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Securities code: 5463
June 2, 2023

To Shareholders with Voting Rights:

Yoshinori Yoshimura
President
MARUICHI STEEL TUBE LTD.
1-60, 5 Chome, Namba, Chuo-ku,
Osaka-shi, Osaka, Japan

**NOTICE OF
THE 89th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 89th General Meeting of Shareholders of MARUICHI STEEL TUBE LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision have been taken and, as matters to be provided electronically, the “Notice of the 89th Annual General Meeting of Shareholders” and “Other Matters to be Provided Electronically for the 89th Annual General Meeting of Shareholders (Matters Omitted from the Paper Copy)” are posted on the website indicated below.

The Company’s website <https://www.maruichikokan.co.jp/en/>

The matters to be provided electronically are also posted on the website of the Tokyo Stock Exchange (TSE). To review the information on the TSE website, access the TSE website (TSE Listed Company Search), enter the Company’s name “Maruichi Steel Tube” in the “Issue name (company name)” field or the Company’s securities code “5463” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and select the relevant documents.

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

If you are not attending in person, you may exercise your voting rights in writing or online. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:10 p.m. on Thursday, June 22, 2023 (JST).

- 1. Date and Time:** Friday, June 23, 2023 at 10:00 a.m. (JST)
(reception desk is scheduled to open at 9:00 a.m.)
- 2. Place:** Naniwa Ballroom, 8F, Swissotel Nankai Osaka
1-60, 5 Chome, Namba, Chuo-ku, Osaka-shi, Osaka, Japan
- 3. Meeting Agenda:**
Matters to be reported:
1. The Business Report and Consolidated Financial Statements for the Company's 89th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 89th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Election of Eight (8) Directors
Proposal 2: Election of Two (2) Audit & Supervisory Board Members
Proposal 3: Revision of Compensation Amounts for Outside Directors
Proposal 4: Revision of Compensation Amounts for Audit & Supervisory Board Members

4. Decisions regarding convocation

- (1) If voting rights are exercised multiple times online, the last vote will be treated as the valid exercise of voting rights.
- (2) If voting rights are exercised both in writing (using the voting rights exercise form) and online, the voting rights exercised online will be treated as the valid exercise of voting rights.
- (3) If there is no indication of approval or disapproval for the respective proposals in the voting rights exercise form, this shall be treated as an indication of approval.

● Precautions about the General Meeting of Shareholders

- * Among the matters to be provided electronically, the following matters are not included in the paper copy to be sent to shareholders in accordance with laws and regulations, as well as Article 15 of the Company's Articles of Incorporation.

Documents below form a portion of the documents audited by Audit & Supervisory Board Members and the Accounting Auditor when creating the Audit Report.

- Matters Concerning the Company's Share Acquisition Rights, Status of the Accounting Auditor, and Company Structure and Policy in the Business Report
- Consolidated Statement of Changes in Shareholders' Equity, etc. and the Notes to Consolidated Financial Statements included in the Consolidated Financial Statements
- Statement of Changes in Shareholders' Equity, etc. and the Notes to Non-consolidated Financial Statements included in the Non-consolidated Financial Statements

- * Any amendments to the matters to be provided electronically will be posted on each website indicated above.

- * If you attend the General Meeting of Shareholders in person, please submit the completed enclosed voting rights exercise form to the reception desk at the venue.

- * We will not distribute souvenirs to shareholders who attend the meeting.

- * We will send out a QUO card (to the value of 500 yen) at a later date to shareholders who exercised their voting rights in writing (using the voting rights exercise form) or online. We plan to send it by mid-July.

Live streaming of the General Meeting of Shareholders

- * We will provide live streaming of the General Meeting of Shareholders via the Internet so that you can watch the meeting from your home etc. In addition, a portion of the meeting will be streamed on YouTube after the meeting.

How to Exercise Voting Rights

When exercising voting rights in writing (using the voting rights exercise form) or online

Exercising voting rights in writing (using the voting rights exercise form)

Please indicate your approval or disapproval on the enclosed voting rights exercise form and return it to us to arrive by **5:10 p.m. on Thursday, June 22, 2023** (JST). If there is no indication of approval or disapproval for the respective proposals in the voting rights exercise form, this shall be treated as an indication of approval.

Exercising voting rights online

Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>) and register your approval or disapproval of the proposals by **5:10 p.m. on Thursday, June 22, 2023** (JST). Please refer to How to Exercise Voting Rights Online on Page 5 and 6 for details.

When attending the General Meeting of Shareholders in person

Please complete and **submit the enclosed voting rights exercise form to the reception desk.**

How to Exercise Voting Rights Online

To exercise your voting rights online, please access the **voting rights exercise website designated by the Company** (<https://evote.tr.mufg.jp/>) using a smartphone or a PC, etc. and follow the guidance on the screen.

Deadline for exercising voting rights **5:10 p.m. Thursday, June 22, 2023 (JST)**

*However, the service will be suspended from 2:00 a.m. to 5:00 a.m. each day.

How to read the QR code

Using a smartphone

To exercise voting rights using a smartphone, **you do not need to enter your login ID or temporary password.**

You can log in by reading the QR Code for Login indicated on the enclosed voting rights exercise form supplementary slip (located on the right side).

After that, please follow the instructions on the screen to register your approval or disapproval of the proposals.

For institutional investors

You can exercise your voting rights through the voting platform operated by ICJ, Inc. if you register with the platform in advance.

How to enter your Login ID and temporary password

When using a PC, or a smartphone

1. Access the voting rights exercise website
2. Enter the Login ID and Temporary Password indicated on your voting rights exercise form supplementary slip (located on the right side).
3. After inputting that current password, please enter your new password into both “New password” and “New password (for confirmation)”

After that, please follow the instructions on the screen to register your approval or disapproval of the proposals.

Treatment of voting rights that have been exercised multiple times

- (1) Please note that for any voting rights that are exercised in duplicate both in written form (using the voting rights exercise form) and online, the content of the voting rights exercised online will be treated as the valid vote.
- (2) Please note that if voting rights are exercised multiple times online, the last entry received will be considered the valid vote. (Similarly, if voting rights are exercised multiple times via PC and smartphone, the last entry will also be treated as the valid vote.)

*Please note that shareholders shall be responsible for any costs incurred when accessing the website for exercising voting rights (internet connection fees, communication charges, etc.).

*You may not be able to use the voting rights exercise website depending on your internet environment.

Inquiries about the voting system

Mitsubishi UFJ Trust and Banking Corporation
Securities Transfer Agency Division (Help Desk)
Tel: 0120-173-027 (in Japan, toll free)
(Hours: 9:00 a.m. to 9:00 p.m. JST)

Reference Documents for the General Meeting of Shareholders


Proposals and References


Proposal 1: Election of Eight (8) Directors


The terms of office of all seven (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to further strengthen corporate governance, the Company proposes the election of eight (8) Directors, by increasing the number of Outside Directors by one (1).

The candidates for Director are as follows:


No.	Name		Positions and responsibilities at the Company	Attendance at Board of Directors Meetings
1	Hiroyuki Suzuki	Reappointment	Chairman Representative Director and CEO Chairman Managing Officer	100% (16/16)
2	Yoshinori Yoshimura	Reappointment	President and COO, Representative Director President Managing Officer	100% (16/16)
3	Minoru Kadono	Reappointment	Director Executive Managing Officer In charge of production and technology	100% (16/16)
4	Wataru Morita	Reappointment	Director Senior Managing Officer In charge of Planning and Secretarial Division	100% (11/11)
5	Kenjiro Nakano	Reappointment Outside Independent	Director (Outside)	93% (15/16)
6	Kenichiro Ushino	Reappointment Outside Independent	Director (Outside)	100% (16/16)
7	Yuka Fujioka	Reappointment Outside Independent	Director (Outside)	93% (15/16)
8	Koichi Tsuji	New candidate Outside Independent	-	-


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
1	<div></div> <div>Hiroyuki Suzuki (February 7, 1946)</div> <div>Reappointment</div> <div>Number of shares of the Company held: 108,710 shares</div> <div>Attendance at Board of Directors meetings: 100% (16/16)</div>	August 1980	Joined the Company
		June 1983	Director
		June 1990	Managing Director, General Manager of Sales Division, In charge of western district sales
		June 1997	Senior Managing Director In charge of eastern district
		June 1999	Vice President, Representative Director Assistant to the President
		April 2003	President, Representative Director,
		June 2003	President, Representative Director President Managing Officer
		June 2013	Chairman Representative Director and CEO Chairman Managing Officer (current position)
		May 2016	Co-Chairperson (Representative Director), Kansai Keizai Doyukai (Kansai Association of Corporate Executives)
		May 2018	Retired as Co-Chairperson (Representative Director), Kansai Keizai Doyukai (Kansai Association of Corporate Executives)
		June 2022	Outside Director, Iwatani Corporation (current position)
[Significant concurrent positions]			
<ul style="list-style-type: none">• President, Representative Director, Maruichi Kohan Ltd.• President, Representative Director, Kyushu Maruichi Steel Tube Ltd.• Chairman, Maruichi Sun Steel Joint Stock Company (SUNSCO)• Executive Chairman, Maruichi Stainless Tube CO., LTD.• Outside Director, Nippon Venture Capital Co., Ltd.• Outside Director, Iwatani Corporation			
[Reason for nomination as candidate for Director] Mr. Hiroyuki Suzuki has been in charge of the management of the Company for many years, having served as President, Representative Director from 2003 to 2013, and is currently engaged in duties as Chairman Representative Director and CEO. He has abundant experience in the operations of the Company and insight in general management and global business management, and therefore, the Company nominates him again as a candidate for Director.			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
2	 Yoshinori Yoshimura (June 16, 1957) Reappointment Number of shares of the Company held: 568,947 shares Attendance at Board of Directors meetings: 100% (16/16)	March 1981	Joined the Company
		June 1997	Director
		June 2003	Retired as Director Managing Officer, General Manager of Pole Division
		June 2005	Director, Senior Managing Officer General Manager of Pole Division
		April 2006	Director, Senior Managing Officer Assistant to the President in the fields of production and technology In charge of western district plants General Manager of Pole Division
		June 2008	Director, Executive Managing Officer Assistant to the President in the fields of production and technology General Manager of Pole Division
		April 2009	Director, Executive Managing Officer Assistant to the President in the fields of production and technology In charge of Pole Division
		June 2010	Director, Executive Managing Officer Assistant to the President in the fields of production and technology In charge of Pole Division In charge of LSB business
		June 2011	Representative Director Vice President Managing Officer Assistant to the President in the fields of production and technology In charge of Pole Division In charge of LSB business
		June 2013	President and COO, Representative Director, President Managing Officer (current position)
[Significant concurrent position] • President, Representative Director, Shikoku Maruichi Steel Tube Ltd.			
[Reason for nomination as candidate for Director] Since joining the Company, Mr. Yoshinori Yoshimura has been engaged mainly in the field of technology such as production and quality control, and currently serves as President, COO, and Representative Director. He has abundant experience in the operations of the Company and insight in general management and global business management, and therefore, the Company nominates him again as a candidate for Director.			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
3	 Minoru Kadono (January 9, 1955) Reappointment Number of shares of the Company held: 18,183 shares Attendance at Board of Directors meetings: 100% (16/16)	March 1977 August 2006 June 2010 June 2017 June 2020 June 2021	Joined the Company General Manager of Equipment Technology Office Managing Officer, General Manager of Equipment Technology Office Senior Managing Officer In charge of production and technology Director, Senior Managing Officer In charge of production and technology Director, Executive Managing Officer In charge of production and technology (current position)
	[Reason for nomination as candidate for Director] Since joining the Company, Mr. Minoru Kadono has been engaged mainly in the fields of production and technology, and currently serves as Executive Managing Officer in charge of production and technology. He has abundant experience in the operations of the Company and has insight in overall management and global business management, and therefore, the Company nominates him again as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
4	 Wataru Morita (May 4, 1967) Reappointment Number of shares of the Company held: 6,593 shares Attendance at Board of Directors meetings: 100% (11/11)	April 1991	Joined Nissho Iwai Corporation (currently Sojitz Corporation)
		June 2003	Moved to Metal One Corporation
		June 2006	Left Metal One Corporation
		July 2006	Joined Oregon Steel Mills, Inc.
		November 2006	EVRAZ Group S.A. acquired Oregon Steel Mills, Inc.
		April 2011	Left EVRAZ North America
		June 2011	Joined the Company President, Maruichi American Corporation
		March 2015	President, Maruichi Oregon Steel Tube, LLC (concurrently with the above)
		June 2018	Managing Officer, the Company President, Maruichi American Corporation President, Maruichi Oregon Steel Tube, LLC
		June 2021	Managing Officer In charge of Planning and Secretarial Division, General Manager of the Corporate Planning Office, the Company President, Maruichi American Corporation President, Maruichi Oregon Steel Tube, LLC
	June 2022	Director, Senior Managing Officer In charge of Planning and Secretarial Division, General Manager of the Corporate Planning Office, the Company President, Maruichi American Corporation President, Maruichi Oregon Steel Tube, LLC	
	July 2022	Director, Senior Managing Officer In charge of Planning and Secretarial Division, the Company President, Maruichi American Corporation President, Maruichi Oregon Steel Tube, LLC	
	May 2023	Director, Senior Managing Officer In charge of Planning and Secretarial Division, the Company (current position)	
	[Significant concurrent position] • Chairman, Maruichi American Corporation • Chairman, Maruichi Oregon Steel Tube, LLC • President, Maruichi Metal Product (Foshan) Co., Ltd.		
[Reason for nomination as candidate for Director] Since joining the Company, Mr. Wataru Morita has been primarily engaged in serving as President of our American subsidiaries. Currently, he serves as Senior Managing Officer in charge of Planning and Secretarial Division. He has abundant experience in the operations of the Group and has insight in overall management and global business management, and therefore, the Company nominates him again as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
5	 Kenjiro Nakano (August 13, 1947) Reappointment Outside Independent Number of shares of the Company held: 0 shares Attendance at Board of Directors meetings: 93% (15/16)	April 1971	Joined The Sumitomo Bank Limited (currently Sumitomo Mitsui Banking Corporation (“SMBC”))
		June 1998	Director, General Manager of Securities Department, The Sumitomo Bank Limited
		April 2001	Executive Officer, Head of Investment Bank Department, SMBC
		June 2002	Managing Executive Officer, Head of Osaka Corporate Banking Division, SMBC
		June 2005	Senior Managing Director, Senior Managing Executive Officer in charge of Corporate Business, SMBC
		April 2006	Director (Representative Director), Deputy President, SMBC
		April 2008	Director (Representative Director), Deputy Chairman of the Board, based in Osaka, SMBC
		June 2008	Audit & Supervisory Board Member of the Company
		June 2010	Retired as Director (Representative Director), Deputy Chairman of the Board, SMBC
		June 2010	President, Keihanshin Real Estate Co., Ltd. (currently Keihanshin Building Co., Ltd.)
		June 2013	Director of the Company (current position)
		June 2016	Chairman, Keihanshin Building Co., Ltd.
		June 2022	Special Advisor, Keihanshin Building Co., Ltd. (current position)
	[Significant concurrent positions]		
• Special Advisor, Keihanshin Building Co., Ltd.			
• Outside Director (Audit and Supervisory Committee Member), H2O RETAILING CORPORATION			
[Reason for nomination as candidate for Outside Director and expected roles] Mr. Kenjiro Nakano has accumulated abundant knowledge and experience at Sumitomo Mitsui Banking Corporation and Keihanshin Building Co., Ltd in corporate management, and in economics and financial markets in Japan and overseas. Therefore, the Company proposes his election as Outside Director with the expectation that he will contribute to appropriate decision making by the Board of Directors and the realization of management oversight.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
6	 Kenichiro Ushino (September 10, 1948) Reappointment Outside Independent Number of shares of the Company held: 0 shares Attendance at Board of Directors meetings: 100% (16/16)	April 1972	Joined Marubeni Corporation
		April 1993	President of MARUBENI TUBULARS AMERICA INC. (Houston)
		April 1997	General Manager, Tubular Product Department, Marubeni Corporation
		October 2001	General Manager, Tubular Products Division, Marubeni-Itochu Steel Inc.
		April 2003	Executive Officer, General Manager, Tubular Products Division, Marubeni-Itochu Steel Inc.
		April 2006	Managing Executive Officer, Member of the Board, General Manager, Corporate Planning & Coordination, Human Resources & General Affairs Division, Marubeni-Itochu Steel Inc.
		April 2007	Executive Vice President, Member of the Board, Marubeni-Itochu Steel Inc.
		April 2009	President and CEO, Member of the Board, Marubeni-Itochu Steel Inc.
		April 2013	Retired as President and CEO, Member of the Board, Marubeni-Itochu Steel Inc.
		June 2016	Director of the Company (current position)
[Reason for nomination as candidate for Outside Director and expected roles] Mr. Kenichiro Ushino has a high level of insight as a corporate manager gained from his experience of corporate management at Marubeni-Itochu Steel Inc. and he has many years of experience in the steel industry. Therefore, the Company proposes his election as Outside Director with the expectation that he can contribute to appropriate decision making by the Board of Directors and realization of management oversight.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions
7	 <p>Yuka Fujioka (May 24, 1969)</p> <p>Reappointment Outside Independent</p> <p>Number of shares of the Company held: 0 shares</p> <p>Attendance at Board of Directors meetings: 93% (15/16)</p>	<p>April 1993 Joined Kansai Television Co. Ltd. Announcers Division, Programming Department</p> <p>April 1999 News Anchor at Asahi New Star (CS), etc., Lecturer of the training course for conference interpreters at Simul Academy</p> <p>September 2008 Adjunct Lecturer of Center for International Education and Cooperation, Kwansei Gakuin University (current position)</p> <p>April 2009 Adjunct Lecturer of Global Studies Course, Department of English, School of Letters, Kobe College (currently Department of English, School of Letters, Kobe College)</p> <p>April 2010 Adjunct Lecturer of School of International Studies, Kwansei Gakuin University (current position)</p> <p>July 2016 President & CEO, FUJIOKA KINZOKU CORPORATION (current position)</p> <p>June 2018 Director of the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • President & CEO, FUJIOKA KINZOKU CORPORATION • Adjunct Lecturer, Center for International Education and Cooperation, Kwansei Gakuin University • Adjunct Lecturer, School of International Studies, Kwansei Gakuin University <p>[Reason for nomination as candidate for Outside Director and expected roles] Ms. Yuka Fujioka has a global perspective and deep knowledge gained from her considerable overseas experience and a high level of insight as a corporate manager gained from her experience of corporate management. Therefore, the Company proposes her election as Outside Director with the expectation that she can contribute to appropriate decision making by the Board of Directors and realization of management oversight.</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
8	 <p>Koichi Tsuji (April 10, 1957)</p> <p>New candidate Outside Independent</p> <p>Number of shares of the Company held: 0 shares</p> <p>Attendance at Board of Directors meetings: -</p>	<p>October 1984 Joined Peat Marwick Mitchell & Company</p> <p>September 1988 Registered as Certified Public Accountant in Japan (Registration code No. 9656)</p> <p>February 1989 Resident Representative, Zurich, Switzerland</p> <p>July 2004 Senior Partner, Ernst & Young ShinNihon LLC</p> <p>February 2016 Chairman and CEO, Ernst & Young ShinNihon LLC</p> <p>July 2019 Chairman & CEO, EY Japan Godo Kaisha Member of the Board of Directors, EY Japan Co., Ltd.</p> <p>June 2021 Outside Director, Mitsubishi UFJ Financial Group, Inc. (current position)</p> <p>June 2023 Outside Statutory Auditor, TEIJIN LIMITED (scheduled to assume the position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director, Mitsubishi UFJ Financial Group, Inc. • Outside Statutory Auditor, TEIJIN LIMITED (scheduled to assume the position on June 21, 2023) 	
	<p>[Reason for nomination as candidate for Outside Director and expected roles]</p> <p>Mr. Koichi Tsuji has abundant experience as a certified public accountant and specialized knowledge concerning accounting and auditing. Therefore, the Company proposes his election as Outside Director with the expectation that he can contribute to appropriate decision making by the Board of Directors and realization of management oversight.</p>		


- Notes:
1. No special interests exist between the Company and the above candidates for Directors.
 2. Mr. Kenjiro Nakano, Mr. Kenichiro Ushino, Ms. Yuka Fujioka and Mr. Koichi Tsuji are candidates for Outside Director. The Company has designated Mr. Kenjiro Nakano, Mr. Kenichiro Ushino and Ms. Yuka Fujioka as independent officers as prescribed by the Tokyo Stock Exchange and has registered them with the Exchange. Mr. Koichi Tsuji registered as an independent officer with the Tokyo Stock Exchange, as he satisfies the requirements for independence as prescribed by the Exchange.
 3. Matters regarding the candidates for Outside Directors
 - (1) Mr. Kenjiro Nakano will have served as Outside Director for ten (10) years at the conclusion of this Annual General Meeting of Shareholders. He served as Outside Audit & Supervisory Board Member of the Company for five (5) years prior to assuming the office of Outside Director of the Company.
Mr. Kenichiro Ushino and Ms. Yuka Fujioka will have served as Outside Directors for seven (7) years and five (5) years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
 - (2) Mr. Kenichiro Ushino had been, until April 2013, an executive of Marubeni-Itochu Steel Inc., which was a specified associated service provider of the Company.
 - (3) The Company has entered into liability limitation agreements with Mr. Kenjiro Nakano, Mr. Kenichiro Ushino and Ms. Yuka Fujioka, with respect to the liability under Article 423, Paragraph 1 of the Companies Act, whereby they bear liability for damages limited to ten (10) million yen or to the minimum liability amount under Article 425, Paragraph 1 of the Companies Act, whichever is higher, provided they perform their duties in good faith and with no gross negligence. If this proposal is approved, the Company plans to continue the said liability limitation agreements. If Mr. Koichi Tsuji is elected, the Company plans to enter into a liability limitation agreement with him with respect to the liability under Article 423, Paragraph 1 of the Companies Act, whereby he bears liability for damages limited to ten (10) million yen or to the minimum liability amount under Article 425, Paragraph 1 of the Companies Act, whichever is higher, provided he performs his duties in good faith and with no gross negligence.
 4. The Company has entered into a directors and officers liability insurance agreement under Article 430-3, Paragraph 1 of the Companies Act with an insurance company. This insurance agreement shall cover compensation for damages, litigation costs, and other expenses to be incurred by the insured due to claims for damages resulting from any act (including omissions) based on the position of the insured as directors and officers of a company. The insurance premiums for the insured have been fully paid by the Company. If this proposal is approved, each candidate will be included in the said insurance agreement as an insured party. In addition, the Company plans to renew the said insurance agreement with the same content at the next renewal.
 5. The Company has entered into compensation agreements with all Directors under Article 430-2, Paragraph 1 of the Companies Act and shall compensate Directors for the expenses stipulated in Item 1 and the losses stipulated in Item 2 of the said Paragraph within the scope prescribed by laws and regulations. The Company plans to continue the said agreements if the reappointment of the Directors is approved. In addition, the Company plans to enter into a similar compensation agreement with Mr. Koichi Tsuji if his appointment as Director is approved.


Proposal 2: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Takehiko Terao and Yuki Uchiyama will expire at the conclusion of this General Meeting of Shareholders. Therefore, we are requesting the appointment of two (2) Audit & Supervisory Board Members at this meeting.

The Company has obtained the consent of the Audit & Supervisory Board regarding this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	
1	 <p>Takehiko Terao (April 10, 1963)</p> <p>Reappointment</p> <p>Number of shares of the Company held: 2,300 shares</p> <p>Attendance at Board of Directors meetings: 100% (16/16)</p> <p>Attendance at Audit & Supervisory Board meetings: 100% (15/15)</p>	<p>August 1986 Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>February 2014 General Manager, Osaka Sales Department and General Manager, Osaka Central Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2016 Joined the Company</p> <p>June 2018 General Manager, Secretarial Office</p> <p>June 2019 Audit & Supervisory Board Member (full time) (current position)</p>	
	<p>[Reason for nomination as candidate for Audit & Supervisory Board Member]</p> <p>Mr. Takehiko Terao has abundant knowledge and business experience at a financial institution and served as the General manager of the Secretarial Office of the Company. Therefore, the Company expects that he can perform highly effective auditing and has judged that he will be able to appropriately perform the duties of an Audit & Supervisory Board Member.</p>		

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	
2	 Yuki Uchiyama (October 31, 1959) Reappointment Outside Independent	April 1983	Joined Burroughs Corporation
		April 1989	Joined Moroccan National Tourist Office
		April 1997	Joined Ohmizu & Partners (currently TMI Associates)
		April 2002	Partner, Ohmizu & Partners
		June 2018	Counsel, TMI Associates Osaka Office (current position)
		June 2019	Audit & Supervisory Board Member of the Company (current position)
		June 2022	Outside Director, Nippon Seisen Co., Ltd. (current position)
	[Significant concurrent positions]		
	• Counsel, TMI Associates Osaka Office		
	• Outside Director, Nippon Seisen Co., Ltd.		
Number of shares of the Company held: 0 shares			
Attendance at Board of Directors meetings: 100% (16/16)			
Attendance at Audit & Supervisory Board meetings: 100% (15/15)			
[Reason for nomination as candidate for Outside Audit & Supervisory Board Member] Ms. Yuki Uchiyama has a global perspective gained from her considerable overseas experience. She is also well versed in legal affairs and has abundant knowledge and experience as an attorney at law. Therefore, the Company has judged that she will be able to appropriately perform the duties of an Outside Audit & Supervisory Board Member.			

- Notes:
1. No special interests exist between the Company and the above candidates for Audit & Supervisory Board Member.
 2. Ms. Yuki Uchiyama is a candidate for Outside Audit & Supervisory Board Member. The Company has designated her as an independent officer as prescribed by the Tokyo Stock Exchange and has registered her with the Exchange.
 3. The Company has entered into liability limitation agreements with Mr. Takehiko Terao and Ms. Yuki Uchiyama with respect to the liability under Article 423, Paragraph 1 of the Companies Act, whereby they bear liability for damages limited to ten (10) million yen or to the minimum liability amount under Article 425, Paragraph 1 of the Companies Act, whichever is higher, provided they perform their duties in good faith and with no gross negligence. If this proposal is approved, the Company plans to continue the said liability limitation agreements.
 4. Ms. Yuki Uchiyama will have served as Outside Audit & Supervisory Board Member for four (4) years at the conclusion of this General Meeting of Shareholders.
 5. The Company has entered into a directors and officers liability insurance agreement under Article 430-3, Paragraph 1 of the Companies Act with an insurance company. This insurance agreement shall cover compensation for damages, litigation costs, and other expenses to be incurred by the insured due to claims for damages resulting from any act (including omissions) based on the position of the insured as directors and officers of a company. The insurance premiums for the insured have been fully paid by the Company. If this proposal is approved, the candidates will be included in the said insurance agreement as an insured party. In addition, the Company plans to renew the said insurance agreement with the same content at the next renewal.
 6. The Company has entered into compensation agreements with Mr. Takehiko Terao and Ms. Yuki Uchiyama under Article 430-2, Paragraph 1 of the Companies Act and shall compensate them for the expenses stipulated in Item 1 and the losses stipulated in Item 2 of the said Paragraph within the scope prescribed by laws and regulations. The Company plans to continue the said agreements if their reappointment as Audit & Supervisory Board Member is approved.

Proposal 3: Revision of Compensation Amounts for Outside Directors

The amount of compensation, etc. for Directors of the Company was approved at an annual amount of no more than 500 million yen (including no more than 40 million yen for Outside Directors) at the 88th General Meeting of Shareholders held on June 24, 2022 and such amount has been in effect to this day. However, in line with the increase of the number of Outside Directors by one (1) in order to strengthen the oversight function of the Board of Directors, we would like to increase the annual amount of compensation, etc. for Outside Directors to no more than 80 million yen, although the amount of compensation, etc. for Directors will remain at an annual amount of no more than 500 million yen.

The amount of compensation for Directors shall not include the employee portion of salaries of employees who also serve as Directors as before.

This proposal is judged to be appropriate because it has been determined by the Board of Directors following deliberation in the Nomination and Compensation Committee, which is made up of independent Outside Directors and Representative Directors and chaired by an independent Outside Director, and the submission of advice and recommendations by the said committee to the Board of Directors, with due consideration given to the Company's policy regarding the determination of the details of compensation, etc. for individual Directors as well as various other circumstances.

The Company currently has eight (8) Directors (including three (3) Outside Directors). If Proposal 1: Election of Eight (8) Directors is approved as originally proposed, the number of Directors will be eight (8) (including four (4) Outside Directors).

Proposal 4: Revision of Compensation Amounts for Audit & Supervisory Board Members

The amount of compensation, etc. for Audit & Supervisory Board Members of the Company was approved at an annual amount of no more than 35 million yen at the 71st General Meeting of Shareholders held on June 29, 2005 and such amount has been in effect to this day. However, after taking into account the subsequent changes in the economic situation and various circumstances, we would like to increase the annual amount of compensation, etc. for Audit & Supervisory Board Members to no more than 50 million yen.

The current number of Audit & Supervisory Board Members is four (4). If Proposal 2: Election of Two (2) Audit & Supervisory Board Members is approved as originally proposed, the number of Audit & Supervisory Board Members will be four (4).

Skills Matrix for the Board of Directors

	Name	Position and responsibilities	Corporate management	Global experience	Production/technology/development	Marketing/sales	Finance / accounting	Legal affairs / compliance / risk management	Administration / public policy	Human resources / personnel development	Sustainability / ESG
Directors	Hiroyuki Suzuki	Chairman, Representative Director and CEO	●	●	●	●	●	●	●		●
	Yoshinori Yoshimura	President and COO	●		●			●		●	●
	Minoru Kadono	Director, in charge of production and technology	●		●				●		●
	Wataru Morita	Director in charge of Planning and Secretarial Division	●	●	●	●					
	Kenjiro Nakano	Director (Outside)	●	●			●		●		●
	Kenichiro Ushino	Director (Outside)	●	●		●		●		●	
	Yuka Fujioka	Director (Outside)	●	●					●		
	Koichi Tsuji	Director (Outside)	●	●			●			●	●
Audit & Supervisory Board Members	Takehiko Terao	Auditor (Full Time)					●	●		●	
	Masuo Okumura	Audit & Supervisory Board Member (Outside)	●	●				●	●	●	
	Ryuta Uozumi	Audit & Supervisory Board Member (Outside)	●				●				●
	Yuki Uchiyama	Audit & Supervisory Board Member (Outside)		●				●		●	

*The above table includes incumbent Audit & Supervisory Board Members who are not candidates for Director or Audit & Supervisory Board Member for this Annual General Meeting of Shareholders.