

Securities Code: 6143
March 6, 2024

To: Shareholders

Sodick Co., Ltd.

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

Kenichi Furukawa

President and Representative Director

Notice of Convocation of the 48th Ordinary General Shareholders' Meeting

Dear Sirs/Madams,

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

We would like to express our heartfelt sympathy to those who were affected by the Noto Peninsula Earthquake in 2024 and pray for a speedy recovery and reconstruction.

We are pleased to inform you that we will hold the 48th Ordinary General Meeting of Shareholders as stated below.

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

Our website

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



(Please access the above website to review the materials presented at the 48th Ordinary General Meeting of Shareholders.)

Website containing materials for the General Meeting of Shareholders

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



Tokyo Stock Exchange website (TSE listed company information service)

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



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

If you are unable to attend the general meeting, you may exercise your voting right in writing (by mail) or via the Internet. Please refer to the Reference Document for the General Meeting of Shareholders as stated below and exercise your voting right before 5:15 p.m. on Wednesday March 27, 2024.

Exercise of voting right in writing (by mail)

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

Exercise of voting right via the Internet

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

Yours Sincerely,

1. Date and Time From 10:00 a.m. on Thursday, March 28, 2024 (Reception will start from 9:00 a.m.)
2. Place At the conference room on the 3rd floor of our head office building, 3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
3. Purposes

Matters to report	<ol style="list-style-type: none"> 1. A business report and consolidated financial statements for the 48th fiscal year (from January 1 to December 31, 2023) and a report on the results of the audit of those consolidated financial statements by financial auditors and the Audit & Supervisory Board 2. A report on financial statements for the 48th fiscal year (from January 1 to December 31, 2023)
Matters to be resolved	
First proposal	Disposal of surplus
Second proposal	Partial amendments to the Articles of Incorporation
Third proposal	Appointment of nine (9) Directors
Fourth proposal	Appointment of two(2) Audit & Supervisory Board Members
4. Matters determined on the convocation of the meeting (Guidance on Exercise of Voting Rights)
 - (1) If you exercise your voting rights in writing (by mail) without indication of approval or disapproval of any proposal in the voting form, we will treat it as an indication of approval.
 - (2) If you exercise your voting rights both via the Internet and in writing, the exercise of your voting rights via the Internet shall be deemed valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote shall be deemed effective.
 - (3) In the case of attendance by proxy, you should designate as proxy another shareholder having a voting right at this general meeting and should provide a document certifying power of proxy as well.

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

 - (1) System for ensuring the appropriateness of operations in the business report
 - (2) Consolidated Statements of Changes in Shareholders' Equity and Notes to Consolidated Financial Statements in the consolidated financial statements
 - (3) Statements of Changes in Shareholders' Equity and Notes to Non-consolidated Financial Statements in the non-consolidated financial statements
 Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements provided in the documents constitute part of the figures audited by financial auditors and Audit & Supervisory Board Members in drawing up the audit report.

◎ Videos of matters to be reported on the day of the General Meeting of Shareholders will be available on our website from April 1, 2024.

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



Reference Document for the General Shareholders' Meeting

First Proposal: Disposal of Surplus

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

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

- (1) Type of dividend property
Cash
- (2) Matters concerning allotment of dividend property and total dividends
Dividend allocation: ¥15 per common share of the Company.
In this case, the total amount of dividends is ¥761,104,185.
The annual dividends for the current fiscal year, including interim dividends, will be ¥29 per common share.
- (3) Effective date of dividends from surplus
March 29, 2024

Second Proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

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

- (1) Shortening of the terms of office of directors
The term of office of directors will be shortened from two years to one year, and necessary changes will be made to Article 22 (Term of Office of Directors) of the current Articles of Incorporation in order to clarify the management responsibilities of directors and to build a management system that can respond promptly to changes in the business environment.
- (2) Abolition of provisions on executive directors with special titles
The Company has strengthened the decision-making and supervisory functions of the Board of Directors by separating the decision-making and supervisory functions of management from those of business execution and by clarifying such functions, and has clarified that the positions of chairperson, president, and others are those of Executive Officers for the purpose of executing business more flexibly and quickly. In order to reflect this in the Articles of Incorporation, the provision of current Article 26 (Representative Directors and Executive Directors with Special Titles) will be abolished, and the proposed Article 26 (Representative Director and Executive Officers) will be newly established to allow the establishment of Executive Officers (including Executive Officers with special titles) in accordance with the Executive Officer Regulations established by the Board of Directors. Accordingly, the provisions of Article 14 (Convener and Chairperson) and Article 23 (Calling of the Board of Directors) will be changed as required.

2. Details of the changes

Details of the changes are as follows:

(The changed part is underlined.)

Current Articles of Incorporation	Proposed changes
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
<p>Convener and Chairperson</p> <p>Article 14 (1) Unless otherwise provided for by laws and regulations, a shareholders meeting shall be convened by <u>the President by a resolution of the Board of Directors</u>. In the event that <u>the President</u> is incapacitated, other Directors shall call the meeting in the order determined in advance by the Board of Directors.</p> <p>(2) <u>The President</u> shall preside at the general meeting of shareholders. In the event that <u>the President</u> is incapacitated, other Directors shall preside in the order determined in advance by the Board of Directors.</p>	<p>Convener and Chairperson</p> <p>Article 14 (1) Unless otherwise provided for by laws and regulations, a general meeting of shareholders shall be convened by <u>the Director designated by the Board of Directors</u>. In the event that <u>this person</u> is incapacitated, other Directors shall call the meeting in the order determined in advance by the Board of Directors.</p> <p>(2) <u>The Director designated by the Board of Directors</u> shall preside at the general meeting of shareholders. In the event that <u>this person</u> is incapacitated, other Directors shall preside in the order determined in advance by the Board of Directors.</p>
<p>Terms of Office of Directors</p> <p>Article 22 (1) The term of office of directors shall be until the conclusion of the annual shareholders meeting for the last business year ending within <u>two years</u> from the time of election.</p> <p>(2) The term of office of a director who is elected as a substitute or an increase in the number of directors shall be until the expiration of the term of office of the current director.</p>	<p>Terms of Office of Directors</p> <p>Article 22 (1) The term of office of directors shall be until the conclusion of the annual shareholders meeting for the last business year ending within <u>one year</u> from the time of election.</p> <p>(2) The term of office of a director who is elected as a substitute or an increase in the number of directors shall be until the expiration of the term of office of the current director.</p>
<p>Calling of Board of Directors Meetings</p> <p>Article 23 (1) A Board of Directors meeting shall be convened pursuant to the provisions of the Board, and notice thereof shall be sent to each Director and each Audit & Supervisory Board Member no later than three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need.</p> <p>(2) Unless otherwise provided for by laws and regulations, <u>the President</u> shall convene and preside at the Board of Directors meetings. If <u>the President</u> is incapacitated, other Directors shall take over in the order prescribed in advance in the Board of Directors Regulations.</p>	<p>Calling of Board of Directors Meetings</p> <p>Article 23 (1) A Board of Directors meeting shall be convened pursuant to the provisions of the Board, and notice thereof shall be sent to each Director and each Audit & Supervisory Board Member no later than three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need.</p> <p>(2) Unless otherwise provided for by laws and regulations, <u>Director designated by the Board of Directors</u> shall be convene and preside at the Board of Directors. In the event that <u>this person</u> is incapacitated, other Directors shall take over in the order prescribed in advance in the Board of Directors Regulations.</p>
<p><u>Representative Directors and Executive Directors with Special Titles</u></p> <p>Article 26 (1) <u>The Company may appoint one President and Representative Director by a resolution of the Board of Directors, and may appoint one Chairman and Representative Director, Vice Chairman and Representative Director, Vice President and Representative Director, Senior Executive Managing Director and some Executive Managing Directors, as necessary.</u></p> <p>(2) <u>The President and Representative Director represents the Company.</u></p> <p>(3) <u>In addition to the President and Representative Director specified in the preceding paragraph, Directors representing the Company may be appointed by a resolution of the Board of Directors.</u></p>	<p><Delete></p>
<p><New></p>	<p><u>Representative Directors and Executive Officers</u></p> <p>Article 26 (1) <u>The Company shall appoint Directors to represent the Company by a resolution of the Board of Directors.</u></p> <p>(2) <u>To the extent legally possible, the Company may delegate the execution of the Company's business to Executive Officers based on a resolution of the Board of Directors.</u></p>

Third Proposal: Appointment of Nine (9) Directors

The term of office of all ten (10) directors will expire at the end of this general meeting. Therefore, we would like you to appoint nine (9) directors, including a newly appointed directors.

Candidates for director are as follows:

Candidate No.	Name	Gender	Current Post	Attribution
1	Kenichi Furukawa	Male	President and Representative Director	Reappointment
2	Yuji Akutsu	Male	COO (Chief Operating Officer)	New Appointment
3	Hideki Tsukamoto	Male	Senior Executive Managing Director (Machine Tools Division and Production Management Division)	Reappointment
4	Hirofumi Maejima	Male	Executive Managing Director (Corporate Division)	Reappointment
5	Kazunao Kudo	Male	External Director	Reappointment External
6	Kenzo Nonami	Male	External Director	Reappointment External
7	Yoshikazu Goto	Male	External Director	Reappointment External
8	Haruchika Gohara	Male	External Audit & Supervisory Board Member	New Appointment External
9	Ayako Sano	Female	–	New Appointment External

Reappointment

A candidate for reappointed Director

New Appointment

A candidate for newly appointed Director

External

A candidate for external Director

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
1	<p style="text-align: center;">Reappointment</p> <p>Kenichi Furukawa (August 5, 1972)</p>	<p>Aug. 1999 Joined Sodick Co., Ltd.</p> <p>Apr. 2007 President and Director of Tom Sodick Corporation</p> <p>Dec. 2007 Finance Division Manager of Sodick Co., Ltd.</p> <p>Apr. 2008 Corporate Planning Division Manager of Sodick Co., Ltd.</p> <p>Jun. 2008 Director of Sodick Co., Ltd.</p> <p>Jun. 2010 Executive Managing Director of Sodick Co., Ltd.</p> <p>Jun. 2012 Senior Executive Managing Director (Management and Corporate Planning Division) of Sodick Co., Ltd.</p> <p>Jul. 2012 Chairman of Director of Sodick (Thailand) Co., Ltd. (current post)</p> <p>Jun. 2014 Vice President and Representative Director of Sodick Co., Ltd.</p> <p>Mar. 2018 President and Representative Director of Sodick Co., Ltd. (current post)</p> <p>Aug. 2018 Chairman and Director of Sodick F.T Co., Ltd. (current post)</p>	845,937 shares
<p>Reasons for Nomination as a Director:</p> <p>Mr. Kenichi Furukawa gained a good track record in management by assuming the office of President and Director of a subsidiary (currently Food Machinery Division) and served as Finance Division Manager and Corporate Planning Division Manager of the Company. After assuming the office of Director of the Company, Mr. Furukawa has been responsible for overall management-related operations such as business administration, accounting, finance, IT, human resources, and general affairs. He has been in charge of steering the Company, including our group companies, by assuming the office of Chairman and Director of the Company's overseas plants before assuming the office of President and Representative Director of the Company. In 2022, in addition to organizational changes, he reviewed the Company's business structure and promoted corporate transformation, including the development of total solutions that support customer manufacturing in total. Since 2023, when he embarked on structural reforms, he has shown strong leadership in achieving sustainable growth and maximizing corporate and shareholder value in the Company over the medium to long term.</p> <p>Given his track record and strong change-oriented leadership, the Board of Directors nominated him again as a candidate for Director. We expect that he will continue to fulfill the above duties after his appointment.</p>			

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
2	<p>New Appointment</p> <p>Yuji Akutsu (March 19, 1964)</p>	<p>Apr. 1987 Joined Sodick Co., Ltd.</p> <p>Jan. 1991 Seconded to Sodick, Inc.</p> <p>Nov. 2005 Vice President and Director of Sodick Inc.</p> <p>Jul. 2013 Executive Officer (Sales Management Division Vice Manager in charge of the West) of Sodick Co., Ltd.</p> <p>Apr. 2016 President and Director of Sodick, Inc. (current post)</p> <p>Jan. 2022 Machine Tools Division Deputy Vice Manager</p> <p>Mar. 2022 Senior Executive Officer of Sodick Co., Ltd.</p> <p>Nov. 2022 COO (Chief Operating Officer) of Sodick Co., Ltd. (current post)</p>	45,800 shares
	<p>Reasons for Nomination as a Director:</p> <p>Since joining the Company, Mr. Yuji Akutsu has gained experience in manufacturing and after-sales service. When he was seconded to a U.S. sales company, he built a system that ensures stable profits, such as introducing a new business platform in the after-sales field. He has led the transformation as Deputy General Manager of Machine Tools Division since January 2022 and COO (Chief Operating Officer) since November of the same year. Given his extensive experience and knowledge of the Company's business and his track record and strong change-oriented leadership, the Board of Directors maintained its nomination of him as a candidate for Director. We expect that he will continue to fulfill the above duties after his appointment.</p>		

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
3	<p style="text-align: center;">Reappointment</p> <p>Hideki Tsukamoto (November 29, 1962)</p>	<p>Apr. 1985 Joined Sodick Co., Ltd.</p> <p>Jul. 1988 Seconded to Sodick (Thailand) Co., Ltd.</p> <p>Mar. 1998 Director of Sodick (Thailand) Co., Ltd. (current post)</p> <p>Apr. 2008 President and Director of Sodick (Thailand) Co., Ltd.</p> <p>Apr. 2012 Vice President and Director of Sodick Amoy Co., Ltd.</p> <p>Jul. 2012 Executive Officer (Production Management Division Vice Manager) of Sodick Co., Ltd.</p> <p>Jul. 2012 Director of Suzhou Sodick Special Equipment Co., Ltd.</p> <p>Jun. 2014 Director (Production Management Division) of Sodick Co., Ltd.</p> <p>Jul. 2014 Senior Executive Officer of Sodick Co., Ltd. (current post)</p> <p>Jun. 2015 Chairman of Suzhou Sodick Special Equipment Co., Ltd. (current post)</p> <p>Jun. 2015 Chairman of Sodick Amoy Co., Ltd. (current post)</p> <p>Jun. 2015 Executive Managing Director (Production Management Division) of Sodick Co., Ltd.</p> <p>Mar. 2020 Senior Executive Managing Director (Machine Tools and Production Management Division) of Sodick Co., Ltd. (current post)</p>	62,750 shares
<p>Reasons for Nomination as a Director: Since joining Sodick Co., Ltd., Mr. Hideki Tsukamoto has gained a wealth of knowledge and experience in the Company's business, including product design, development, manufacturing, and production management. Since the establishment of the Thai factory, he served as President and Director of the factory, and concurrently served as Chairman of Suzhou Factory and Amoy Factory. Since June 2014, he has been responsible for production management. Under the slogan of "equally high-quality products worldwide," he has led the innovation as Head of Production while optimizing the production system. As Senior Executive Managing Director of the Company, he has played an appropriate role in making decisions on important management matters and supervising business execution, including strengthening the development of laser processing machines that are expected to grow as part of structural reforms in the machine tool segment. For this reason, the Board of Directors nominated him again as a candidate for Director. We expect that he will continue to fulfill the above duties after his appointment.</p>			

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
<u>4</u>	Reappointment Hirofumi Maejima (February 7, 1961)	<p>Apr. 1984 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>May 1993 Deputy Manager of Los Angeles Branch of The Sumitomo Bank, Limited</p> <p>Oct. 1995 Deputy Manager of Kojimachi Branch of The Sumitomo Bank, Limited</p> <p>Apr. 1999 Senior Deputy Manager of Shibuya Corporation Department of The Sumitomo Bank, Limited</p> <p>Jul. 2000 Cairo Representative Office Manager of The Sumitomo Bank, Limited</p> <p>Jul. 2003 Senior Promotion Officer of the Foreign Operations Department of The Sumitomo Bank, Limited</p> <p>Apr. 2006 Senior Promotion Officer of the Corporate Information Department of The Sumitomo Bank, Limited</p> <p>Jan. 2010 Seconded to Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.); Fifth Corporate Information Department Manager</p> <p>Apr. 2012 Senior Examiner of the Audit Division of Sumitomo Mitsui Banking Corporation</p> <p>Oct. 2013 Seconded to Sodick Co., Ltd.; Finance Division Manager</p> <p>May 2014 Joined Sodick Co., Ltd.; Finance Division Manager</p> <p>Jun. 2014 Executive Managing Director (Corporate Planning Division) of Sodick Co., Ltd. (current post)</p> <p>Jul. 2015 Senior Executive Officer of Sodick Co., Ltd. (current post)</p> <p>Mar. 2018 Head of Corporate Division of Sodick Co., Ltd. (current post)</p>	35,520 shares
<p>Reasons for Nomination as a Director: Mr. Hirofumi Maejima has held various important positions in Japan and overseas since joining The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) in 1984. He possesses specialized knowledge and experience cultivated at financial institutions as well as business experience overseas.</p> <p>As Executive Managing Director of the Company, he has been in charge of business management, finance, and accounting since 2014. He has demonstrated his high expertise in finance, accounting, and international business, and has led the financial globalization by significantly improving the Company's financial position. In addition, he plays an appropriate role in determining important management matters and supervising business execution. Therefore, the Board of Directors nominated him again as a candidate for Director. We expect that he will continue to fulfill the above duties after his appointment.</p>			

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

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

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

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
6	<div style="text-align: center;">Reappointment</div> <div style="text-align: center;">External</div> <p>Kenzo Nonami (February 21, 1949)</p>	<p>Mar. 1979 Doctor of Engineering, Tokyo Metropolitan University</p> <p>Feb. 1985 Researcher Engineer, National Aeronautics and Space Administration (NASA)</p> <p>Apr. 1988 Senior Research Engineer, National Aeronautics and Space Administration (NASA)</p> <p>Dec. 1988 Assistant Professor of Chiba University</p> <p>Apr. 1994 Professor of Chiba University</p> <p>Apr. 2008 Director and Vice President of Chiba University (Research)</p> <p>Oct. 2012 Chairman of Mini Surveyor Consortium (currently Japan Drone Consortium) (current post)</p> <p>Nov. 2013 Representative Director and CEO of Autonomous Control Systems Laboratory Ltd.</p> <p>Apr. 2017 Professor Emeritus of Chubu University (current post)</p> <p>Sep. 2018 Chairman of the Board of Autonomous Control Systems Laboratory Ltd.</p> <p>Jun. 2019 Chairman of the Board of Advanced Robotics Foundation (current post)</p> <p>Mar. 2020 External Director of Sodick Co., Ltd. (current post)</p> <p>Jan. 2022 Representative Director, Autonomy Co., Ltd. (current post)</p> <p>Jul. 2023 Head of Robotics of Fukushima Institute for Research, Education and Innovation (current post)</p>	- shares
<p>Reasons for Nomination as an External Director and Expected Duties: Mr. Kenzo Nonami is a candidate for External Director as provided for in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Nonami served as a Senior Researcher at the National Aeronautics and Space Administration (NASA). He has abundant management experience, including the establishment of university ventures, making use of his extensive knowledge on mechanical engineering (control engineering) cultivated through his many years of research at universities. Based on his perspective, he has actively made constructive statements at the Board of Directors meetings and has played an appropriate role as External Director of the Company, including supervising business execution. Furthermore, as a member of the Personnel Advisory Committee and the Remuneration Advisory Committee, he has actively expressed his effective opinions at meetings of these Committees. For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as External Director and nominated him again as a candidate for External Director. We expect that he will continue to fulfill the above duties after his appointment. If he is reelected, as a member of the Personnel Advisory Committee and the Remuneration Advisory Committee, he is expected to be independently engaged in the selection of candidates for Directors of the Company and in the determination of compensation for officers. In addition, Mr. Nonami satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we registered him as an independent officer. Mr. Nonami has held the post of External Director at the Company for a period of four years as of the end of this general meeting.</p>			

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
7	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">External</p> <p>Yoshikazu Goto (October 30, 1955)</p>	<p>Mar. 1980 Graduated from the Department of Mechanical Engineering, Graduate School of Science and Engineering of Tokyo Institute of Technology.</p> <p>Apr. 1980 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>Aug. 2003 Director of Standardization Division, Industrial Science and Technology Policy and Environment Bureau, the Ministry of Economy, Trade and Industry</p> <p>Jun. 2004 Director of Technology Affairs Division, Small and Medium Enterprise Agency, the Ministry of Economy, Trade and Industry</p> <p>Jul. 2008 Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Apr. 2010 Senior Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Oct. 2012 Specially appointed Professor, Department of Materials Engineering, Graduate School of Engineering, University of Tokyo</p> <p>Jun. 2015 External Director of Paramount Bed Holdings Co., Ltd.</p> <p>Oct. 2017 Vice Chairman of Japan Society for the Promotion of Machine Industry (current post)</p> <p>Jun. 2018 External Director (Audit & Supervisory Committee Member) of Paramount Bed Holdings, Co., Ltd. (current post)</p> <p>Mar. 2022 External Director of Sodick Co., Ltd. (current post)</p>	2,791 shares
<p>Reasons for Nomination as an External Director and Expected Duties: Mr. Yoshikazu Goto is a candidate for External Director as stipulated in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Goto has long been involved in the economic administration field related to industrial development centering on corporate manufacturing as Deputy Director-General and Senior Deputy Director-General of the Manufacturing Industry Bureau of the Ministry of Economy, Trade and Industry. He has a wide range of knowledge and experience centered on the industrial field. Although he has not participated directly in company management other than as an external officer in the past, we determined for the above reasons that he is capable of appropriately performing his duties as External Director and nominated him again as a candidate for External Director in order to utilize his knowledge in the management of the Company and further strengthen the corporate governance system of the Company. We expect that he will continue to fulfill the above duties after his appointment. If he is reelected, as a member of the Personnel Advisory Committee and the Remuneration Advisory Committee, he is expected to be independently engaged in the selection of candidates for Directors of the Company and in the determination of compensation for officers. In addition, Mr. Goto satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we registered him as an independent officer. Mr. Goto has held the post of External Director at the Company for a period of two years as of the end of this general meeting.</p>			

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

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
8	<div style="border: 1px solid black; padding: 2px; display: inline-block; background-color: #cccccc;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; background-color: #cccccc;">External</div> Haruchika Gohara (July 20, 1973)	Oct. 2002 Joined Chuo Aoyama Audit Corporation. Sep. 2004 Joined Tohatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Aug. 2008 President of Gohara Accounting Firm (current post) Nov. 2012 External Audit & Supervisory Board Member of Daiyoshi Trust Co., Ltd. (currently Daiwa House Parking Co., Ltd.) Mar. 2023 External Audit & Supervisory Board Member of Sodick Co., Ltd. (current post)	- shares
	<p>Reasons for Nomination as an External Director and Expected Duties: Mr. Haruchika Gohara is a candidate for External Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Gohara has many years of experience as a certified public accountant with auditing firms and has extensive experience as a financial accounting specialist. He has provided appropriate advice, etc. as External Audit & Supervisory Board Member of the Company for one year since March 2023. He also served as an external audit & supervisory board member outside of the Company and has extensive knowledge and experience. Although he has not participated directly in company management other than as an external officer in the past, we determined for the above reasons that he is capable of appropriately performing his duties as External Director and nominated him as a candidate for External Director in order to utilize his knowledge in the management of the Company and further strengthen the corporate governance system of the Company. We expect that he will continue to fulfill the above duties after his appointment. In addition, Mr. Gohara satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we will register him as an independent officer. The number of years since he assumed the position of External Audit & Supervisory Board Member of the Company will be one year at the time of this general meeting.</p>		

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

- Finance and accounting; Legal affairs and risk management

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Post)	Number of Shares Held
	<div style="border: 1px solid black; padding: 2px; width: fit-content;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-top: 5px;">External</div> <p style="text-align: center;">Ayako Sano (December 9, 1977)</p>	<p>Apr. 2001 Economic Research Department, Goldman Sachs (Japan) Ltd. (currently Goldman Sachs Japan Co., Ltd.)</p> <p>Jan. 2009 Joined Tokyo Nishi Law Office (currently TNLAW Legal Professional Corporation)</p> <p>Oct. 2018 Civil Conciliator at Tokyo District Court</p> <p>Dec. 2018 Head of Aya Law Office (current post)</p> <p>Mar. 2019 External Director of Skylark Holdings Co., Ltd. (current post)</p> <p>Mar. 2021 External Director (Audit & Supervisory Committee Member), Metaps Co., Ltd. (currently Metaps Holdings, Inc.)</p>	- shares
9	<p>Reasons for Nomination as an External Director and Expected Duties:</p> <p>Ms. Ayako Sano is a candidate for External Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>Ms. Sano has advanced expertise and extensive knowledge as a lawyer, and has experience as an external director, audit & supervisory committee member, and chairperson of the special committee for evaluating proposals for an MBO and privatization, etc., at companies other than the Company. Although she has not participated directly in company management other than as an external officer, the Board of Directors has appointed her as a candidate for External Director in order to utilize her expertise in compliance and risk management in the management of the Company and to further strengthen the Company's corporate governance structure. We expect that she will continue to fulfill the above duties after her appointment.</p> <p>In addition, Ms. Sano satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we will register her as an independent officer.</p>		

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

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

- (Notes)
1. None of the candidates for Director has any special interest in the Company.
 2. Mr. Kazunao Kudo, Mr. Kenzo Nonami, Mr. Yoshikazu Goto, Mr. Haruchika Gohara, and Ms. Ayako Sano are candidates for External Director. Matters concerning candidates for External Director are as follows:
 - Liability limitation agreements with External Directors

The Company has entered into agreements with Mr. Kazunao Kudo, Mr. Kenzo Nonami, and Mr. Yoshikazu Goto to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the same Act. The limit of liability for compensation for damage under the agreement shall be the minimum limit of liability as set forth in Article 425, paragraph 1 of the Companies Act. When they are reappointed, the Company is to continue the agreements. In addition, when Mr. Haruchika Gohara and Ms. Ayako Sano are appointed, the Company is to enter into a liability limitation agreement with them on the same terms and conditions.
 3. Officer's Liability Insurance Contract
- The Company has concluded an officers' liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured, including Directors of the Company, against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If each candidate is elected as Director and assumes office, he/she becomes an insured person under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Forth Proposal: Appointment of Two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Akio Hosaka and Masahiro Shimojo will expire at the conclusion of this general meeting. Accordingly, the election of two (2) Audit & Supervisory Board Members is proposed.

This proposal has been approved by the Board of Audit & Supervisory Board Members.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name	Gender	Current Post	Attribution
1	Tetsuro Kawahara	Male	Advisor of Machine Tools CS Division	New Appointment
2	Yukiko Omura	Female	–	New Appointment External

New Appointment

A candidate for newly appointed Audit & Supervisory Board Member

External

A candidate for external Audit & Supervisory Board Member

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

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
2	<div style="border: 1px solid black; padding: 2px; display: inline-block; background-color: #cccccc;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; background-color: #ffffff;">External</div> Yukiko Omura (January 15, 1979)	Apr. 2003 Joined Toyota Motor Corporation Sep. 2007 Joined Nagashima Ohno & Tsunematsu Aug. 2014 Seconded to the Financial Services Agency Apr. 2019 Joined Miura & Partners (current post) Jan. 2020 External Director of ASIRO Inc. (current post) May 2020 Audit & Supervisory Board Member of kokopelli Co., Ltd. (current post) Oct. 2022 Director (Audit & Supervisory Committee Member) of halmek holdings Co., Ltd. (current post)	- shares
	<p>Reasons for Nomination as a Substitute External Audit & Supervisory Board Member</p> <p>Ms. Yukiko Omura has advanced expertise and extensive knowledge as a lawyer. She also serves as Director, Audit & Supervisory Board Member, and Audit & Supervisory Committee Member of other companies. She has various experience in M&A, corporate restructuring, and financial supervision of domestic and overseas companies. She is a substitute candidate for External Audit & Supervisory Board Member of the Company, and when she assumes the position, she is expected to use her experience to contribute to strengthening the governance of the Company. Although she has not participated directly in company management other than as an external officer, the Board of Directors appointed her as a candidate for Substitute External Audit & Supervisory Board Member for the above reasons.</p> <p>In addition, she does not have any interest in the Company, where she remains independent from executive officers, mainly representative Directors, and there is no risk of conflict of interest with general shareholders. In addition, Ms. Omura satisfies the requirements of the Tokyo Stock Exchange as an independent officer and meets the conditions of the Standards for Independence of External Officers established by the Company. Therefore, we plan to appoint her as an independent officer when she assumes the position.</p>		

- (Notes)
1. None of the candidates for Substitute Audit & Supervisory Board Member has any special interest in the Company.
 2. Ms. Yukiko Omura is a candidate for External Audit & Supervisory Board Member
 3. Liability limitation agreements with External Audit & Supervisory Board Members
If Ms. Yukiko Omura is appointed as Substitute Audit & Supervisory Board Member and then assumes the office of company auditor, the Company plans to enter into a contract to limit the liability for damages under Article 423, paragraph 1 of the Companies Act in accordance with Article 427, paragraph 1 of the Companies Act, up to the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.
 4. Officer's Liability Insurance Contract
The Company has concluded an officers' liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured, including Audit & Supervisory Board Members of the Company, against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If each candidate is appointed as Substitute Audit & Supervisory Board Member and then assumes the position of Audit & Supervisory Board Member, he/she will be included as an insured person under the insurance policy. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Reference: Skill matrix for Directors and Audit & Supervisory Board Members after the third and fourth proposals are approved

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

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

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

< Reasons for selection of each skill and details >

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