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Securities Code 5391
June 6, 2025

To Those Stockholders with Voting Rights

Tohru Makino
President and Representative Director
A&A Material Corporation
2-70 Konan 1-chome, Minato-ku,
Tokyo

NOTICE OF THE 25th ORDINARY GENERAL MEETING OF STOCKHOLDERS

You are hereby notified of the 25th Ordinary General Meeting of Stockholders of A&A Material Corporation (the “Company”). The meeting will be held as stated below.

In convening this General Meeting of Stockholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Stockholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the website to view the information.

The Company’s website
<https://www.aa-material.co.jp> (in Japanese)

In addition to the Company’s website mentioned above, the matters for which measures for providing information in electronic format are to be taken are also posted on the Tokyo Stock Exchange (TSE) website.

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

Please access the aforementioned TSE website and enter then search either “A&A Material” under [Issue name (company name)] or “5391” under [Code]. Select [Basic information], then [Documents for public inspection/PR information] and check [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] under [Filed information available for public inspection].

If you are unable to attend the Meeting, it is possible to exercise your voting rights by paper ballot (postal mail) or via the Internet. Please review the Reference Documents for the General Meeting of Stockholders and exercise your voting rights by no later than 5:50 p.m. on Thursday, June 26, 2025.

If you are exercising your voting rights by paper ballot (postal mail)

Please indicate your vote for or against the Proposals on the Voting Rights Exercise Form and send it back by the abovementioned deadline for exercising your voting rights.

[Exercise of voting rights via the Internet, etc.]

Please access the Voting Rights Exercise Site specified by the Company (<https://soukai.mizuho-tb.co.jp/>) to exercise voting rights and use either the voting code or password printed on the Voting Rights Exercise Form sent together with this notice and follow the instructions on the screen to indicate your vote for or against the Proposals.

If you are exercising your voting rights via the Internet, please refer to the following, “Exercise of Voting Rights via the Internet, etc.”

- 1. Date and Time:** Friday, June 27, 2025 at 10:00 a.m. (Reception begins at 9:00 a.m.)
- 2. Place:** Tokyo Conference Center Shinagawa 4F, NTT DATA Shinagawa Building (A,RE,A Shinagawa)
9-36 Konan 1-chome, Minato-ku, Tokyo
- 3. Agenda of the Meeting:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 25th Fiscal Term (from April 1, 2024 to March 31, 2025) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 25th Fiscal Term (from April 1, 2024 to March 31, 2025)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six Directors
- Proposal No. 3:** Election of Two Corporate Auditors
- Proposal No. 4:** Election of One Substitute Corporate Auditor
- 4. Matters to be decided at the time of convocation:**
- (1) If you exercise your voting rights by paper ballot (postal mail) and do not indicate your vote for or against the Proposals on the Voting Rights Exercise Form, a vote for the proposal shall prevail.
 - (2) If you vote via the Internet several times, the last vote shall prevail.
 - (3) If you vote both by paper ballot (postal mail) and via the Internet, the vote via the Internet shall prevail.

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- If you are attending the Meeting, please hand in the Voting Rights Exercise Form that will be sent with this Notice at the front desk when you arrive at the venue.
 - Of the matters for which measures for providing information in electronic format are to be taken, pursuant to the provisions of laws and regulations and Article 15, paragraph 2 of the Articles of Incorporation of the Company, the following are not contained in the documents delivered to stockholders who have requested the delivery of paper documents. The Corporate Auditors and the Accounting Auditor have audited the documents that are subject to audit, including the following.
 - (i) Notes to the Consolidated Financial Statements
 - (ii) Notes to the Non-consolidated Financial Statements
 - For matters for which measures for providing information in electronic format are to be taken, in the event of any revision up until the day before the General Meeting of Stockholders, a notice of such revisions and the matters before and after the revisions shall be posted on each of the websites listed on page 1.

Reference Documents for the General Meeting of Stockholders

Proposals and references

Proposal No. 1: Appropriation of Surplus

With respect to the appropriation of surplus, the Company would like to pay out as follows.

Matters regarding the year-end dividend

The Company implements continuous and stable dividend payouts according to our performance on the basis of the basic policy of aiming to secure and expand profits through sound corporate activities, and returning part of the stable revenues to its stockholders in the form of dividends.

Under this basic policy, the Company would like to pay out the year-end dividend for the term under review as follows, in consideration of our performance for the term under review and the future business development.

Type of dividend property

Cash

Matters concerning the distribution of dividends to stockholders and its total amount

30 yen per share of common stock of the Company, for a total amount of 232,745,670 yen.

Note: Since an interim dividend of 30 yen was paid, the annual dividend for the term under review amounts to 60 yen per share.

Effective date of dividends from surplus

Monday, June 30, 2025

Proposal No. 2: Election of Six Directors

The term of office of all six Directors will expire at the close of this General Meeting of Stockholders. In that regard, the Company proposes the election of six Directors.

The selection of candidates for the Board of Directors is made through deliberations by the Nomination and Remuneration Advisory Committee, which is composed of a majority of outside Directors and chaired by an outside Director, and reports to the Board of Directors.

The candidates for Director are as follows.

No.	Name	Current position and responsibilities	Attribute
1	Tohru Makino	President & Representative Director General Management Nomination and Remuneration Advisory Committee Member	Reappointment
2	Tetsuya Ohashi	Director and Vice President Executive Officer Assistant to the President Senior General Manager, Internal Control & Risk Management Headquarters	Reappointment
3	Takehito Oshima	Director and Senior Executive Officer Senior General Manager, Production & Logistics Headquarters	Reappointment
4	Kazuto Takahara	Director and Senior Executive Officer Senior General Manager, Administrative Headquarters	Reappointment
5	Shigemi Takura	Director Chairperson of the Nomination and Remuneration Advisory Committee Lawyer, Takura Law Office	Reappointment Outside Independent
6	Tomoko Sugaya	Director Nomination and Remuneration Advisory Committee Member Lawyer, Hijiribashi Architecture & Law Special Committee Member, Central Committee for Adjustment of Construction Work Disputes, Ministry of Land, Infrastructure, Transport and Tourism Committee Member, Central Examination Committee for Architects, Ministry of Land, Infrastructure, Transport and Tourism Commission Member, Consumer Safety Investigation Commission, Consumer Affairs Agency Provisional Committee Member, Construction Sub-Committee, Council for Social Infrastructure Development, Ministry of Land, Infrastructure, Transportation and Tourism Council Member, Adachi-ku Building Review Council Council Member, Shinagawa-ku Building Review Council	Reappointment Outside Independent

Attributes of candidates:

Reappointment: Director to be reappointed

Outside: Outside Director

Independent: Independent Director as stipulated by stock exchanges, etc.

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tohru Makino Reappointment (January 14, 1956) Attended 16 out of 16 meetings of the Board of Directors	April 1979 Joined Chichibu Cement Co., Ltd. October 1998 Affiliates Department of Taiheiyo Cement Corporation November 2001 General Manager, Corporate Planning Department of A&A Material Corporation April 2008 Executive Officer and General Manager, Sales Department, Cement Business Division of DC Co., Ltd. April 2011 General Manager, Affiliate Businesses Department of Taiheiyo Cement Corporation April 2012 Adviser of A&A Material Corporation June 2012 Director and Senior Executive Officer of A&A Material Corporation June 2015 President & Representative Director of A&A Material Corporation (to present) Reason for nominating Tohru Makino as Director Since assuming the position of Representative Director in 2015, Mr. Tohru Makino has demonstrated strong leadership as a manager, developing existing businesses and expanding businesses through M&A and other means to increase corporate value. He remains a candidate for Director because he is familiar with the Group's businesses, has abundant experience and knowledge in carrying out business management, and is judged to be capable of making appropriate decisions and supervising the management of the Group.	30,100

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Tetsuya Ohashi <u>Reappointment</u> (March 7, 1960) Attended 13 out of 13 meetings of the Board of Directors	April 1982 Joined Onoda Cement Co., Ltd. October 2010 President, TAIHEIYO CEMENT U.S.A., INC. April 2015 General Manager, Administration Department, International Business Division of Taiheiyo Cement Corporation April 2016 Executive Officer, General Manager, Administration Department, International Business Division of Taiheiyo Cement Corporation April 2019 Managing Executive Officer of Taiheiyo Cement Corporation June 2019 Director and Managing Executive Officer of Taiheiyo Cement Corporation June 2020 Managing Executive Officer of Taiheiyo Cement Corporation April 2021 Senior Executive Officer of Taiheiyo Cement Corporation June 2021 Director and Senior Executive Officer of Taiheiyo Cement Corporation April 2024 Adviser of A&A Material Corporation Director of Taiheiyo Cement Corporation June 2024 Director and Vice President Executive Officer, Senior General Manager, Internal Control & Risk Management Headquarters of A&A Material Corporation (to present) Reason for nominating Tetsuya Ohashi as Director Mr. Tetsuya Ohashi has made a significant contribution to the development of the Taiheiyo Cement Group based on his extensive business experience, as well as his knowledge and experience in management at Taiheiyo Cement Corporation over many years. Even within our Group, he appropriately performs the supervisory function as a Director with respect to the management's decision-making regarding important matters and its business execution. The Company has judged that he is a qualified human resource for the aim of achieving the Group's sustainable growth and increasing corporate value, and proposes he continue as a candidate for Director.	700

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Takehito Oshima <u>Reappointment</u> (March 22, 1963) Attended 16 out of 16 meetings of the Board of Directors	April 1987 Joined Asano Slate Co., Ltd. June 2016 President & Representative Director of Kanto Asano Pipe Co., Ltd. April 2017 President & Representative Director of A&A Osaka Corporation April 2019 Executive Officer of A&A Material Corporation President & Representative Director of A&A Ibaraki Corporation July 2021 Executive Officer, Senior General Manager, Internal Control & Risk Management Headquarters of A&A Material Corporation June 2023 Director and Managing Executive Officer, Senior General Manager, Building Materials Division of A&A Material Corporation April 2025 Director and Senior Executive Officer, Senior General Manager, Production and Logistics Division of A&A Material Corporation (to present) Reason for nominating Takehito Oshima as Director Mr. Takehito Oshima has been involved in overall production divisions for many years, serving as President & Representative Director of a production subsidiary and providing strong leadership. Moreover, he has a wealth of experience and knowledge, in such ways as overseeing internal control, risk management, and sales divisions. He remains a candidate for Director because he is deemed capable of making appropriate decisions and supervising the management of the Group.	5,800

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Kazuto Takahara <u>Reappointment</u> (March 12, 1965) Attended 16 out of 16 meetings of the Board of Directors	April 1988 Joined ASK Corp. April 2009 President & Representative Director of A&A Ibaraki Corporation April 2013 President & Representative Director of A&A Osaka Corporation October 2015 General Manager, Corporate Planning Department of A&A Material Corporation April 2018 General Manager, General Affairs Department, General Manager, IoT Promotion, Business Promotion Department of A&A Material Corporation April 2019 Executive Officer of A&A Material Corporation April 2021 Executive Officer, General Manager, General Affairs Department, General Manager, Legal Department of A&A Material Corporation July 2021 Executive Officer, General Manager, Hokkaido Branch of A&A Material Corporation June 2023 Director and Managing Executive Officer of A&A Material Corporation July 2023 Director and Managing Executive Officer, Senior General Manager, Administrative Headquarters of A&A Material Corporation April 2025 Director and Senior Managing Executive Officer, Senior General Manager, Administrative Headquarters of A&A Material Corporation (to present) Reason for nominating Kazuto Takahara as Director Mr. Kazuto Takahara has been involved in production management and quality improvement for many years, and has contributed to improving business performance in construction materials divisions. He has extensive business experience and a wide range of knowledge that enables him to properly execute the management and administration of our Group through his duties in corporate planning, general affairs, and legal affairs. The Company has judged that he is qualified for the aim of achieving the Group's sustainable growth and increasing corporate value, so proposes he continue as a candidate for Director.	7,400

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Shigemi Takura <u>Reappointment</u> <u>Outside</u> <u>Independent</u> (February 15, 1954) Attended 16 out of 16 meetings of the Board of Directors	April 1981 Registered as a lawyer April 1984 Established Takura Law Office (to present) June 1997 Outside Corporate Auditor of ASK Corp. April 2013 Specially Appointed Professor, Graduate School of Law of Aoyama Gakuin University June 2015 Outside Director of A&A Material Corporation (to present) Reason for nominating Shigemi Takura as Outside Director and outline of expected roles Mr. Shigemi Takura has not been directly involved in corporate management in the past except as an outside officer, but as an attorney at law, he has expertise in corporate legal affairs and professional knowledge, and through his comments at Board of Directors meetings, etc., and as the chairperson of the Nomination and Remuneration Advisory Committee, he has contributed to improving management transparency and the supervisory function of the Board of Directors through activities that draw on his experience and knowledge. He is expected to continue to make proposals and provide advice from an independent and objective standpoint, and therefore, he continues to be a candidate for Outside Director.	4,100

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Tomoko Sugaya Reappointment Outside Independent (March 29, 1968) Attended 13 out of 13 meetings of the Board of Directors	April 1990 Joined Hazama Corporation December 2011 Registered as a lawyer January 2017 Established Hijiribashi Architecture & Law (to present) November 2020 Special Committee Member, Central Committee for Adjustment of Construction Work Disputes, Ministry of Land, Infrastructure, Transport and Tourism (to present) December 2023 Committee Member, Central Examination Committee for Architects, Ministry of Land, Infrastructure, Transport and Tourism (to present) June 2024 Outside Director of A&A Material Corporation (to present) October 2024 Commission Member, Consumer Safety Investigation Commission of Consumer Affairs Agency (to present) April 2025 Provisional Committee Member, Construction Sub-Committee, Council for Social Infrastructure Development of Ministry of Land, Infrastructure, Transportation and Tourism (to present) April 2025 Council Member of Adachi-ku Building Review Council (to present) April 2025 Council Member of Shinagawa-ku Building Review Council (to present) Reason for nominating Tomoko Sugaya as Outside Director and outline of expected roles Although Ms. Tomoko Sugaya has not been directly involved in corporate management in the past except as an outside officer, she has expertise in corporate legal affairs as an attorney at law, and she has also served as a Committee Member of the Central Examination Committee for Architects of the Ministry of Land, Infrastructure, Transport and Tourism, as well as other government investigation committees and has a high level of knowledge in the architecture and construction field. Moreover, as a Nomination and Remuneration Advisory Committee Member, she took part in the selection of candidates for the Company's officers and the determination of officer remuneration from an objective and neutral standpoint. She is expected to supervise and provide advice on the execution of duties by the Directors, and remains as a candidate for Outside Director.	300

- Notes: 1. No special relationship exists between the Company and any of the candidates.
2. Please refer to "Company Officers" of the Business Report for the current responsibilities at the Company of each of the candidates to be re-elected.
3. Mr. Shigemi Takura is a candidate for Outside Director.
- Mr. Shigemi Takura served as Outside Corporate Auditor of ASK Corp. (currently A&A Material Corporation) from June 1997 to June 2000. Since his retirement, more than ten years have passed, and he has not held a position as an executive or officer of any entity that has a special relationship with the Company. Mr. Shigemi Takura will have served as Outside Director for ten years at the close of this

Ordinary General Meeting of Stockholders. The Company has registered him at Tokyo Stock Exchange as an independent director as stipulated by Tokyo Stock Exchange.

4. Ms. Tomoko Sugaya is a candidate for Outside Director.

Ms. Tomoko Sugaya and the Company had concluded a service contract under which Ms. Tomoko Sugaya served as a legal consultant of the Company from January 2021 to March 2024. She has not held a position as an executive or officer of any entity that has a special relationship with the Company since then. Ms. Tomoko Sugaya will have served as Outside Director for one year at the close of this Ordinary General Meeting of Stockholders. The Company has registered her at Tokyo Stock Exchange as an independent director as stipulated by Tokyo Stock Exchange.

5. Independence of the candidates for Outside Director as Outside Director

(1) Neither Mr. Shigemi Takura nor Ms. Tomoko Sugaya is scheduled to receive or has in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.

(2) Neither Mr. Shigemi Takura nor Ms. Tomoko Sugaya is a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.

(3) Neither Mr. Shigemi Takura nor Ms. Tomoko Sugaya has in the past ten years served as an executive or officer of any entity that has a special relationship with the Company.

6. Limited liability agreement with Outside Directors

The Company has concluded a limited liability agreement with Mr. Shigemi Takura and Ms. Tomoko Sugaya, and plans to continue the said agreement with them if their re-election is approved.

Overview of the agreement is as follows:

(1) In the event that an Outside Director is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Outside Director is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.

(2) The aforementioned limited liability is only applied in cases where the Outside Director performed his/her duties that caused his/her liabilities in good faith and without gross negligence.

7. Directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy which includes all of Directors, Corporate Auditors and Executive Officers of the Company and its subsidiaries under the Companies Act as insureds with an insurance company, thereby covering losses incurred by the insureds in cases where they are liable for damages arising from their performance of duties. If the election of each candidate is approved at the meeting, the Company plans to include each of them as an insured in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

(Reference) Skill matrix of candidates for Director

If Proposal No. 2 is approved as proposed at this Ordinary General Meeting of Stockholders, the skills possessed by each of the Directors will be as shown below.

	Expertise and experience especially possessed by the candidates for Director						Nomination and Remuneration Advisory Committee
	Management strategies	Production/technology/research	Sales/marketing	Finance/accounting	Legal/ risk management	Human resources development	
Tohru Makino	○		○	○		○	○
Tetsuya Ohashi	○			○	○	○	
Takehito Oshima	○	○			○		
Kazuto Takahara	○	○	○				
Shigemi Takura (Outside)	○				○		◎
Tomoko Sugaya (Outside)	○	○			○		○

* Not a comprehensive representation of the individual's knowledge and experience

* ◎ (chairperson) ○ (member) of the Nomination and Remuneration Advisory Committee

Proposal No. 3: Election of Two Corporate Auditors

At the close of this General Meeting of Stockholders, the term of office of Corporate Auditor Mr. Hiroyuki Nakamura will expire and Corporate Auditor Mr. Yasushi Morita will resign. Therefore, the Company proposes the election of two Corporate Auditors.

In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidates for Corporate Auditor are as follows.

No.	Name	Current position	Attribute
1	Yuichiro Matsui	Deputy Senior General Manager, Internal Control & Risk Management Headquarters and General Manager of Internal Control Department	New appointment
2	Shigeki Nakayauchi	General Manager, Group Business Strategy Department of Taiheiyo Cement Corporation	New appointment Outside

Attributes of candidates:

New appointment: Corporate Auditor to be newly appointed

Outside: Outside Corporate Auditor

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
1	Yuichiro Matsui <u>New appointment</u> (May 9, 1964)	April 1988 Joined Onoda Cement Co., Ltd. March 2006 A&A Material Corporation April 2011 General Manager, Operations Department, Industrial Products and Engineering Sales Division of A&A Material Corporation April 2014 Ask Sanshin Engineering Corp., Ltd. June 2016 General Manager, Operations Department, Building Materials Division of A&A Material Corporation April 2017 General Manager, Operations Department, Industrial Products Division of A&A Material Corporation April 2020 General Manager, Internal Control Department, Internal Control & Risk Management Headquarters of A&A Material Corporation April 2024 Deputy Senior General Manager, Internal Control & Risk Management Headquarters and General Manager, Internal Control Department of A&A Material Corporation (to present) Reason for nominating Yuichiro Matsui as Corporate Auditor Mr. Yuichiro Matsui is nominated as a candidate for Corporate Auditor because he has extensive experience in the Company and its subsidiaries' administrative divisions and can be expected to play a role in improving the Company's governance, including auditing and supervising from an impartial and fair perspective.	3,300

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
2	Shigeki Nakayauchi New appointment Outside (September 22, 1968)	April 1992 Joined Nihon Cement Co., Ltd. August 2016 Leader, Business Administration Group, Business Planning & Administration Department of Taiheiyo Cement Corporation April 2024 General Manager, Business Planning & Administration Department of Taiheiyo Cement Corporation June 2024 Outside Corporate Auditor of Chichibu Railway Co.,Ltd. (to present) April 2025 General Manager, Group Business Strategy Department of Taiheiyo Cement Corporation (to present) Reason for nominating Shigeki Nakayauchi as Outside Corporate Auditor Although Mr. Shigeki Nakayauchi has not been directly involved in corporate management in the past except as an outside officer, he has a high level of insight in a wide range of fields in addition to extensive business experience at Taiheiyo Cement Corporation over many years. As the Company has judged that he will conduct rigorous audits of the Group's management as a whole, he has been nominated as a candidate for Outside Corporate Auditor.	—

Notes: 1. No special relationship exists between the Company and any of the candidates.

2. Mr. Shigeki Nakayauchi is a candidate for Outside Corporate Auditor.

3. Independence of the candidates for Outside Corporate Auditor as Outside Corporate Auditor

(1) Mr. Shigeki Nakayauchi is not scheduled to receive or has not in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.

(2) Mr. Shigeki Nakayauchi is not a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.

(3) Mr. Shigeki Nakayauchi has not in the past ten years served as an executive or officer of the Company or any entity that has a special relationship with the Company.

4. Limited liability agreement with Corporate Auditors

The Company plans to conclude a limited liability agreement with Mr. Yuichiro Matsui and Mr. Shigeki Nakayauchi, who are candidates for Corporate Auditor, if their election is approved.

Overview of the agreement is as follows:

(1) In the event that a Corporate Auditor is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Corporate Auditor is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.

(2) The aforementioned limited liability is only applied in cases where the Corporate Auditor performed his/her duties that caused his/her liabilities in good faith and without gross negligence.

5. Directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy which includes all of Directors, Corporate Auditors and Executive Officers of the Company and its subsidiaries under the Companies Act as insureds with an insurance company, thereby covering losses incurred by the insureds in cases where they are liable for damages arising from their performance of duties. If the election of the candidates for Corporate Auditor Mr. Yuichiro Matsui and Mr. Shigeki Nakayauchi is approved at the meeting, the Company plans to include each of them as an insured in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Proposal No. 4: Election of One Substitute Corporate Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Corporate Auditors prescribed by laws, we propose the election of one Substitute Corporate Auditor.

In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Substitute Corporate Auditor is as follows.

Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
Osamu Okeshi <u>Outside</u> (October 3, 1971)	April 1995 Joined Chichibu Onoda Cement Corporation April 2022 Leader, Investor Relations and Communication Group, General Affairs Department of Taiheiyo Cement Corporation April 2024 Leader, Business Administration Group, Business Planning and Administration Department of Taiheiyo Cement Corporation April 2025 Leader, Business Administration Group, Group Strategy Promotion Department of Taiheiyo Cement Corporation (to present) Reason for nominating Osamu Okeshi as Substitute Outside Corporate Auditor Although Mr. Osamu Okeshi has not been directly involved in corporate management in the past, the Company has nominated him as a new candidate for substitute Outside Corporate Auditor, based on his extensive experience and knowledge in the management division of Taiheiyo Cement Corporation and his ability to appropriately execute his responsibilities as a Corporate Auditor from an objective and neutral standpoint.	—

Notes: 1. No special relationship exists between the Company and the candidate.

2. Mr. Osamu Okeshi is a candidate for Substitute Outside Corporate Auditor.

3. Independence of the candidate for Substitute Corporate Auditor as Outside Corporate Auditor

(1) Mr. Osamu Okeshi is not scheduled to receive or has not in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.

(2) Mr. Osamu Okeshi is not a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.

(3) Mr. Osamu Okeshi has not in the past ten years served as an executive or officer of the Company or any entity that has a special relationship with the Company.

4. Limited liability agreement with Corporate Auditors

The Company plans to conclude a limited liability agreement with Mr. Osamu Okeshi, if his election as Substitute Corporate Auditor is approved, and if he takes office as Corporate Auditor during his term of office due to a shortfall in the number of Corporate Auditors prescribed by laws.

Overview of the agreement is as follows:

(1) In the event that a Corporate Auditor is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Corporate Auditor is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.

(2) The aforementioned limited liability is only applied in cases where the Corporate Auditor performed his/her duties that caused his/her liabilities in good faith and without gross negligence.

5. Directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy which includes all of Directors, Corporate Auditors and Executive Officers of the Company and its subsidiaries under the Companies Act as insureds with an insurance company, thereby covering losses incurred by the insureds in cases where they are liable for damages arising from their performance of duties. If the election of the candidate for Substitute Corporate Auditor Mr. Osamu Okeshi is approved at the meeting, and if he takes office as Corporate Auditor during his term of office due to a shortfall in the number of Corporate Auditors

prescribed by laws, the Company plans to include him as an insured in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

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