

Securities Code: 6143
March 6, 2025

To: Shareholders

Sodick Co., Ltd.

3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama

Kenichi Furukawa

President and Representative Director

Notice of Convocation of the 49th Ordinary General Shareholders' Meeting

Dear Sirs/Madams,

We wish to express our deep gratitude for your usual special consideration.

We are pleased to inform you that we will hold the 49th Ordinary General Meeting of Shareholders as stated below.

The information contained in the reference documents for the General Meeting of Shareholders (matters to be provided electronically) has been provided electronically and is posted on our website. Please access any of the websites below to confirm the information.

Our website

<https://www.sodick.co.jp/ir/meeting.html>



(Please access the above website to review the materials presented at the 49th Ordinary General Meeting of Shareholders.)

Website containing materials for the General Meeting of Shareholders

<https://d.sokai.jp/6143/teiji/>



Tokyo Stock Exchange website (TSE listed company information service)

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



(Please access the above TSE website, enter and search "Sodick" in "Stock Name (Company Name)" or Securities Code "6143" in "Code," choose "Basic Information" and then "Public Documents/PR Information," and finally see the "Notice of General Shareholders' Meeting/Materials of General Meeting of Shareholders" in the "Public Documents.")

If you are unable to attend the general meeting, you may exercise your voting right in writing (by mail) or via the Internet. Please refer to the Reference Document for the General Meeting of Shareholders as stated below and exercise your voting right before 5:15 p.m. on Thursday March 27, 2025.

Exercise of voting right in writing (by mail)

Please express approval or disapproval for proposals on the voting form and return it so that the form will reach us before the deadline mentioned above.

Exercise of voting right via the Internet

Please enter approval or disapproval for proposals before the deadline mentioned above.

Yours Sincerely,

1. Date and Time From 10:00 a.m. on Friday, March 28, 2025 (Reception will start from 9:00 a.m.)
2. Place At the conference room on the 3rd floor of our head office building, 3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
3. Purposes

Matters to report	<ol style="list-style-type: none"> 1. A business report and consolidated financial statements for the 49th fiscal year (from January 1 to December 31, 2024) and a report on the results of the audit of those consolidated financial statements by financial auditors and the Audit & Supervisory Board 2. A report on financial statements for the 49th fiscal year (from January 1 to December 31, 2024)
Matters to be resolved	
First proposal	Disposal of surplus
Second proposal	Partial amendments to the Articles of Incorporation
Third proposal	Appointment of eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members)
Fourth proposal	Appointment of four (4) Directors who are Audit & Supervisory Committee Members
Fifth proposal	Determination of compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members)
Sixth proposal	Determination of compensation for granting restricted stock to Directors (excluding Directors and External Directors who are Audit & Supervisory Committee Members)
Seventh proposal	Determination of compensation for Directors who are Audit & Supervisory Committee Members
4. Matters determined on the convocation of the meeting (Guidance on Exercise of Voting Rights)
 - (1) If you exercise your voting rights in writing (by mail) without indication of approval or disapproval of any proposal in the voting form, we will treat it as an indication of approval.
 - (2) If you exercise your voting rights both via the Internet and in writing, the exercise of your voting rights via the Internet shall be deemed valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote shall be deemed effective.
 - (3) In the case of attendance by proxy, you should designate as proxy another shareholder having a voting right at this general meeting and should provide a document certifying power of proxy as well.

◎ When attending the meeting at the venue, please submit the enclosed voting right form at the reception.
 ◎ If there are any revisions to the matters to be provided electronically, a statement to that effect and the matters before and after the revision will be posted on the websites mentioned above.
 ◎ Shareholders who have requested the delivery of documents shall receive written documents stating matters to be provided electronically. However, the following matters are excluded from the documents in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of the Company.

 - (1) “System for ensuring the appropriateness of operations” and “Overview of the Operational Status of the System for ensuring the appropriateness of operations” in the business report
 - (2) Consolidated Statements of Changes in Shareholders’ Equity and Notes to Consolidated Financial Statements in the consolidated financial statements
 - (3) Statements of Changes in Shareholders’ Equity and Notes to Non-consolidated Financial Statements in the non-consolidated financial statements

Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements provided in the documents constitute part of the figures audited by financial auditors and Audit & Supervisory Board Members in drawing up the audit report.

◎ Videos of matters to be reported on the day of the General Meeting of Shareholders will be available on our website from April 1, 2025.

General Meeting of Shareholders site: <https://www.sodick.co.jp/ir/meeting.html>



Reference Document for the General Shareholders' Meeting

First Proposal: Disposal of Surplus

We make it our basic principle to pay dividends in a stable and steady way to shareholders who deposit their valuable capital with us while retaining the earnings that are necessary to develop future business and reinforce business structure.

Taking into account earnings, expenses, and other figures for the current fiscal year, we will pay dividends at the end of the current fiscal year as follows:

- (1) Type of dividend property
Cash
- (2) Matters concerning allotment of dividend property and total dividends
Dividend allocation: ¥15 per common share of the Company.
In this case, the total amount of dividends is ¥758,536,050.
The annual dividends for the current fiscal year, including interim dividends, will be ¥29 per common share.
- (3) Effective date of dividends from surplus
March 31, 2025

Second Proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

The Company proposes partial amendments to the Articles of Incorporation for the following reasons:

- (1) The Company intends to transition from a company with Audit & Supervisory Board to a company with Audit & Supervisory Committee in order to enhance corporate governance through strengthening the supervisory function of the Board of Directors by having the members of the Board of Directors consist of the Audit & Supervisory Committee Members responsible for auditing the execution of duties by Directors, and will make changes such as the establishment of new provisions regarding Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee necessary for the transition to a company with Audit & Supervisory Committee, and the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.
- (2) In order to flexibly implement capital and dividend policies, we newly establish Article 42 in the Articles of Incorporation that states that dividends from surplus, etc. may be paid by a resolution of the Board of Directors.
- (3) In addition, we will make necessary changes such as revisions to the wording in line with the above changes.

2. Details of the changes

Details of the changes are as follows:

The changes to the Articles of Incorporation pertaining to this proposal shall come into effect at the conclusion of this general meeting.

(The changed part is underlined.)

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 2 Shares</p> <p>Article 5 (Omitted)</p> <p><u>Acquisition of Treasury Shares</u> <u>Article 6</u> <u>The Company may acquire its own shares through market transactions, etc. by a resolution of the Board of Directors.</u></p> <p>Articles 7 to 11 (Omitted)</p> <p>Shareholder Registry Administrator <u>Article 12</u> (1) The Company shall have a shareholder registry administrator. (2) The shareholder registry administrator and his/her place of business shall be determined by a resolution of the Board of Directors and shall be publicly announced.</p>	<p style="text-align: center;">Chapter 2 Shares</p> <p>Article 5 (Unchanged)</p> <p style="text-align: center;"><Delete></p> <p><u>Articles 6 to 10</u> (Unchanged)</p> <p>Shareholder Registry Administrator <u>Article 11</u> (1) The Company shall have a shareholder registry administrator. (2) The shareholder registry administrator and his/her place of business shall be determined by a resolution of the Board of Directors <u>or by the Director delegated by a resolution of the Board of Directors</u> and shall be publicly announced.</p>
<p style="text-align: center;">Chapter 3 General Meeting of Shareholders</p> <p>Article 13 – 18 (Omitted)</p>	<p style="text-align: center;">Chapter 3 General Meeting of Shareholders</p> <p>Articles 12 – 17 (Unchanged)</p>

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 4 Directors and the Board of Directors</p> <p><u>Article 19</u> (Omitted)</p> <p>Number of Directors <u>Article 20</u> The Company shall have not more than <u>fifteen (15)</u> Directors.</p> <p style="text-align: center;"><New></p> <p>Appointment of Directors <u>Article 21</u></p> <p style="text-align: center;"><New></p> <p>(1) Directors of the Company shall be elected by a resolution of a majority of the voting rights of shareholders present at the General Meeting of Shareholders, where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p>(2) The election of the Directors shall not be made by cumulative voting.</p> <p>Terms of Office of Directors <u>Article 22</u> (1) The term of office of directors shall be until the conclusion of the annual shareholders meeting for the last business year ending within one year from the time of election.</p> <p style="text-align: center;"><New></p>	<p style="text-align: center;">Chapter 4 Directors and the Board of Directors</p> <p><u>Article 18</u> (Unchanged)</p> <p>Number of Directors <u>Article 19</u> (1) The Company shall have not more than <u>nine (9)</u> Directors <u>(excluding Directors who are Audit & Supervisory Committee Members.)</u></p> <p>(2) <u>The Company shall have no more than five (5) Directors who are Audit & Supervisory Committee Members.</u></p> <p>Appointment of Directors <u>Article 20</u> (1) <u>Directors of the Company shall be elected at the General Meeting of Shareholders by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>(2) Directors of the Company shall be elected by a resolution of a majority of the voting rights of shareholders present at the General Meeting of Shareholders, where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p>(3) The election of the Directors shall not be made by cumulative voting.</p> <p>Terms of Office of Directors <u>Article 21</u> (1) The term of office of Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall be until the conclusion of the annual shareholders meeting for the last business year ending within one year from the time of election.</p> <p>(2) <u>The term of office of Directors who are Audit & Supervisory Committee Members shall be until the conclusion of the annual shareholders meeting for the last business year ending within two years from the time of election.</u></p>

Current Articles of Incorporation	Proposed changes
<p>(2) The term of office of Director who is elected as a substitute or an increase in the number of Directors shall be until the expiration of the term of office of the current Director.</p> <p style="text-align: center;"><New></p> <p style="text-align: center;"><New></p> <p>Calling of Board of Directors Meetings <u>Article 23</u> (1) A Board of Directors meeting shall be convened pursuant to the provisions of the Board, and notice thereof shall be sent to each Director and each Audit & Supervisory Board Member no later than three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need.</p> <p>(2) Unless otherwise provided for by laws and regulations, Director designated by the Board of Directors shall be convene and preside at the Board of Directors. In the event that this person is incapacitated, other Directors shall take over in the order prescribed in advance in the Board of Directors Regulations.</p> <p style="text-align: center;"><New></p>	<p>(3) The term of office of Director who is Audit & Supervisory Committee Member and is elected as a substitute for Director who is Audit & Supervisory Committee Member and has retired before the expiration of the term of office shall be until the expiration of the term of office of the retired director who is Audit & Supervisory Committee Member.</p> <p>(4) The effective period of the resolution for the appointment of a substitute Director who is Audit & Supervisory Committee Member appointed pursuant to Article 329, paragraph 3 of the Companies Act shall be until the commencement of the annual shareholders meeting for the last business year ending within two years from the time of election.</p> <p>(5) If a substitute Director who is Audit and Supervisory Committee Member as set forth in the preceding paragraph assumes the office of Director who is Audit and Supervisory Committee Member, the term of office shall be until the expiration of the term of office of the retired director who is Audit and Supervisory Committee Member.</p> <p>Calling and Chairperson of Board of Directors Meetings <u>Article 22</u> (1) Notice of convocation of a meeting of the Board of Directors shall be sent to each director three days prior to the date of the meeting, provided, however, that this period may be shortened if there is an urgent need.</p> <p>(2) Unless otherwise provided for by laws and regulations, Director designated by the Board of Directors shall be convene and preside at the Board of Directors. In the event that this person is incapacitated, other Directors shall take over in the order prescribed in advance in the Board of Directors Regulations.</p> <p><u>Delegation of Decisions on Execution of Important Business Article 23</u> <u>In accordance with Article 399, 13, paragraph 6 of the Companies Act, the Company may delegate all or part of decisions on the execution of important business (excluding matters listed in items of the same Article, paragraph 5) to Directors by a resolution of the Board of Directors.</u></p>

Current Articles of Incorporation	Proposed changes
<p>Resolutions of Board of Directors Meetings Article 24 A resolution of the Board of Directors shall be made by a majority of the Directors present at the meeting.</p> <p>Omission of Resolutions of Board of Directors Meetings Article 25 If all directors agree to a resolution of the Board of Directors in writing or by electromagnetic records, the Company shall deem that a resolution of the Board of Directors to approve such resolution has been made; <u>provided, however, that this shall not apply if Audit & Supervisory Board Member raises an objection.</u></p> <p>Representative Directors and Executive Officers Article 26 (1) The Company shall appoint Directors to represent the Company by a resolution of the Board of Directors.</p> <p style="padding-left: 40px;">(2) To the extent legally possible, the Company may delegate the execution of the Company's business to Executive Officers based on a resolution of the Board of Directors.</p> <p>Minutes of Board of Directors Meetings Article 27 (1) The summary of meeting proceedings of the Board of Directors and the results thereof, as well as other matters stipulated by laws and regulations shall be recorded in the minutes, and the Directors <u>and Audit & Supervisory Board Members</u> present at the meeting shall affix their names, seals, or electronic signatures thereto.</p> <p style="padding-left: 40px;">(2) The minutes of the Board of Directors meetings shall be kept at the head office for 10 years.</p> <p>Article 28 (Omitted)</p>	<p>Resolutions of Board of Directors Meetings Article 24 A resolution of the Board of Directors shall be made by a majority of the Directors present at the meeting where the Directors <u>are entitled to participate in voting.</u></p> <p>Omission of Resolutions of Board of Directors Meetings Article 25 If all Directors <u>who are entitled to participate in voting</u> agree to a resolution of the Board of Directors in writing or by electromagnetic records, the Company shall deem that a resolution of the Board of Directors to approve such resolution has been made.</p> <p>Representative Directors and Executive Officers Article 26 (1) The Company shall appoint Directors <u>from among Directors (excluding Directors who are Audit & Supervisory Committee Members)</u> to represent the Company by a resolution of the Board of Directors.</p> <p style="padding-left: 40px;">(2) To the extent legally possible, the Company may delegate the execution of the Company's business to Executive Officers based on a resolution of the Board of Directors.</p> <p>Minutes of Board of Directors Meetings Article 27 (1) The summary of meeting proceedings of the Board of Directors and the results thereof, as well as other matters stipulated by laws and regulations shall be recorded in the minutes, and the Directors present at the meeting shall affix their names, seals, or electronic signatures thereto.</p> <p style="padding-left: 40px;">(2) The minutes of the Board of Directors meetings shall be kept at the head office for 10 years.</p> <p>Article 28 (Unchanged)</p>

Current Articles of Incorporation	Proposed changes
<p>Compensation for Directors Article 29 The compensation, etc. for Directors shall be determined by a resolution of a general shareholders meeting.</p> <p>Article 30 (Omitted)</p> <p><u>Chapter 5 Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p><u>Establishment of Audit & Supervisory Board Members and Audit & Supervisory Board</u> Article 31 The Company shall have Audit & Supervisory Board Members and the Audit & Supervisory Board.</p> <p><u>Number of Audit & Supervisory Board Members</u> Article 32 The Company shall have not more than five (5) Audit & Supervisory Board Members.</p> <p><u>Appointment of Audit & Supervisory Board Members</u> Article 33 Audit & Supervisory Board Members of the Company shall be elected by a resolution of a majority of the voting rights of shareholders present at the General Meeting of Shareholders, where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p><u>Terms of Office of Audit & Supervisory Board Members</u> Article 34 (1) The term of office of Audit & Supervisory Board Members shall be until the conclusion of the annual shareholders meeting for the last business year ending within four years from the time of election. (2) The term of office of Audit & Supervisory Board Member elected as a substitute for Audit & Supervisory Board Member who has retired before the expiration of the term of office shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member.</p>	<p>Compensation for Directors Article 29 The compensation, etc. for Directors shall be determined by a resolution of a general shareholders meeting <u>by distinguishing between directors who are Audit & Supervisory Committee Members and other directors.</u></p> <p>Article 30 (Unchanged)</p> <p><Delete></p> <p><Delete></p> <p><Delete></p> <p><Delete></p> <p><Delete></p>

Current Articles of Incorporation	Proposed changes
<p><u>(3) The effective period of a resolution for the appointment of Substitute Audit & Supervisory Board Member appointed pursuant to Article 329, paragraph 3 of the Companies Act shall be until the conclusion of the annual shareholders meeting for the last business year ending within four years from the time of election.</u></p> <p><u>(4) If Substitute Audit & Supervisory Board Member as set forth in the preceding paragraph assumes the position of Audit & Supervisory Board Member, the term of office shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member; provided, however, that this may not exceed the time of the conclusion of annual shareholders meeting for the last business year ending within four years from the time of election.</u></p>	
<p><u>Full-time Audit & Supervisory Board Members</u> <u>Article 35</u> <u>The Audit & Supervisory Board shall appoint one or more full-time Audit & Supervisory Board Members from among Audit & Supervisory Board Members by its resolution.</u></p>	<p><Delete></p>
<p><u>Calling of the Audit & Supervisory Board</u> <u>Article 36</u> <u>The notice of convocation of a meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member three days prior to the date of the meeting. provided, however, that this period may be shortened if there is an urgent need.</u></p>	<p><Delete></p>
<p><u>Resolution of Board of Audit & Supervisory Board Members</u> <u>Article 37</u> <u>Unless otherwise provided for in laws and regulations, resolutions of the Audit & Supervisory Board shall be made by a majority of Audit & Supervisory Board Members.</u></p>	<p><Delete></p>
<p><u>Minutes of Audit & Supervisory Board Meetings</u> <u>Article 38 (1) The summary of meeting proceedings of the Audit & Supervisory Board and the results thereof, as well as other matters stipulated by laws and regulations, shall be recorded in the minutes, and the Audit & Supervisory Board Members present at the meeting shall affix their names, seals, or electronic signatures thereto.</u></p>	<p><Delete></p>

Current Articles of Incorporation	Proposed changes
<p><u>(2) The minutes of Audit & Supervisory Board meetings shall be kept at the head office for 10 years.</u></p>	
<p><u>Audit & Supervisory Board Rules</u> <u>Article 39</u> <u>Matters concerning the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Rules established by the Audit & Supervisory Board, in addition to those stipulated by laws and regulations or the Articles of Incorporation.</u></p>	<p><Delete></p>
<p><u>Compensation for Audit & Supervisory Board Members</u> <u>Article 40</u> <u>The compensation, etc. of Audit & Supervisory Board Members shall be determined by a resolution of a general shareholders meeting.</u></p>	<p><Delete></p>
<p><u>Exemption from Liabilities of Audit & Supervisory Board Members</u> <u>Article 41 (1) The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent of the amount obtained by deducting the minimum liability amount stipulated by laws and regulations from the amount of damages, if the requirements stipulated by laws and regulations are satisfied.</u> <u>(2) The Company may enter into an agreement with Audit & Supervisory Board Members to limit their liability for damages if the requirements stipulated in laws and regulations regarding liability for damages in Article 423, paragraph 1 of the Companies Act are satisfied; provided, however, that the limit of liability for damages under said agreement shall be the amount specified by laws and regulations.</u></p>	<p><Delete></p>

Current Articles of Incorporation	Proposed changes
<New>	<u>Chapter 5 Audit & Supervisory Committee</u>
<New>	<u>Establishment of Audit & Supervisory Committee)</u> <u>Article 31</u> <u>The Company shall have Audit & Supervisory Committee.</u>
<New>	<u>Full-time Audit & Supervisory Committee Members</u> <u>Article 32</u> <u>The Audit & Supervisory Committee may appoint full-time Audit & Supervisory Committee Members from among the Audit & Supervisory Committee Members by its resolution.</u>
<New>	<u>Convocation of Audit & Supervisory Committee Meetings</u> <u>Article 33</u> <u>A notice of convocation of a meeting of the Audit & Supervisory Committee shall be issued to each Audit & Supervisory Committee Member no later than three days prior to the meeting date. provided, however, that this period may be shortened if there is an urgent need.</u>
<New>	<u>Resolutions of Audit & Supervisory Committee Meetings</u> <u>Article 34</u> <u>Unless otherwise provided for in laws and regulations, a resolution of Audit & Supervisory Committee meeting is made by a majority of the Audit & Supervisory Committee Members present at the meeting where the Audit & Supervisory Committee Members are entitled to participate in voting.</u>
<New>	<u>Minutes of Audit & Supervisory Committee Meetings</u> <u>Article 35 (1) The summary of meeting proceedings of the Audit & Supervisory Committee and the results thereof, as well as other matters stipulated by laws and regulations, shall be recorded in the minutes, and the Audit & Supervisory Committee Members present at the meeting shall affix their names, seals, or electronic signatures thereto.</u>
<New>	<u>(2) The minutes of Audit & Supervisory Committee meetings shall be kept at the head office for 10 years.</u>

Current Articles of Incorporation	Proposed changes
<p data-bbox="480 333 544 356" style="text-align: center;"><New></p> <p data-bbox="400 517 624 539" style="text-align: center;">Chapter 6 Financial Auditor</p> <p data-bbox="240 566 448 589">Article 42 – 44 (Omitted)</p> <p data-bbox="240 611 544 633">Compensation for Financial Auditors</p> <p data-bbox="240 633 328 656"><u>Article 45</u></p> <p data-bbox="240 656 767 723">The compensation, etc. for financial auditors shall be determined by the Representative Director with the consent of the <u>Audit & Supervisory Board</u>.</p>	<p data-bbox="810 333 1126 356"><u>Audit & Supervisory Committee Rules</u></p> <p data-bbox="810 356 895 378"><u>Article 36</u></p> <p data-bbox="810 378 1342 499"><u>Matters concerning Audit & Supervisory Committee shall be governed by the Audit & Supervisory Committee Rules established by the Audit & Supervisory Committee, in addition to those stipulated in laws and regulations or the Articles of Incorporation.</u></p> <p data-bbox="967 517 1190 539" style="text-align: center;">Chapter 6 Financial Auditor</p> <p data-bbox="810 566 1046 589"><u>Articles 37 – 39 (Unchanged)</u></p> <p data-bbox="810 611 1110 633">Compensation for Financial Auditors</p> <p data-bbox="810 633 895 656"><u>Article 40</u></p> <p data-bbox="810 656 1337 723">The compensation, etc. for financial auditors shall be determined by the Representative Director with the consent of the <u>Audit & Supervisory Committee</u>.</p>

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 7 Calculation</p> <p><u>Article 46</u> (Omitted)</p> <p style="text-align: center;"><New></p> <p style="text-align: center;"><New></p> <p><u>Year-End Dividend</u> <u>Article 47</u> <u>The Company shall, by a resolution of the annual shareholders meeting, pay cash dividends of surplus (hereinafter referred to as the “Year-end Dividend”) to shareholders or registered pledgees of shares entered or recorded in the final register of shareholders as of December 31 of each year.</u></p>	<p style="text-align: center;">Chapter 7 Calculation</p> <p>Article 41 (Unchanged)</p> <p><u>Deciding Body for Dividends of Surplus</u> <u>Article 42</u> <u>Unless otherwise provided for in laws and regulations, the Company may determine matters set forth in each item of Article 459, paragraph 1 of the Companies Act, such as dividends of surplus, by a resolution of the Board of Directors.</u></p> <p><u>Record Date for Dividend of Surplus</u> <u>Article 43 (1) The record date for the year-end dividend of the Company shall be December 31 of each year.</u> <u>(2) The record date for the interim dividend of the Company shall be June 30 of each year.</u> <u>(3) In addition to the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.</u></p> <p style="text-align: center;"><Delete></p>

Current Articles of Incorporation	Proposed changes
<p><u>Interim Dividend</u> <u>Article 48</u> The Company may, by a resolution of the Board of Directors, pay dividends of surplus as stipulated in Article 454, paragraph 5 of the Companies Act (hereinafter referred to as "Interim Dividend") to shareholders or registered pledgees of shares entered or recorded in the final register of shareholders as of June 30 of each year.</p> <p>Period for Exclusion of <u>Year-end Dividends</u> <u>Article 49</u> (1) The Company shall be released from the obligation to pay <u>Year-end and Interim</u> Dividends if they are not received after the expiration of a full three (3) years from the date on which the Company commenced payment thereof. (2) Unpaid <u>Year-end and Interim</u> Dividends shall bear no interest.</p>	<p style="text-align: center;"><Delete></p> <p>Period for Exclusion of <u>Dividends</u> <u>Article 44</u> (1) The Company shall be released from the obligation to pay dividends if they are not received after the expiration of a full three years from the date on which the Company commenced payment thereof. (2) Unpaid dividends shall bear no interest.</p>
<p style="text-align: center;"><New></p> <p style="text-align: center;"><New></p>	<p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Transitional Measures Concerning Exemption from Liability of Audit & Supervisory Board Members</u> <u>Article 1</u> (1) The Company may, by a resolution of the Board of Directors, exempt <u>Audit & Supervisory Board Members (including former Audit & Supervisory Board Members)</u> from compensation for damage under Article 423, paragraph 1 of the Companies Act in relation to acts prior to the conclusion of the <u>49th Ordinary General Meeting of Shareholders</u>, to the extent of the amount obtained by deducting the <u>minimum liability amount stipulated by laws and regulations</u> from the amount of damages, if the <u>requirements stipulated by laws and regulations</u> are satisfied.</p>

Third Proposal: Appointment of Eight (8) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

If the second proposal “Partial Amendment to the Articles of Incorporation” is approved as proposed, the Company will become a company with Audit & Supervisory Committee, and all nine (9) Directors will retire upon the effective date of the amendment to the Articles of Incorporation due to the expiration of their terms of office. Therefore, we would like you to appoint eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter the same in this proposal) after the transition to a company with Audit & Supervisory Committee.

This proposal will come into effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation” comes into effect.

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current Post	Attribution
1	Kenichi Furukawa	Male	CEO President and Representative Director	Reappointment
2	Yuji Akutsu	Male	COO Executive Vice President and Director	Reappointment
3	Hideki Tsukamoto	Male	CTO/CPMO and Director Senior Corporate Executive Officer	Reappointment
4	Masato Takagi	Male	Executive Officer (Corporate Division Vice Manager)	New Appointment
5	Kazunao Kudo	Male	External Director	Reappointment External
6	Kenzo Nonami	Male	External Director	Reappointment External
7	Yoshikazu Goto	Male	External Director	Reappointment External
8	Ayako Sano	Female	External Director	Reappointment External

Reappointment	A candidate for reappointed Director
New Appointment	A candidate for newly appointed Director
External	A candidate for External Director

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
1	<p>Reappointment</p> <p>Kenichi Furukawa (August 5, 1972)</p>	<p>Aug. 1999 Joined Sodick Co., Ltd.</p> <p>Apr. 2007 President and Director of Tom Sodick Corporation</p> <p>Dec. 2007 Finance Division Manager of Sodick Co., Ltd.</p> <p>Apr. 2008 Corporate Planning Division Manager of Sodick Co., Ltd.</p> <p>Jun. 2008 Director of Sodick Co., Ltd.</p> <p>Jun. 2010 Executive Managing Director of Sodick Co., Ltd.</p> <p>Jun. 2012 Senior Executive Managing Director (Management and Corporate Planning Division) of Sodick Co., Ltd.</p> <p>Jul. 2012 Chairman of the Board of Sodick (Thailand) Co., Ltd. (current post)</p> <p>Jun. 2014 Vice President and Representative Director of Sodick Co., Ltd.</p> <p>Mar. 2018 President and Representative Director of Sodick Co., Ltd.</p> <p>Aug. 2018 Chairman and the Board of Sodick F.T Co., Ltd. (current post)</p> <p>Mar. 2024 CEO President and Representative Director (current post)</p>	854,557 shares
<p>Reasons for Nomination as a Director:</p> <p>Mr. Kenichi Furukawa gained a good track record in management by assuming the office of President and Director of a subsidiary (currently Food Machinery Division) and served as Finance Division Manager and Corporate Planning Division Manager of the Company. After assuming the office of Director of the Company, Mr. Furukawa has been responsible for overall management-related operations such as business administration, accounting, finance, IT, human resources, and general affairs and has been in charge of steering the Company, including our group companies, by assuming the office of Chairman the Board of the Company's overseas plants. Since assuming the office as President and Representative Director of the Company, he has embarked on corporate and structural reforms, and has demonstrated a high level of leadership toward realizing sustainable growth of the Company and maximizing corporate and shareholder value over the medium to long term.</p> <p>Given his track record and strong change-oriented leadership, the Board of Directors appointed him again as a candidate for Director.</p>			

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Finance and accounting; Legal affairs and risk management; Global; and Marketing

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
2	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Yuji Akutsu (March 19, 1964)</p>	<p>Apr. 1987 Joined Sodick Co., Ltd. Jan. 1991 Seconded to Sodick, Inc. Nov. 2005 Vice President and Director of Sodick Inc. Jul. 2013 Executive Officer (Sales Management Division Vice Manager in charge of the Unites States, Europe) of Sodick Co., Ltd. Apr. 2016 President and Director of Sodick, Inc. (current post) Jan. 2022 Machine Tools Division Vice Manager Mar. 2022 Senior Executive Officer of Sodick Co., Ltd. Nov. 2022 COO (Chief Operating Officer) of Sodick Co., Ltd. Mar. 2024 COO Executive Vice President and Director of Sodick Co., Ltd. (current post)</p>	51,300 shares
	<p>Reasons for Nomination as a Director: Since joining the Company, Mr. Yuji Akutsu has gained experience in manufacturing and after-sales service. When he was seconded to a U.S. sales company, he built a system that ensures stable profits, such as introducing a new business platform in the after-sales field. He has led the transformation since 2022 as COO, and since 2024 as COO Executive Vice President and Director. Given his extensive experience and knowledge of the Company's business and his track record and strong change-oriented leadership, the Board of Directors appointed him as a candidate for Director.</p>		

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Finance and accounting; Global; and Marketing

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
3	<p style="text-align: center;">Reappointment</p> <p>Hideki Tsukamoto (November 29, 1962)</p>	<p>Apr. 1985 Joined Sodick Co., Ltd. Jul. 1988 Seconded to Sodick (Thailand) Co., Ltd. Mar. 1998 Director of Sodick (Thailand) Co., Ltd. (current post) Apr. 2008 President and Director of Sodick (Thailand) Co., Ltd. Apr. 2012 Vice President and Director of Sodick Amoy Co., Ltd. Jul. 2012 Executive Officer (Production Management Division Vice Manager) of Sodick Co., Ltd. Jul. 2012 Director of Suzhou Sodick Special Equipment Co., Ltd. Jun. 2014 Director (Production Management Division) of Sodick Co., Ltd. Jul. 2014 Senior Executive Officer of Sodick Co., Ltd. Jun. 2015 Chairman of Suzhou Sodick Special Equipment Co., Ltd. (current post) Jun. 2015 Chairman of Sodick Amoy Co., Ltd. (current post) Jun. 2015 Executive Managing Director (Production Management Division) of Sodick Co., Ltd. Mar. 2020 Senior Executive Managing Director (Machine Tools and Production Management Divisions) of Sodick Co., Ltd. Mar. 2024 CTO/CPMO and Director Senior Corporate Executive Officer (current post)</p>	68,816 shares
<p>Reasons for Nomination as a Director: Since joining Sodick Co., Ltd., Mr. Hideki Tsukamoto has gained a wealth of knowledge and experience regarding the Company's business, including product design, development, manufacturing, and production management. Since the establishment of the Thai factory, he served as President and Director of the factory, and concurrently served as Chairman of Suzhou Factory and Amoy Factory. Since June 2014, he has been responsible for production management. Under the slogan of "equally high-quality products worldwide," he has led the innovation as Head of Production while optimizing the production system. As a director of the Company, he has played an appropriate role in making decisions on important management matters and supervising business execution, including strengthening the development of laser processing machines that are expected to grow as part of structural reforms in the machine tool segment. For this reason, the Board of Directors appointed him again as a candidate for Director.</p>			

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Manufacturing, technology, and R&D; and Global

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
4	<p>New Appointment</p> <p>Masato Takagi (June 18, 1963)</p>	<p>Apr. 1987 Joined Sodick Co., Ltd.</p> <p>Apr. 1994 Senior Staff of Engineering Section, Engineering Department 1, Production Division</p> <p>Jul. 1998 Manager of Technical Support Section, Quality Assurance Office</p> <p>Oct. 2006 Manager of Corporate Planning Office</p> <p>Feb. 2008 Manager of Corporate Planning Department</p> <p>Jul. 2012 Executive Officer (Corporate Planning Division Vice Manager)</p> <p>Apr. 2018 Executive Officer (Corporate Division Vice Manager) (current post)</p>	20,255 shares
	<p>Reasons for Nomination as a Director:</p> <p>Since joining the Company, Mr. Masato Takagi has extensive experience and knowledge regarding the Company's business, including manufacturing, after-sales service, quality assurance, processing technology, internal auditing, and corporate planning. He has also served as the person in charge of the project to transfer the Company's stock listing to the First Section of the Tokyo Stock Exchange (at the time) and as Corporate Division Vice Manager, leading the strengthening of the Company's corporate structure, business management, and IR operations. He plays an appropriate role in determining important management matters and supervising business execution. Therefore, the Board of Directors nominated him as a candidate for Director.</p>		

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate Management, Finance and Accounting, Legal and Risk Management, Marketing

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
5	<div style="border: 1px solid black; padding: 2px; text-align: center;"> Reappointment External </div> Kazunao Kudo (March 8, 1953)	Apr. 1977 Joined Sumitomo Electric Industries, Ltd. Jan. 2000 Wire Products Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd. Jan. 2001 Production Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd. Jan. 2004 Vice President and Director of Suzhou Sumiden Automotive Wire Co., Ltd. Jun. 2007 President and Director of Suzhou Sumiden Automotive Wire Co., Ltd. Jun. 2008 Executive Officer of Sumitomo Wiring Systems, Ltd. Jun. 2015 China Supreme Adviser of Suzhou Sumiden Automotive Wire Co., Ltd. Jul. 2016 Senior Advisor of Qingdao Kyungshin Electronic Co., Ltd. Mar. 2018 External Director of Sodick Co., Ltd. (current post) Jun. 2018 External Director of Shibaura Electronics Co., Ltd. (current post)	- shares
<p>Reasons for Nomination as an External Director and Expected Duties: Mr. Kazunao Kudo is a candidate for External Director as provided for in Article 2, paragraph 3, item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Kudo has a wealth of experience and achievements as a global leader at Sumitomo Electric Industries, Ltd., including the establishment of business in China, utilizing the company's technology and production know-how. He has practical knowledge of overall manufacturing, including that overseas, and has played an appropriate role as External Director of the Company by supervising the execution of business and actively expressing his opinions on the medium- to long-term plan at the Board of Directors meetings. Furthermore, as a chairperson of the Personnel Advisory Committee and the compensation Advisory Committee, he has contributed to the improvement of their effectiveness. For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as External Director and nominated him again as a candidate for External Director. We expect that he will continue to fulfill the above duties after his appointment. Although he worked at Sumitomo Wiring Systems, Ltd., a business partner of our group, the annual transaction amount with us for the fiscal year under review was only 1% or less, and a considerable period of time has passed since his retirement from the company, and there is no influence from the company on our group's decision-making. In addition, although he is serving concurrently as External Director of Shibaura Electronics Co., Ltd., the annual transaction amount with us for the fiscal year under review was only 1% or less, and there is no influence from the company on our group's decision-making.</p>			

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Manufacturing, technology, and R&D; and Global

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
6	<div style="border: 1px solid black; padding: 2px; text-align: center;"> Reappointment External </div> Kenzo Nonami (February 21, 1949)	Feb. 1985 Researcher Engineer, National Aeronautics and Space Administration (NASA) Apr. 1988 Senior Research Engineer, National Aeronautics and Space Administration (NASA) Dec. 1988 Assistant Professor of Chiba University Apr. 1994 Professor of Chiba University Apr. 2008 Director and Vice President of Chiba University (Research) Oct. 2012 Chairman of Mini Surveyor Consortium (currently Japan Drone Consortium) (current post) Nov. 2013 Representative Director and CEO of Autonomous Control Systems Laboratory Ltd. Apr. 2017 Professor Emeritus of Chiba University (current post) Sep. 2018 Chairman of the Board of Autonomous Control Systems Laboratory Ltd. Jun. 2019 Chairman of the Board of Advanced Robotics Foundation (current post) Mar. 2020 External Director of Sodick Co., Ltd. (current post) Jan. 2022 Representative Director and CEO, Autonomy Holdings, Inc. (current post) Jul. 2023 Head of Robotics of Fukushima Institute for Research, Education and Innovation (current post)	- shares
		<p>Reasons for Nomination as an for External Director and Expected Duties: Mr. Kenzo Nonami is a candidate for External Director as provided for in Article 2, paragraph 3, item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Nonami served as a Senior Researcher at the National Aeronautics and Space Administration (NASA). He has abundant management experience, including the establishment of university ventures, making use of his extensive knowledge of mechanical engineering (control engineering) cultivated through his many years of research at universities. Based on his perspective, he has actively made constructive statements at the Board of Directors meetings and has played an appropriate role as External Director of the Company, including supervising business execution. Furthermore, as a member of the Personnel Advisory Committee and the compensation Advisory Committee, he has actively expressed his effective opinions at meetings of these Committees. For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as External Director and nominated him again as a candidate for External Director. We expect that he will continue to fulfill the above duties after his appointment.</p>	

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Manufacturing, technology, and R&D; and Global

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
7	<div style="border: 1px solid black; padding: 2px; text-align: center;"> Reappointment External </div> <p>Yoshikazu Goto (October 30, 1955)</p>	<p>Apr. 1980 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>Aug. 2003 Director of Standardization Division, Industrial Science and Technology Policy and Environment Bureau, the Ministry of Economy, Trade and Industry</p> <p>Jun. 2004 Director of Technology Affairs Division, Small and Medium Enterprise Agency, the Ministry of Economy, Trade and Industry</p> <p>Jul. 2008 Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Apr. 2010 Senior Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Oct. 2012 Specially appointed Professor, Department of Materials Engineering, Graduate School of Engineering, University of Tokyo</p> <p>Jun. 2015 External Director of Paramount Bed Holdings Co., Ltd.</p> <p>Oct. 2017 Vice Chairman of Japan Society for the Promotion of Machine Industry</p> <p>Jun. 2018 External Director (Audit & Supervisory Committee Member) of Paramount Bed Holdings, Co., Ltd. (current post)</p> <p>Mar. 2022 External Director of Sodick Co., Ltd. (current post)</p>	5,660 shares
<p>Reasons for nomination as an External Director and Expected Duties: Mr. Yoshikazu Goto is a candidate for External Director as stipulated in Article 2, paragraph 3, item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Goto has been involved in the field of economic administration related to industrial promotion, with a focus on manufacturing, for many years, including as Deputy Director-General of Manufacturing Industries Bureau, the Ministry of Economy, Trade and Industry and as Senior Deputy Director-General of Manufacturing Industry Bureau at the same ministry. He has extensive of experience and knowledge, particularly in the industrial field, and from this perspective he has fulfilled appropriate duties such as supervising the execution of business as External Director of the Company, including actively speaking at the Board of Directors meetings. Furthermore, as a member of the Personnel Advisory Committee and the compensation Advisory Committee, he has actively expressed his effective opinions at meetings of these Committees. Although he has not participated directly in company management other than as an external officer, the Board of Directors has determined that he is capable of performing his duties appropriately as External Director for the above reasons and appointed him as a candidate for External Director. We expect that he will continue to fulfill the above duties after his appointment.</p>			

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate management; Manufacturing, technology, and R&D

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
8	<p style="text-align: center;">Reappointment External</p> <p style="text-align: center;">Ayako Sano (December 9, 1977)</p>	<p>Apr. 2001 Economic Research Department, Goldman Sachs (Japan) Ltd. (currently Goldman Sachs Japan Co., Ltd.)</p> <p>Jan. 2009 Joined Tokyo Nishi Law Office (currently TNLAW Legal Professional Corporation)</p> <p>Oct. 2018 Civil Conciliator at Tokyo District Court</p> <p>Dec. 2018 Head of Aya Law Office (current post)</p> <p>Mar. 2019 External Director of Skylark Holdings Co., Ltd. (current post)</p> <p>Mar. 2021 External Director (Audit & Supervisory Committee Member), Metaps Co., Ltd. (currently Metaps Holdings, Inc.)</p> <p>Mar. 2024 External Director of Sodick Co., Ltd. (current post)</p> <p>May 2024 External Audit & Supervisory Board Member of Clas Co., Ltd. (current post)</p> <p>Jun. 2024 Auditor, Research Institute of Economy, Trade and Industry (current post)</p> <p>Jul. 2024 External Audit & Supervisory Board Member of AIN Holdings Inc. (current post)</p>	- shares
<p>Reasons for Nomination as an External Director and Expected Duties: Ms. Ayako Sano is a candidate for External Director as stipulated in Article 2, paragraph 3, item 7 of the Ordinance for Enforcement of the Companies Act. Ms. Sano has advanced expertise and extensive knowledge as a lawyer, and has experience as an external director, audit & supervisory committee member, and chairperson of the special committee for evaluating proposals for an MBO and privatization, etc., at companies other than the Company. Although she has not participated directly in company management other than as an external officer, the Board of Directors has appointed her as a candidate for External Director in order to utilize her expertise in compliance and risk management in the management of the Company and to further strengthen the Company's corporate governance structure. We expect that she will continue to fulfill the above duties after her appointment.</p>			

Her career summary and work experience described in her Brief Personal History indicate that she has the following experience, knowledge, and expertise:

- Corporate management; Finance and accounting; Legal affairs and risk management

- Notes:
1. None of the candidates for Director has any special interest in the Company.
 2. Mr. Kazunao Kudo, Mr. Kenzo Nonami, Mr. Yoshikazu Goto, and Ms. Ayako Sano are candidates for External Director. Each of them satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we registered them as independent officers with the TSE.
 3. The candidates for External Director are currently External Directors of the Company, and their terms of office at the conclusion of this General Meeting of Shareholders will be seven years for Mr. Kazunao Kudo, five years for Mr. Kenzo Nonami, three years for Mr. Yoshikazu Goto, and one year for Ms. Ayako Sano.
 4. The Company has entered into agreements with Mr. Kazunao Kudo, Mr. Kenzo Nonami, Mr. Yoshikazu Goto, and Ms. Ayako Sano to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the same Act. The limit of liability for damages under the agreement shall be the minimum limit of liability as set forth in Article 425, paragraph 1 of the Companies Act. When they are reappointed, the Company is to continue the agreements.
 5. The Company has concluded an officers' liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured, including Directors of the Company, against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If each candidate is elected as Director and assumes office, he/she becomes an insured person under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Fourth Proposal: Appointment of Four (4) Directors who are Audit & Supervisory Committee Members

If the second proposal “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will become a company with Audit & Supervisory Committee. Therefore, we would like you to appoint four (4) Directors who are Audit & Supervisory Committee Members.

The Audit & Supervisory Board has given its consent to this proposal.

This proposal will come into effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation” comes into effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Gender	Current Post	Attribution
1	Tetsuro Kawahara	Male	Full-time Audit & Supervisory Board Member	New Appointment
2	Mari Otaki	Female	External Audit & Supervisory Board Member	New Appointment External
3	Haruchika Gohara	Male	External Director	New Appointment External
4	Yukiko Omura	Female	External Audit & Supervisory Board Member	New Appointment External

New Appointment

A candidate for Director who is newly appointed Audit & Supervisory Committee Member

External

A candidate for External Director who is Audit & Supervisory Committee Member

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
1	<p style="text-align: center;">New Appointment</p> <p style="text-align: center;">Tetsuro Kawahara (November 28, 1956)</p>	<p>Apr. 1981 Joined Sodick Co., Ltd. Dec. 2000 Transferred to Sodick Plastic Co., Ltd. Oct. 2001 Transferred to the Company May 2003 General Manager, Director of Sodick High Tech Co., Ltd. Apr. 2006 Executive Managing Director of the Company Sep. 2009 Executive Managing Director of Sodick Shinyoko Co., Ltd. (currently Sodic FT Co., Ltd.) Dec. 2009 General Manager, Molding Machinery Division of the Company Dec. 2013 General Manager of EWS Division, Senior Executive Managing Director of the Company Jul. 2022 Transferred to Sodick Co. Ltd., Machine Tools CS Division Advisor Mar. 2024 Full-time Audit & Supervisory Board Member of Sodick Co., Ltd. (current post)</p>	104,900 shares
<p>Reasons for Nomination as a Director who is Audit & Supervisory Committee Member Mr. Tetsuro Kawahara has experience in all aspects of management, including handling of listing examinations and post-listing audits of subsidiaries, and has advanced knowledge of governance, including serving as a management officer of subsidiaries for many years. For the above reasons, the Board of Directors has determined that he is capable of performing his duties appropriately as Audit & Supervisory Committee Member and has appointed him as a candidate for Audit & Supervisory Committee Member.</p>			

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Corporate Management, Finance and Accounting

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
2	<div style="border: 1px solid black; padding: 2px; text-align: center;"> New Appointment External </div> <p style="text-align: center;">Mari Ohtaki (August 2, 1958)</p>	<p>Sep. 1993 Joined OKABE Co., Ltd. Feb. 2007 Joined Wilson Learning Worldwide Inc. Aug. 2010 Director, Internal Audit Division of the Company Jun. 2012 Audit & Supervisory Board Member of the Company Mar. 2021 External Audit & Supervisory Board Member of Sodick Co., Ltd. (current post)</p>	- shares
	<p>Reasons for Nomination as an External Director who is Audit & Supervisory Committee Member and Expected Duties</p> <p>Ms. Mari Otaki has abundant experience and extensive knowledge gained through serving in internal audit functions and as Audit & Supervisory Board Member at other companies. The Company nominated her as a candidate for External Director who is Audit & Supervisory Board Member since she is expected to provide opinions and proposals from objective perspectives on both management and auditing, and utilize them in strengthening the Company's auditing system. We expect that she will continue to fulfill the above duties after her appointment.</p>		

Her career summary and work experience described in her Brief Personal History indicate that she has the following experience, knowledge, and expertise:

- Finance and accounting; Legal affairs and risk management

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
3	<div style="border: 1px solid black; padding: 2px; text-align: center;"> New Appointment External </div> <p>Haruchika Gohara (July 20, 1973)</p>	<p>Oct. 2002 Joined Chuo Aoyama Audit Corporation. Sep. 2004 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Aug. 2008 Established Gohara Accounting Firm, and became President of the Firm (current post) Nov. 2012 External Audit & Supervisory Board Member of Daiyoshi Trust Co., Ltd. (currently Daiwa House Parking Co., Ltd.) Mar. 2023 External Audit & Supervisory Board Member of the Company Mar. 2024 External Director of Sodick Co., Ltd. (current post)</p>	- shares
	<p>Reasons for Nomination as an External Director who is Audit & Supervisory Committee Member and Expected Duties</p> <p>Mr. Haruchika Gohara has many years of experience as a certified public accountant with auditing firms and has extensive experience as a financial accounting specialist. He has provided appropriate advice, etc. as External Audit & Supervisory Board Member of the Company since 2023 and as External Director since 2024. Mr. Gohara has also served as External Audit & Supervisory Board Member at companies other than the Company and has extensive knowledge and experience. Although he has not been directly involved in corporate management other than as an external officer in the past, the Board of Directors has determined that he is capable of appropriately performing the duties of External Director who is Audit & Supervisory Committee Member, and has appointed him as a candidate for External Director who is Audit & Supervisory Committee Member in order for him to utilize his knowledge in the management of the Company and further strengthen the Company's corporate governance system. We expect that he will continue to fulfill the above duties after his appointment.</p>		

His career summary and work experience described in his Brief Personal History indicate that he has the following experience, knowledge, and expertise:

- Finance and accounting; Legal affairs and risk management

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
4	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">External</div> <p>Yukiko Omura (January 15, 1979)</p>	<p>Apr. 2003 Joined Toyota Motor Corporation Sep. 2007 Joined Nagashima Ohno Tsunematsu Law Office Aug. 2014 Seconded to the Financial Services Agency Apr. 2019 Joined Miura & Partners (current post) Jan. 2020 External Director of ASIRO Inc. May 2020 External Audit & Supervisory Board Member of kokopelli Co., Ltd. Oct. 2022 External Director (Audit & Supervisory Committee Member) of halmek holdings Co., Ltd. (current post) Mar. 2024 External Audit & Supervisory Board Member of Sodick Co., Ltd. (current post)</p>	- shares
<p>Reasons for Nomination as an External Director who is Audit & Supervisory Committee Member and Expected Duties</p> <p>Ms. Yukiko Omura has advanced expertise and extensive knowledge as a lawyer. She also serves as Director, Audit & Supervisory Board Member, and Audit & Supervisory Committee Member of other companies. She contributes to strengthening the Company's governance by making use of her wide-ranging experience in areas such as M&A and corporate restructuring for domestic and overseas companies, as well as financial supervision. Although she has not participated directly in company management other than as an external officer, the Board of Directors has appointed her as a candidate for External Director who is Audit & Supervisory Committee Member. We expect that she will continue to fulfill the above duties after her appointment.</p>			

Her career summary and work experience described in her Brief Personal History indicate that she has the following experience, knowledge, and expertise:

•Corporate Management, Legal and Risk Management, and Global

- Notes:
1. None of the candidates for Director has any special interest in the Company.
 2. Ms. Mari Otaki, Mr. Haruchika Gohara, and Ms. Yukiko Omura are candidates for External Directors who are Audit & Supervisory Committee Members. Each of them satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we registered them as independent officers with the TSE.
 3. Ms. Mari Otaki and Ms. Yukiko Omura are currently External Audit & Supervisory Board Members of the Company, and their terms of office at the conclusion of this General Meeting of Shareholders will be four years for Ms. Mari Otaki and one year for Ms. Yukiko Omura.
 4. Mr. Haruchika Gohara is currently External Director of the Company, and his term of office will be one year at the conclusion of this General Meeting of Shareholders.
 5. The Company has entered into agreements with Ms. Mari Otaki and Ms. Yukiko Omura as Audit & Supervisory Board Members to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the same Act. The limit of liability for damages under the agreement shall be the minimum limit of liability as set forth in Article 425, paragraph 1 of the Companies Act. When they are appointed, the Company plans to enter into an agreement with each of them as External Director with the same content as aforementioned agreement. In addition, the Company has entered into agreements with Mr. Haruchika Gohara to limit his liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the same Act. The limit of liability for damages under the agreement shall be the minimum limit of liability as set forth in Article 425, paragraph 1 of the Companies Act. When they are reappointed, the Company is to continue the agreements.
 6. The Company has concluded an officers' liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured, including Directors and Audit & Supervisory Board Members of the Company, against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If each candidate is elected as Director and assumes office, he/she becomes an insured person under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Reference: Skill matrix for Directors after the third and fourth proposals are approved

The Company strives to increase corporate value over the medium to long term in order to provide the highest value to customers based on its basic philosophy of “Creation (So), Create (So),” “Implement (di),” and “Overcome difficulties (ck)” and to contribute to the sustainable development of society as a company that “creates the future.” In this regard, the Company strikes a balance of knowledge, experience, and abilities of candidates and selects candidates for Directors who have such a diverse background.

Name	Position	Gender	Independence	Knowledge and experience that the Company expects from its Directors						Advisory Committee on Personnel	Advisory Committee on Compensation
				Corporate management	Finance and accounting	Legal affairs and risk management	Manufacturing, technology, and R&D	Global	Marketing		
Kenichi Furukawa	President and Representative Director	Male		●	●	●		●	●	●	●
Yuji Akutsu	President and Representative Director	Male		●	●			●	●	●	●
Hideki Tsukamoto	Director	Male		●			●	●			
Masato Takagi	Director	Male		●	●	●			●		
Kazunao Kudo	External Director	Male	●	●			●	●		●	●
Kenzo Nonami	External Director	Male	●	●			●	●		●	●
Yoshikazu Goto	External Director	Male	●	●			●			●	●
Ayako Sano	External Director	Female	●	●	●	●					
Tetsuro Kawahara	Director who is Full-time Audit & Supervisory Committee Member	Male		●	●						
Mari Ohtaki	External Director who is Audit & Supervisory Committee Member	Female	●		●	●					
Haruchika Gohara	External Director who is Audit & Supervisory Committee Member	Male	●		●	●					
Yukiko Omura	External Director who is Audit & Supervisory Committee Member	Female	●	●		●		●			

1. Representative Directors shall be appointed by the Board of Directors after this general meeting, and Directors who are Full-time Audit & Supervisory Committee Members shall be appointed by the Audit & Supervisory Committee after this general meeting.
2. The above table does not represent all knowledge that Directors have.

< Reasons for selection of each skill and details >

Skill Category	Reasons for selection
Corporate management	In order to respond immediately to changes in the business environment, achieve sustainable growth, and increase corporate value, it is necessary to make swift management decisions.
Finance and accounting	In order to ensure accurate financial reporting, build a resilient corporate body, and realize growth investments that contribute to sustainable development and the enhancement of corporate value, knowledge and experience in finance and accounting are required.
Legal affairs and risk management	Legal affairs and risk management are a fundamental part of appropriate legal compliance and corporate structure. Therefore, experience and knowledge in this category are necessary.
Manufacturing, technology, and R&D	Knowledge and experience in cutting-edge technologies (including DX) related to the Company's business are necessary to continue providing world-class products and services.
Global	For the Company, which aims to have the world's largest market share, it is important to formulate growth strategies and supervise management of global businesses. Therefore, knowledge and experience in overseas business management are required.
Marketing	It is necessary to formulate and implement realistic and specific business and marketing strategies in order to realize corporate strategies and achieve committed management plans, etc.

Fifth Proposal: Determination of Compensation for Directors (Excluding Directors who are Audit & Supervisory Committee Members)

At the 37th Ordinary General Meeting of Shareholders held on June 27, 2013, the Company received a resolution on the maximum amount of compensation for Directors to ¥400 million per year (excluding employee salaries of directors who also serve as employees) .However, if the second proposal “Partial Amendment to the Articles of Incorporation” is approved as proposed, the Company will transition to a company with Audit & Supervisory Committee. In light of recent economic conditions and other circumstances, the Company requests approval for: limiting the amount of compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter the same in this proposal) to ¥400 million per year (including ¥60 million or less for External Directors); and deciding on the timing of payments, etc., to be made by a resolution of the Board of Directors.

The outline of the Company’s policy regarding the determination of the content of compensation, etc. for each director is described on page 60 and 61 of the Business Report. However, at the Board of Directors meeting to be held after the conclusion of this General Meeting of Shareholders, the Company plans to change the part that states “Directors” as eligible persons to “Directors (excluding Directors who are Audit & Supervisory Committee Members),” with no substantial change. The Company has judged that the amount of compensation, etc. pertaining this proposal to be appropriate, as it is based on the policy after the relevant changes and provided for fixed compensation and performance-linked compensation. Note that this compensation, etc. shall not include employee salaries for directors who also serve as employees.

There are currently nine directors, but if the second proposal “Partial Amendment to the Articles of Incorporation” and the third proposal “Appointment of eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members)” are approved as proposed, the number of Directors will be eight (including four External Directors).

The content of this proposal will take effect on the condition that the amendment to the Articles of Incorporation in the second proposal “Partial Amendment to the Articles of Incorporation” takes effect.

Sixth Proposal: Determination of Compensation for Granting Restricted Stock to Directors (Excluding Directors and External Directors who are Audit & Supervisory Committee Members)

At the 43rd Ordinary General Meeting of Shareholders held on March 28, 2019, the Company received a resolution to pay monetary compensation claims as compensation for granting Restricted Stock to Directors (excluding Directors and External Directors who are Audit & Supervisory Committee Members), and to limit the total amount of monetary compensation claims to ¥100 million or less per year, with the aim of sharing the benefits and risks of stock price fluctuations with all shareholders and further motivating them to contribute to increasing the stock price and improving corporate value. If the second proposal “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will transition to a company with Audit & Supervisory Committee. Therefore, after the transition to a company with Audit & Supervisory Committee, the Company would like to allocate common stock of the Company (hereinafter referred to as “Restricted Stock”) to directors (excluding Directors and External Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Eligible Directors”), which is subject to certain transfer restriction periods and provisions regarding the acquisition of shares by the Company without contribution, as follows. This proposal is separate from the compensation limit for which approval is being sought in the fifth proposal “Determination of compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members)”

This proposal is to ask for approval again in line with the transition to a company with Audit & Supervisory Committee. The substantial content of this compensation plan is the same as the content approved at the 43rd Ordinary General Meeting of Shareholders held on March 28, 2019, and the fact that Eligible Directors should be more motivated to contribute to the increase of share prices and corporate value will not change after the transition to a company with Audit & Supervisory Committee. Therefore, the Company has judged that it is appropriate.

If the second proposal “Partial Amendments to the Articles of Incorporation ” and the third proposal “Appointment of eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members) are approved as proposed, the number of directors subject to this compensation plan will be four.

The content of this proposal will take effect on the condition that the amendment to the Articles of Incorporation in the second proposal “Partial Amendment to the Articles of Incorporation” takes effect.

Description

Specific details and maximum number of Restricted Stock for Eligible Directors

1. Allotment and payment of Restricted Stock

In accordance with the resolution of the Board of Directors of the Company, the Company shall pay to Eligible Directors monetary compensation claims in an amount of ¥100 million or less per year as compensation for Restricted Stock. Each director shall receive Restricted Stock by delivering all such monetary compensation claims in kind.

The amount to be paid in for Restricted Stock shall be determined by the Board of Directors of the Company, based on the closing price of the Company’s common stock on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution of the Board of Directors of the Company pertaining to the issuance or disposition of such Restricted Stock (If no transaction has been closed on the same day, the closing price of the most recent transaction day), within an amount not particularly favorable to directors who subscribe for such Restricted Stock.

In addition, such monetary compensation claims shall be provided on the condition that the directors of the Company have agreed to the contribution in kind mentioned above and have executed a Restricted Stock allocation agreement including the terms set forth in 3. below.

2. Total number of Restricted Stock

The total number of Restricted Stock to be allotted to Eligible Directors shall be 200,000 shares, which shall be the maximum number of Restricted Stock to be allotted in each business

year.

However, on and after the date of the resolution of this proposal, in cases where a stock split of the Company's common stock (including allotment of the Company's common stock without contribution) or a consolidation of shares has been carried out or in cases where it is necessary to adjust the total number of Restricted Stock to be allocated in accordance with such cases, the total number of such Restricted Stock may be reasonably adjusted.

3. Details of Restricted Stock allotment agreement

Upon the allotment of Restricted Stock, pursuant to the resolution of the Board of Directors of the Company, the Restricted Stock allotment agreement to be concluded between the Company and the Directors to whom Restricted Stock is allotted shall contain the following content:

(1) Details of transfer restrictions

Directors to whom Restricted Stock is allotted (hereinafter referred to as "Allotted Shares") may not transfer to a third party, create a pledge, create a transfer collateral right, make a gift during their lifetime, make a bequest, or otherwise dispose of the shares allocated to them (hereinafter referred to as "Transfer Restrictions") for a period of between 10 and 30 years (hereinafter referred to as "Transfer Restriction Period") as determined by the Board of Directors.

(2) Acquisition of Restricted Stock without contribution

If a director who has received Restricted Stock resigns or retires from any position as a director, executive officer, or employee of the Company or its subsidiaries on or after the start date of the Transfer Restriction Period and before the day before the date of the first ordinary general meeting of shareholders of the Company, the Company shall acquire the Allotted Shares without consideration as a matter of course unless there is any reason deemed appropriate by the Board of Directors of the Company.

In addition, among the Allotted Shares, if there are any shares for which the Transfer Restrictions have not been lifted at the time of the expiration of the Transfer Restriction Period in (1) above in accordance with the provision of reasons for lifting the Transfer Restrictions in (3) below, the Company shall acquire such shares without consideration as a matter of course.

(3) Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions of all Allotted Shares upon the expiration of the Transfer Restriction Period, provided that the Directors to whom the Restricted Stock have been allotted have held any position as a director, executive officer or employee of the Company or the Company Subsidiary continuously from the commencement date of the Transfer Restriction Period until the date of the first Ordinary General Meeting of Shareholders of the Company.

However, in the event that such director resigns or retires from any of the positions of director, executive officer, or employee of the Company or the Company Subsidiary prior to the expiration of the Transfer Restriction Period for reasons deemed appropriate by the Board of Directors of the Company, the number of Allotted Shares for which the Transfer Restrictions are to be lifted and the time when the Transfer Restrictions are to be lifted shall be reasonably adjusted as necessary.

(4) Treatment in organizational restructuring, etc.

During the Transfer Restriction Period, if a proposal related to organizational restructuring, etc., including a merger agreement under which the Company becomes a dissolved company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, or a share transfer plan, is approved at the General Meeting of Shareholders of the Company (provided that in cases where the organizational restructuring, etc. does not require an approval by a general meeting of shareholders of the Company, the Board of Directors of the Company), the Company shall, by a resolution of the Board of Directors of the Company, lift the Transfer Restrictions on the Allotted Shares

of the number reasonably determined based on the period from the commencement date of the Transfer Restriction Period to the date of approval of the organizational restructuring, etc., prior to the effective date of such organizational restructuring, etc.

In this case, the Company shall acquire the Allotted Shares without consideration as a matter of course for which the Transfer Restrictions have not yet been lifted at the time immediately after the lifting of the Transfer Restrictions in accordance with the above provisions.

Reference

After the conclusion of this General Meeting of Shareholders, the Company plans to allocate Restricted Stock similar to those described above to executive officers and employees of the Company.

Seventh Proposal: Determination of Compensation for Directors who are Audit & Supervisory Committee Members

If the second proposal “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will transition to a company with Audit & Supervisory Committee. In light of recent economic conditions and other circumstances, the Company requests approval for: limiting the amount of compensation, etc. for Directors who are Audit & Supervisory Committee Members to ¥60 million or less per year; and deciding on the timing of payments, etc., to be made by consultation of Directors who are Audit & Supervisory Committee Members. The Company has judged that the amount of compensation, etc. pertaining this proposal is appropriate in light of the responsibilities of Directors who are Audit & Supervisory Committee Members.

If the second proposal “Partial Amendments to the Articles of Incorporation” and the fourth proposal “Election of Four (4) Directors Who are Audit & Supervisory Committee Members” are approved as proposed, the number of Directors who are Audit & Supervisory Committee Members will be four (4).

The content of this proposal will take effect on the condition that the amendment to the Articles of Incorporation in the second proposal “Partial Amendment to the Articles of Incorporation” takes effect.