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Securities code: 6866

Date of sending by postal mail: February 12, 2025

Start date of measures for electronic provision: February 5, 2025

To our shareholders:

Takahiro Okazawa
President
HIOKI E.E. CORPORATION
81 Koizumi, Ueda-shi, Nagano

Notice of the 73rd Annual General Meeting of Shareholders

We are pleased to announce the 73rd Annual General Meeting of Shareholders of HIOKI E.E. CORPORATION (the “Company”), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for the electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters for which electronic provision measures are to be taken), and posts this information on each of the following websites. Please access any of those websites to review the information.

[The Company’s website]

<https://www.hioki.co.jp/jp/ir/finance/shareholder/> (in Japanese)

[Website for posted informational materials for the General Meeting of Shareholders]

<https://d.sokai.jp/6866/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

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

(Access the TSE website by using the internet address shown above, enter “HIOKI E.E.” in Issue name (company name) or the Company’s securities code “6866” 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 or in writing (by post). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Wednesday, February 26, 2025 (Japan Time).

1. **Date and Time:** Thursday, February 27, 2025, at 10:00 a.m.
2. **Venue:** HIOKI Hall, Head Office of the Company
81 Koizumi, Ueda-shi, Nagano

3. **Purpose of the Meeting:**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 73rd term (from January 1, 2024 to December 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the 73rd term (from January 1, 2024 to December 31, 2024)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine Directors
- Proposal No. 3:** Election of One Corporate Auditor
- Proposal No. 4:** Election of One Substitute Corporate Auditor
- Proposal No. 5:** Decision on the Amount of Delayed-Delivery Performance-Linked Stock Remuneration for Directors (Excluding Outside Directors)

4. **Matters Prescribed for Convocation (Information on Exercise of Voting Rights):**

- You are kindly requested to present your voting form to the receptionist if you attend the meeting in person.
- Shareholders requiring sign language interpretation or physical assistance may attend accompanied by one interpreter or carer. Please notify reception on the day of the meeting if this is required. However, please note that interpreters and carers will not be able to exercise voting rights or ask questions.
- A designated space at the venue has been set aside for shareholders in wheelchairs. A multipurpose accessible washroom is located at the venue reception (in the first-floor lobby).
- Paper-based documents stating matters subject to measures for electronic provision (in Japanese only) will also be sent to shareholders who have requested the delivery of paper-based documents. The “Notes to the Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements” are not included in these documents in accordance with laws and regulations and the Article 15 of the Company’s Articles of Incorporation. Accordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements in these documents are part of the documents that were audited by the Accounting Auditor and Corporate Auditors of the Company when preparing the Accounting Auditor’s Report and the Corporate Auditors’ Report (in Japanese only).
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the websites described on page 1 hereof.
- The 73rd Annual General Meeting of Shareholders will be available via video after the meeting. After the Annual General Meeting of Shareholders, the video will be available on the Company’s website (<https://www.hioki.co.jp/>) (in Japanese only) as soon as it has been prepared for distribution.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

To reciprocate the support received from its shareholders, the Company holds a basic policy of providing a stable return of profits based on a consolidated dividend on equity ratio (DOE) of 2% or more (¥60 per share for the fiscal year 2024), aiming for a consolidated payout ratio of 40%, and to further return profits through improved business performance.

The Company proposes to pay a year-end dividend for the fiscal year 2024 of ¥100 per share after considering its business performance and dividend policy for the fiscal year 2024. Including the interim dividend of ¥100 per share, the annual dividend will be ¥200 per share.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

¥100 per common share of the Company

Total payment: ¥1,353,364,800

(3) Effective date of dividends of surplus

February 28, 2025

Proposal No. 2: Election of Nine Directors

At the conclusion of this General Meeting of Shareholders, the terms of office of all seven Directors will expire. Therefore, the Company proposes that the number of Directors be increased by two to nine in order to strengthen the management structure.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Takahiro Okazawa	President and Quality Assurance Management	<input type="checkbox"/> Reelection
2	Yoshikazu Suyama	Director, Senior Managing Executive Officer, Director of Administration Division and Manufacturing Management	<input type="checkbox"/> Reelection
3	Kunihisa Kubota	Director, Senior Managing Executive Officer, Director of Research & Development Division and Chief Information Officer (CIO)	<input type="checkbox"/> Reelection
4	Yasunao Takano	Director, Managing Executive Officer, Director of Global Sales Division and Director of European Market	<input type="checkbox"/> Reelection
5	Yoshiharu Tamura	Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
6	Yukari Maruta	Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
7	Osamu Mawatari	Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
8	Tatsundo Maki	–	<input type="checkbox"/> New candidate <input type="checkbox"/> Outside <input type="checkbox"/> Independent
9	Hiromi Watase	–	<input type="checkbox"/> New candidate <input type="checkbox"/> Outside <input type="checkbox"/> Independent

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company		Number of the Company's shares owned
1	<p>Takahiro Okazawa (April 25, 1968)</p> <p>Reelection</p> <p>Number of years in office 14 years</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1987 Joined the Company</p> <p>Oct. 2002 Manager of Manufacturing Division 1</p> <p>Feb. 2008 Director of Manufacturing Department</p> <p>Oct. 2008 Executive Officer and Director of Manufacturing Department</p> <p>Feb. 2011 Director, Executive Officer and Director of Manufacturing Department</p> <p>May 2013 Director, Executive Officer and Director of Sales Department</p> <p>Jan. 2017 Director and Senior Managing Executive Officer in charge of Development, Sales and Service</p> <p>Jan. 2021 President</p> <p>Oct. 2024 President and Quality Assurance Management (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Chairman of HIOKI (Shanghai) MEASUREMENT TECHNOLOGIES CO., LTD.</p> <p>Chairman of HIOKI TAIWAN CO., LTD.</p> <p>President of The Hioki Scholarship and Greening Foundation</p>		32,694
<p>[Reasons for nomination as candidate for Director]</p> <p>Takahiro Okazawa has been in charge of the manufacturing and sales departments and has work experience in overseas businesses. Based on his wealth of experience and insight, the Company has judged that he is an appropriate person to set the vision of the Company group (the "Group") and enhance the Company's corporate value, and has therefore renominated him as a candidate for Director.</p>				
2	<p>Yoshikazu Suyama (August 1, 1964)</p> <p>Reelection</p> <p>Number of years in office 14 years</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1987 Joined the Company</p> <p>Oct. 2002 Manager of Operations Division</p> <p>Mar. 2006 Director of Administration Department</p> <p>Feb. 2007 Executive Officer and Director of Administration Department</p> <p>Feb. 2011 Director, Executive Officer and Director of Administration Department</p> <p>May 2013 Director, Executive Officer and Director of Manufacturing Department</p> <p>Jan. 2017 Director and Managing Executive Officer in charge of Manufacturing and Administration</p> <p>Jan. 2021 Director, Senior Managing Executive Officer, Chief Financial Officer (CFO) and Director of Administration Department</p> <p>Oct. 2024 Director, Senior Managing Executive Officer, Director of Administration Division and Manufacturing Management (current position)</p>		28,892
<p>[Reasons for nomination as candidate for Director]</p> <p>Yoshikazu Suyama has a wealth of experience and insight in management and finance gained while in charge of the administration and manufacturing departments. The Company has judged that he is an appropriate person to strengthen the Group's business structure and promote sustainability, and has therefore renominated him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	<p>Kunihisa Kubota (May 7, 1966)</p> <p>Reelection</p> <p>Number of years in office 7 years</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1990 Joined the Company</p> <p>Apr. 2011 Chief Research Engineer</p> <p>Apr. 2015 Manager of Engineering Division 4</p> <p>Oct. 2016 Director of Engineering Department 1</p> <p>Dec. 2017 Executive Officer, Director of Innovation Center and Director of Engineering Department 1</p> <p>Feb. 2018 Director, Executive Officer, Director of Innovation Center and Director of Engineering Department 1</p> <p>Jan. 2021 Director, Executive Officer and Chief Technical Officer (CTO)</p> <p>Jan. 2022 Director, Managing Executive Officer, Chief Technical Officer (CTO), Chief Information Officer (CIO) and Chief Sustainability Officer</p> <p>Oct. 2024 Director, Managing Executive Officer, Director of Research & Development Division and Chief Information Officer (CIO)</p> <p>Jan. 2025 Director, Senior Managing Executive Officer, Director of Research & Development Division and Chief Information Officer (CIO) (current position)</p>	10,844
<p>[Reasons for nomination as candidate for Director]</p> <p>Kunihisa Kubota has a wealth of experience and insight in product development gained while in charge of the engineering department. The Company has judged that he is an appropriate person to drive the Group's product development and to promote DX, and has therefore renominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company		Number of the Company's shares owned
4	<p>Yasunao Takano (July 5, 1961)</p> <p>Reelection</p> <p>Number of years in office 4 years</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1985 Joined the Company</p> <p>Sept. 2001 President of HIOKI USA CORPORATION</p> <p>Jan. 2008 Director of Overseas Sales Department of the Company</p> <p>Oct. 2008 Executive Officer, Director of Overseas Sales Department of the Company and President of HIOKI USA CORPORATION</p> <p>May 2013 Executive Officer and Director of Administration Department of the Company</p> <p>Oct. 2016 Executive Officer and Director of Product Marketing Department</p> <p>Jan. 2021 Executive Officer and Chief Marketing Officer (CMO)</p> <p>Feb. 2021 Director, Executive Officer and Chief Marketing Officer (CMO)</p> <p>Jan. 2022 Director, Executive Officer, Chief Marketing Officer (CMO) and Director of Customer Marketing Department</p> <p>Oct. 2022 Director, Executive Officer and Chief Marketing Officer (CMO)</p> <p>Oct. 2024 Director, Executive Officer, Director of Global Sales Division and Director of European Market</p> <p>Jan. 2025 Director, Managing Executive Officer, Director of Global Sales Division and Director of European Market (current position)</p>	14,012	
<p>[Reasons for nomination as candidate for Director]</p> <p>Yasunao Takano has a wealth of experience and insight gained while serving as president of an overseas subsidiary and while in charge of the foreign sales and administration departments. The Company has judged that he is an appropriate person to manage the sales department of the Group and expand its sales capabilities, and has therefore renominated him as a candidate for Director.</p>				
5	<p>Yoshiharu Tamura (July 3, 1956)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p> <p>Number of years in office 2 years</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1979 Joined NEC Corporation</p> <p>Dec. 1993 Senior Manager of Development Department, Mobile Terminals Division</p> <p>Apr. 2004 Senior General Manager of Mobile Terminals Operations Unit</p> <p>Apr. 2010 Established NEC Casio Mobile Communications, Ltd. Managing Director</p> <p>Apr. 2011 President</p> <p>Oct. 2014 Managing Partner of Avergence Inc. (current position)</p> <p>Feb. 2023 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Managing Partner of Avergence Inc.</p>	276	
<p>[Reason for nomination as candidate for outside Director and summary of expected role]</p> <p>Yoshiharu Tamura has long been engaged in a wide range of activities from product development to corporate management in companies engaged in the mobile telecommunications business. Based on his wealth of experience and broad-ranging insight, the Company expects him to continue to fulfill his role in the appropriate oversight function of the Company's overall management and has therefore nominated him as a candidate for outside Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company		Number of the Company's shares owned
6	Yukari Maruta (December 28, 1968)	Sept. 2006	Registered as an attorney-at-law	-
	Reelection	Sept. 2006	Joined a law office in Tokyo	
	Outside	Sept. 2010	Established Sakura Nagano Law Office Partner (current position)	
	Independent	Mar. 2014	Outside Corporate Auditor of C.E.Management Integrated Laboratory Co., Ltd. (current position)	
	Number of years in office 2 years	Feb. 2023	Outside Director of the Company (current position)	
	Attendance at Board of Directors meetings 15/15	[Significant concurrent positions outside the Company] Partner of Sakura Nagano Law Office (current position) Outside Corporate Auditor of C.E.Management Integrated Laboratory Co., Ltd.		
[Reason for nomination as candidate for outside Director and summary of expected role] Although Yukari Maruta has never been directly involved in corporate management, she has a wealth of experience and broad-ranging insight as an attorney at law, and the Company expects that she will provide advice on the Company's legal affairs and compliance and fulfill her role in the appropriate oversight function of the Company's overall management from an independent and objective standpoint. The Company has therefore nominated her as a candidate for outside Director.				
7	Osamu Mawatari (July 18, 1955)	Apr. 1979	Joined Motorola Semiconductors Japan Inc.	576
	Reelection	Sept. 1998	General Manager of Imaging & Entertainment Systems Gr. of Motorola Japan Inc.	
	Outside	Apr. 2001	Joined Nihon Synopsys G.K.	
	Independent	Jan. 2003	Joined Analog Devices KK	
	Number of years in office 2 years	May 2006	President and Representative Director of Analog Devices KK and Vice President of Analog Devices Inc.	
	Attendance at Board of Directors meetings 15/15	Feb. 2023	Outside Director of the Company (current position)	
[Reason for nomination as candidate for outside Director and summary of expected role] Osamu Mawatari has long been engaged in the management of companies engaged in the global semiconductor business. Based on his wealth of experience and broad-ranging insight as a manager, the Company expects him to fulfill his role in the appropriate oversight function of the Company's overall management and has therefore nominated him as a candidate for outside Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
8	Tatsundo Maki (September 14, 1972) New candidate Outside Independent Number of years in office – Attendance at Board of Directors meetings –	Apr. 1997 Joined Asahi Audit Corp. (currently KPMG AZSA LLC) Apr. 2000 Registered as a Certified Public Accountant Apr. 2009 Representative Partner of SCS Global LLC (current position) Oct. 2012 Representative Director of SCS Global Consulting K.K. (current position) June 2017 Outside Director of Fuji Seal International, Inc. (current position) [Significant concurrent positions outside the Company] Representative Partner of SCS Global LLC Representative Director of SCS Global Consulting K.K. Outside Director of Fuji Seal International, Inc.	–
[Reason for nomination as candidate for outside Director and summary of expected role] Tatsundo Maki has knowledge of finance and accounting as a Certified Public Accountant and a wealth of experience and broad-ranging insight regarding overseas business development. The Company expects him to strengthen governance and fulfill his role in the appropriate oversight function of the Company's overall management, and has therefore nominated him as a candidate for outside Director.			
9	Hiromi Watase (Name on family register: Hiromi Otsuka) (November 14, 1964) New candidate Outside Independent Number of years in office – Attendance at Board of Directors meetings –	Apr. 1988 Joined Recruit Co., Ltd. May 1993 Founder of the first issue of Zexy Apr. 2011 Established Alea Co., Ltd., Representative Director (current position) May 2016 Outside Director of MAXVALU NISHINIHON CO., LTD. (currently FUJI CO., LTD.) (current position) June 2016 Outside Director of Partner Agent, Inc. (currently Tameny Inc.) (current position) Sept. 2019 Outside Director of DLE Inc. (current position) May 2022 Outside Director of KASUMI CO., LTD. (current position) June 2022 Director of The Jikei University (current position) June 2024 Outside Director of MIXI, Inc. (current position) [Significant concurrent positions outside the Company] Representative Director of Alea Co., Ltd. Outside Director of FUJI CO., LTD. Outside Director of Tameny Inc. Outside Director of DLE Inc. Outside Director of KASUMI CO., LTD. Director of The Jikei University Outside Director of MIXI, Inc.	–
[Reason for nomination as candidate for outside Director and summary of expected role] Hiromi Watase has been engaged in the management of numerous companies. Based on her wealth of experience and broad-ranging insight as a manager, the Company expects her to provide advice on new business development and fulfill her role in the appropriate oversight function of the Company's overall management, and has therefore nominated her as a candidate for outside Director.			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. Yoshiharu Tamura, Yukari Maruta, Osamu Mawatari, Tatsundo Maki and Hiromi Watase are candidates for outside Director.
3. Yoshiharu Tamura, Yukari Maruta and Osamu Mawatari are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Director will have been two years.

4. In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Yoshiharu Tamura, Yukari Maruta and Osamu Mawatari limiting their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum amount stipulated by law. If their reappointment is approved, the Company intends to continue the agreements. In addition, if the elections of Tatsundo Maki and Hiromi Watase are approved, the Company plans to enter into similar liability limitation agreements with them.
5. The Company has entered into an officer liability insurance policy prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages arising due to the insured being liable for the execution of duties thereof or claims pursuing such liability are covered by the insurance policy. Each candidate will be insured by the insurance policy if he/she is elected and assumes office as a Director. Furthermore, the insurance policy is scheduled to be renewed under the same terms at the time of the next renewal.
6. The Company has submitted notification to the Tokyo Stock Exchange that Yoshiharu Tamura, Yukari Maruta and Osamu Mawatari have been designated as independent officers as provided for by the Tokyo Stock Exchange. If their reelection is approved, the Company plans to continue their designation as independent officers. In addition, Tatsundo Maki and Hiromi Watase meet the requirements for independent officers as stipulated by the Tokyo Stock Exchange, and if their elections are approved, the Company plans to newly appoint the two of them as independent officers.
7. The number of the Company's shares owned by each candidate is the number of shares owned as of December 31, 2024 and includes shares owned through the employees' stock ownership plan of the Company.

Reference: Board of Directors skill matrix

Name		Corporate management	Global/ Overseas assignments	Finance/ Accounting	Research and development/ Business development/ DX	Manufacturing/ Production technology	Sales/ Marketing	Legal affairs/ Compliance/ Internal controls	Human resources/ Labor
Takahiro Okazawa		•	•			•	•		
Yoshikazu Suyama		•		•		•		•	•
Kunihisa Kubota		•			•				
Yasunao Takano		•	•	•			•	•	•
Yoshiharu Tamura	Outside	•	•		•	•	•		
Yukari Maruta	Outside							•	
Osamu Mawatari	Outside	•	•				•		
Tatsundo Maki	Outside	•	•	•				•	
Hiroimi Watase	Outside	•			•		•		

Note: The main areas of expertise and experience of each Director are stated. It does not represent all the knowledge and experience possessed by each Director.

Proposal No. 3: Election of One Corporate Auditor

At the conclusion of this General Meeting of Shareholders, the term of office of Corporate Auditor Naoki Ogawa will expire. Therefore, the Company proposes the election of one Corporate Auditor once again.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary and position in the Company		Number of the Company's shares owned
Hitoshi Takahashi (September 21, 1955)	Apr. 1980	Joined Nippon Steel Corporation	-
New candidate	July 2009	General Manager, Corporate Auditors' Office	
	Oct. 2009	Executive Director of Japan Audit & Supervisory Board Members Association	
Outside	Oct. 2010	Professor of Dokkyo Law School	
Independent	Apr. 2017	Professor, Faculty of Law of Dokkyo University (current position)	
	June 2018	Outside Audit & Supervisory Board Member of Akebono Brake Industry Co., Ltd.	
Number of years in office -	June 2019	Outside Audit & Supervisory Board Member of JAMCO Corporation (current position)	
Attendance at Board of Directors meetings -	Apr. 2023	Adviser of Proact Law Office (current position)	
Attendance at Corporate Auditor meetings -	[Significant concurrent positions outside the Company]		
	Professor, Faculty of Law of Dokkyo University Outside Audit & Supervisory Board Member of JAMCO Corporation		
[Reasons for nomination as candidate for outside Corporate Auditor]			
Although Hitoshi Takahashi has never been directly involved in corporate management, he has broad-ranging insight regarding the Commercial Code, the Companies Act, the Financial Instruments and Exchange Act, and corporate legal affairs, together with practical experience in auditing within companies. The Company expects him to apply his knowledge to the Company's audits, and has therefore nominated him as a candidate for outside Corporate Auditor.			

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Hitoshi Takahashi is a candidate for outside Corporate Auditor.
 3. If the election of Hitoshi Takahashi is approved, in accordance with Article 427, paragraph (1) of the Companies Act, the Company intends to enter into an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under the agreement is the minimum amount stipulated by law.
 4. The Company has entered into an officer liability insurance policy prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages arising due to the insured being liable for the execution of duties thereof or claims pursuing such liability are covered by the insurance policy. Hitoshi Takahashi will be insured under the insurance contract if he is elected and assumes office as a Corporate Auditor. Furthermore, the insurance policy is scheduled to be renewed under the same terms at the time of the next renewal.
 5. Hitoshi Takahashi meets the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and if his appointment is approved, the Company plans to appoint him as an independent officer.

Proposal No. 4: Election of One Substitute Corporate Auditor

Masatoshi Odera, who was elected as a substitute Corporate Auditor at the 71st Annual General Meeting of Shareholders held on February 27, 2023, has expressed his intention to resign as substitute Corporate Auditor due to personal reasons, effective at the commencement of this General Meeting of Shareholders. Therefore, the Company proposes the election of one substitute Corporate Auditor to prepare in case the number of Corporate Auditors is less than the number required by laws and regulations.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary		Number of the Company's shares owned
Hiroaki Iwamoto (October 8, 1958)	Apr. 1982	Joined Hitachi Electronics Engineering Co., Ltd. (currently Hitachi High-Tech Corporation)	—
	Apr. 2009	General Manager, Finance Department, Accounting & Finance Division, Hitachi High- Technologies Corporation (currently Hitachi High-Tech Corporation)	
	Apr. 2013	General Manager, Administrative Division, Hitachi High-Technologies Taiwan Corporation	
	Oct. 2017	General Manager, Internal Auditing Division, Hitachi High-Technologies Corporation (currently Hitachi High-Tech Corporation)	
	Nov. 2024	Joined NISSEI ASB MACHINE CO., LTD., Assistant to the President	
	Dec. 2024	Full-time Corporate Auditor of NISSEI ASB MACHINE CO., LTD. (current position)	
[Reasons for nomination as candidate for substitute Corporate Auditor]			
Hiroaki Iwamoto has worked in specialized roles such as finance and auditing at global corporations for many years and has a high level of insight and a wealth of experience. The Company expects that he will apply these to the Company's audits, and has therefore nominated him as a candidate for substitute Corporate Auditor.			

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Hiroaki Iwamoto is a candidate for substitute outside Corporate Auditor.
 3. If Hiroaki Iwamoto is elected and assumes office as a Corporate Auditor, in accordance with Article 427, paragraph (1) of the Companies Act, the Company intends to enter into an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under the agreement is the minimum amount stipulated by law.
 4. The Company has entered into an officer liability insurance policy prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages arising due to the insured being liable for the execution of duties thereof or claims pursuing such liability are covered by the insurance policy. If Hiroaki Iwamoto is elected and assumes office as a Corporate Auditor, he will be insured under the insurance contract. Furthermore, the insurance policy is scheduled to be renewed under the same terms at the time of the next renewal.
 5. Hiroaki Iwamoto meets the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and if he is appointed as a Corporate Auditor, the Company plans to appoint him as an independent officer.

Proposal No. 5: Decision on the Amount of Delayed-Delivery Performance-Linked Stock Remuneration for Directors (Excluding Outside Directors)

Restricted stock remuneration for Directors of the Company (excluding outside Directors; hereinafter referred to as “Eligible Directors”) consisting of the payment of monetary remuneration claims not exceeding ¥40 million per annum for the allotment of up to 24,000 restricted shares per annum, in total, was approved at the 68th Annual General Meeting of Shareholders held on February 27, 2020. The Company now requests approval for the abolition of the above remuneration limits for restricted stock remuneration for Eligible Directors and the establishment of the following remuneration limits for a delayed-delivery performance-linked restricted stock remuneration plan: the delivery of a maximum of 24,000 common shares of the Company per annum and the payment of a maximum of ¥200 million per annum in monetary remuneration claims, in total, to Eligible Directors. These remuneration limits will be separate from the limit for Directors’ fixed remuneration shown below. The maximum number of shares will be adjusted within reasonable limits if, on or after the day when this proposal is approved and adopted, the Company executes a stock split (including a gratis allotment of common shares), stock consolidation, or there is other cause necessitating an adjustment to the total number of the Company’s common shares to be issued or disposed of. This change is designed to provide an incentive for Eligible Directors to strive to enhance the Company’s corporate value and promote the further alignment of their interests with those of shareholders. The restricted stock remuneration plan for Corporate Auditors (excluding outside Corporate Auditors), whereby a predetermined percentage of their fixed remuneration is paid to them in the form of restricted stock and the monetary performance-linked remuneration plan for Eligible Directors will remain in operation. The specific allocation of remuneration between the individual Eligible Directors will be determined by the Board of Directors.

Moreover, the amount of remuneration, etc. of Directors of the Company consisting of fixed remuneration not exceeding ¥300 million per annum (including the portion for outside Directors, but excluding employee salary for Directors who concurrently serve as employees) was approved at the 71st Annual General Meeting of Shareholders, held on February 27, 2023, and this has been in effect up until now. In light of the introduction of the delayed-delivery performance-linked restricted stock remuneration plan and in order for the entire remuneration of Directors (fixed remuneration and performance-linked remuneration) to be at an appropriate level, the Company requests that the fixed remuneration of Directors (including outside Directors) be amended to be an amount not exceeding ¥200 million per annum. As before, the aforementioned amount will exclude employee salary for Directors who concurrently serve as employees.

The Company currently has seven Directors (including three outside Directors), but if Proposal No. 2 is approved and adopted as proposed, there will be nine Directors (including five outside Directors), and there will be four Eligible Directors of the plan.

1. Overview of the performance-linked stock remuneration plan

Under this delayed-delivery performance-linked restricted stock remuneration plan (a performance share unit plan; hereinafter referred to as the “Plan”), Eligible Directors will receive shares of the Company’s common stock as performance-linked stock remuneration. The number of shares they receive will be calculated based on factors such as the degree of achievement of quantitative targets for a designated period (the “Evaluation Period”), which will be set in advance by the Board of Directors. The initial Evaluation Period will be one fiscal year from January 1, 2025 to December 31, 2025. Therefore, as the number of the Company’s common shares to be delivered under the Plan depends on factors such as the degree of achievement of quantitative targets, the actual number of shares to be delivered to each Eligible Director, and even whether such delivery will occur, is still undecided at the time when the Plan is introduced.

When the Company issues or disposes of common shares under the Plan, it will enter into a restricted stock allotment agreement (the “Allotment Agreement”) with Eligible Directors (limited to those serving as Directors of the Company or in other positions designated by the Company’s Board of Directors as of the date of the resolution on the delivery of the shares). An outline of the content of the Allotment Agreement is presented below.

- (1) The Eligible Director must not transfer, create a security interest in, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement (the “Allotted Shares”) throughout the period starting from the date when the shares of restricted stock are delivered and ending on the date when the Eligible Director ceases to serve as a Director of the Company or in any other position designated by the Company’s Board of Directors (the “Restriction Period”).

- (2) The Company will acquire the Allotted Shares for no consideration if the Eligible Director violates laws, regulations, the Company's internal rules, or the Allocation Agreement, or for any other reason corresponding to the causes determined by the Company's Board of Directors to warrant such an acquisition.
- (3) If, during the Restriction Period, the Company's General Meeting of Shareholders (or the Company's Board of Directors, in cases where the approval of the General Meeting of Shareholders is not required) approves a merger agreement where the Company is the non-surviving company, a share exchange agreement or share transfer plan where the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc., the Company will deliver to the Eligible Director a reasonably adjusted number of shares or, in lieu of these shares, a reasonably calculated amount of money corresponding to the value of these shares, to be determined by the Board of Directors, as necessary.

2. Details of remuneration under the Plan

(1) Method used to calculate remuneration under the Plan

The Company will determine the number of shares to allot to each Eligible Director as the product of (i) the number of shares for delivery based on evaluation, which is calculated as the standard number of units for delivery for each rank of Eligible Director, multiplied by evaluation indexes based on the degree of achievement of quantitative targets for business performance, etc., which are predetermined by the Company's Board of Directors, and (ii) the service period ratio.

The Company will grant monetary remuneration claims to the Eligible Director. The amount of these claims will be calculated as the number of shares to be allotted to the Eligible Director multiplied by the amount payable for the common shares of the Company that are to be allotted. The Company will then allot its common shares to each Eligible Director in return for the contribution in kind of the monetary remuneration claims held by that Eligible Director. The amount payable for the common shares of the Company that are to be allotted will be determined by the Company's Board of Directors within a range that is not especially advantageous to the Eligible Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors resolution on the allotment (or the closing price on the most recent trading day, if no trades were executed on that day).

The number of shares to be allotted to each Eligible Director, described above, will be calculated using the following formula.

[Formula]

$$\text{Number of shares to be allotted} = \text{Number of shares for delivery based on evaluation (i)} \times \text{Service period ratio (ii)}$$

- (i) The "number of shares for delivery based on evaluation" is calculated as follows. The standard number of units for delivery as determined by the Company's Board of Directors according to the rank of the Eligible Director is allocated between the evaluation metrics based on the predetermined proportional weighting of the evaluation metrics. These are then multiplied by the evaluation indexes determined by the Company's Board of Directors based on the degree of achievement of each evaluation metric set by the Company's Board of Directors, at the end of each fiscal year in the Evaluation Period or at the end of the Evaluation Period. The sum of the resulting values for all the evaluation metrics is the "number of shares for delivery based on evaluation."
- (ii) The "service period ratio" is the ratio of the number of months in office to the number of months in the Evaluation Period.

In the following cases, the Company may deliver to the Eligible Directors a reasonably adjusted number of shares or, in lieu of these shares, a reasonably calculated amount of money corresponding to the value of these shares, to be determined by the Board of Directors, as necessary, at a time to be reasonably determined: (a) if an Eligible Director retires from the position of Director of the Company or another position designated by the Company's Board of Directors due to death or other

cause considered reasonable by the Company's Board of Directors; (b) if a new Director or Executive Officer of the Company is appointed; (c) if the Company's General Meeting of Shareholders (or the Company's Board of Directors, in cases where the approval of the General Meeting of Shareholders is not required) approves a proposal for a merger agreement where the Company is the non-surviving company, a share exchange agreement or share transfer plan where the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc.; or (d) if there is other cause considered reasonable by the Company's Board of Directors.

(2) Maximum amount of remuneration under the Plan

The total number of shares to be delivered to Eligible Directors under the Plan during each Evaluation Period will not exceed 24,000 shares per annum and the amount of monetary remuneration claims will not exceed ¥200 million per annum. However, the maximum number of shares will be adjusted within reasonable limits if, on or after the day when this Proposal is approved and adopted, the Company executes a stock split (including a gratis allotment of common shares), stock consolidation, or there is other cause necessitating an adjustment to the total number of the Company's common shares to be issued or disposed of.

(3) Cause for forfeiture of the right to receive remuneration based on the Plan

Eligible Directors will forfeit their rights to receive remuneration based on the Plan if they commit certain illegal acts designated by the Company's Board of Directors or if they resign or otherwise leave office for certain reasons designated by the Company's Board of Directors.

(4) Adjustment in the case of stock consolidations, stock splits, etc.

If the total number of the Company's issued shares increases or decreases prior to the delivery of shares based on the Plan due to a stock consolidation or stock split (including a gratis allotment of shares; the same applies hereinafter), the Company will adjust the number of shares calculated under the Plan by multiplying it by the relevant stock consolidation ratio or stock split ratio.

The Company established a policy to determine details of remuneration, etc. for individual Directors by resolution of the Board of Directors meeting held on February 9, 2021. This policy was partially revised by resolution of the Board of Directors meeting held on February 27, 2023, and a summary of its contents is presented on page 30 (in Japanese only). On the condition that this proposal is approved, a resolution to change this policy has been made at the Board of Directors meeting held on January 24, 2025. Considering that the content of this proposal, as stated above, determines that the payment amount for the Allotted Shares shall be within a range that is not especially advantageous, and that the dilution ratio is minimal, the Board of Directors, based on the recommendation of the Compensation Committee that has outside Directors forming the majority of its members, deems the granting of these Allotted Shares to be appropriate.