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(Securities Code: 7466)

June 2, 2025

To our shareholders:

Kyoichiro Oki,  
President  
**SPK Corporation**  
6-28 Fukushima 5-chome, Fukushima-  
ku, Osaka

## Notice of the 154th Annual Meeting of Shareholders

Please take notice that the 154th Annual Meeting of Shareholders of SPK Corporation (the “Company”) will be held as indicated below.

When convening this Annual Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the Annual Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the websites shown below. Please access either of these websites to review the information.

The Company’s website:

<https://www.spk.co.jp/irinfo/stocks/resolution/> (in Japanese)

TSE website (Listed Company Search):

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

\* Enter the Company name “SPK” or securities code “7466,” and click “Search.” Click “Basic information” and select “Documents for public inspection/PR information,” then “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

Regarding the exercise of voting rights in the event that you will not attend the meeting on the day, please review the Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights via the Internet, etc. or in writing, by Tuesday, June 24, 2025, at 5:00 p.m. (JST).

1. **Date and Time:** Wednesday, June 25, 2025, at 10:00 a.m. (JST)
2. **Venue:** “The Terrace Room,” 4F, The Ritz-Carlton Osaka  
5-25 Umeda 2-chome, Kita-ku, Osaka

### 3. Purpose of the Meeting:

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 154th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 154th fiscal year (from April 1, 2024 to March 31, 2025)

#### Matter to be resolved:

- Proposal No. 1:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

#### **4. Matters Relating to the Convocation (Information on Exercise of Voting Rights):**

1. If neither approval nor disapproval of each proposal is indicated on the voting form in case you exercise your voting rights in writing (by post), the Company will deem that you indicated your approval of the proposal.
2. If you exercise your voting rights both via the Internet, etc. and in writing (by post), the one exercised via the Internet, etc. will be recorded as the effective vote.
3. If you exercise your voting rights via the Internet, etc. multiple times, the vote exercised last will be recorded as the effective vote.

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned Company's website and the TSE website.
- For this Annual Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. However, among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders.
  - (i) "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
  - (ii) "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial StatementsAccordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements are part of the documents included in the scope of audits by the Financial Auditor in preparing the financial audit report and the Audit and Supervisory Committee in preparing the audit report.

## Reference Documents for the Annual Meeting of Shareholders

### Proposals and Reference

#### **Proposal No. 1: Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter with respect to this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of five Directors.

In addition, as for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Director are qualified.

The candidates for Director are as follows:

Candidate No.	Name	Positions and responsibilities in the Company	
1	Kyoichiro Oki	President	Reelection Inside
2	Akira Kimura	Senior Managing Director, Chief of All Sales Divisions and Group Companies	Reelection Inside
3	Koji Ueda	Director, in charge of the Operating Company	Reelection Inside
4	Masashi Ogawa	Managing Executive Officer, Division General Manager of Corporate Management Division	New Election Inside
5	Koji Nishijima	Outside Director	Reelection Outside Independent

New Election	Candidate for Director to be newly elected
Reelection	Candidate for Director to be reelected
Inside	Candidate for inside Director
Outside	Candidate for outside Director
Independent	Candidate for independent officer as defined by Tokyo Stock Exchange

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1  Reelection  Inside Director	Kyoichiro Oki (September 22, 1959)	Apr. 1982	Joined ITOCHU Corporation	49,963
		May 2002	Joined the Company General Manager of Sales Strategy Office, Domestic Sales Division	
		Apr. 2007	Deputy General Manager of Domestic Sales Division	
		June 2009	Director	
		Apr. 2011	General Manager of Overseas Business Division	
		Apr. 2015	Managing Director	
		Apr. 2018	President (current position)	
[Reasons for nomination as candidate for Director] The Company has judged that Kyoichiro Oki is qualified to assist in the pursuit of further sustainable increases to the Group's corporate value by utilizing his extensive experience, achievements, and insight as a manager, because, since 2007, he has served as Deputy General Manager of Domestic Sales Division, General Manager of Overseas Business Division, and then he assumed President of the Company in April 2018 and because he has extensive experience, achievements, and insight related to the Company's domestic sales and overseas businesses. Accordingly, the Company has nominated him as a candidate for Director.				
2  Reelection  Inside Director	Akira Kimura (February 25, 1962)	Apr. 1985	Joined Nichimen Corporation (currently Sojitz Corporation)	14,820
		Nov. 2002	Joined Toyota Tsusho Corporation	
		Apr. 2014	President of Toyota Adria D.O.O.	
		Apr. 2017	Joined the Company Manager of Business Development Department, Overseas Business Division	
		Oct. 2017	Deputy General Manager of Overseas Business Division	
		Apr. 2018	Executive Officer	
		Apr. 2020	General Manager of Overseas Business Division	
		June 2020	Director	
		June 2022	Managing Director	
		June 2023	Senior Managing Director (current position)	
		Apr. 2024	Overseas Business Management	
		Apr. 2025	Chief of All Sales Divisions and Group Companies (current position)	
[Reasons for nomination as candidate for Director] The Company has judged that Akira Kimura is qualified to assist in the pursuit of further sustainable increases to the Group's corporate value because he has served as Manager of Business Development Department, Overseas Business Division and General Manager of Overseas Business Division since he joined the Company in 2017, and currently manages overseas business and because he has extensive experience, achievements, and insight related to overseas business of trading companies. Accordingly, the Company has nominated him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3  Reelection  Inside Director	Koji Ueda (August 21, 1963)	Apr. 1986	Joined the Company	15,484
		Apr. 2008	Manager of Osaka Foreign Car Center	
		May 2013	Manager of Nagoya Sales Office, Domestic Sales Division	
		Apr. 2019	Executive Officer Manager of Foreign Car Components Center, Domestic Sales Division	
		Apr. 2020	Manager of Global Aftermarket Center	
		Apr. 2021	Deputy General Manager of Domestic Sales Division	
		June 2022	Director, in charge of the Operating Company (current position)	
[Reasons for nomination as candidate for Director] The Company has judged that Koji Ueda is qualified to assist in the pursuit of further sustainable increases to the Group's corporate value because he has served as Manager of Osaka Foreign Car Components Center, Manager of Nagoya Sales Office, Domestic Sales Division, Manager of Global Aftermarket Center, and then Deputy General Manager of the Domestic Sales Division of the Company since 2008 and because he has extensive experience, achievements, and insight related to the Company's domestic sales business. Accordingly, the Company has nominated him as a candidate for Director.				
4  New Election  Inside Director	Masashi Ogawa (January 18, 1969)	Apr. 1991	Joined Mitsubishi Corporation	—
		Dec. 2021	Director of TVS Automobile Solutions Private Limited	
		Sept. 2024	Joined the Company Managing Executive Officer (current position) Assistant to President, in charge of Corporate Planning	
		Apr. 2025	Division General Manager of Corporate Management Division (current position)	
[Reasons for nomination as candidate for Director] Masashi Ogawa has extensive experience, achievements, and insight related to general trading companies. The Company has judged that he is qualified to assist in the pursuit of further sustainable increases to the Group's corporate value because he has engaged in corporate planning and has served as Division General Manager of Corporate Management Division since he joined the Company in 2024. Accordingly, the Company has nominated him as a candidate for Director.				
5  Reelection  Outside Director  Independent	Koji Nishijima (May 15, 1949)	Apr. 1973	Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)	2,000
		Oct. 2003	Director, Vice President and Representative Executive Officer of Resona Bank, Limited	
		June 2006	President and Representative Director of Dia Kensetsu Co., Ltd. (currently Daiwa Jisyo Co., Ltd.)	
		June 2013	Outside Audit & Supervisory Board Member of SODA NIKKA CO., LTD.	
		June 2015	Director of the Company (current position)	
		June 2015	Outside Director of SODA NIKKA CO., LTD.	
		June 2019	Resigned as Outside Director of SODA NIKKA CO., LTD.	
[Reasons for nomination as candidate for outside Director and outline of expected roles] The Company has judged that Koji Nishijima is qualified to improve the functions of the Company's Board of Directors by supervising the execution of duties undertaken by Directors, etc. from an independent standpoint because he has extensive experience at financial institutions and insight related to corporate management. Accordingly, the Company has nominated him as a candidate for outside Director. If he is elected, the Company expects him to be involved as a member of the Nominating and Remuneration Advisory Committee from an objective and neutral standpoint in the selection of candidates for the Company's Board of Directors and the determination of remuneration, etc. for Directors.				

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Koji Nishijima is a candidate for outside Director.
  3. At the conclusion of this meeting, Koji Nishijima's tenure as outside Director will have been ten years.
  4. The Company has entered into an agreement with Koji Nishijima to limit his liability for damages as per Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Nishijima is approved, the Company plans to renew this agreement with him.
  5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers the legally mandated amount of indemnification and litigation expenses incurred from claims for damages against the insureds during the coverage period arising from acts carried out by the insureds, including the Company's Directors, based on their position. If each candidate is elected and assumes office as Director, each of them will be an insured in the insurance policy. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Koji Nishijima has been designated as an independent officer as provided for by the aforementioned exchange. If the reelection of Mr. Nishijima is approved, the Company plans for his appointment as an independent officer to continue.

## Proposal No. 2: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

In preparation for a shortage in the number of Directors who are Audit and Supervisory Committee Members as stipulated in laws and regulations, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows: Hajime Yamamoto is a candidate for a substitute for current Director who is an Audit and Supervisory Committee Member Toshio Shimizu.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
Inside Director	Hajime Yamamoto (February 3, 1964)	Apr. 1986	Joined the Company	6,723
		Apr. 2006	Section Manager of Asia Department, Overseas Business Division	
		Apr. 2012	Deputy Manager of Asia Department, Overseas Business Division	
		July 2021	Manager of Shipping & Administration Department, Overseas Business Division (current position)	
	[Reasons for nomination as candidate for substitute Director who is an Audit and Supervisory Committee Member]			
	The Company has judged that Hajime Yamamoto is qualified to appropriately fulfill his duties as a Director who is an Audit and Supervisory Committee Member because he has been involved in sales, international assignments to an overseas subsidiary, trade administration, and accounting in the Overseas Business Division, and as Director who is an Audit and Supervisory Committee Member and because he has knowledge and experience required for the sound and appropriate operation of the Company. Accordingly, the Company has nominated him as a candidate for substitute Director who is an Audit and Supervisory Committee Member.			

- Notes:
1. There is no special interest between Hajime Yamamoto and the Company.
  2. If Hajime Yamamoto assumes office as Director who is an Audit and Supervisory Committee Member, the Company plans to enter into an agreement with him to limit his liability for damages as per Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
  3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers the legally mandated amount of indemnification and litigation expenses incurred from claims for damages against the insureds during the coverage period arising from acts carried out by the insureds, including the Company's Directors who are Audit and Supervisory Committee Members, based on their position. If Hajime Yamamoto assumes office as Director who is an Audit and Supervisory Committee Member, he will be an insured in the insurance policy. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.