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(Securities code: 8157)

June 4, 2026

(Start date of electronic provisioning measures: June 2, 2026)

To Our Shareholders

Katsuyuki Yoshida  
Representative Director, President and CEO  
TSUZUKI DENKI CO., LTD.  
6-19-15 Shinbashi, Minato-ku, Tokyo

## Notice of the 86th Annual General Meeting of Shareholders

You are hereby notified that the 86th Annual General Meeting of Shareholders of TSUZUKI DENKI CO., LTD. (the “Company”) will be held for the purposes as described below.

This General Meeting of Shareholders will employ electronic provisioning measures, and the following website will contain the “Notice of the 86th Annual General Meeting of Shareholders.”

Company website: <https://www.tsuzuki.co.jp/ir/stock/meeting.html>



In addition to the above, the information will also be posted to the following website.

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



Please access the above site and search for the Company using the Company name or its securities code. Click “Basic information” and find the information under the “Documents for Public Inspection/ PR information” tab.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights using the enclosed Voting Rights Exercise Form or via the Internet no later than 5 p.m. on Thursday, June 25, 2026, Japan time.

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. Japan time
- 2. Place:** Tokyo Art Club Building, Fourth Floor, 6-19-15 Shinbashi, Minato-ku, Tokyo  
(Please refer to map of the venue at the end of this notice.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. Business Report and Consolidated Financial Statements for the Company’s 86th Fiscal Year (April 1, 2025 – March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 86th Fiscal Year (April 1, 2025 – March 31, 2026)

**Proposals to be resolved:**

- Proposal:** Proposal 1  
Election of Ten (10) Directors
- Proposal 2  
Election of One (1) Auditor
- Proposal 3  
Election of Two (2) Substitute Auditors
- Proposal 4  
Partial amendment to the Stock Compensation Plan for Directors
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Notes:

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- In accordance with applicable laws and regulations and the Company's Articles of Incorporation, the following items included among the matters subject to electronic provision have been omitted from documents delivered to shareholders requesting delivery of printed materials. The Auditors and the Accounting Auditor have audited the documents subject to audit, including the items listed below.
  - “Matters Concerning External Directors” and “Systems to Ensure the Properness of Operations” in the Business Report
  - “Notes to the Consolidated Financial Statements”
  - “Notes to the Non-Consolidated Financial Statements”
- Should the electronic provisioning measures require amendment, the amended versions will be posted on the websites where the information is posted.
- Exercising voting rights by proxy:
  - If exercising voting rights by a proxy who is also a shareholder with voting rights exercisable at this General Meeting of Shareholders, the proxy should submit your Voting Rights Exercise Form and a document certifying authority as proxy in addition to the proxy's Voting Rights Exercise Form to the reception desk on the day of the meeting.
- Please refrain from audio or video recording and photography inside the venue.
- Please be advised that we will be dressed in light attire on the day of the meeting.
- If you require assistance on the day of the meeting—such as wheelchair access, written communication at reception, or guidance to your seat—please contact us at the email address below by Friday, June 19, 2026, to allow us sufficient time to make the necessary arrangements.
  - Contact email: [ir-tantou@tsuzuki.co.jp](mailto:ir-tantou@tsuzuki.co.jp)
- The Notice of Resolutions of the Annual General Meeting of Shareholders, which outlines the results of this meeting, will be posted on the Company's website below.
  - Company website: <https://www.tsuzuki.co.jp/ir/stock/meeting.html>
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## **Guide to Exercising Voting Rights**

### **1. If you are attending the General Meeting of Shareholders**

#### Voting at General Meeting of Shareholders

Please bring the enclosed Voting Rights Exercise Form to the meeting, and submit it at the reception desk.

Meeting date and time: Friday, June 26, 2026 at 10:00 a.m. Japan time

### **2. If you are not attending the General Meeting of Shareholders**

#### Voting in writing

Please indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form, and return the form to the Company so that your vote is received by 5:00 p.m. on Thursday, June 25, 2026 Japan time. In case there is no indication of approval or disapproval for the proposals on the Voting Rights Exercise Form, we will consider it as an indication of approval.

#### Voting via the Internet, etc.

Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>), and register your vote for or against the proposals by 5:00 p.m. on Thursday, June 25, 2026 Japan time.

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#### Multiple exercises of voting rights

- 1) In the event that any shareholder exercises voting rights both in written form and through the Internet, the exercise of voting rights through the Internet will supersede as the effective exercise of the voting rights.
  - 2) If any voting right is exercised more than once via the Internet, the latest exercise will be upheld as the valid exercise of the voting right.
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## Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please confirm the following matters before exercising your voting rights.

Votes must be submitted by 5:00 p.m. on Thursday, June 25, 2026 Japan time.

\* However, votes cannot be accepted between 2:30 a.m. and 4:30 a.m.

### 1. Log in by scanning QR code

You can log in to the voting rights exercise website without having to enter the login ID and temporary password printed on the Voting Rights Exercise Form.

Step 1: Scan the QR code printed on the right side of the attachment on the Voting Rights Exercise Form.

\* QR code is a registered trademark of Denso Wave Inc.

Step 2: Follow the on-screen instructions, and register your vote for or against the proposals.

Please refer to the enclosed leaflet for more information.

\* Internet connection fees, telecommunication charges, and other fees incurred by accessing the voting rights exercise website shall be borne by the shareholder.

### 2. Log in with login ID and temporary password

Voting rights exercise website: <https://evote.tr.mufg.jp/>

Step 1: Access the voting rights exercise website.

Step 2: Enter your login ID and temporary password printed on the Voting Rights Exercise Form.

Step 3: Follow the on-screen instructions, and enter your vote for or against the proposals.

System-related inquiries:

Corporate Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Tel: 0120-173-027 (toll free); business hours: 9:00 a.m. to 9:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of ten (10) Directors.

The candidates are as follows:

No.	External Director candidates	Independent	Name	Current position	Attendance rate of the Board of Directors meetings
1	Reappointment		Male Kazunori Yoshii	Representative Director, Chairman	100%
2	Reappointment		Male Katsuyuki Yoshida	Representative Director, President and CEO	100%
3	Reappointment External		Male Hidetoshi Takinaka	Director	86.7%
4	Reappointment External		Female Tomoko Tsukahara	Director	93.3%
5	Reappointment External		Male Toshihiro Murashima	Director	100%
6	Reappointment External	Independent	Male Kunio Matsui	Director	100%
7	Reappointment External	Independent	Male Hideki Wachi	Director	100%
8	Reappointment External	Independent	Male Naoshi Ogasawara	Director	100%
9	Reappointment External	Independent	Female Hiroko Omura	Director	100%
10	New appointment		Male Masayuki Yoda	Managing Executive Officer	–

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
1	<p>Kazunori Yoshii (September 25, 1957)</p> <p><b>Reappointment</b></p> <p>Tenure as Director 21 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p>April 1981      Joined the Company</p> <p>November 2000      Accounting Department Manager</p> <p>April 2004      Administrative Officer</p> <p>June 2005      Director</p> <p>April 2010      Managing Director</p> <p>February 2012      Director and Managing Executive Officer</p> <p>April 2015      Director and Senior Managing Executive Officer</p> <p>April 2019      Director and Executive Vice President</p> <p>June 2019      Representative Director and Executive Vice President</p> <p>April 2022      Representative Director and Vice President</p> <p>July 2024      Representative Director, President and CEO</p> <p>June 2025      Representative Director, Chairman (current position)</p>	49,950
		<p>Reason for nomination as a candidate for Director:</p> <p>Mr. Kazunori Yoshii has many years of experience in the Company's accounting division. After being appointed as Director, he has been in charge of the administration division and has promoted the development of internal control systems of the overall TSUZUKI Group. Given his experience in these areas, the Company believes that he is qualified to assume a role in leading discussions at the Board of Directors meetings from the perspectives of compliance, risk management, and internal control. The Company therefore proposes his continued election as Director.</p> <p>If his election as Director is approved, Mr. Yoshii is scheduled to continue to serve as Representative Director and Chairman by the Board of Directors.</p>	
2	<p>Katsuyuki Yoshida (July 27, 1962)</p> <p><b>Reappointment</b></p> <p>Tenure as Director 1 year</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p>March 1984      Joined the Company</p> <p>April 2003      Manager of Third Sales Department, Distribution Sales Division</p> <p>April 2009      Administrative Officer</p> <p>June 2012      Executive Officer</p> <p>April 2016      Managing Executive Officer</p> <p>June 2018      Director and Managing Executive Officer</p> <p>April 2023      Senior Managing Executive Officer and General Manager of Solution Business Unit</p> <p>April 2025      Executive Vice President</p> <p>June 2025      Representative Director, President and CEO (current position)</p>	7,642
		<p>Reason for nomination as a candidate for Director:</p> <p>Mr. Katsuyuki Yoshida has demonstrated strong leadership, having successfully led numerous large-scale projects as an executive officer in charge of the Information Network Solutions business. In light of his achievements, we believe he is the most suitable candidate to lead and advance the Company's growth strategies as a key member of the management team, and therefore propose his election as Director.</p> <p>If his election as Director is approved, Mr. Yoshida is scheduled to continue to serve as Representative Director, President and CEO by the Board of Directors.</p>	

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
3	<p data-bbox="236 577 459 640"><b>Hidetoshi Takinaka</b> (April 24, 1958)</p> <p data-bbox="260 663 435 696">Reappointment</p> <p data-bbox="260 707 435 741">External Director</p> <p data-bbox="252 763 443 819">Tenure as Director 6 years</p> <p data-bbox="236 842 459 954">Attendance rate of the Board of Directors meetings in fiscal 2025 86.7%</p>	<p data-bbox="491 349 967 376">April 1982      Joined ASO CORPORATION</p> <p data-bbox="491 387 1134 414">November 1999    General Manager, Hospital Consulting Division</p> <p data-bbox="491 425 1230 452">June 2005        Director, General Manager, Hospital Consulting Division</p> <p data-bbox="491 463 1289 519">April 2008        Director, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p data-bbox="491 530 1299 609">June 2009        Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p data-bbox="491 620 1270 676">October 2009    Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p data-bbox="491 687 1294 743">June 2012        Managing Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p data-bbox="491 754 1283 810">November 2012   President and CEO, Aso Information System Co., Ltd. (current position)</p> <p data-bbox="491 822 1326 878">June 2016        Senior Managing Director, ASO CORPORATION, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p data-bbox="491 889 1246 945">June 2018        Senior Managing Director, Member of Group Management Committee, General Manager, Medical Business Division</p> <p data-bbox="491 956 890 983">January 2020    Advisor, the Company</p> <p data-bbox="491 994 1015 1021">June 2020        External Director (current position)</p> <p data-bbox="491 1032 1326 1088">June 2024        Representative Director and Vice President, ASO CORPORATION (current position)</p> <p data-bbox="491 1099 815 1126">[Significant concurrent positions]</p> <p data-bbox="491 1137 1145 1193">President and CEO, Aso Information System Co., Ltd. Representative Director and Vice President, ASO CORPORATION</p>	0
<p data-bbox="225 1193 1018 1220">Reason for nomination as a candidate for External Director and the expected role:</p> <p data-bbox="225 1223 1430 1328">Mr. Hidetoshi Takinaka has profound insights into industries related to medical and nursing care acquired through his extensive experience and proven track record as President and CEO of a business corporation. The Company expects that he will provide oversight and advice in the Company's challenges toward new growth areas and domains in the future. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions		Number of Company shares held
4	<p>Tomoko Tsukahara (July 18, 1963)</p> <p>Reappointment External Director</p> <p>Tenure as Director 4 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 93.3%</p>	<p>April 1986</p> <p>June 2004</p> <p>April 2007</p> <p>April 2008</p> <p>April 2014</p> <p>June 2017</p> <p>April 2019</p> <p>April 2021</p> <p>June 2022</p> <p>April 2023</p> <p>June 2023</p> <p>April 2025</p> <p>[Significant concurrent positions]</p> <p>Corporate Executive Officer of FUJITSU LIMITED</p>	<p>Joined FUJITSU LIMITED</p> <p>Manager, Project Department, Securities Solutions Department, Insurance and Securities Solutions Unit</p> <p>Manager, First Insurance Solutions Department, Insurance and Securities Solutions Unit</p> <p>Project Manager, Insurance and Securities Solutions Unit</p> <p>Manager, First Financial Systems Department, Financial Systems Unit</p> <p>Head of Solution &amp; Service Business Assurance Unit</p> <p>Vice General Manager, Quality Assurance Unit</p> <p>Director and Senior Vice President, Head of Quality Assurance Unit</p> <p>External Director, the Company (current position)</p> <p>Senior Vice President of FUJITSU LIMITED, Head of Global Quality Management and Assurance Unit</p> <p>Executive Officer, Executive Vice President, Chief Quality Officer of FUJITSU LIMITED</p> <p>Corporate Executive Officer of FUJITSU LIMITED (current position)</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Ms. Tomoko Tsukahara has extensive experience and a proven track record in the system integration business, gained by serving as an executive officer and in other business management positions at a business corporation. The Company expects that she will contribute to swift and decisive managerial decision-making and provide oversight functions and advice from the perspective of shareholders and investors, from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes her continued election as an External Director.</p>				
5	<p>Toshihiro Murashima (April 2, 1957)</p> <p>Reappointment External Director</p> <p>Tenure as Director 9 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p>April 1996</p> <p>April 1999</p> <p>April 2001</p> <p>June 2006</p> <p>June 2011</p> <p>June 2017</p> <p>[Significant concurrent positions]</p> <p>Partner, Murashima Hozumi Law Office</p>	<p>Registered as attorney (Dai-Ichi Tokyo Bar Association)</p> <p>Joined Aoyama Chuo Law Office</p> <p>Partner</p> <p>Established Murashima Hozumi Law Office</p> <p>Partner (current position)</p> <p>External Director, NIFTY Corporation</p> <p>External Auditor, the Company</p> <p>External Director, the Company (current position)</p>	7,511
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Toshihiro Murashima has never been directly involved in corporate management, he possesses specialized knowledge as an attorney. As an Auditor of the Company and a member of the Executive Nomination and Compensation Committee, he has profound insights into the qualities of candidates for officers and their appropriate compensation, which are core issues of corporate governance for the Company. The Company expects that he will continue to contribute to swift and decisive managerial decision-making from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p> <p>Mr. Murashima has served as an External Auditor since June 2011 and will have held the position for 15 years as of the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
6	<p data-bbox="268 533 427 595">Kunio Matsui (July 23, 1957)</p> <p data-bbox="277 622 418 649">Reappointment</p> <p data-bbox="268 667 427 694">External Director</p> <p data-bbox="252 712 443 739">Independent Officer</p> <p data-bbox="255 766 440 819">Tenure as Director 7 years</p> <p data-bbox="233 846 462 954">Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p data-bbox="488 349 1286 403">April 1980      Joined FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p data-bbox="488 416 1219 443">February 2000      Manager of Document Processing Research Department</p> <p data-bbox="488 456 1155 483">April 2006      Director, Information Processing Society of Japan</p> <p data-bbox="488 497 1184 524">April 2007      Vice President, Fujitsu Laboratories of America, Inc.</p> <p data-bbox="488 537 1289 591">April 2009      Chief Researcher of Software &amp; Solution Laboratory, FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p data-bbox="488 604 1219 631">July 2009      Technology Administrative Officer, NIFTY Corporation</p> <p data-bbox="488 645 1257 721">July 2014      Member of Program Meeting Committee established for “Enhancement of Resilient Disaster Prevention and Disaster Reduction Function” Challenge of Cabinet Office SIP</p> <p data-bbox="488 734 1232 788">November 2014      Concurrently served as Head of New Business Promotion Office, NIFTY Corporation</p> <p data-bbox="488 801 1318 855">April 2015      Concurrently served as Specially Appointed Professor of Graduate School of Science and Technology, Shizuoka University</p> <p data-bbox="488 869 1267 922">February 2017      Professor, Department of Information and Computer Science, College of Engineering, Kanazawa Institute of Technology</p> <p data-bbox="488 936 1155 963">June 2019      External Director, the Company (current position)</p> <p data-bbox="488 976 1260 1030">April 2025      Professor, Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology (current position)</p> <p data-bbox="488 1043 813 1070">[Significant concurrent positions]</p> <p data-bbox="488 1084 1305 1137">Professor, Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology</p>	3,322
<p data-bbox="226 1151 1018 1178">Reason for nomination as a candidate for External Director and the expected role:</p> <p data-bbox="226 1182 1433 1366">Although Mr. Kunio Matsui has never been directly involved in corporate management, he has garnered a wealth of experience at FUJITSU LABORATORIES LTD. and NIFTY Corporation, as well as through his current position as a professor in the Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology. He possesses profound insights into the Information Network Solutions business. The Company expects that he will contribute to swift and decisive managerial decision-making from a multifaceted perspective, drawing on his experience and from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
7	<p data-bbox="247 526 446 582"><b>Hideki Wachi</b> (February 17, 1961)</p> <p data-bbox="247 616 446 728">Reappointment External Director Independent Officer</p> <p data-bbox="247 761 446 817">Tenure as Director 4 years</p> <p data-bbox="247 840 446 952">Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p data-bbox="486 347 1324 403">April 1983      Joined Kokusai Denshin Denwa Co., Ltd. (currently KDDI CORPORATION)</p> <p data-bbox="486 414 1324 504">October 1998    Vice President and General Manager of Sales Unit, Deutsche Telekom GBS Japan K.K. (Japan subsidiary of Germany-based Deutsche Telekom AG)</p> <p data-bbox="486 515 1324 571">June 2000      Representative Director, President and CEO, Intranets Inc. (Japan subsidiary of U.S.-based Intranets.com)</p> <p data-bbox="486 582 1324 660">August 2001    Representative Director, President and CEO, Nuance Communications Co., Ltd. (Japan subsidiary of U.S.-based Nuance Communications, Inc.)</p> <p data-bbox="486 672 1324 750">August 2005    Representative Director, President and CEO, Witness Systems Co., Ltd. (Japan subsidiary of Witness Systems, Inc., currently Verint Systems Inc.)</p> <p data-bbox="486 761 1324 840">July 2007      Representative Director, President and CEO, LiteScape Technologies Co., Ltd. (Japan subsidiary of U.S.-based LiteScape Technologies, Inc.)</p> <p data-bbox="486 851 1324 929">October 2008   Representative Director, President and CEO, Genesys Japan (Japan subsidiary of U.S.-based Genesys Telecommunications Laboratories, Inc.)</p> <p data-bbox="486 940 1324 1019">May 2014      Representative Director, President and CEO, Telstra Japan Co., Ltd. (Japan subsidiary of Australia-based Telstra Corporation Limited)</p> <p data-bbox="486 1030 1324 1086">April 2016     Representative Director, President and CEO, Avaya Japan Ltd. (Japan subsidiary of U.S.-based Avaya Inc.)</p> <p data-bbox="486 1097 1324 1120">June 2022      External Director, the Company (current position)</p>	0
<p data-bbox="223 1131 1013 1153">Reason for nomination as a candidate for External Director and the expected role:</p> <p data-bbox="223 1160 1412 1288">Mr. Hideki Wachi has profound insights into the Information Network Solutions business, gained through extensive experience and a proven track record as Representative Director, President and CEO of several companies. The Company expects that he will contribute to swift and decisive managerial decision-making from a multifaceted perspective, drawing on his experience and from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
8	<p>Naoshi Ogasawara (August 19, 1965)</p> <p>Reappointment External Director Independent Officer</p> <p>Tenure as Director 4 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p>April 1989      Joined Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>December 1991      Joined Taiyo Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>August 1992      Registered as certified public accountant</p> <p>April 2007      Senior Partner, Taiyo ASG Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>October 2008      Chairman and CEO, Avantia GP (current position)</p> <p>April 2010      Auditor, Center for National University Finance and Management (currently National Institution for Academic Degrees and Quality Enhancement of Higher Education) (current position)</p> <p>June 2016      External Director, Topre Corporation (current position)</p> <p>June 2016      External Auditor, the Company</p> <p>March 2022      External Auditor, NIKKISO CO., LTD. (current position)</p> <p>June 2022      External Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman and CEO, Avantia GP Auditor, National Institution for Academic Degrees and Quality Enhancement of Higher Education External Director, Topre Corporation External Auditor, NIKKISO CO., LTD.</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Naoshi Ogasawara has never been directly involved in corporate management, he possesses specialized knowledge in finance and accounting as a certified public accountant. As an Auditor of the Company and the Chairman of the Executive Nomination and Compensation Committee, he has profound insights into the qualities of candidates for officers and their appropriate compensation, which are core issues of corporate governance for the Company. The Company expects that he will continue to contribute to swift and decisive managerial decision-making from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p> <p>Mr. Ogasawara has served as an External Auditor of the Company since June 2016 and will have held the position for 10 years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
9	<p>Hiroko Omura (February 17, 1970)</p> <p>Reappointment External Director Independent Officer</p> <p>Tenure as Director 1 year</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2025 100%</p>	<p>April 1992      Joined Yamaha Corporation</p> <p>May 2016      General Manager, Marketing Division</p> <p>April 2019      Executive Officer</p> <p>April 2021      Executive Officer and General Manager, Brand Strategy Division</p> <p>March 2024      Founded trine Inc. Representative Director (current position)</p> <p>June 2025      External Director, the Company (current position)</p> <p>[Significant concurrent positions] Representative Director, trine Inc.</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role: Ms. Hiroko Omura has extensive experience and a proven track record as an executive officer and Representative Director at business corporations, with particular expertise in brand strategy. We believe that her independent and objective perspective—distinct from that of the Company’s internal management—will enable her to contribute to the swift and decisive decision-making of the management team, and therefore propose her continued election as an External Director.</p>			
10	<p>Masayuki Yoda (November 1, 1962)</p> <p>New appointment</p>	<p>April 1986      Joined the Company</p> <p>April 2010      Manager of Third Sales Department, Manufacturing Sales Division</p> <p>June 2012      Manager of Tokyo Metropolitan Area Solution Sales Division</p> <p>April 2020      Executive Officer</p> <p>April 2025      Managing Executive Officer and General Manager of Solutions Business Headquarters (current position)</p>	7,547
<p>Reason for nomination as a candidate for Director: Mr. Masayuki Yoda has extensive experience in the Company’s sales organization. After serving as Manager of the Tokyo Metropolitan Area Solution Sales Division, he assumed responsibility for the Solutions Business Headquarters as a Managing Executive Officer and has also driven the expansion of the Information Network Solutions business. In light of his experience and track record, the Company believes he is well suited to play a role in the advancement of its growth strategy, and therefore proposes his election as Director.</p>			

Notes:

- Mr. Hidetoshi Takinaka serves concurrently as President and CEO of Aso Information System Co., Ltd. and Representative Director and Vice President of ASO CORPORATION, the parent company of Aso Information System. The Company has entered into a capital and business alliance agreement with ASO CORPORATION.
- Ms. Tomoko Tsukahara concurrently serves as Corporate Executive Officer at FUJITSU LIMITED, which maintains a business relationship with the Company primarily centered on product sales, and receives compensation from FUJITSU LIMITED in that capacity.
- The Company maintains an advisory agreement with Murashima Hozumi Law Office, represented by Mr. Toshihiro Murashima. There are no special interests between Mr. Murashima and the Company.
- Excluding Mr. Hidetoshi Takinaka, Ms. Tomoko Tsukahara, and Mr. Toshihiro Murashima, there are no special interests between the other candidates and the Company.
- Ms. Hiroko Omura’s legal name as registered in the family registry is Hiroko Hiranabe.
- Mr. Kunio Matsui, Mr. Hideki Wachi, Mr. Naoshi Ogasawara, and Ms. Hiroko Omura are candidates for independent officers as stipulated by the Tokyo Stock Exchange.
- The Company has entered into a limited liability agreement with Mr. Hidetoshi Takinaka, Ms. Tomoko Tsukahara, Mr. Toshihiro Murashima, Mr. Kunio Matsui, Mr. Hideki Wachi, Mr. Naoshi Ogasawara, and Hiroko Omura, which provides that the maximum amount of liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act shall be the sum of all amounts stipulated in each item under Article 425, Paragraph 1 of the Companies Act, provided that they have performed their duties in good faith and in absence of gross negligence. If the reappointment of these Directors is approved, the Company plans to continue the limited liability agreement with each of them.
- The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may be incurred by the insured parties, including the Company’s Directors, as a result of the responsibilities assumed in the execution of their duties, or any liability claims made against them in connection with those responsibilities. If this proposal is approved, each candidate for Director will be included as an insured party under the insurance agreement. The Company plans to renew the insurance agreement with the same terms and conditions during their terms of office.
- The tenure as Director of each candidate is as of the conclusion of this General Meeting of Shareholders.

## Proposal 2: Election of One (1) Auditor

As the term of office of Auditor Mr. Kenji Kusaka will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of one Auditor.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
Kenji Kusaka (December 6, 1961)  <span style="background-color: #90EE90; padding: 2px;">Reappointment</span> <span style="background-color: #ADD8E6; padding: 2px;">External Auditor</span> <span style="background-color: #90EE90; padding: 2px;">Independent Officer</span>  Tenure as Auditor 4 years	April 1984      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) April 1986      Joined Chuo Audit Corporation March 1988      Registered as certified public accountant July 2004       Representative Partner, Chuo Aoyama Audit Corporation May 2006       Director, Chuo Aoyama Audit Corporation October 2007   Representative Partner, ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC) June 2022       External Auditor, the Company (current position)	0
Reason for nomination as a candidate for External Auditor: Although Mr. Kenji Kusaka has never been directly involved in corporate management, he possesses specialized knowledge in finance and accounting as a certified public accountant. The Company believes he will be able to appropriately perform his duties as Auditor of the Company, and therefore proposes his reelection as an External Auditor.		

### Notes:

1. There is no special interest between Mr. Kenji Kusaka and the Company.
2. Mr. Kenji Kusaka is a candidate for an independent officer stipulated by the Tokyo Stock Exchange.
3. The Company has entered into a limited liability agreement with Mr. Kenji Kusaka, which provides that the maximum amount of liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act shall be the sum of all amounts stipulated in each item under Article 425, Paragraph 1 of the Companies Act, provided that he has performed his duties in good faith and in the absence of gross negligence. Furthermore, if this proposal is approved and Mr. Kenji Kusaka is reelected, the Company plans to continue the above limited liability agreement.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may be incurred by the insured parties, including Auditors of the Company, as a result of the responsibilities assumed in the execution of their duties, or any liability claims made against them in connection with those responsibilities. If this proposal is approved, Mr. Kenji Kusaka will be included as an insured party under the insurance agreement. The Company also plans to renew the agreement with the same terms and conditions during his term of office.
5. Mr. Kenji Kusaka's tenure as Auditor is as of the conclusion of this General Meeting of Shareholders.

**Proposal 3: Election of Two (2) Substitute Auditors**

In preparation for the possibility the number of Auditors falls below the minimum required by laws and regulations, the Company proposes the election of two Substitute Auditors.

The Substitute Auditors shall assume office only if the number of Auditors falls below the required minimum. If a Substitute Auditor takes office, his or her term of office shall correspond to the remaining term of the Auditor he or she replaces. This resolution shall remain in effect until the start of the Annual General Meeting of Shareholders for the final fiscal year ending within four years after the election of the Substitute Auditors.

Of the candidates for Substitute Auditor, the Company proposes the election of Mr. Masahiko Yamaguchi as a substitute for a Non-External Auditor, and Mr. Toshihiro Yanagi as a substitute for an External Auditor.

The Company may, with the consent of its Audit & Supervisory Board, cancel the appointment of Substitute Auditors by resolution of its Board of Directors, provided that such cancellation is made before the candidates assume office.

The Audit & Supervisory Board has provided consent for this proposal.

The candidates for Substitute Auditor are as follows:

Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
Masahiko Yamaguchi (March 23, 1965)	April 1988      Joined Toyo Trust and Banking Co., Ltd. (currently Mitsubishi UFJ Trust and Banking Corporation)	232
	October 2005    Manager, Group 3, Pension Sales Department 4	
	October 2010    Senior Manager, Sapporo Branch	
	April 2015      Senior Manager, Financial Institutions Department	
	April 2021      Project Manager, Legal & Compliance Department, Legal & Risk Management Division, the Company	
	October 2024    Project Manager, Human Resources Department, General Affairs & Human Resources Division, the Company	
	April 2025      Human Resources Department, the Company (current position)	
<p>Reason for nomination as a candidate for Substitute Auditor: Mr. Masahiko Yamaguchi has worked at financial institutions for many years and possesses considerable knowledge of finance and accounting. In addition, he has broad knowledge and extensive experience in legal affairs, compliance, and human resources at the Company. The Company believes he is capable of appropriately performing the duties of Auditor and therefore proposes his election as Substitute Auditor.</p>		

Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
Toshihiro Yanagi (March 3, 1966)	<p>April 1989      Joined The Norinchukin Bank</p> <p>October 1993    Joined Taiyo Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>April 1997      Registered as certified public accountant Established Yanagi Certified Public Accountant Office (currently Yanagi Office) (current position)</p> <p>November 1999   Registered as certified public tax accountant</p> <p>February 2007   Representative Partner, Frontier Audit Corporation (current position)</p> <p>April 2017      Auditor, Viewkikaku Co., Ltd.</p> <p>March 2020      Auditor, Kato Asao International Scholarship Foundation (current position)</p> <p>March 2021      Representative Partner, Tree LLC (current position)</p> <p>June 2021       Auditor, Naeba Welfare Association and 15 other group corporations (current position) Auditor, Aiseikai Foundation (current position)</p> <p>[Significant concurrent positions] Certified Public Accountant, Yanagi Office</p>	0
<p>Reason for nomination as a candidate for Substitute External Auditor: Although Mr. Toshihiro Yanagi has no direct experience in corporate management, he has acquired specialized knowledge in finance and accounting through his experience as a certified public accountant and certified public tax accountant. The Company believes he is fully capable of performing his auditing duties and therefore proposes his continued election as Substitute External Auditor.</p>		

Notes:

1. No special interests exist between either Candidate and the Company.
2. Mr. Toshihiro Yanagi satisfies the requirements for an independent officer under the rules of the Tokyo Stock Exchange.
3. If Mr. Toshihiro Yanagi is appointed as Auditor, the Company plans to enter into a liability limitation agreement with him. Provided Mr. Yanagi performs his duties in good faith and without gross negligence, this agreement will limit his liability for damages under Article 423, Paragraph 1 of Japan's Companies Act to the aggregate amount specified in each item of Article 425, Paragraph 1 of the Companies Act.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of Japan's Companies Act. The insurance agreement covers damages that may be incurred by insured persons, including the Company's Auditors, during the performance of their duties, as well as claims made against them in connection with these duties. If a candidate assumes office as Auditor, that candidate will be included as an insured person under the insurance agreement. The Company also plans to renew the insurance agreement with the same terms and conditions during the candidate's term of office.

Reference: Director and Auditor skill matrix

Name	Position at the Company (planned)		Corporate management	ICT industry expertise	Innovation and transformation	Finance and accounting	Legal and risk management	Human resource management	ESG and academia
Kazunori Yoshii	Representative Director and Chairman	Reappointment Male	○		○	○			
Katsuyuki Yoshida	Representative Director, President and CEO	Reappointment Male	○	○	○				
Masayuki Yoda	Director and Managing Executive Officer	New appointment Male		○	○				
Hidetoshi Takinaka	Director	Reappointment External Male	○	○			○		
Tomoko Tsukahara	Director	Reappointment External Female		○			○		
Toshihiro Murashima	Director	Reappointment External Male		○	○		○		○
Kunio Matsui	Director	Reappointment External Male Independent		○	○			○	○
Hideki Wachi	Director	Reappointment External Male Independent	○	○	○		○		
Naoshi Ogasawara	Director	Reappointment External Male Independent				○		○	○
Hiroko Omura	Director	Reappointment External Female Independent			○				○
Kazuhisa Oyama	Standing Auditor	Male	○	○		○		○	
Kiyotake Yokohari	Auditor	External Male Independent				○	○		
Kenji Kusaka	Auditor	Reappointment External Male Independent				○	○		

#### Proposal 4: Partial amendment to the Stock Compensation Plan for Directors

The Company established a Stock Compensation Plan (the “Plan”) under which shares of the Company are issued to Directors, excluding External Directors and nonresidents of Japan. Introduction of the Plan was approved at the 77th Annual General Meeting of Shareholders held on June 28, 2017. The Company subsequently obtained approval for a partial amendment to the Plan at the 83rd Annual General Meeting of Shareholders held on June 27, 2023. The Plan has since remained in place.

As the most recent three-year period covered by this Plan (from the fiscal year ended March 31, 2024, to the fiscal year ended March 31, 2026) has ended, the Company proposes continuing the Plan from the fiscal year ending March 31, 2027, onward, following a review and partial amendment of the content.

The partial amendment of the Plan is based on the Company’s “Policy for Determining Compensation for Individual Directors” and is intended to clarify the link between Directors’ compensation and the Company’s stock value, improve the Company’s medium- to long-term performance and increase its corporate value, and enhance management’s awareness of shareholder value. As a highly transparent and objective executive compensation system, the Company believes the partially amended Plan is appropriate, and the proposed amendment is based on the results of deliberations by the Executive Nomination and Compensation Committee.

If this proposal is approved, we plan to revise the Plan to reflect the proposed amendments based on the Policy for Determining Compensation, etc., for Individual Directors.

The number of Directors eligible for the Plan will be three (3) if Proposal 1, “Election of 10 Directors,” is approved as proposed.

##### Amount and Details of Compensation under the Plan

This amendment revises the Plan to establish a clearer link with the Company’s medium- to long-term management strategies and further enhance Directors’ awareness of the need to contribute to medium- to long-term performance improvement and the maximization of shareholder value. Specifically, the amendment revises the maximum amount of money the Company may contribute to the trust, the maximum number of the Company’s shares and cash equivalent to proceeds from the sale of the Company’s shares (hereinafter, the “Company’s shares, etc.”) that may be delivered and paid (hereinafter, “delivery, etc.”) to Directors, and the method used to calculate these amounts. The calculation method, which was previously based solely on base remuneration by position, will be revised to a method based on both base remuneration by position and the degree of achievement of performance targets for each fiscal year.

##### (1) Outline of Plan

Under the Plan, the Trust acquires shares of the Company using remuneration contributed by the Company for Directors and delivers the Company’s shares, etc., to Directors based on their positions and the degree to which performance targets have been achieved over three consecutive fiscal years. The initial three-year period following the amendment to the Plan will extend from the fiscal year ending March 31, 2027 through the fiscal year ending March 31, 2029. If the trust term is extended as described in the fourth paragraph of (2) below, the subsequent three-fiscal-year period will also constitute a subject period. Each such period shall hereinafter be referred to as a “subject period.”

① Individuals to whom the Company’s shares, etc., are to be granted	· Company Directors (excluding External Directors and nonresidents of Japan)
② Effect of the Company’s shares, etc. subject to this proposal on the total number of shares outstanding	
Maximum amount of money to be contributed by the Company (as described in (2) below)	· The Company will contribute a total of 240,000,000 yen for the three fiscal years.

Maximum number of the Company's shares to be acquired by Directors (including the number of shares to be converted into cash) and method of acquisition of the Company's shares (as described in (2) and (3) below)	<ul style="list-style-type: none"> <li>• The number of shares corresponding to the maximum total number of points to be granted per fiscal year is 30,000 shares (90,000 shares in total for the three fiscal years), representing approximately 0.48% of the Company's total shares outstanding (excluding treasury shares) as of March 31, 2026.</li> <li>• The Company's shares, etc. will be acquired on the stock market or from the Company (as disposal of treasury stock).</li> </ul>
③ Performance achievement conditions	<ul style="list-style-type: none"> <li>• The degree to which metrics set forth in the Company's medium-term management plan, such as performance indicators and corporate value indicators, are achieved.</li> <li>• The number of shares to be delivered will be determined within a range of 50% to 150%.</li> </ul>
④ Time of delivery of the Company's shares, etc. (as described in (4) below)	<ul style="list-style-type: none"> <li>• In principle, upon a Director's retirement</li> </ul>

(2) Maximum amount of money to be contributed to the Trust by the Company

The Company has established a Trust for a period corresponding to each subject period and currently contributes up to a total of 150,000,000 yen per subject period as compensation for Directors. In connection with the proposed amendment to the Plan, the Company proposes increasing the maximum amount of such contributions to 240,000,000 yen per subject period.

The Trust will acquire shares of the Company from the stock market or the Company (as disposal of treasury stock) using the entrusted money as the source of funds in accordance with the instructions of the trust manager.

During the subject period, the Company will grant points (as described in (3) below) to the Directors and deliver the Company's shares, etc., from the trust to Directors who satisfy the beneficiary requirements.

At the end of the trust term, the Trust may be continued by changing the trust agreement and contributing additional funds instead of creating a new trust. In that case, the trust term will be extended for an additional three years, and the three fiscal years following the extension become the subject period. For each extension, the Company will make additional contributions up to a total of 240,000,000 yen as compensation to Directors and will continue to grant points and the Company's shares, etc., to Directors for the duration of the extended trust term. However, if such additional contribution is made, the Company's shares (excluding shares equivalent to points granted to Directors but for which delivery, etc., has not yet been completed) to be granted to Directors and money remaining in the trust property on the last day of the pre-extension trust term, the total value of the remaining shares, etc., and the additional contribution shall be no more than 240,000,000 yen.

In addition, at the end of the trust term, if there is a Director who may satisfy the beneficiary requirements, the term of the Trust can be extended for a maximum of 10 years until delivery of the Company's shares, etc., to the Director is completed. However, in such a case, new points will not be granted to the Directors.

(3) Calculation method and maximum amount of the Company's shares, etc., to be delivered to Directors

Previously, the Company's shares, etc., delivered to Directors were determined at a specified time each fiscal year based on a fixed number of points granted according to the base remuneration amount for each position. To establish a clearer link between Director compensation and performance and further enhance awareness of the need to contribute to medium- to long-term performance improvement and corporate value enhancement, the Company will revise the Plan so that the number of the Company's shares, etc., delivered to Directors will be determined based on points granted according to both base remuneration by position and the degree of achievement of performance targets for each fiscal year. One point = one share of the Company's stock, although the number of the Company's shares, etc., to be delivered can be adjusted if the Company's shares belonging to the Trust increase or decrease due to a

stock split, gratis allotment, or reverse stock split.

The maximum total number of points to be granted to Directors per fiscal year shall be 30,000 points, and the maximum total number of points to be granted to Directors over the three fiscal years of the subject period shall be 90,000 points, which is the maximum total number of points to be granted per fiscal year multiplied by three. The number of shares to be delivered to Directors who satisfy the beneficiary requirements corresponding to the points granted during the trust term shall be subject to the maximum number of shares corresponding to such points (90,000 shares). This maximum number of shares is set based on the maximum amount of trust money given in (2) above and with reference to the most recent stock price.

The Trust will deliver the Company's shares, etc., equivalent to the total number of points granted over the three years of the trust term (hereinafter referred to as "cumulative points") to Directors who satisfy the beneficiary requirements.

(\*) Performance coefficients will be determined within a range of 50% to 150% based on the degree of achievement of performance indicators and corporate value indicators set forth in the Company's medium-term management plan. For the initial subject period after the amendment to the Plan, the Company plans to adopt operating income, an engagement index, and total shareholder return (TSR) as such indicators.

(4) Method and timing of delivery of the Company's shares, etc., to Directors

Directors who satisfy the beneficiary requirements shall, in principle, receive delivery of the Company's shares, etc., calculated in accordance with (3) above, at the time of their retirement. At that time, eligible Directors shall receive shares of the Company equivalent to a certain percentage of cumulative points (rounding down shares less than one unit), and a monetary amount equivalent to the remaining value after conversion into money within the Trust.

(5) Exercise of voting rights related to the Company's shares held in the Trust

To ensure the neutrality of the management team, the voting rights related to the Company's shares held in the Trust shall not be exercised during the trust term.

(6) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors each time the Trust is established, the Trust agreement is amended, or additional contributions are made to the Trust.