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Securities code: 6755

May 30, 2024

Start date of measures for electronic provision: May 28, 2024

**To Our Shareholders:**

Etsuro Saito  
President & Representative Director, CEO  
Fujitsu General Limited  
3-3-17, Suenaga, Takatsu-ku, Kawasaki, Japan

**CONVOCAATION NOTICE OF  
THE 105TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Please refer to the below for information about the upcoming the 105th Ordinary General Meeting of Shareholders (the “Meeting”) of Fujitsu General Limited (the “Company”).

**If you do not attend the Meeting, please review the attached “Reference Materials for the General Meeting of Shareholders” and exercise your voting rights no later than 5:00 p.m. Monday, June 17, 2024 (Japan Standard Time), in accordance with the guidance on the following pages.**

**We have taken measures for electronic provision of materials for the Meeting and pursuant to the provisions of Article 325-3 of the Companies Act of Japan, have disclosed the matters subject to measures for electronic provision on the Company’s website on the internet.**

**Please access the website at the following link, select “General Meeting of Shareholders” to confirm those matters.**

**The Company’s website:**

<https://www.fujitsu-general.com/global/ir/>

**In addition to the Company’s website, the matters subject to measures for electronic provision of materials are also disclosed on the website of the Tokyo Stock Exchange.**

**If you are unable to view the matters subject to measures for electronic provision of materials on the Company’s website, please access the Tokyo Stock Exchange website (Search for a listed company) at the following link, enter the “Fujitsu General Limited” in “Issue Name” (Company Name) or code “6755 in “Code” and click on “Search.” Select “Basic information,” “Documents for public inspection/PR information,” to confirm those matters.**

**The Tokyo Stock Exchange website:**

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Thank you very much for your cooperation.

- 1. Date and Time:** Tuesday, June 18, 2024 at 10:00 a.m. (Japan Standard Time)
- 2. Place:** 3-3-17, Suenaga, Takatsu-ku, Kawasaki, Japan  
Hall, second floor, “Innovation & Communication Center (ICC)”,  
the Company headquarters
- 3. Meeting Agenda:**
- Matters to be Reported:**
1. The Business Report and the Consolidated Financial Statements for the 105th Fiscal Year (April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. The Non-consolidated Financial Statements for the 105th Fiscal Year (April 1, 2023 to March 31, 2024)
- Matters to be Resolved:**
- First Proposal:** Appropriation of Retained Earnings
- Second Proposal:** Election of Nine (9) Directors
- Third Proposal:** Election of One (1) Audit & Supervisory Board Member
- Fourth Proposal:** Election of One (1) Substitute Audit & Supervisory Board Member
- Fifth Proposal:** Bonus Payments for Directors
- Sixth Proposal:** Revision of Remuneration for Directors

**4. Guidance for Exercising Voting Rights:**

- 1) Attendance at the Meeting  
Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and submit it at the venue reception.
- 2) Exercise of voting rights via the Internet  
Please read the “Guidance for the Exercise of Voting Rights via the Internet” (on page 4-5) and exercise your voting rights no later than 5:00 p.m., Monday, June 17, 2024 (Japan Standard Time).
- 3) Exercise of voting rights in writing  
Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and send it to the Company to arrive no later than 5:00 p.m., Monday, June 17, 2024 (Japan Standard Time).
- 4) If your voting rights are exercised both in writing and via the Internet, we will consider the exercise via the Internet to be valid. In the event that your voting rights are exercised more than once via the Internet, we will consider the last vote to be valid.
- 5) If you exercise your voting rights by proxy, you may choose one party who holds voting rights of the Company as a proxy. In this case, please submit a document evidencing the proxy’s power of representation as required.
- 6) If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form, the Company will deem that you indicated your approval of the proposal.

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- The Meeting will be carried out in business casual attire (“Cool Biz” in Japanese) on the day. Your kind understanding is appreciated.
  - The Company sent only this notice of convocation to all shareholders except those who have requested the delivery of written documents.
  - Of measures for electronic provision of materials, the following items are not included in the documents to be delivered to shareholders who have requested the delivery of written documents in accordance with laws and regulations and of the Company’s Articles of Incorporation. The Audit & Supervisory Board Member and the Accounting Auditor have audited the documents, including the following matters posted on each of the website described on page 1.
    - “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
    - “Non-Consolidated Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” in the Non-Consolidated Financial Statements

- If any amendments are made to matters subject to measures for electronic provision of materials, such amendments will be posted on the websites of the Company and Tokyo Stock Exchange mentioned on page 1.

## Guidance for the Exercise of Voting Rights via the Internet

If you wish to exercise your voting rights via the Internet, we would like you to confirm the following.

### 1. Website for Exercising Voting Rights

You can exercise your voting rights via the Internet by accessing and using the Company's designated website or smartphone by scanning "QR code for the Voting Rights Exercise Website for Smartphones" listed on the Voting Rights Exercise Form.

<Website for exercising voting rights> <https://www.web54.net>

### 2. Method of the Exercise of Voting Rights

#### (1) For shareholders using a personal computer

After accessing the above website, please enter the "Voting Rights Exercise Code" and "Password" specified in the enclosed Voting Rights Exercise Form. Then, indicate your approval or disapproval of each of the proposals by following the instructions displayed on the screen.

#### (2) For shareholders using a smartphone

By using your smartphone to scan the "QR code for the Voting Rights Exercise Website for Smartphones" in the enclosed voting form, you can exercise your voting rights via the website without entering your "Voting Rights Exercise Code" and "Password". If you wish to change your vote after casting, please scan the QR code again. You will be required to enter the "Voting Rights Exercise Code" and "Password" displayed on the Voting Rights Exercise Form.

### 3. Handling of the Exercise of Voting Rights

(1) The deadline for voting is 5:00 p.m., Monday, June 17, 2024 (Japan Standard Time). An early exercise of your vote would be very much appreciated.

(2) If your voting rights are exercised both in writing and via the Internet, we will consider the exercise via the Internet to be valid. In the event that your voting rights are exercised more than once via the Internet, we will consider the last vote to be valid.

(3) Any fees to Internet service providers and telecommunication carriers (such as access fees.) for the usage of the website for exercising voting rights shall be borne by the shareholders.

(4) In some network environments (a personal computer or smartphone, etc.), you may not be able to exercise voting rights.

### 4. Handling of Password and Voting Rights Exercise Code

(1) Password is important information to verify whether the person exercising voting rights is a legitimate shareholder. Please maintain the password as strictly confidential in the same manner as a seal or a personal identification number.

(2) In case you commit more errors than a certain number of tries to input your password, you will not be allowed to use the password. If you would like your password to be reissued, please follow the instruction on the screen for the necessary procedures.

(3) Voting Rights Exercise Code indicated on the Voting Rights Exercise Form is valid only for the Meeting.

5. In Case You Need Instructions to Operate Your Personal Computer, etc.

- (1) In case you need instructions on how to operate your personal computer, etc., in order to exercise your voting rights, please call the following number:

A dedicated number of Stock Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited  
Telephone: 0120 (652) 031 (Business hours: 9:00 a.m. to 9:00 p.m.; toll-free within Japan only)

- (2) If you have any other inquiries, please use the following contacts:

a. Shareholders with an account at a securities company

For a shareholder who has an account at a securities company, please contact the securities company that handles your transactions.

b. Shareholders who do not have an account at a securities company (shareholders with a special account)

Stock Transfer Agency Business Planning Dept, Sumitomo Mitsui Trust Bank, Limited.  
Telephone: 0120 (782) 031 (Business hours: 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays, and public holidays; toll-free within Japan only)

6. Exercise of Voting Rights via the Electronic Voting Rights Exercise platform (for institutional investors)

Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to electronically exercise the voting rights for the Meeting.

## Reference Materials for the General Meeting of Shareholders

### Proposals and Reference Information

#### First Proposal: Appropriation of Retained Earnings

As for the Appropriation of Retained Earnings, it is proposed as follows.

Matters relating to year-end dividends

For the fiscal year under review, although the Company reported a year-on-year decline in profit, the Company has maintained the financial soundness, a year-end dividend of ¥18 is proposed under the Company's basic policy on profit distribution to provide a stable and continual return of profit. Including the interim dividend (¥18 per share), the annual dividend is ¥36, an increase of ¥2 per share from the previous fiscal year.

1) Type of dividends

Cash

2) Dividend amount to be allocated

Per share of common stock: ¥18

Total dividends: ¥1,885,274,280

3) Effective date of dividends from retained earnings

June 19, 2024

## Second Proposal: Election of Nine (9) Directors

The term of office of all ten (10) Directors will expire at the close of the Meeting, excluding Mr. Osami Maehara passed away on April 8, 2024, and retired from the Director on the same day. Therefore, in order to strengthen corporate governance, it is hereby proposed that nine (9) Directors be elected, with a majority of External Directors (5 out of 9), reducing the number of Internal Directors by two (2).

The candidates for Directors are as follows. Additionally, if approved as originally proposed, an Independent External Director will assume the Chairman of the Board of Directors.

The nomination of candidates for Director is deliberated and decided by the Board of Directors after deliberation carried out in meetings of the Nominating Committee, a majority of whose members are Independent External Directors and reporting to the Board of Directors.

The candidates for Internal Director are people who not only understand and embody the Group's corporate mission and philosophy but also possess good personality and insight and have the capacity to use their expertise and execute their duties from a company-wide perspective. The candidates for External Director are people who carry out supervisory functions of management while also providing advice for the Company's business activities based on their extensive experiences and high level of insight from an independent external standpoint.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Koji Masuda (August 29, 1961) [New candidate]	<p>April 1984      Joined Fujitsu Limited</p> <p>October 2014    Corporate Executive Officer, Head of ERP Solutions, Solutions Business Group, Fujitsu Systems West Limited</p> <p>February 2015    Head of ASEAN Business Promotion Office, Fujitsu Limited</p> <p>June 2016        Vice Head of Asia Region in charge of Delivery, Fujitsu Limited</p> <p>April 2021        Corporate Executive Officer, Head of Asia Region, International Regions, Fujitsu Limited</p> <p>April 2023        SVP, Vice Head of Asia Pacific Region in charge of Asia, Fujitsu Limited</p> <p>April 2024        Corporate Senior Executive Vice President, the Company (to present)</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Fumiaki Terasaka (April 12, 1949) [External/Independent]	<p>April 1972      Joined Sapporo Breweries Limited (currently Sapporo Holdings Limited)</p> <p>October 2002    Director, Kyushu Sales &amp; Marketing Division, Sapporo Breweries Limited</p> <p>March 2004      Operating Officer, Sapporo Breweries Limited (newly established company)</p> <p>September 2004   Director and Managing Officer, Sapporo Breweries Limited</p> <p>March 2005      Director and Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2009      Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2010      President and Representative Director, Sapporo Breweries Limited Member of the Board, Managing Director, and Group Operating Officer, Sapporo Holdings Limited</p> <p>March 2013      Senior Advisor, Sapporo Breweries Limited</p> <p>March 2014      Advisor, Sapporo Breweries Limited</p> <p>November 2015   External Audit &amp; Supervisory Board Member, DAISYO CORPORATION (to present)</p> <p>June 2017        Director, the Company (to present)</p> <p>June 2017        External Director, Citizen Watch Co., Ltd.</p> <p>&lt;Significant concurrent positions&gt; External Audit &amp; Supervisory Board Member, DAISYO CORPORATION</p>	3,300 shares
3	Mieko Kuwayama (March 30, 1948) [External/Independent]	<p>April 1970      Joined Shiseido Company, Limited</p> <p>April 2004      General Manager, CSR Department, Shiseido Company, Limited</p> <p>April 2008      Part-time Lecturer, Faculty of Economics, Komazawa University</p> <p>April 2009      Senior Researcher, Business Ethics Research Center</p> <p>June 2012      Specially Appointed Professor, Graduate School of Law, Hitotsubashi University</p> <p>April 2015      Visiting Researcher, Research Center for CFO Education, Hitotsubashi University (to present)</p> <p>April 2015      Visiting Researcher, Mission Management Research Institute, Meiji University</p> <p>June 2017      Director, the Company (to present)</p> <p>April 2018      Chief Researcher, Business Ethics Research Center (to present)</p> <p>June 2018      External Director, HAZAMA ANDO CORPORATION (to present)</p> <p>&lt;Significant concurrent positions&gt; Visiting Researcher, Research Center for CFO Education, Hitotsubashi University Chief Researcher, Business Ethics Research Center External Director, HAZAMA ANDO CORPORATION</p>	1,600 shares



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yoshio Osawa (January 22, 1952) [New candidate] [External/Independent]	<p>April 1975      Joined Sumitomo Corporation</p> <p>April 2003      Corporate Officer, General Manager of Network Division, Sumitomo Corporation</p> <p>April 2005      Executive Officer, Sumitomo Corporation</p> <p>April 2008      Managing Executive Officer, Sumitomo Corporation</p> <p>June 2008      Representative Director &amp; Managing Executive Officer, Sumitomo Corporation</p> <p>April 2011      Representative Director &amp; Senior Managing Executive Officer, Sumitomo Corporation</p> <p>June 2013      Representative Director, President &amp; COO, SCSK Corporation</p> <p>April 2016      Director &amp; Chairman, SCSK Corporation</p> <p>March 2018      External Director, Canon Marketing Japan Inc. (to present)</p> <p>June 2019      External Director, Citizen Watch Co., Ltd. (to present)</p> <p>&lt;Significant concurrent positions&gt; External Director, Canon Marketing Japan Inc. External Director, Citizen Watch Co., Ltd.</p>	0 shares
5	Keiichi Nakajima (August 14, 1958) [New candidate] [External/Independent]	<p>April 1982      Joined Citizen Watch Co., Ltd.</p> <p>June 2008      President &amp; Representative Director, Citizen Machinery Asia Co., Ltd.</p> <p>June 2008      President &amp; Representative Director, Citizen Machinery Vietnam Co., Ltd.</p> <p>June 2008      Director, CITIZEN MACHINERY CO., LTD.</p> <p>June 2010      Operating Officer, CITIZEN MACHINERY CO., LTD.</p> <p>April 2012      Director &amp; Operating Officer, CITIZEN MACHINERY MIYANO CO., LTD. (currently CITIZEN MACHINERY CO., LTD.)</p> <p>April 2013      President &amp; Representative Director, CITIZEN MACHINERY MIYANO CO., LTD.</p> <p>June 2013      Director, Citizen Watch Co., Ltd. (to present)</p> <p>April 2024      Director &amp; Advisor, CITIZEN MACHINERY CO., LTD. (to present)</p> <p>&lt;Significant concurrent positions&gt; Director, Citizen Watch Co., Ltd. (schedule to retire on June 25, 2024) Director &amp; Advisor, CITIZEN MACHINERY CO., LTD. (schedule to retire on June 5, 2024)</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Ryuichi Kubota (April 29, 1963) [External]	<p>April 1986      Joined Fujitsu Limited</p> <p>April 2019      Corporate Executive Officer, Head of Business Management Unit, Technology Solutions Business, Fujitsu Limited</p> <p>April 2021      Director &amp; Corporate Senior Executive Vice President, PFU Ltd.</p> <p>September 2022   Corporate Executive Officer, EVP, Fujitsu Limited (to present)</p> <p>June 2023      Director, the Company (to present)</p> <p>&lt;Significant concurrent positions&gt; Corporate Executive Officer, EVP, Fujitsu Limited Director, PFU Ltd.</p>	0 shares
7	Tadashi Hasegawa (September 29, 1964)	<p>April 1988      Joined Fujikoki Corporation</p> <p>May 1997      Joined the Company</p> <p>April 2014      Director &amp; Senior Vice General Manager, Fujitsu General Central Air-conditioner (Wuxi) Co., Ltd.</p> <p>April 2015      Corporate Vice President, the Company</p> <p>April 2017      Corporate Senior Vice President</p> <p>June 2018      Director &amp; Corporate Senior Vice President</p> <p>April 2019      Director &amp; Corporate First Senior Vice President</p> <p>April 2020      Director &amp; Corporate Executive Vice President</p> <p>April 2024      Director &amp; Corporate Senior Executive Vice President, in charge of Air Conditioner and Quality Assurance, Executive Manager, Air Conditioner Business Group (to present)</p>	9,896 shares
8	Toshiyuki Kawanishi (October 16, 1967) [New candidate]	<p>April 1991      Joined Fujitsu Limited</p> <p>October 2017      Head of the 6th System Business of the first Manufacturing Industry Solutions Business Unit, Fujitsu Limited</p> <p>April 2020      Corporate Executive Officer, Head of Manufacturing Industry Solutions Business Unit, Fujitsu Limited</p> <p>April 2021      Corporate Executive Officer, Head of Manufacturing Business Unit, Global Solutions Business Enterprise Solution Business Group, Fujitsu Limited</p> <p>April 2023      SVP, Head of Enterprise Business Unit, Global Customer Success Business Group, Fujitsu Limited</p> <p>April 2024      Corporate Senior Executive Vice President, in charge of Air Conditioner Sales and Information &amp; Communication System, the Company (to present)</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Susumu Ohkawara (March 26, 1963) [New candidate]	<p>March 1981      Joined the Company</p> <p>April 2005      General Manager, International Business Administration Division</p> <p>April 2011      Corporate Vice President</p> <p>April 2015      Corporate Senior Vice President</p> <p>April 2021      Corporate First Senior Vice President</p> <p>April 2024      Corporate Executive Vice President, CSO (Chief Strategy Officer), in charge of General Affairs, Risk Management, Legal, Intellectual Property, Internal Control and General Manager, Corporate Executive Office (to present)</p>	15,989 shares

- (Notes)
- Mr. Koji Masuda will assume the position of President & Representative Director, CEO once resolved at the Board of Directors Meeting to be held upon conclusion of the Meeting.
  - Mr. Fumiaki Terasaka will assume the position of the Chairman of the Board of Directors once resolved at the Board of Directors Meeting to be held upon conclusion of the Meeting.
  - Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, Mr. Yoshio Osawa, Mr. Keiichi Nakajima, and Mr. Ryuichi Kubota are candidates for External Directors.
  - The Company has designated Mr. Fumiaki Terasaka and Ms. Mieko Kuwayama as Independent Directors prescribed by the Tokyo Stock Exchange, and their names have been notified to the said stock exchange as Independent Directors of the Company. In addition, Mr. Yoshio Osawa and Mr. Keiichi Nakajima satisfy the requirements of Independent Directors prescribed by the Tokyo Stock Exchange, and their name will be notified to the said stock exchange as Independent Directors of the Company.
  - Fujitsu Limited, where Mr. Ryuichi Kubota serves as a Corporate Executive Officer, EVP is the Company's largest shareholder, and the Company is an affiliate of Fujitsu Limited accounted for under the equity method. The Company and Fujitsu Limited have transaction relationships such as contract manufacturing and sales of information and communication devices.
  - Mr. Fumiaki Terasaka has served as President & Representative Director of Sapporo Breweries Limited and has extensive experience and insight in corporate management, as well as sales, marketing, and personnel development. Based on this experience and insight, he provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management, including a role as the chairman of the voluntary Nominating Committee and Compensation Committee. Accordingly, he is proposed again as a candidate for External Director.
  - Ms. Mieko Kuwayama has gained extensive business experience, such as by serving as General Manager of the CSR Department at Shiseido Company, Limited, as well as insight as a researcher in specialized fields such as CSR, business ethics, and diversity management at universities. Based on this experience and insight, she provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management, including a role as a member of the voluntary Nominating Committee and Compensation Committee. Accordingly, she is proposed again as a candidate for External Director.
  - Mr. Yoshio Osawa has served as Representative Director & Senior Managing Executive Officer at Sumitomo Corporation and Representative Director, President & COO at SCSK Corporation and has extensive experience and insight in corporate management, as well as international business and utilizing ICT business. Based on this experience and insight, he is expected to provide appropriate advice and opinions from an external perspective and appropriately carry out supervisory functions of management, including activities as a member of the voluntary Nominating Committee and Compensation Committee. Accordingly, he is proposed as a candidate for External Director.
  - Mr. Keiichi Nakajima serves as a Director of Citizen Watch Co., Ltd, and has served as President & Representative Director of CITIZEN MACHINERY MIYANO CO., LTD and has extensive experience and insight in corporate management, as well as development and production in the manufacturing industry, expatriation as president of a manufacturing subsidiary, M&A, etc. Based on this experience and insight, he is expected to provide appropriate advice and opinions from an external perspective and appropriately carry out supervisory functions of management, including activities as a member of the voluntary Nominating Committee and Compensation Committee. Accordingly, he is proposed as a candidate for External Director.
  - Mr. Ryuichi Kubota serves as a Corporate Executive Officer, EVP of Fujitsu Limited, and has extensive experience in business utilizing ICT and insight into advanced digital technology and risk management. Based on this experience and insight, he provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management. Accordingly, he is proposed as a candidate for External Director.

11. Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, and Mr. Ryuichi Kubota are currently External Directors of the Company. At the close of the Meeting, Mr. Fumiaki Terasaka and Ms. Mieko Kuwayama will have served as External Directors for seven (7) years, and Mr. Ryuichi Kubota for one (1) year respectively.
12. Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, and Mr. Ryuichi Kubota are currently External Directors of the Company. The Company has concluded an agreement with them to limit their liability amount to the minimum liability limit amount as provided for by Article 425, Paragraph 1 of the Companies Act of Japan. Should their re-election be approved, the Company plans to continue said limited liability agreement with each of them. In addition, should the election of Mr. Yoshio Osawa and Mr. Keiichi Nakajima be approved, the Company plans to conclude the same agreement with him to limit his liability.
13. The Company has concluded a directors and officers liability insurance (D&O insurance) agreement with an insurance company as provided for by Article 430-3, Paragraph 1 of the Companies Act of Japan. The insurance agreement covers damages that may arise when the insured, including Directors of the Company, assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability (however, the insurance agreement does not cover damages arising from actions taken by the insured with the knowledge that they were in violation of laws and regulations). If any candidates are appointed as Directors and assume the office, the Company plans to insure them under the insurance agreement. At the time of the next renewal of the insurance agreement, the Company plans to renew it with the same content.
14. There are no special interests between any of the candidates and the Company.

### Third Proposal: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Youichi Hirose will expire at the conclusion of the Meeting. Accordingly, it is hereby proposed that one (1) Audit & Supervisory Board Member be elected. The candidate for Audit & Supervisory Board Member is as follows. The Audit & Supervisory Board consented to the proposal of this resolution. The nomination of a candidate for Audit & Supervisory Board Member is deliberated and decided by the Board of Directors upon approval of the Audit & Supervisory Board after receiving advice from the Independent External Directors. The candidate for Audit & Supervisory Board Member is a person who either possesses a good personality and insight and has understood corporate management and the Company's business or who has extensive expertise and experience in areas such as accounting.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held	
Youichi Hirose (March 5, 1958) [External]	April 1981	Joined Fujitsu Limited	0 shares
	June 2009	Vice President, Corporate Controller, Corporate Finance Unit, Fujitsu Limited	
	April 2012	Executive Vice President, Fujitsu Limited	
	May 2013	Corporate Vice President, Fujitsu Limited	
	April 2014	Head of Corporate Finance Unit, Fujitsu Limited	
	April 2017	Executive Adviser, Fujitsu Limited	
	June 2017	Audit & Supervisory Board Member, Fujitsu Limited (to present)	
	June 2018	Audit & Supervisory Board Member, the Company (to present)	
	<Significant concurrent positions>		
	Audit & Supervisory Board Member, Fujitsu Limited Audit & Supervisory Board Member, Fujitsu Capital Limited		

- (Notes)
- Mr. Youichi Hirose is a candidate for External Audit & Supervisory Board Member.
  - Fujitsu Limited, where Mr. Youichi Hirose serves as an Audit & Supervisory Board Member, is the Company's largest shareholder, and the Company is an affiliate of Fujitsu Limited accounted for under the equity method. The Company and Fujitsu Limited have transaction relationships such as contract manufacturing and sales of information and communication devices.
  - Mr. Youichi Hirose held positions of Corporate Vice President and Head of the Corporate Finance Unit of Fujitsu Limited and currently serves as an Audit & Supervisory Board Member of Fujitsu Limited; hence he has extensive experience as an officer at other companies and considerable knowledge about finance and accounting. Accordingly, the Company considers that he is capable of appropriately and effectively auditing and supervising the business execution of the Company, and proposes him as a candidate for External Audit & Supervisory Board Member.
  - Mr. Youichi Hirose is currently an External Audit & Supervisory Board Member of the Company. At the conclusion of the Meeting, he will have served as External Director for six (6) years.
  - Mr. Youichi Hirose is currently an External Audit & Supervisory Board Member of the Company, and the Company has concluded an agreement with him to limit his liability amount to the minimum liability limit amount as provided for by Article 425, Paragraph 1 of the Companies Act of Japan. Should Mr. Hirose's re-election be approved, the Company plans to continue said limited liability agreement with him.
  - The Company has concluded a directors and officers liability insurance (D&O insurance) agreement with an insurance company as provided for by Article 430-3, Paragraph 1 of the Companies Act of Japan. The insurance agreement covers damages that may arise when the insured, including Audit & Supervisory Board Member of the Company, assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability (however, the insurance agreement does not cover damages arising from actions taken by the insured with the knowledge that they were in violation of laws and regulations). If Mr. Youichi Hirose is appointed as Audit & Supervisory Board Member and assumes the office, the Company plans to insure them under the insurance agreement. At the time of the next renewal of the insurance agreement, the Company plans to renew it with the same content.
  - There are no special interests between Mr. Youichi Hirose and the Company.

**(Reference) Area of expertise the Company expects from Directors and Audit & Supervisory Board Members in particular (plan after the conclusion of the Meeting)**

The Company places “Sustainable Management,” which pursues the practice of corporate philosophy and business growth strategies, at the foundation of all business activities and has set “Harmonious Coexistence with Our Planet,” “Social Contribution,” and “Care for Employees” as key initiatives. Below is the important area for the Company to promote “Sustainable Management” and its specific measures in the Medium-term Management Plan.

In addition, the “Management of the Company’s business” in the following areas expects to monitor and supervise the execution of business operations in line with the “Sustainable Management” and raise issues from a long-term perspective.

In addition, for the below area, the Company has decided by resolution of the Board of Directors in accordance with the content of the resolution of the Nominating Committee, a majority of whose members are Independent External Directors.

	Name	Attributes	Gender	Area of expertise the Company expects from candidates in particular								
				Management of the Company's business	Corporate management	International business, Overseas operation / Globalization	Manufacturing, Technology / R&D	Sales, Marketing	ICT, DX	Finance, Accounting, M&A	Compliance, Risk management	Personnel development, Organizational invigorator, Diversity
Directors	Koji Masuda		Male	○	○	○		○	○		○	○
	Fumiaki Terasaka	【External】 【Independent】	Male	○	○			○			○	○
	Mieko Kuwayama	【External】 【Independent】	Female	○			○	○			○	○
	Yoshio Osawa	【External】 【Independent】	Male	○	○	○		○	○		○	
	Keiichi Nakajima	【External】 【Independent】	Male	○	○	○	○			○	○	
	Ryuichi Kubota	【External】	Male	○	○				○	○	○	○
	Tadashi Hasegawa		Male	○	○	○	○		○			○
	Toshiyuki Kawanishi		Male	○	○	○		○	○		○	
	Susumu Ohkawara		Male	○		○				○	○	○
Audit & Supervisory Board Members	Akira Inoue	【External】 【Independent】	Male			○				○	○	
	Yoshinobu Miyajima		Male			○				○	○	
	Youichi Hirose	【External】	Male						○	○	○	

\* It is listed ○ in the area the Company expects, particularly in light of each individual's experience and current role. It is not indicative of all the insight and experience possessed by each individual.

#### Fourth Proposal: Election of One (1) Substitute Audit & Supervisory Board Member

The effective tenure of substitute Audit & Supervisory Board Member Mr. Yasuo Nishimura, who was elected at the 104th Ordinary General Meeting of Shareholders held on June 28, 2023, will expire at the start of the Meeting. In this regard, in order to prepare for a case in which the number of Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations, it is hereby proposed that one (1) substitute Audit & Supervisory Board Member be elected in advance. The candidate for substitute Audit & Supervisory Board Member is as follows.

The Audit & Supervisory Board consented to the proposal of this resolution.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Yasuo Nishimura (August 29, 1952)	April 1985 Registered to Dai-ichi Tokyo Bar Association Joined Sengoku Law Office June 2000 Audit & Supervisory Board Member, JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC. August 2001 Established Akasaka City Law Office, Partner June 2015 External Director (the Member of Audit & Supervisory Committee), JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC. (to present) August 2018 Established Nishimura Machida Law Office, Partner (to present) <Significant concurrent positions> Partner of Nishimura Machida Law Office External Director (the Member of Audit & Supervisory Committee), JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC.	0 shares

- (Notes)
1. Mr. Yasuo Nishimura is a candidate for substitute External Audit & Supervisory Board Member.
  2. Mr. Yasuo Nishimura satisfies the requirements for an Independent Officer as prescribed by the Tokyo Stock Exchange. If he assumes office as an External Auditor, the Company intends to notify him as an Independent Officer.
  3. Mr. Yasuo Nishimura has extensive experience and a high level of insight in the field of corporate law as an attorney and an officer at another company. Accordingly, the Company considers that he is capable of appropriately and effectively auditing and supervising the business execution of the Company and proposes him as a candidate for substitute Audit & Supervisory Board Member.
  4. If Mr. Yasuo Nishimura is appointed as an Audit & Supervisory Board Member, the Company will conclude an agreement with him to limit his liability amount to the minimum liability amount as provided for by Article 425, Paragraph 1 of the Companies Act of Japan.
  5. There are no special interests between Mr. Yasuo Nishimura and the Company.

#### Fifth Proposal: Bonus Payments for Directors

It is proposed that bonuses of ¥50,801 thousand in total be paid to six (6) Executive Directors who were in service as of the end of the fiscal year under review, in view of the operating results of this fiscal year and other circumstances.

In addition, it is proposed that specific monetary amounts provided to each Director be determined by the Board of Directors.

The Company has decided on a policy regarding remuneration for Directors, etc., by resolution of the Board of Directors in accordance with the content of the resolution of the Compensation Committee, a majority of whose members are Independent External Directors. The bonus payments corresponding to this proposal are consistent with this policy and have been deemed appropriate.

### **Sixth Proposal: Revision of Remuneration for Directors**

The remuneration amounts for the Company's Directors were approved at the 98th Ordinary General Meeting of Shareholders held on June 20, 2017 as ¥600 million or less per year for Directors (of which ¥50 million or less per year was for External Directors) have remained in effect until today.

Giving consideration to various factors such as the increased number of External Directors, the increasing roles and responsibilities of External Directors, and changes in the economic environment since that time, the Company proposes to revise only the remuneration for External Directors to ¥100 million or less per year, with no change in the total amount of remuneration for Directors (¥600 million or less per year).

The remuneration amounts for Directors will still, as before, not include remunerations paid for services as an employee to Directors concurrently serving as employees.

The Company deliberated and decided upon by the Board of Directors after deliberation by the Compensation Committee, a majority of whose members are Independent External Directors. Therefore, the Company deems this proposal appropriate.

The current number of Directors is ten (10), excluding the External Director, Mr. Osami Maehara, who passed away on April 8, 2024. On the provision that the second proposal is approved, the number of Directors will be nine (9) (including five (5) External Directors).