

Stock Code 6616  
June 8, 2026

Dear Shareholders,

Takeshi Kimura  
Representative Director, President  
**TOREX SEMICONDUCTOR LTD.**  
6-4-34 Toyosu, Koto-ku, Tokyo, Japan

## Notice of Convocation of the 31st Ordinary General Meeting of Shareholders

You are cordially invited to attend the 31st Ordinary General Meeting of Shareholders of TOREX SEMICONDUCTOR LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing (by post). Please review the Reference Documents for the Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 23, 2026 (JST).

- 1. Date and Time** Wednesday, June 24, 2026, 10:00 a.m. (JST) (Reception opens at 9:30 a.m.)
- 2. Venue** TRUST CITY CONFERENCE MARUNOUCHI  
11th floor, Marunouchi Trust Tower North, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo

### 3. Meeting Agenda

#### Matters to be reported

1. The Business Report, the Consolidated Financial Statements and results of audits of Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 31st fiscal year (from April 1, 2025 to March 31, 2026)
2. Report of the Non-consolidated Financial Statements for the 31st fiscal year (from April 1, 2025 to March 31, 2026)

#### Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Four Directors Who Are Audit and Supervisory Committee Members

- Please understand that gifts will not be distributed to attending shareholders.
- We have prepared a space within the venue for shareholders attending in wheelchairs.
- Shareholders requiring sign language interpretation or other special care may attend accompanied by one person or a service animal, such as a guide dog, service dog, or hearing assistance dog. Please inform the reception of this on the day of attendance. Also, please understand that the person accompanying you may not exercise voting rights or ask questions at the meeting.

#### **4. Matters concerning Measures for Providing Information in Electronic Format**

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites listed below.

The Company's website:

<https://ir.torex.co.jp/ja/meeting.html> (in Japanese)

TSE website (Listed Company Search):

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

(Please access the TSE website above, enter "TOREX SEMICONDUCTOR LTD." in "Issue name (Company name)" or enter the Company's securities code "6616" in "Code," and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information," and refer to the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section under "Filed information available for public inspection.")

#### **5. In Case Revisions Are Made to Matters Subject to Measures for Providing Information in Electronic Format**

If any revisions are made to matters subject to measures for providing information in electronic format, such information as well as the matters before and after revisions will be posted on each of the websites listed in Item 4. above.

#### **6. Information regarding Exercise of Voting Rights**

When exercising voting rights, please refer to "Information regarding Exercise of Voting Rights" (in Japanese only).

- i) If you exercise your voting rights in writing and there is no indication of approval or disapproval of a proposal on the Voting Form, it will be deemed to indicate approval.
- ii) If you exercise your voting rights both via the Internet and in writing, voting via the Internet will be treated as the valid exercise of voting rights.
- iii) If you exercise your voting rights multiple times via the Internet, the last one will be treated as the valid exercise of voting rights.

- For this General Meeting of Shareholders, the Company has delivered paper-based documents that include matters subject to measures for providing information in electronic format to all shareholders regardless of whether they have requested it or not. Among matters subject to measures for providing information in electronic format, the following matters are not provided in the documents to be delivered in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company.
  - i) In the Business Report, "System for Ensuring Appropriate Business Operations and Operational Status Thereof"
  - ii) In the Consolidated Financial Statements, "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements."
  - iii) In the Non-consolidated Financial Statements, "Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements."The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit including the above matters.
- The results of resolutions of this General Meeting of Shareholders will be posted on the Company's website.

## **To Shareholders,**

I would like to express my heartfelt gratitude to you, our shareholders, for your ongoing patronage.

We hereby deliver the Notice of Convocation of the 31st Ordinary General Meeting of Shareholders, which will be held on Wednesday, June 24, 2026.

In the fiscal year ended March 31, 2026, the global economy remained clouded by uncertainty, and the business environment surrounding the Group remained challenging. However, signs of recovery have begun to emerge in some areas. Amid such circumstances, the Group has steadfastly confronted the dynamic market environment, working diligently to improve profitability and strengthen the foundation for our future growth. Our business performance is also on track for a gradual recovery.

In addition, in November 2025, the Company announced the five-year medium-term management plan, which begins in fiscal 2026. With CMOS power supply ICs and semiconductor power devices as the two pillars of our growth, we will further build on the Group's strengths as we strive to become a leading company in "energy-efficient, compact power supplies" that support electronics with semiconductor technology.

Going forward, the Group will strive for sustainable growth and enhanced corporate value by keenly perceiving the shifting landscape of society and markets, providing valuable products that fulfill our customers' expectations. Furthermore, we are committed to addressing social issues and reducing our environmental impact through our business activities, and we will work together with all of our stakeholders to contribute to creating a better future.

Your continued support will be greatly appreciated.

Takeshi Kimura  
Representative Director, President  
June 2026

## **Corporate Philosophy**

Our Corporate Philosophy is to endeavor continuously the improvement on our intellect and to be responsive to market demands by creating highly valuable products.

To contribute to the maintenance of our global environment, to the prosperity of our society and at the same time enabling each and everyone involved in our business to prosper.

## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company strives to continuously improve the corporate value, and at the same time, positions the return of profits to its shareholders as one of the top priority issues in management. Its basic policy is to work to improve stable and continuous shareholder returns, comprehensively taking into consideration the business environment surrounding the Company, level of business performance and other factors, while enhancing its capacity for growth through strategic investments.

Based on this basic policy, for the fiscal year, the Company proposes to pay a year-end dividend of 28 yen per share, the same amount as that for the previous fiscal year.

As an interim dividend of 28 yen per share was paid, the annual dividend for the fiscal year will be 56 yen per share, the same amount as that for the previous fiscal year.

#### Term-end dividend

- (1) Type of dividend property  
Cash
- (2) Matters regarding allocation of dividend property and the total amount  
28 yen per share of common stock of the Company  
Total amount of dividend 299,585,076 yen
- (3) Effective date of distribution of surplus  
June 25, 2026.

**Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company hereby proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members). This proposal has been determined following deliberation by the Nomination and Remuneration Committee. In addition, the Company has received an opinion from the Audit and Supervisory Committee that, as a result of its review, there are no particular matters to be noted.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate number	Name		Gender	Current positions and responsibilities at the Company	Record of attendance at the Board of Directors Meetings in the fiscal 2025
1	Koji Shibamiya	Reelection	Male	Representative Director, Chairman	16/16 (100%)
2	Takeshi Kimura	Reelection	Male	Representative Director, President	16/16 (100%)
3	Takashi Miyata	Reelection	Male	Director, Corporate Officer, General Manager of Quality Assurance Headquarters	16/16 (100%)
4	Shigeki Sakurai	Reelection	Male	Director, Corporate Officer, General Manager of Administration Headquarters	16/16 (100%)
5	Takashi Maegawa	Reelection	Male	Director, Corporate Officer, General Manager of Corporate Planning Headquarters	16/16 (100%)
6	Tomoharu Yamamoto	Reelection	Male	Director, Corporate Officer, General Manager of Business Headquarters	16/16 (100%)
7	Hiroyuki Ishii	Reelection	Male	Director	16/16 (100%)

- (Notes)
1. There is no special interest between each of the candidates and the Company.
  2. The Company has entered into a Directors and Officers Liability Insurance policy with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The details of the policy are as described on page 34 of the Business Report (in Japanese only) “2-(3) 3 Summary of the directors and officers liability insurance.” If each of the candidates is reelected as Director, they will be included as insured in the policy. The Company plans to renew the policy with the same coverage upon the next renewal.

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Koji Shibamiya (June 8, 1960) <u>Reelection</u></p> <p style="text-align: center;">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1983    Joined Abe Photo Printing Co., Ltd. (currently, Abeism Corporation)</p> <p>Aug. 1986    Joined Nippon Precision Circuits Inc. (currently, Seiko NPC Corporation)</p> <p>Oct. 1987    Joined Ricoh Company, Ltd.</p> <p>Apr. 1993    Joined Phenitec Semiconductor Corp.</p> <p>July 1999    Joined the Company</p> <p>June 2002    Director and General Manager of Sales Headquarters, the Company</p> <p>June 2009    Managing Director and General Manager of Sales Headquarters, the Company</p> <p>June 2014    Executive Director and General Manager of Business Headquarters, the Company</p> <p>June 2015    Representative Director, President, the Company</p> <p>June 2016    Representative Director, President, the Company</p> <p>June 2020    Representative Director, President, and General Manager of Domestic Sales Headquarters, the Company</p> <p>Apr. 2024    Representative Director, Chairman, the Company (Current)</p>	299,200 shares
<p>&lt;Significant concurrent positions outside the Company&gt; N/A</p> <p>&lt;Reasons for nomination as a candidate for Director&gt; Mr. Koji Shibamiya has extensive experience and broad insight as the manager of the Company and the Company's Group, having held key senior roles in Sales, Development, and Production Departments, and having served as Representative Director, President from 2015 to March 2024, and as Representative Director, Chairman since April 2024. Mr. Shibamiya is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
2	<p data-bbox="343 501 528 591">Takeshi Kimura (January 10, 1966) <u>Reelection</u></p> <p data-bbox="296 629 576 719">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p data-bbox="608 221 711 248">Apr. 1989</p> <p data-bbox="608 253 711 280">Apr. 2003</p> <p data-bbox="608 320 711 347">Apr. 2007</p> <p data-bbox="608 387 711 414">June 2015</p> <p data-bbox="608 454 711 481">June 2016</p> <p data-bbox="608 551 711 577">June 2018</p> <p data-bbox="608 647 711 674">June 2020</p> <p data-bbox="608 743 711 770">Sept. 2021</p> <p data-bbox="608 875 711 902">Apr. 2023</p> <p data-bbox="608 943 711 969">Apr. 2024</p> <p data-bbox="767 221 1225 996">           Joined Ricoh Company, Ltd.            Joined Torex Device Co. Ltd. (currently, the Company)            Senior Manager of R&amp;D Headquarters, Unit I, the Company            Corporate Officer and General Manager of Business Headquarters, the Company            Director, Corporate Officer and General Manager of Business Headquarters, the Company            Director, Managing Executive Officer and General Manager of Sales Headquarters, the Company            Director, Managing Executive Officer and General Manager of R&amp;D Headquarters, the Company            Director, Managing Executive Officer, General Manager of R&amp;D Headquarters and Senior General Manager of Administration Headquarters, the Company            Director, Senior Executive Officer and General Manager of R&amp;D Headquarters, the Company            Representative Director, President, the Company (Current)         </p>	38,900 shares
<p data-bbox="276 1008 826 1034">&lt;Significant concurrent positions outside the Company&gt;</p> <p data-bbox="276 1039 323 1066">N/A</p> <p data-bbox="276 1070 799 1097">&lt;Reasons for nomination as a candidate for Director&gt;</p> <p data-bbox="276 1102 1447 1348">Mr. Takeshi Kimura has held key positions in the Development, Sales, and Administration departments, and has extensive experience and broad insight in the Company's business operations and the semiconductor industry. Since assuming office as Representative Director, President in April 2024, he has exercised strong leadership in matters including the formulation of the medium-term management plan, and has led the Group as a whole toward the realization of the Company's Corporate Philosophy and the enhancement of the value of the TOREX brand. Mr. Kimura is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
3	Takashi Miyata (August 15, 1963) <u>Reelection</u>  Record of attendance at the Board of Directors Meetings 16/16 (100%)	<p>Mar. 1986    Joined Ricoh Company, Ltd.</p> <p>Sept. 2014    Joined the Company</p> <p>Nov. 2015    Senior Manager of Quality Assurance Department, the Company</p> <p>July 2016    Corporate Officer and Senior Manager of Quality Assurance Department, the Company</p> <p>June 2020    Director, Corporate Officer and General Manager of Quality &amp; Production Engineering Headquarters, the Company</p> <p>Apr. 2026    Director, Corporate Officer and General Manager of Quality Assurance Headquarters, the Company (Current)</p>	7,907 shares
<p>&lt;Significant concurrent positions outside the Company&gt; Chairman, TOREX VIETNAM SEMICONDUCTOR CO., LTD.</p> <p>&lt;Reasons for nomination as a candidate for Director&gt; Mr. Takashi Miyata has extensive experience and specialized knowledge, primarily in semiconductor quality assurance and production operations, and has contributed to maintaining and improving the quality of the Company's products by overseeing the Quality Assurance Department. Mr. Miyata is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			
4	Shigeki Sakurai (December 20, 1961) <u>Reelection</u>  Record of attendance at the Board of Directors Meetings 16/16 (100%)	<p>Apr. 1984    Joined The Chugoku Bank, Ltd.</p> <p>June 2013    General Manager of Risk Management Department, The Chugoku Bank, Ltd.</p> <p>June 2015    General Manager of Compliance Department, The Chugoku Bank, Ltd.</p> <p>Mar. 2017    Outside Director, Okura Industrial Co., Ltd. (Audit and Supervisory Committee Member, Full-time)</p> <p>June 2022    Director, Corporate Officer and General Manager of Administration Headquarters, the Company (Current)</p>	1,300 shares
<p>&lt;Significant concurrent positions outside the Company&gt; Director, TOREX SEMICONDUCTOR (S) PTE LTD Director (CFO), TOREX USA Corp. Company Secretary, TOREX SEMICONDUCTOR EUROPE LIMITED Auditor, TOREX SEMICONDUCTOR DEVICE (Shanghai) CO., LTD. Auditor, TOREX SEMICONDUCTOR TAIWAN LTD. Director, TOREX VIETNAM SEMICONDUCTOR CO., LTD.</p> <p>&lt;Reasons for nomination as a candidate for Director&gt; Mr. Shigeki Sakurai had held roles at a financial institution, including branch manager, general manager of risk management department and compliance department, and has extensive experience and advanced knowledge related to banking, finance, accounting and risk management and compliance. He supervises the Administration Headquarters, driving the enhancement of financial strength and risk management of the Company. Mr. Sakurai is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Takashi Maegawa (May 12, 1966) <u>Reelection</u></p> <p style="text-align: center;">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1989    Joined Ricoh Company, Ltd.</p> <p>Jan. 1999    Joined Torex Device Co. Ltd. (currently, the Company) Senior Manager of Design and Development Department, Torex Device Co. Ltd.</p> <p>Apr. 2009    Senior Manager of Marketing Department, Sales Headquarters, the Company</p> <p>Apr. 2012    Senior Manager of Business Unit 2, Business Headquarters, the Company</p> <p>Apr. 2017    Senior Manager of Corporate Planning Department, Business Strategy Headquarters, the Company</p> <p>June 2020    Corporate Officer and Senior Manager of Corporate Planning Department, the Company</p> <p>Apr. 2022    Corporate Officer and General Manager of Corporate Planning Headquarters, the Company</p> <p>June 2024    Director, Corporate Officer and General Manager of Corporate Planning Headquarters, the Company</p> <p>Apr. 2025    Director, Corporate Officer and General Manager of Corporate Planning Headquarters, the Company (Current)</p>	105,600 shares
<p>&lt;Significant concurrent positions outside the Company&gt; Director, Phenitec Semiconductor Corp.</p> <p>&lt;Reasons for nomination as a candidate for Director&gt; Mr. Takashi Maegawa served as the person responsible for Development and Marketing Departments, and has extensive experience in the semiconductor industry and advanced knowledge in development technologies. He is currently committed to formulation of management strategies and the tackling of management issues as General Manager of Corporate Planning Headquarters. Mr. Maegawa is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
6	<p>Tomoharu Yamamoto (October 17, 1966) <u>Reelection</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1991    Joined CENTRAL AUTOMOTIVE PRODUCTS LTD.</p> <p>Feb. 1996    Joined ROHM COMPANY LIMITED</p> <p>Dec. 2002    Joined TOREX USA Corp.</p> <p>June 2006    Transferred to the Company                   Seconded to TOREX USA Corp.</p> <p>Oct. 2009    Director (CEO), TOREX USA Corp.</p> <p>June 2020    Corporate Officer and General Manager of Product Planning &amp; Overseas Sales Management Headquarters, the Company</p> <p>Apr. 2024    Corporate Officer and General Manager of Sales and Marketing Headquarters, the Company</p> <p>June 2024    Director, Corporate Officer and General Manager of Sales and Marketing Headquarters, the Company</p> <p>Apr. 2026    Director, Corporate Officer and General Manager of Business Headquarters, the Company (Current)</p>	2,100 shares
<p>&lt;Significant concurrent positions outside the Company&gt;  Director, TOREX SEMICONDUCTOR (S) PTE LTD  Director (Secretary), TOREX USA Corp.  Director, TOREX SEMICONDUCTOR EUROPE LIMITED  Director, TOREX (HONG KONG) LIMITED  Director, TOREX SEMICONDUCTOR DEVICE (Shanghai) CO., LTD.  Director, TOREX SEMICONDUCTOR TAIWAN LTD.</p> <p>&lt;Reasons for nomination as a candidate for Director&gt;  Mr. Tomoharu Yamamoto served as CEO of a sales subsidiary in the U.S. for many years and has experience and advanced knowledge in overseas semiconductor businesses. He currently serves as General Manager of Business Headquarters, where he is engaged in driving business strategies—including product planning, sales, and marketing—and is committed to the global expansion and the cultivation of new markets of the Company, as well as enhancing profitability. Mr. Yamamoto is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Hiroyuki Ishii (October 5, 1961) <u>Reelection</u></p> <p style="text-align: center;">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1984      Joined Phenitec Semiconductor Corp.</p> <p>Feb. 2003      General Manager of Technical Division, Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>Apr. 2008      Operating Officer and General Manager of Technical Division, Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>June 2015      Director and General Manager of Technical Division, Production Engineering Headquarters and General Manager of Development Division, Phenitec Semiconductor Corp.</p> <p>Apr. 2016      Director and Assistant Executive General Manager of Production Engineering Headquarters, Phenitec Semiconductor Corp.</p> <p>Sept. 2017      Director and Department Head of Business Planning Department, Phenitec Semiconductor Corp.</p> <p>June 2019      Director, Senior Operating Officer and Department Head of Business Planning Department, Phenitec Semiconductor Corp.</p> <p>June 2020      Representative Director, President, Phenitec Semiconductor Corp. (Current)</p> <p>June 2020      Director, the Company (Current)</p>	22,150 shares
<p>&lt;Significant concurrent positions outside the Company&gt; Representative Director, President, Phenitec Semiconductor Corp.</p> <p>&lt;Reasons for nomination as a candidate for Director&gt; Mr. Hiroyuki Ishii also serves as Representative Director, President of Phenitec Semiconductor Corp, a subsidiary of the Company. He has held key positions in Engineering &amp; Development Department and Corporate Planning Department of Phenitec Semiconductor Corp. He has extensive experience and advanced knowledge in production and development as well as the Company's Group's business management. He has been contributing to the expansion of business through the Group's synergistic effect. Mr. Ishii is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid-to long-term corporate value improvement. The Company, therefore, has re-nominated him as a candidate for Director.</p>			

**Proposal No. 3 Election of Four Directors Who Are Audit and Supervisory Committee Members**

The terms of office of all four Directors who are Audit and Supervisory Committee Members will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company hereby proposes the election of four Directors Serving as Audit and Supervisory Committee Members.

This proposal has been decided subsequent to the deliberation of the Nomination and Remuneration Committee and approved by the Audit and Supervisory Committee.

Candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate number	Name		Gender	Current position at the Company	Record of attendance at the Board of Directors Meetings in the fiscal 2025
1	Michimasa Honda	New election Outside Independent	Male	-	-
2	Yumi Hirose	Reelection Outside Independent	Female	Director (Audit and Supervisory Committee Member)	16/16 (100%)
3	Satoshi Sonoda	Reelection Outside Independent	Male	Director (Audit and Supervisory Committee Member)	16/16 (100%)
4	Tatsuya Imade	New election Outside Independent	Male	-	-

Candidate number	Name (Date of Birth)	Career summary and positions at the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Michimasa Honda (November 4, 1957)</p> <p style="text-align: center;">New election Outside Independent</p> <p>Record of attendance at the Board of Directors Meetings -</p>	<p>Apr. 1980      Joined the Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Nov. 2001      Branch Manager of Tokyo Branch, Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Sep. 2005      Executive Officer and General Manager of Financial Institutions Division III, Shinsei Bank, Limited</p> <p>May. 2009      Executive Officer and General Manager of Corporate Banking Headquarters, Shinsei Bank, Limited</p> <p>Apr. 2011      Director and Executive Vice President, Shinsei Securities Co., Ltd. (currently SBI Securities Co., Ltd.)</p> <p>Oct. 2011      Executive Officer, Shinsei Financial Co., Ltd.</p> <p>May. 2018      Outside Director (Audit and Supervisory Committee Member / Full-time), Star Micronics Co., Ltd.</p> <p>Mar. 2020      Managing Director, Everglory Capital Co., Ltd.</p> <p>Mar. 2020      Senior Advisor, Trust Capital Co., Ltd.</p>	-
<p>&lt;Significant concurrent positions outside the Company&gt; N/A</p> <p>&lt;Reasons for nomination as a candidate for Outside Director&gt; Mr. Michimasa Honda possesses a wealth of experience and broad expertise in corporate management, finance, accounting, and risk management and compliance, acquired through his many years of experience in financial institutions, as well as his involvement in management as an Executive Officer and his service as a Director (Audit and Supervisory Committee Member / Full-time) at a publicly listed company. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in areas related to corporate management, finance and accounting, internal control, and risk management. The Company, therefore, has nominated him as a candidate for Outside Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions at the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Yumi Hirose (November 7, 1960)</p> <p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside</span>  <span style="border: 1px solid black; padding: 2px;">Independent</span> </p> <p style="text-align: center;">Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1979      Joined the Tokyo Regional Taxation Bureau</p> <p>July 2020      District Director, Shiba Tax Office</p> <p>July 2021      Resigned from the Tokyo Taxation Bureau</p> <p>Aug. 2021      Registered as a Certified Tax Accountant</p> <p>Aug. 2021      Tax Accountant of Hirose Tax Accountant Office (Current)</p> <p>Dec. 2021      Goodwill Ambassador of Mikurajima Village, Tokyo (Current)</p> <p>June 2022      Outside Director, CAPCOM CO., LTD. (Current)</p> <p>June 2022      Outside Director (Audit and Supervisory Committee Member), the Company (Current)</p> <p>June 2025      Outside Director, SHIN NIPPON BIOMEDICAL LABORATORIES, LTD. (Current)</p>	1,900 shares
<p>&lt;Significant concurrent positions outside the Company&gt;</p> <p>Tax Accountant of Hirose Tax Accountant Office</p> <p>Outside Director, CAPCOM CO., LTD.</p> <p>Outside Director, SHIN NIPPON BIOMEDICAL LABORATORIES, LTD.</p> <p>&lt;Reasons for nomination as a candidate for Outside Director&gt;</p> <p>Ms. Yumi Hirose worked at the National Tax Agency and has extensive experience and advanced knowledge as a tax accountant. With this relevant experience and knowledge, the Company expects her to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in areas related to tax, finance and accounting. The Company, therefore, has nominated her as a candidate for Outside Director. If elected, she is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p> <p>She has never in the past been involved in the management of a company except as Outside Director. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions at the Company	Number of the Company's shares owned
3	<p>Satoshi Sonoda (April 4, 1960)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Record of attendance at the Board of Directors Meetings 16/16 (100%)</p>	<p>Apr. 1983    Joined Murata Manufacturing Co., Ltd.</p> <p>Sep. 1987    Seconded to Murata Electronics Singapore (Pte.) Ltd.</p> <p>Dec. 1998    General Manager, Murata Electronics North America, Inc. (Seconded)</p> <p>Apr. 2004    Managing Director, Murata Company Limited (Hongkong) / Murata Electronics Trading (Shenzhen) Co., Ltd. (Seconded)</p> <p>May 2009    President &amp; CEO, Murata Electronics North America, Inc. (Seconded)</p> <p>July 2012    Vice President and Director of Device Business Unit, Murata Manufacturing Co., Ltd.</p> <p>July 2015    Executive Vice President and Head of Global Sales &amp; Marketing Unit, Murata Manufacturing Co., Ltd.</p> <p>July 2023    Senior Corporate Advisor and Director of Tokyo Branch, Murata Manufacturing Co., Ltd.</p> <p>June 2024    Outside Director (Audit and Supervisory Committee Member), the Company (Current)</p>	300 shares
<p>&lt;Significant concurrent positions outside the Company&gt; N/A</p> <p>&lt;Reasons for nomination as a candidate for Outside Director&gt; Mr. Satoshi Sonoda worked at an international manufacturing company, and has overseas work experience as well as extensive experience and track record in the electronics/semiconductor industry. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in the Company's global expansion. The Company, therefore, has nominated him as a candidate for Outside Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p>			

Candidate number	Name (Date of Birth)	Career summary and positions at the Company	Number of the Company's shares owned
4	Tatsuya Imade (September 25, 1960) <u>New election</u> <u>Outside</u> <u>Independent</u>  Record of attendance at the Board of Directors Meetings -	<p>Apr. 1990      Joined Yamaichi International (America) Inc.</p> <p>Nov. 1994      Joined Yamaichi Securities Co., Ltd. (seconded to Yamaichi International (America) Inc.); Vice President, Investment Banking Division</p> <p>Apr. 1998      Chief Consultant, IR Consulting Office, Sanwa Research Institute Co., Ltd. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Sep. 2005      General Manager of Product Development Department, Japan Shareholder Services, Inc. (seconded)</p> <p>Apr. 2006      Executive Officer, Japan Shareholder Services, Inc. (seconded)</p> <p>Sep. 2007      Managing Executive Officer, Japan Shareholder Services, Inc. (seconded)</p> <p>Sep. 2020      Special Advisor, Japan Shareholder Services, Inc. (transferred)</p> <p>Mar. 2026      Representative Member, GARP Management LLC (Current)</p>	-
<p>&lt;Significant concurrent positions outside the Company&gt; Representative Member, GARP Management LLC</p> <p>&lt;Reasons for nomination as a candidate for Outside Director&gt; Mr. Tatsuya Imade possesses extensive experience and a proven track record in corporate management and navigating capital markets, having spent many years providing IR/SR support to publicly listed companies regarding their interactions with institutional investors and shareholders, as well as advising on corporate governance and sustainability. He has also been involved in business operations as an executive officer. With this relevant experience and knowledge, the Company expects him to sufficiently fulfill the role of strengthening the managerial supervision capability by giving advice and suggestions on the Directors' execution of duties, specifically in areas related to capital markets, dialogue with shareholders and investors, and corporate governance. The Company, therefore, has nominated him as a candidate for Outside Director. If elected, he is supposed to participate in selecting candidates for Directors and making decisions on Directors' remuneration or other matters as a member of the Nomination and Remuneration Committee from an objective and neutral stance.</p>			

- (Notes)
- There is no special interest between each of the candidates and the Company.
  - Mr. Michimasa Honda, Ms. Yumi Hirose, Mr. Satoshi Sonoda and Mr. Tatsuya Imade are the candidates for Outside Directors.
  - Ms. Yumi Hirose is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. Her term of office will have been four years at the closing of this Ordinary General Meeting of Shareholders.
  - Mr. Satoshi Sonoda is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. His term of office will have been two years at the closing of this Ordinary General Meeting of Shareholders.
  - The Company has designated Ms. Yumi Hirose and Mr. Satoshi Sonoda as Independent Directors pursuant to the rules and the regulations of the Tokyo Stock Exchange and has notified the Exchange accordingly. If this proposal is approved and each candidate is re-elected as Outside Directors, they are expected to continue serving as Independent Directors. Mr. Michimasa Honda and Mr. Tatsuya Imade fulfill the requirements for Independent Directors as pursuant to the rules and the regulations of the Tokyo Stock Exchange. If elected, they will be designated as Independent Directors.
  - Mr. Satoshi Sonoda formerly served at Murata Manufacturing Co., Ltd. Although the Company has transactions for sales of its products, etc. with the said company, the transaction amount in the latest fiscal year is less than 1% of the Company's consolidated net sales and has no material effect on independence of Outside Director.
  - The Company has concluded with Ms. Yumi Hirose and Mr. Satoshi Sonoda a liability-limiting agreement as prescribed in Article 423, Paragraph (1) of the Companies Act pursuant to the provision of Article 427, Paragraph (1) of said Act. The upper limit of the liability for damages under said agreement is set as the minimum amount of liability for damages set forth in Article 425, Paragraph (1) of said Act. If this proposal is approved and candidates are re-elected as Outside Directors, the Company will renew the agreement with each. If the election of Mr. Michimasa Honda and Mr. Tatsuya Imade is approved, the Company plans to enter into the same limited liability agreement with them.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The details of the policy are as described on page 34 of the Business Report, "2-(3) 3 Summary of the directors and officers liability insurance." If the election of each candidate for Director who is an Audit and Supervisory Committee Member is approved, each candidate will be included as an insured under the policy. The Company plans to renew the policy with the same coverage at the next renewal.

## Reference

## Director Skill Matrix after this Ordinary General Meeting of Shareholders

When selecting the candidates for Director, the Company aims to maintain a balance of knowledge, experience and ability as well as secure diversity among the Board of Directors as a whole, by bringing Outside Directors who have experiences in corporate management at other companies, and advanced knowledge and expertise in law, accounting and other areas on board, while securing a given number of internal Directors who are familiar with the Group's business or management.

According to the Corporate Philosophy and management strategy, the Company has determined the expertise and experiences that we believe the Board of Directors should possess to properly perform decision-making and supervisory functions as follows:

In addition, the Company deems insight regarding governance and sustainability as a skill that all members of the Board of Directors should have, and does not include this in the items of the matrix.

Name	Position at the Company	Expertise / Experience					
		Corporate Management	Finance / Accounting / Capital Markets	Legal / Risk Compliance	Manufacturing / R&D / Quality Assurance	Sales / Marketing	International Experience / Global
Koji Shibamiya	Representative Director, Chairman	○			○	○	○
Takeshi Kimura	Representative Director, President	○			○	○	○
Takashi Miyata	Director, Corporate Officer	○			○		
Shigeki Sakurai	Director, Corporate Officer		○	○		○	
Takashi Maegawa	Director, Corporate Officer		○		○	○	
Tomoharu Yamamoto	Director, Corporate Officer	○				○	○
Hiroyuki Ishii	Director	○			○		○
Michimasa Honda	[Outside] [Independent] Director (Audit and Supervisory Committee Member / full-time)	○	○	○			
Yumi Hirose	[Outside] [Independent] Director (Audit and Supervisory Committee Member)		○	○			
Satoshi Sonoda	[Outside] [Independent] Director (Audit and Supervisory Committee Member)	○		○		○	○
Tatsuya Imade	[Outside] [Independent] Director (Audit and Supervisory Committee Member)		○	○		○	○