

March 31, 2025

To whom it may concern:

Sodick Co., Ltd.

Filing of Extraordinary Report

1. [Reason for Filing]

Since the matters to resolve were resolved at the 49th ordinary general shareholders' meeting (the "Meeting") held on March 28, 2025, Sodick Co., Ltd. (the "Company") submits this extraordinary report under the provisions of Article 24-5, Paragraph 4, of the Financial Instruments and Exchange Act and Article 19, Paragraphs 2, Item 9-2, of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

2. [Details of Report]

(1) Date of the Meeting

March 28, 2025

(2) Details of the matters to resolve

First proposal: Disposal of Surplus

1) Matters concerning dividends of surplus to shareholders and the total amount of the dividends

Dividend allocation: ¥15 per common share of the Company

Total amount of dividends: ¥758,536,050

2) Effective date

March 31, 2025

Second proposal: Partial amendments to the Articles of Incorporation

(1) The Company intends to transition from a company with Audit & Supervisory Board to a company with Audit & Supervisory Committee in order to enhance corporate governance through strengthening the supervisory function of the Board of Directors by having the members of the Board of Directors consist of the Audit & Supervisory Committee Members responsible for auditing the execution of duties by Directors, and will make changes such as the establishment of new provisions regarding Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee necessary for the transition to a company with Audit & Supervisory Committee, and the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.

(2) In order to flexibly implement capital and dividend policies, we newly establish Article 42 in the Articles of Incorporation that states that dividends from surplus, etc. may be paid by a resolution of the Board of Directors.

(3) In addition, we will make necessary changes such as revisions to the wording in line with the above changes.

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

Kenichi Furukawa, Yuji Akutsu, Hideki Tsukamoto, Masato Takagi, Kazunao Kudo, Kenzo Nonami, Yoshikazu Goto and Ayako Sano to be elected as Directors.

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

Tetsuro Kawahara, Mari Otaki, Haruchika Gohara and Yukiko Omura to be elected as Audit & Supervisory Committee Members

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

The amount of remuneration for directors (excluding directors who are audit and supervisory committee members; the same applies hereinafter in this proposal) will be set at 400 million yen or less per year (of which the portion for outside directors will be 60 million yen or less), and the specific amount and timing of payment for each director will be decided by resolution of the Board of Directors.

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

The Company will allocate common stocks of its own that are subject to a certain transfer restriction period and reasons for acquisition by the Company free of charge (hereinafter referred to as "restricted stocks") to directors (excluding directors who are audit and supervisory committee members and outside directors; hereinafter referred to as "Eligible Directors") as follows. Note that this proposal is separate from the compensation framework in Proposal No. 5 "Determination of the Amount of Compensation, etc. for Directors (excluding directors who are audit and supervisory committee members)."

(1) Allocation of restricted stock and payment

Based on a resolution of the Company's Board of Directors, the Eligible Directors will be paid monetary compensation claims in the form of compensation for restricted stock, up to a total amount of 100 million yen per year.

(2) Total number of restricted shares

The total number of restricted shares to be allocated to eligible directors in each fiscal year will be 200,000 shares.

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

The amount of remuneration for Directors who are Audit and Supervisory Committee Members will be limited to 60 million yen per year, and the specific amount and timing of payment for each Director who is an Audit and Supervisory Committee Member will be determined through discussion among the Directors who are Audit and Supervisory Committee Members.

< Note: English Translation Originally Issued in the Japanese Language >

(3) The table and notes below show the numbers of voting rights indicating voters' intention of "Approval," "Rejection" or "Abstention" for the matters to resolve, requirements for the matters to be approved, and results of the resolutions.

Matters to resolve	Approval (voting right)	Rejection (voting right)	Abstention (voting right)	Results of resolutions	
				Approval ratio	Approved or Rejected
First proposal	332, 288	4, 710	1	93. 16%	Approved
Second proposal	323, 807	13, 191	1	90. 79%	Approved
Third proposal					
Kenichi Furukawa	332, 265	4, 733	1	93. 16%	Approved
Yuji Akutsu	334, 308	2, 690	1	93. 73%	Approved
Hideki Tsukamoto	333, 429	3, 569	1	93. 48%	Approved
Masato Takagi	333, 998	3, 000	1	93. 64%	Approved
Kazunao Kudo	334, 726	2, 272	1	93. 85%	Approved
Kenzo Nonami	333, 145	3, 853	1	93. 40%	Approved
Yoshikazu Goto	333, 246	3, 752	1	93. 43%	Approved
Ayako Sano	333, 912	3, 086	1	93. 62%	Approved
Fourth proposal					
Tetsuro Kawahara	334, 917	2, 081	1	93. 90%	Approved
Mari Otaki	333, 598	3, 400	1	93. 53%	Approved
Haruchika Gohara	333, 662	3, 336	1	93. 55%	Approved
Yukiko Omura	333, 633	3, 365	1	93. 54%	Approved
Fifth proposal	334, 418	2, 585	1	93. 76%	Approved
Sixth proposal	334, 844	2, 159	1	93. 88%	Approved
Seventh proposal	334, 366	2, 637	1	93. 74%	Approved

(Note) Requirements for the approval of each matter to resolve are as follows:

1. Approval of the first proposal requires a majority vote for approval by shareholders at the Meeting who are entitled to exercise their voting rights.
2. Approval of the second proposal requires the attendance of shareholders who are entitled to exercise their voting rights and have at least one-third (1/3) of the total voting rights, and more than two-third (2/3) vote for approval by the said shareholders at the Meeting.
3. Approval of the third proposal requires the attendance of shareholders who are entitled to exercise their voting rights and have at least one-third (1/3) of the total voting rights, and a majority vote for approval by the said shareholders at the Meeting.
4. Approval of the fourth proposal requires the attendance of shareholders who are entitled to exercise their voting rights and have at least one-third (1/3) of the total voting rights, and a majority vote for approval by the said shareholders at the Meeting.
5. Approval of the fifth proposal requires a majority vote for approval by shareholders at the Meeting who are entitled to exercise their voting rights.
6. Approval of the sixth proposal requires a majority vote for approval by shareholders at the Meeting who are entitled to exercise their voting rights.

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7. Approval of the seventh proposal requires a majority vote for approval by shareholders at the Meeting who are entitled to exercise their voting rights.

- (4) Reason for not counting some number of voting rights held by the shareholders at the Meeting

The requirements for passage of the resolutions have been met as a result of aggregating the number of voting rights indicating approval or rejection exercised in advance on or before the day prior to the day of the Meeting and the voting rights of shareholders who attended the Meeting and whose intention to approve or reject the proposals have been confirmed, and the resolutions were thereby enacted lawfully under the Companies Act. Therefore, the results of the exercise of voting rights by shareholders who attended the Meeting but whose intention to approve or reject the proposals or to abstain from the votes cannot be confirmed are not included in the count.

End.