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(Stock Exchange Code 6023)
June 6, 2025

To Shareholders with Voting Rights:

Yoshinobu Hotta
President
DAIHATSU INFINEARTH MFG. CO., LTD.
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka

NOTICE OF THE 65th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We are pleased to inform you that the 65th Annual General Meeting of Shareholders of DAIHATSU INFINEARTH MFG. CO., LTD. (the “Company”) will be held for the purposes as described below.

In convocation of this General Meeting of Shareholders, the Company has taken measures for electronic provision. The matters subject to measures for electronic provision are posted on the following website on the internet.

[The Company’s website]
<https://www.d-infi.com/en/ir/shareholders.html>

Moreover, the information is also published on the Tokyo Stock Exchange (TSE) website. Please access TSE’s website (Listed Company Search) and search for the information by entering the issue name (DAIHATSU INFINEARTH) or stock exchange code (6023) of the Company. Please select Basic information and Documents for public inspection/PR information to confirm the details.

[TSE website (Listed Company Search)]
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

[*Net de Shoshu* (online convocation) website]
<https://s.srdb.jp/6023/> (Japanese only)

In lieu of attending the meeting in person, you can exercise your voting rights through the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. Japan time on Thursday, June 26, 2025.

1. Date and Time: Friday, June 27, 2025 at 10:00 a.m. Japan time

2. Place: Space 36 L, 36F, Umeda Sky Building Tower West
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 65th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 65th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Election of One (1) Statutory Auditor
Proposal 4: Payment of Bonuses to Directors and Statutory Auditors

4. Matters Decided in Connection with this Convocation:

- (1) The paper copy sent to shareholders who have requested it does not contain the following matters according to relevant laws and regulations and the provisions of Article 14 of the Company's Articles of Incorporation. The Statutory Auditors and the Accounting Auditor have audited the documents to be audited, including the following matters.
 - 1) "A System to Ensure the Compliance of the Execution of Duties by Directors and Employees with Laws and Regulations and the Articles of Incorporation" and "Outline of the Operating Status of the System to Ensure the Compliance of the Execution of Duties by Directors and Employees with Laws and Regulations and the Articles of Incorporation" in the Business Report.
 - 2) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - 3) "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- (2) When a Voting Rights Exercise Form does not have indication of vote for or against the proposal A Voting Rights Exercise Form with no indication of vote for or against the proposal shall be deemed as voting for the proposal.
- (3) When voting rights are exercised both in writing or through the internet
If voting rights are exercised both in writing and through the internet, the voting rights exercised through the internet shall be treated as the valid vote.
- (4) When voting rights are exercised through the internet more than once
If voting rights are exercised through the internet multiple times, the last vote shall be deemed valid.

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Should the matters subject to measures for electronic provision require revisions, the revised versions will be posted on each of the websites on which they are posted.
 - ◎ The system for electronic provision of materials for general meetings of shareholders* was introduced according to the amendments to the Companies Act, which were enforced on September 1, 2022. Despite the law amendments, paper copies of the materials for this Annual General Meeting of Shareholders of the Company were sent to all shareholders as in the past.

*Refer to Reference Documents for the General Meeting of Shareholders, Business Report, Audit Reports, Non-consolidated Financial Statements, and Consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company plans to distribute surplus as follows.

1. Matters Related to the Year-end Dividend

The Company plans to distribute the year-end dividend as follows, taking into consideration factors such as business performance for the fiscal year under review and the business environment while also paying attention to its internal reserves.

(1) Matters related to the allocation of dividend property to shareholders and its total amount:

62 yen per common share

Total of 1,574,761,250 yen

(2) Date the distribution of surplus comes into effect:

June 30, 2025

2. Matters Related to the Distribution of Other Surplus

The Company plans to reverse the entire amount of the general reserve as follows, in order to secure options for future capital policies, including stable and continuous dividends and the cancellation of treasury shares.

(1) Surplus item increased and amount

Retained earnings brought forward 33,590,000,000 yen

(2) Surplus item decreased and amount

General reserve 33,590,000,000 yen

Proposal 2: Election of Ten (10) Directors

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

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Reelection Yoshinobu Hotta	Male	Representative Director President	100% (14/14)
2	Reelection Kunihiro Morimoto	Male	Representative Director Vice President Assistant to President	100% (14/14)
3	Reelection Toshiki Sanaga	Male	Director and Senior Managing Executive Officer General Manager, Tokyo Office In charge of Sales Management Division	100% (14/14)
4	Reelection Takashi Mizushina	Male	Director and Managing Executive Officer Head of Moriyama Office In charge of General Management Division, Safety, Health, and Environment Department, and Audit Department	100% (14/14)
5	Reelection Yoichi Hayata	Male	Director and Managing Executive Officer General Manager, Technology Management Division	100% (14/14)
6	Reelection Hideki Asada	Male	Director and Managing Executive Officer General Manager, Production and Procurement Management Division	100% (14/14)
7	Reelection Outside Director Independent Chiho Takeda	Female	Director	100% (14/14)
8	Reelection Outside Director Independent Hiroaki Sato	Male	Director	100% (14/14)
9	Reelection Outside Director Independent Hiroyuki Sakaida	Male	Director	100% (11/11)
10	New appointment Outside Director Independent Hideo Kanno	Male	-	-

New appointment: Candidate for Director to be newly elected

Reelection: Candidate for Director to be reelected

Outside Director: Candidate for Outside Director

Independent: Independent Director filed with the Tokyo Stock Exchange

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
1	Yoshinobu Hotta (January 30, 1966) Reelection	President (Representative Director)	April 1988 Joined the Company June 2017 Director June 2018 Director and Managing Executive Officer June 2019 Vice President June 2020 President (current position) (Significant concurrent position) President and Representative Director, DAIHATSU INFINEARTH UMEDA CITY CO., LTD.	121,800
<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Yoshinobu Hotta as Director in light of his high level of insight based on broad experience and achievements in driving the entire Group, having exercised excellent leadership and execution ability as the President and Representative Director of the Company, and leading the Group toward realizing the mid- to long-term vision. The Company has determined that his abundant experience and achievements spanning across the Company's business including manufacturing and quality control sections, and his high management skills with diverse values embraced will contribute to further improvement of corporate value.</p>				
2	Kunihiro Morimoto (July 5, 1965) Reelection	Vice President (Representative Director) [Responsibilities] Assistant to President	April 1988 Joined Daihatsu Motor Co., Ltd. April 2017 Executive Officer, in charge of CS Group January 2019 Executive, General Manager, Overseas Business Group, Deputy General Manager, Customer Service Group January 2021 Executive, General Manager, Customer Service Group June 2021 Statutory Auditor, the Company January 2022 Executive, Executive Manager, Sales & Customer Service Group, Daihatsu Motor Co., Ltd. June 2023 Vice President, the Company (current position)	14,300
<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Kunihiro Morimoto as Director in light of his abundant experience and extensive knowledge accumulated over an extended period of time in the manufacturing industry, having exercised excellent execution ability as the Vice President of the Company in the Group's management, including spurring business growth and strengthening its management base and governance, and leading efforts to promote the mid- to long-term vision. The Company has determined that his broad knowledge and high level of insight will contribute to sustainable growth of the Group companies.</p>				
3	Toshiki Sanaga (January 22, 1970) Reelection	Director and Senior Managing Executive Officer [Responsibilities] General Manager, Tokyo Office In charge of Sales Management Division	April 1993 Joined the Company June 2020 Director and Managing Executive Officer June 2024 Director and Senior Managing Executive Officer (current position)	43,300
<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Toshiki Sanaga as Director in light of his abundant experience and knowledge of the Company's business including in sales and audit sections, as well as his excellent insight based on his achievements as a Director of the Company in showing excellent leadership to contribute to the diverse expansion of our business, bringing his abundant management experience into play to promote efforts to build new businesses centering on increasing the scale and breadth of our mainstay business. The Company has determined that he will be able to contribute to further business growth of the Group by leveraging his excellent insight.</p>				

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions		Number of shares of the Company held
4	Takashi Mizushina (April 13, 1970) Reelection	Director and Managing Executive Officer [Responsibilities] Head of Moriyama Office In charge of General Management Division, Safety, Health, and Environment Department, and Audit Department	April 1994	Joined the Company	50,400
			June 2019	Director and Managing Executive Officer (current position)	
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Takashi Mizushina as Director in light of his abundant experience and knowledge of the Company's business including in administrative sections, having contributed to an increase in the scale and breadth of our mainstay business and the strengthening of the Group's management function by utilizing digital technology. He also has excellent judgement on risk management as a Director of the Company, including in bringing different viewpoints into building Group-wide governance structure.					
5	Yoichi Hayata (July 15, 1969) Reelection	Director and Managing Executive Officer [Responsibilities] General Manager, Technology Management Division	April 1993	Joined the Company	38,300
			June 2019	Director and Managing Executive Officer	
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Yoichi Hayata as Director in light of his abundant experience and knowledge of the Company's business including the technology and research and development sections. The Company has determined that he will be able to contribute to the creation of new businesses, sustainable growth, and improvement of corporate value in the Group going forward as a Director of the Company through the fulfillment of his roles in leading the development of engines that are compatible with next-generation fuels.					
6	Hideki Asada (August 29, 1969) Reelection	Director and Managing Executive Officer [Responsibilities] General Manager, Production and Procurement Management Division	April 1993	Joined the Company	37,200
			June 2019	Director and Managing Executive Officer	
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Hideki Asada as Director in light of his abundant experience and knowledge of business execution including manufacturing and quality control sections. The Company has determined that he will be able to contribute to sustainable growth and improvement of corporate value in the Group with a multifaceted perspective leveraging his experience and knowledge as a Director of the Company through the fulfillment of his roles in leading optimization of manufacturing processes and improvement of product quality.					

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
7	Chiho Takeda (February 9, 1973) Reelection Outside Independent	Director	October 2001 Registered as Attorney-at-law (Osaka Bar Association) Joined Miyake & Partners May 2016 Partner (current position) June 2020 Outside Director, Nichidai Corporation (current position) June 2022 Outside Director, Keihanshin Building Co., Ltd. (current position) June 2023 Outside Director, the Company (current position)	0
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the reelection of Ms. Chiho Takeda as Outside Director as she will leverage her specialist knowledge and experience, etc. as an attorney in the management of the Company. Upon her election, Ms. Takeda has contributed to enhancing the Company's corporate governance by leveraging her expertise in the legal field. In addition, we expect that, Ms. Takeda will contribute to enhancing the Company's supervisory function over its entire management, based on her abundant experience and insight. In addition, the Company has determined that she will be able to carry out her duties appropriately upon comprehensively considering the fact that Ms. Takeda possesses experience in corporate management as an outside director in other companies and a high level of insight regarding corporate law from her specialist position as an attorney, and other factors.</p>				
8	Hiroaki Sato (January 29, 1960) Reelection Outside Independent	Director	April 1982 Joined Canon Inc. February 2004 Senior General Manager, MR Systems Laboratory, Leading-edge Technology Research Center January 2008 General Manager, Image Information Technical Development Center July 2012 General Manager, Advanced Information & Real-world Technology Development Center, Digital System Technology Development Headquarters July 2015 Deputy Group Executive, Digital System Technology Development Headquarters March 2019 Audit & Supervisory Board Member June 2023 Outside Director, the Company (current position)	0
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the reelection of Mr. Hiroaki Sato as Outside Director as he will leverage his insight in management of the Company based on his high level of knowledge in the Information and Communication Technology (ICT) and research and development sections and abundant experience through numerous achievements. We expect that, upon his election, Mr. Sato will contribute to enhancing the Company's supervisory function over its entire management, based mainly on his high level of expertise in digital sections and extensive knowledge. In addition, the Company has determined that he will be able to carry out his duties appropriately, after comprehensively considering that Mr. Sato has participated in company management as an Audit & Supervisory Board Member in a different company, and that he has competence to greatly contribute to the Company's management in light of his knowledge related to audits of the execution of duties, abundant experience in the manufacturing business, and high technical knowledge.</p>				

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
9	Hiroyuki Sakaida (February 10, 1966) Reelection Outside Independent	Director	<p>April 1991 Joined Nomura Research Institute, Ltd.</p> <p>March 2000 Joined Paribas Securities (Japan) Limited, Tokyo Branch (currently BNP Paribas Securities (Japan) Limited)</p> <p>July 2002 Joined Lehman Brothers Japan Inc.</p> <p>June 2005 Joined CS First Boston Securities Co., Ltd., Tokyo Branch (currently Credit Suisse Securities Japan Ltd.)</p> <p>December 2007 Joined Goldman Sachs Japan Co., Ltd.</p> <p>December 2017 Joined Macquarie Capital Securities (Japan) Limited, Tokyo Branch</p> <p>February 2023 Representative Director, Eku Energy Japan K.K.</p> <p>March 2024 Adviser</p> <p>March 2024 Senior Consultant, Strategy Advisors Co., Ltd.</p> <p>June 2024 Outside Director, the Company (current position)</p> <p>September 2024 Vice President, Executive Officer, Strategy Advisors Co., Ltd. (current position)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the reelection of Mr. Hiroyuki Sakaida as Outside Director as he has served in key positions in stock research and infrastructure investment sections as a securities analyst, possesses abundant experience in corporate analysis, and will leverage his high level of knowledge and extensive insight, particularly in the energy field, in management of the Company. We expect that, upon his election, Mr. Sakaida will contribute to sustainable growth, improvement of corporate value, and enhancing the Company's supervisory function with his extensive knowledge. In addition, the Company has determined that he will be able to carry out his duties appropriately, after comprehensively considering that Mr. Sakaida has participated in company management as a Representative Director in a different company, and that he has competence to greatly contribute to the Company's management in light of his high level of expertise in the energy sections.</p>				
10	Hideo Kanno (November 16, 1957) New appointment Outside Independent	-	<p>April 1981 Joined Mitsubishi Corporation</p> <p>June 2016 Director, Nankai Chemical Co., Ltd.</p> <p>April 2017 Representative Director, President and CEO</p> <p>July 2024 Chairman</p>	2,000
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the election of Mr. Hideo Kanno as a new Outside Director as he will leverage his abundant practical experience in a trading company and a high level of insight and expertise backed by a proven track record in management as the Representative Director, President and CEO of the chemical business, in management of the Company. We expect that, upon his election, Mr. Kanno will contribute to enhancing the Company's supervisory function over its entire management by leveraging his practical experience mainly in the business strategy and corporate management including overseas expansion. In addition, the Company has determined that he will be able to carry out his duties appropriately, after comprehensively considering that Mr. Kanno possesses insights across various industries, along with a deep understanding of the business structure and management challenges in the manufacturing business, and that he has competence to greatly contribute to the Company's sustainable growth and enhancement of its governance structure.</p>				

(Notes)

1. There are no special interest relationships between each candidate and the Company.
2. Ms. Chiho Takeda, Mr. Hiroaki Sato, Mr. Hiroyuki Sakaida, and Mr. Hideo Kanno are candidates for Outside Director of the Company.
Furthermore, Ms. Chiho Takeda, Mr. Hiroaki Sato, and Mr. Hiroyuki Sakaida have been designated as Independent Directors as prescribed by the Tokyo Stock Exchange. If they are reelected as Outside Directors, they will remain Independent Directors. In addition, if Mr. Hideo Kanno is elected as an Outside Director, he is scheduled to be designated as an Independent Director as prescribed by the Tokyo Stock Exchange.
3. Ms. Chiho Takeda is scheduled to be appointed as an Outside Statutory Auditor of Eidai Co., Ltd. as of June 26, 2025.
4. Mr. Hideo Kanno is scheduled to be appointed as an Outside Director of Okumura Engineering Corp. as of June 26, 2025.
5. The term of office of Ms. Chiho Takeda as Outside Director of the Company will be two years at the conclusion of this Annual General Meeting of Shareholders.
6. The term of office of Mr. Hiroaki Sato as Outside Director of the Company will be two years at the conclusion of this Annual General Meeting of Shareholders.
7. The term of office of Mr. Hiroyuki Sakaida as Outside Director of the Company will be one year at the conclusion of this Annual General Meeting of Shareholders.
8. Contents and overview of liability limitation agreement
The Company has entered into agreements with Ms. Chiho Takeda, Mr. Hiroaki Sato, and Mr. Hiroyuki Sakaida to limit their liability as defined in Article 423, Paragraph 1 of the Companies Act, in accordance with the stipulations of Article 427, Paragraph 1 of the said Act. The limit of liability based on the agreements is the minimum liability amount set forth in Article 425, Paragraph 1 of the said Act. If their reelection is approved, the Company intends to continue the same agreements. In addition, if Mr. Hideo Kanno is elected, a similar agreement will be entered into with the electee.
Outline of the liability limitation agreements is as follows:
 - If an Outside Director incurs any liability to the Company for damages by neglecting his/her duties, such Outside Director shall be liable for such damages up to the minimum liability amount as defined in Article 425, Paragraph 1 of the Companies Act.
 - The abovementioned liability limitation shall be applicable only if such Outside Director has acted in good faith and without gross negligence in performing his/her duties that have caused such liability.
9. Outline of directors and officers liability insurance contract
The Company has entered into a directors and officers liability insurance contract as defined in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages that may arise due to the insured persons' assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. Certain exemptions, however, such as an exemption from coverage if such damages are caused by the intent or gross negligence of insured Directors, shall be provided.
The candidates for Director will be included as the insured persons under the insurance policy if they are elected. The Company bears the entire premium for all of the insured persons. The Company plans to renew the insurance policy under the same terms and conditions in effect at the time of next renewal.
- 10.

Skills Matrix

Each skill has been identified from the perspective of the functions required of the Board of Directors, alignment with the management strategy, and the characteristics of the Company's business, and definitions and evaluation criteria for possession have been established for each skill. In determining the presence or absence of each skill, whether a Director possesses attributes such as particularly high achievement, abundant experience, and advanced insight is used as a criterion.

Skills Particularly Expected and Areas of Expertise												
Name	Title	Outside	Corporate management and management strategy	ESG and sustainability	Technology and research & development	Manufacturing and quality control	Sales and marketing	Human resources and human resource development	Finance	Information communication technology (ICT) and Digital Transformation (DX)	Global business	Legal affairs and compliance
Yoshinobu Hotta	Representative Director, President		•	•		•					•	
Kunihiro Morimoto	Representative Director, Vice President		•			•	•				•	
Toshiki Sanaga	Director		•				•			•	•	
Takashi Mizushina	Director		•					•	•			•
Yoichi Hayata	Director		•	•	•							
Hideki Asada	Director		•	•		•	•					
Chiho Takeda	Director	○	Inde- pendent	•								•
Hiroaki Sato	Director	○	Inde- pendent	•						•	•	
Hiroyuki Sakaida	Director	○	Inde- pendent	•	•				•			
Hideo Kanno	Director	○	Inde- pendent	•							•	•

(Note) The above table illustrates up to four key fields of skills particularly expected of candidates for Director, marked with ●, and does not indicate all of the knowledge and experiences they possess.

Proposal 3: Election of One (1) Statutory Auditor

Mr. Nobuki Nakatani, who serves as Statutory Auditor, will retire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Statutory Auditor to refill the position.

According to the stipulations of the Articles of Incorporation of the Company, the term of office of the new Statutory Auditor will be until the conclusion of the 66th Annual General Meeting of Shareholders when the term of office of the retiring Mr. Nobuki Nakatani will expire.

This proposal has been approved by the Board of Statutory Auditors.

The candidate for Statutory Auditor is as follows:

Name (Date of birth)	Positions in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
Koichi Kohori (February 7, 1959)	-	November 1981 Joined Peat, Marwick, Mitchell & Co. (currently KPMG) May 1986 Registered as Certified Public Accountant October 1996 Representative Partner, Century Audit Corporation (currently Ernst & Young ShinNihon LLC) September 2003 Representative Partner, KPMG AZSA LLC July 2023 Representative, Koichi Kohori CPA Office (current position) (Significant concurrent position) Representative, Koichi Kohori CPA Office	0
New appointment Outside Independent	-		
[Reasons for nomination as a candidate for Outside Statutory Auditor] The Company proposes the election of Mr. Koichi Kohori as a new Outside Statutory Auditor, as we have determined that he would be able to contribute to enhancing the Company's supervisory function and fulfilling the checking function over its entire management, mainly from a financial point of view, by leveraging his specialist knowledge and experience, etc. accumulated over an extended period of time as a Certified Public Accountant in the management of the Company. In addition, the Company has determined that he will be able to carry out his duties appropriately upon comprehensively considering the fact that Mr. Kohori has the aforementioned practical experience.			

(Notes)

- There are no special interest relationships between the candidate and the Company.
- Mr. Koichi Kohori is a candidate for Outside Statutory Auditor to be newly elected.
Furthermore, Mr. Koichi Kohori has been designated as an Independent Statutory Auditor as prescribed by the Tokyo Stock Exchange. If he is elected as an Outside Statutory Auditor, he is scheduled to be designated as an Independent Statutory Auditor as prescribed by the Tokyo Stock Exchange.
- Contents and overview of liability limitation agreement
If Koichi Kohori is elected, pursuant to the stipulations of the Company's Articles of Incorporation, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages as defined in Article 423, Paragraph 1 of the Companies Act, in accordance with the stipulations of Article 427, Paragraph 1 of the said Act; provided that the limit of liability based on the agreement is the minimum liability amount set forth in laws and regulations.
Outline of the liability limitation agreement is as follows:
- If an Outside Statutory Auditor incurs any liability to the Company for damages by neglecting his/her duties, such Outside Statutory Auditor shall be liable for such damages up to the minimum liability amount as defined in Article 425, Paragraph 1 of the Companies Act.
- The abovementioned liability limitation shall be applicable only if such Outside Statutory Auditor has acted in
4. good faith and without gross negligence in performing his/her duties that have caused such liability.
- Outline of directors and officers liability insurance contract
The Company has entered into a directors and officers liability insurance contract as defined in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages that may arise due to the insured persons' assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. Certain exemptions, however, such as an exemption from coverage if such damages are caused by the intent or gross negligence of insured Statutory Auditors, shall be provided.
If Mr. Koichi Kohori is elected, he will be included as the insured person under the insurance policy. The Company bears the entire premium for all of the insured persons. The Company plans to renew the insurance policy under the same terms and conditions in effect at the time of next renewal.

Reference: Composition of the Board of Statutory Auditors

If Proposal 3 “Election of One (1) Statutory Auditor” is approved and passed as originally proposed, the number of Statutory Auditors will be three, including two Outside Statutory Auditors, at the conclusion of this Annual General Meeting of Shareholders. The composition of the Board of Statutory Auditors will be as follows:

Name		Gender	Current Positions in the Company	Attendance at meetings of the Board of Directors	Attendance at meetings of the Board of Statutory Auditors
Current position	Atsumi Masada	Male	Statutory Auditor	100% (14/14)	100% (13/13)
Current position Outside Independent	Yoshihiro Matsubara	Male	Statutory Auditor	100% (11/11)	100% (10/10)
New appointment Outside Independent	Koichi Kohori	Male	-	-	-

Proposal 4: Payment of Bonuses to Directors and Statutory Auditors

Taking into consideration the business performance during the fiscal year under review, among other factors, the Company proposes to pay bonuses to Directors and Statutory Auditors at the total amount of 139,650 thousand yen to ten (10) Directors (including four [4] Outside Directors) and three (3) Statutory Auditors as of the end of the fiscal year under review (130,700 thousand yen to Directors excluding Outside Directors, 6,400 thousand yen to Outside Directors, and 2,550 thousand yen to Statutory Auditors).

The Company has determined the policy on the remuneration, etc. of the individual Directors at the Board of Directors' meetings. The outline of the policy is stated in "Business Report 4. Matters Regarding Directors and Statutory Auditors of the Company (4) Remuneration, etc. of Directors and Statutory Auditors Pertaining to the Fiscal Year Under Review." As this proposal is in line with the said policy, the Company has determined that it is deemed appropriate.

The amounts to be paid to each Director and each Statutory Auditor are to be left to the discretion of the Board of Directors for Directors and the Board of Statutory Auditors for Statutory Auditors.

(The amounts of bonuses to Directors and Statutory Auditors have been rounded down to the nearest million yen.)

End