financial instruments exchange market) of the Company's share certificates, etc. (means "share certificates, etc." provided in Article 27-2, Paragraph 1 of the above-mentioned act) and a special related parties thereof (meaning the "special related parties" provided in Article 27-2, Paragraph 7 of the above-mentioned act; the same shall apply hereinafter), and any party who falls under (iii) below

- (iii) Investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with any of the members of the specified shareholder group set forth in (i) or (ii) above, along with their tender offer agents, lead managing underwriters, attorneys at law, certified public accountants, and other advisors, as well as recipients of the Company's share certificates, etc. from these parties through off-market direct transactions or through off-floor trading on the Tokyo Stock Exchange (ToSTNeT-1)

Note 2. Percentage of voting rights means:

- (i) If the specified shareholder group corresponds to (i) of Note 1, percentage of voting rights refers to the ownership ratio of share certificates, etc. of the holder (meaning the "ownership ratio of share certificates, etc." provided in Article 27-23, Paragraph 4 of the above-mentioned act, in which case the number of share certificates, etc. held [meaning the "number of share certificates, etc. held" provided in the same clause] by the joint holder and parties mentioned in (iii), above, are added; the same shall apply hereinafter.)
- (ii) If the specified shareholder group corresponds to (ii) of Note 1, the total of the ownership ratio of share certificates, etc. (meaning the "ownership ratio of share certificates, etc." provided in Article 27-2, Paragraph 8 of the above-mentioned act; the same shall apply hereinafter) of the party that purchases a large amount of the Company's shares, the special related parties, and parties mentioned in (iii), above. To calculate the ownership ratios of share certificates, etc. of each of these cases, the total number of voting rights (meaning the "total number of voting rights" provided in Article 27-2, Paragraph 8 of the above-mentioned act) and the total number of issued shares (meaning the "total number of issued shares" provided in Article 27-23, Paragraph 4 of the above-mentioned act) can be referred to in the most recently submitted reports on repurchase, securities reports, semi-annual reports, and other such documents.

Note 3. Method of determining the establishment of such relationship, etc.

The determination of whether any such relationship has been established shall be made on the basis of factors that include: (a) the formation of relationships such as a new investment relationship, business alliance, transactional or contractual relationship, interlocking directorates relationship, funding relationship, credit extension relationship, and substantial stake in relation to the Company's share certificates, etc. through derivatives and stock lending, etc.; and (b) the direct and indirect influence exerted on the Company by the specified shareholder group and the other shareholders.

Note 4. Method for assessing such acts, etc.

The Company's Board of Directors shall establish reasonable grounds to determine whether such acts have occurred (recommendations of the Special Committee shall be respected to the maximum extent possible in making such determinations). In addition, the Company's Board of Directors may request that shareholders provide necessary information to the extent necessary for determining whether the criteria set forth in 3) of the main text apply.

(2) Provision of necessary information by a Large-scale Purchaser

- 1) Before starting a Large-scale Purchase, a party intending to make Large-scale Purchase of the Company's shares (hereinafter "Large-scale Purchaser") must provide its name, address, governing law of incorporation, representative's name, contact information in Japan, and an overview of the purpose it is trying to achieve with the Large-scale Purchase, and submit to the Company a document pledging it will comply with the procedures specified in the Rules (hereinafter "Statement of Intent").
- 2) Within ten (10) business days after receiving the Statement of Intent submitted by the Large-scale Purchaser, the Company's Board of Directors shall issue to the Large-scale Purchaser a list of necessary information that requests the Large-scale Purchaser to provide information needed to enable the Company's Board of Directors to determine whether the action of the Large-scale Purchaser falls under the category of an acquisition that would diminish the Company's corporate value or the common interests of its shareholders, which will include the following items (hereinafter "Necessary Information"). If the Company's Board of Directors deems the information submitted by the Large-scale Purchaser to be insufficient, it will require the provision of additional information until sufficient Necessary Information has been gathered.
- 3) If a Statement of Intent has been submitted by a Large-scale Purchaser, Necessary Information has been submitted to the Company's Board of Directors, and deliberations and analysis of the provided information have begun, the Company's Board of Directors will disclose these facts accordingly. Furthermore, in the event that it is determined that the Necessary Information is needed for the Company's shareholders to make a judgment, said information will be disclosed in whole or in part at the time deemed appropriate.
- 4) The specific details of the Necessary Information will differ depending on the attributes of the Large-scale Purchaser and the details of the Large-scale Purchase, but in general, it will include the following:
  - A) Overview of the specified shareholder group (including joint holders and special related parties, as well as partners and other constituent members in the case of a fund)
  - B) Purpose and details of what is to be achieved by means of the Large-scale Purchase
  - C) Grounds for calculating the purchase value and evidence of funds to make the purchase
  - D) Information that is necessary and sufficient to determine that the management policies, business plans, financial plans, capital policies, dividend policies, asset utilization measures, HR policies, and so on that are expected once the Large-scale Purchaser becomes involved in the management of the Company will not diminish the Company's corporate value or the common interests of its shareholders

(3) Analysis and deliberation by the Company's Board of Directors

- 1) The Company's Board of Directors will analyze and deliberate on the Necessary Information, which will include obtaining advice from outside experts, and put together and announce its opinion within 60 business days calculated from the day the Necessary Information is received from the Large-scale Purchaser (hereinafter, "Analysis and Deliberation Period"); provided, however, that the Company's Board of Directors can extend this period for a maximum of 30 business days if necessary, in which case it will disclose the length and reason of the extension. The reason the Company has set the Analysis and Deliberation Period at 60 business days is that it is necessary to carefully deliberate on the impact a Large-scale Purchase would have on the Company's corporate value because its business operations have an enormous impact on a wide variety of stakeholders, as described above, and its Defense & Communications Equipment Business in particular is heavily involved with the defense policies of Japan, as information handled



by the Company is rigorously managed to preserve defense secrets in accordance with its contract with the Ministry of Defense.

- 2) The Company's Board of Directors may negotiate with the Large-scale Purchaser and present alternative proposals to the Company's shareholders as needed during the Analysis and Deliberation Period.

(4) General Meeting of Shareholders to confirm the will of shareholders

- 1) In the event that, as a result of analyzing and deliberating on the Necessary Information, the Company's Board of Directors suspects that the management policies, business plans, etc. after the Large-scale Purchase by the Large-scale Purchaser occurs are unreasonable, or suspects that they are inferior to the management policies, business plans, etc. of the Company's Board of Directors (including alternative proposals to management policies, business plans, etc. after the Large-scale Purchase by the Large-scale Purchaser occurs), or otherwise suspects that they will not contribute to maintaining and enhancing the Company's corporate value or the common interests of its shareholders, the Company's Board of Directors will immediately announce said suspicion, convene a General Meeting of Shareholders without delay to confirm the will of the shareholders, and place a proposal on whether to implement countermeasures on the agenda; provided, however, that if it is determined to be faster and more appropriate to place the proposal on the agenda of the General Meeting of Shareholders already scheduled, taking into consideration practical procedures and other factors, it will be placed on the agenda of said meeting.
- 2) In making the above-mentioned determination, the Board of Directors will adopt a resolution that respects the recommendations of the Special Committee (detailed in 4. below) to the maximum extent possible.

(5) Suspending or stopping the implementation of countermeasures

- 1) In the cases described in 3.(1) or 3.(2) below, in the event that, once a resolution has been adopted at the meeting to confirm the shareholders' will or by the Company's Board of Directors to take concrete countermeasures against the Large-scale Purchaser, said Large-scale Purchaser indicates to the Company's Board of Directors that it will withdraw, make changes to, or present an alternative proposal for the Large-scale Purchase, or in the event that there are changes in the facts related to the implementation of countermeasures, the Company's Board of Directors may suspend or stop the implementation of countermeasures if it determines that it is not appropriate to implement countermeasures as a result of thoroughly deliberating whether it would harm the Company's corporate value or the common interests of its shareholders as a whole, on the conditions that the timing is before the rights arising from the implementation of countermeasures have been vested to the shareholders and that doing so would not harm the interests of the shareholders.
- 2) In the event the implementation of countermeasures is suspended or stopped in this way, it will be disclosed without delay.

(6) Possible timing to start Large-scale Purchase

A Large-scale Purchase may start only after the Analysis and Deliberation Period (in the event that a General Meeting of Shareholders to confirm the will of the shareholders is convened and after the proposal on implementing countermeasures is rejected at said meeting).

(7) Exemption from the Rules

In the event that the Company's Board of Directors determines that the Large-scale Purchase by the Large-scale Purchaser does not fall under the category of an acquisition that would

diminish the Company's corporate value or the common interests of its shareholders as a result of the analysis and deliberation in (3) above or before that time, the Board of Directors will not apply the Rules going forward and will immediately adopt a resolution that it will not implement countermeasures, which it will announce at a time it deems appropriate.

### 3. Policy for Response in the Event of a Large-scale Purchase

#### (1) In the event that the Large-scale Purchaser does not comply with the Rules:

- 1) In the event the Large-scale Purchaser does not comply with the Rules, the Company's Board of Directors may implement countermeasures by choosing those it deems most appropriate out of the possible countermeasures under the Companies Act and other laws and the Company's Articles of Incorporation, which include issuing share acquisition rights.
- 2) In determining whether the Large-scale Purchaser has complied with the Rules, the Company's Board of Directors will take due consideration of the Large-scale Purchaser's circumstances within reason, and at the very least will not consider the Large-scale Purchaser as not complying with the Rules only for the reason that it has not submitted some of the Necessary Information.

#### (2) In the event the Large-scale Purchaser does comply with the Rules:

- 1) In the event the Large-scale Purchaser does comply with the Rules, the Company's Board of Directors will not implement countermeasures against the Large-scale Purchase.
- 2) Irrespective of 1) above, in the event it is reasonably determined that said Large-scale Purchase would significantly diminish the Company's corporate value or the common interests of its shareholders, countermeasures may be implemented in the same way as in (1) above. Examples of such cases are as follows:
  - (a) It is determined that the purpose is only to inflate stock prices and force the Company or its stakeholders to buy them back at a high price with no real intention to participate in the management of the Company
  - (b) It is determined that the purpose is to temporarily control the management of the Company and carry out a "scorched earth" management policy, such as transferring to the acquisition bidder or its group company intellectual property rights, know-how, corporate secrets, key business partners, customers, or other elements needed to manage the Company's businesses
  - (c) It is determined that the purpose is to divert the Company's assets after obtaining control of the management of the Company to use as collateral for or to pay off the debt of the acquisition bidder, its group company, or other party
  - (d) It is determined that the purpose is to temporarily control the management of the Company and either dispose of, by sale or other means, assets such as real estate and securities that have no current involvement with the Company's businesses and turn the proceeds thereof into temporary high dividends, or sell the Company's shares at a high price when stock prices surge by declaring temporarily high dividends
  - (e) It is determined that the purpose may be to effectively force the Company's shareholders to sell the Company's shares, using means such as making a Large-scale Purchase of the Company's shares by planning a coercive two-tiered purchase (referring to a tender offer or other proposal for the purchase of shares in which the purchaser offers to purchase a limited number of shares in the initial tier and then makes another offer in a second tier for the remaining shares on more disadvantageous terms or does not make such terms clear)

- (f) It is a Large-scale Purchase of shares by an anti-social organization or by an individual or group that controls or is involved with such an organization
  - (g) It is determined that the management policy and business plan of the Company after the Large-scale Purchase of shares by the Large-scale Purchaser is extremely unreasonable
  - (h) It is determined that it is far inferior to the management policy and business plan of the Company's Board of Directors (which includes alternative proposals for management policies and business plans after the Large-scale Purchase of shares by the Large-scale Purchaser occurs)
- 3) Furthermore, countermeasures will be implemented if the shareholders approve the implementation of countermeasures at the General Meeting of Shareholders to confirm the will of the shareholders.

#### 4. Procedures When Countermeasures Are Implemented

- 1) In order to determine whether or not it is appropriate to implement countermeasures against the Large-scale Purchaser and, even if the implementation is appropriate, whether or not it is appropriate to eventually confirm the will of the shareholders, the Company's Board of Directors will consult in advance the Special Committee, established as an organization independent from the Company's Board of Directors, about the appropriateness of implementing countermeasures in order to ensure the fairness of the determination made by the Company's Board of Directors (An overview of the Special Committee is provided in the attached material.).
- 2) Based on the consultation from the Company's Board of Directors, the Special Committee will gather opinions, which may include obtaining advice from outside experts, and provide recommendations to the Company's Board of Directors on whether it would be appropriate to implement countermeasures, or on the Special Committee's belief that it would be appropriate for the Company's Board of Directors to eventually confirm the will of the shareholders due to difficulties in determining the appropriateness of implementing countermeasures. The Company's Board of Directors will disclose said recommendations to shareholders and adopt a resolution on the implementation of countermeasures, respecting said recommendations to the maximum extent.
- 3) The period during which the Company's Board of Directors will consult the Special Committee and receive a response shall be included in the Analysis and Deliberation Period specified in 2. (3).

#### 5. Impact on Shareholders and the Secondary Market

##### (1) When implementing the Rules

When the Rules are implemented, no legal measures such as issuance of share acquisition rights will be taken; therefore, there will be no changes in the relationship of rights of shareholders, and the implementation will not distort the formation of stock prices.

##### (2) After implementing countermeasures

- 1) The Company's Board of Directors does not expect to implement countermeasures of a type that would cause a marked loss to the Company's shareholders (excluding those who make an acquisition that would significantly diminish the Company's corporate value or the common interests of its shareholders) or distort the formation of stock prices.
- 2) In the event that the Company's Board of Directors decides to implement countermeasures, it will make an appropriate disclosure at the appropriate time to prevent unforeseen loss to shareholders in accordance with laws, regulations, and stock exchange rules.

6. Start, Effective Period, and Continuance, Discontinuance, etc. of the Rules

- 1) The Rules will continue upon approval by the shareholders at the 94th General Meeting of Shareholders, and the effective period shall be until the close of the General Meeting of Shareholders scheduled to be held in June 2028.
- 2) Irrespective of 1) above, even after the continuance of the Rules is approved at the 94th General Meeting of Shareholders and the Rules go into effect, the Rules may be discontinued if a resolution is adopted to discontinue the Rules at a General Meeting of Shareholders.
- 3) The Company's Board of Directors may revise the Rules as needed, even during the effective period of the Rules, to improve the Company's corporate value and ultimately the common interests of its shareholders, in which case it will gain the approval of shareholders at the General Meeting of Shareholders that is nearest to the date of the resolution by the Board of Directors. If the Company's Board of Directors thus makes changes to the Rules, it will disclose the details without delay.
- 4) The Rules may be revised or changed, with the agreement of the Special Committee as needed, if the revisions or changes do not disadvantage the shareholders, in cases such as those where it is appropriate to apply the establishment, revision or abolishment of laws and regulations relating to the Rules, rules of the financial instruments exchange market where the Company is listed, or other rules, or it is appropriate to revise the wording due to typographical errors and the like.

Attached Material: Overview of Special Committee, Etc.

1. Members of the Special Committee

The Special Committee is composed of three (3) to five (5) members who have been approved by a majority of the Company's Board of Directors from the viewpoint of securing independence from the Board of Directors and ensuring decision-making capability regarding corporate management:

2. Reference: Persons to Be Appointed as Members of the Special Committee effective June 26, 2025

Masafumi NAKAHIGASHI

Born September 1965

Dean, Nagoya University Graduate School of Law

Takahiko TAKAYAMA

Born July 1966

Partner at TMI Associates (attorney at law)

Sayoko IZUMOTO

Born July 1953

Outside Director, the Company

Representative, Izumoto Certified Public Accountant Office

External Audit and Supervisory Board Member, Freund Corporation

Outside Director, NSK Ltd.

Takashi NAKAMURA

Born June 1956

Outside Director, the Company

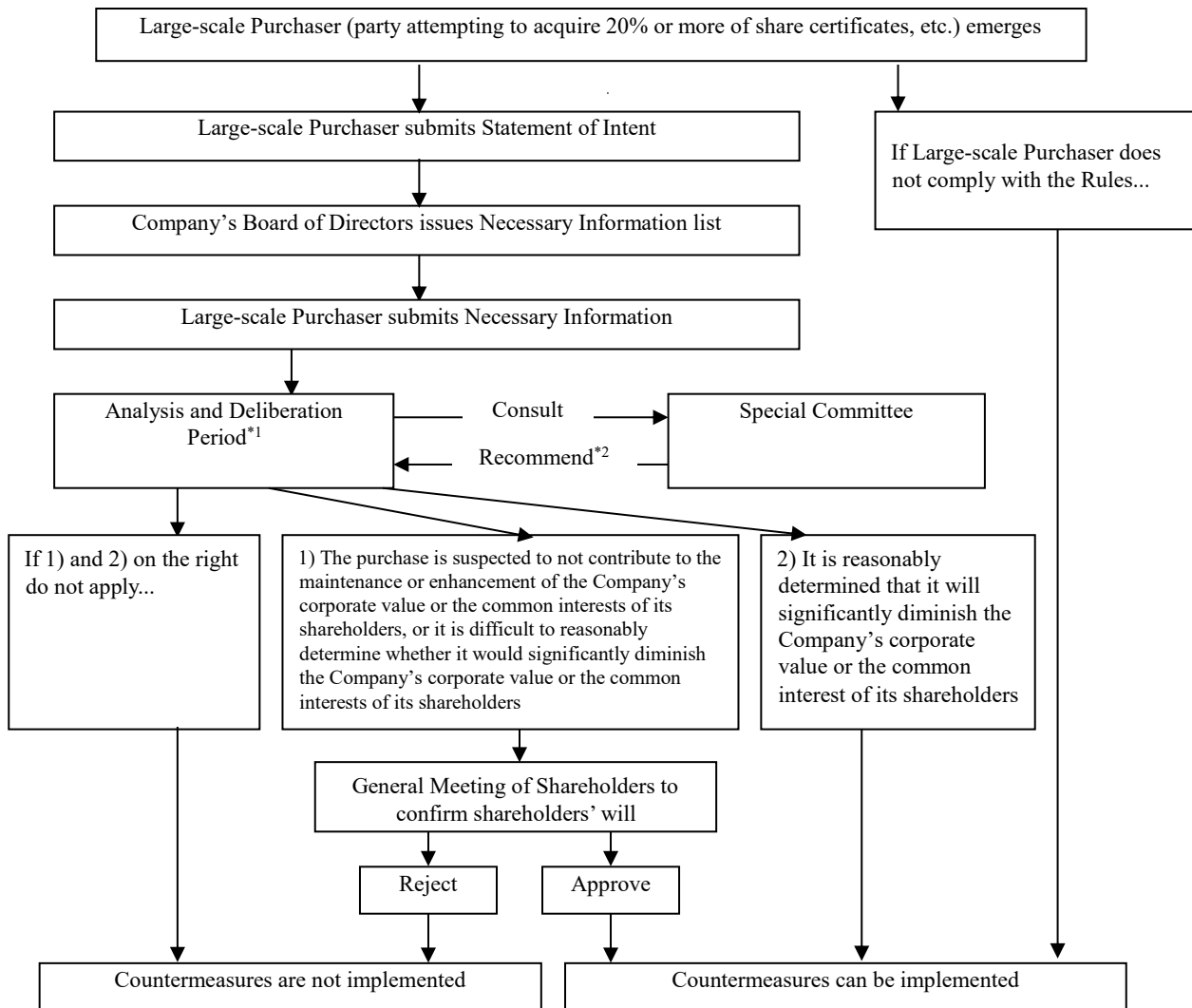
Akihiko HASHIMOTO

Born August 1959

Outside Director, the Company

## [Rules Flowchart]

The purpose of this chart is only to contribute to the understanding of the Rules. For details on the Rules, see the full text of the Large-scale Purchase Rules.



\*1 The Analysis and Deliberation Period is up to 60 business days, as a general rule, but can be extended for up to a maximum of 30 business days if the Company's Board of Directors deems it necessary.

\*2 The Special Committee will provide recommendations to the Company's Board of Directors on whether it would be appropriate to implement countermeasures, or whether it would be appropriate to eventually confirm the will of the shareholders due to difficulties in determining the appropriateness of implementing countermeasures, and the Company's Board of Directors will adopt a resolution on the implementation of countermeasures, respecting said recommendations to the maximum extent.

[Reference] The list of management skills that the Company will have after Proposals 2 and 3 are approved (planned)

The following table shows the types of knowledge and expertise (skills) that are deemed essential for the TOKYO KEIKI Group to have as a listed company, from the viewpoints of both managing its business and fulfilling its activities, and that the Company's Directors currently possess. Directors are deemed to have a skill in a given area based on the records of their responsibilities in each area as Director and/or Executive Officer and the details of their past experiences.

Skill Matrix

Name	Tsuyoshi ANDO	Yukihiko SUZUKI	Sayoko IZUMOTO	Takahiro KASHIMA	Takashi NAKAMURA	Akihiko HASHIMOTO
Position at the Company	Representative Director, President & CEO	Director and Executive Officer	Director	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member
			Independent Outside		Independent Outside	Independent Outside
Sex	Male	Male	Female	Male	Male	Male
Nomination and Compensation Committee	●		●		●	●
1 Corporate management	●			●	●	●
2 Marketing / sales	●					●
3 Finance			●	●	●	●
4 IT / digital technology	●	●		●	●	
5 HR / labor / HR development					●	
6 Legal affairs / risk management	●	●				●
7 Global experience	●					●
8 Production systems		●				
9 Quality management		●				
10 R&D / technology development	●	●				
11 ESG / sustainability		●				
12 Compliance / governance	●		●	●	●	●
13 M&As	●					

Notes: Directors who possess relevant national qualifications: Ms. Sayoko IZUMOTO (Certified Public Accountant)

Independent: Independent Director as defined in the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

Outside: Outside Director