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(Securities Code 7628)
June 4, 2024

To Shareholders with Voting Rights:

Mamoru Shibasaki
President and CEO
Ohashi Technica, Inc.
4-3-13 Toranomom, Minato-ku, Tokyo,
Japan (Location of Head Office)

NOTICE OF THE 72ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to announce that the 72nd Ordinary General Meeting of Shareholders of Ohashi Technica, Inc. (the “Company”) will be held for the purposes as described below.

Regarding the convocation of this General Meeting of Shareholders, measures for electronic provision have been taken for the reference documents for the General Meeting of Shareholders (matters to be provided electronically), and the documents have been posted on the “Websites where matters to be provided electronically are posted” below. Please access them to review matters subject to the electronic provision measures.

If you are unable to attend the meeting, you may exercise your voting rights in advance via the Internet, etc. or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. Japan time on Monday, June 24, 2024.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. Japan time
2. Place: JIJI PRESS HALL (2nd Floor, Jiji Press Building) located at 5-15-8 Ginza, Chuo-ku, Tokyo
3. Meeting Agenda:
Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company’s 72nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the Company’s 72nd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Four (4) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
Proposal 3: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members
Proposal 4: Continuation of the Policy on Responding to a Large-scale Purchase of the Company’s Share Certificates, etc. (Policy on Responding to Takeovers)

Websites where matters to be provided electronically are posted

	Website and URL	How to access
1	The Company's website https://www.ohashi.co.jp/en/index.html	Please see NEWS for information.
2	Listed Company Search (Tokyo Stock Exchange) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show	Please enter and search for the issue name (company name) or securities code (7628), then select Basic information and Documents for public inspection/PR information.
3	Shareholders Meeting Portal (Sumitomo Mitsui Trust Bank) https://www.soukai-portal.net	Please scan the QR code on the Voting Rights Exercise Form, or enter the ID and initial password written on the Voting Rights Exercise Form.

* Each website may be temporarily inaccessible due to regular maintenance, etc.
If you cannot view the information on one website, please check another website or try again later.

Matters decided upon convocation

1. In accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation, the following items are not included in the documents to be sent to shareholders who have requested delivery of documents. Accordingly, these documents are part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing the audit report.
 - (1) Notes to consolidated financial statements
 - (2) Notes to non-consolidated financial statements
2. If you exercise your voting rights in writing (by mail) and there is no indication of approval or disapproval of the proposals on the Voting Right Exercise Form, it will be treated as an indication of approval.
3. If you exercise your voting rights both via the Internet, etc. and in writing (by mail), the voting rights exercised via the Internet, etc. shall be deemed valid.
4. If you exercise your voting rights multiple times via the Internet, etc., the last vote exercised shall be deemed valid.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

We would like to propose to appropriate our surplus as follows.

The Company recognizes the improvement of its corporate value over the medium- to long-term and returning profits to shareholders as one of its important management issues.

We would like to propose our year-end dividend for the 72nd fiscal year to be as follows, comprehensively taking into account the Company's performance during the fiscal year, financial base, and other factors.

Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and total amount thereof

30 yen per share of common stock of the Company

Total amount: 397,663,170 yen

The annual dividend for this year will be 60 yen per share including the interim dividend.

(3) Effective date of distribution of surplus

June 26, 2024

Proposal 2: Election of Four (4) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of four (4) Directors is proposed.

Regarding this proposal, the Company's Audit and Supervisory Committee has judged that all the candidates for Directors are well qualified.

The candidates for Directors are as follows.

No.	Name	Current positions and responsibilities at the Company	
1	Masaya Hirose	Managing Director; General Manager of Domestic Business Div.	Renominated
2	Yoshiji Nakamura	Director; General Manager of Administration Headquarters	Renominated
3	Masato Hori	Executive Officer; General Manager of Corporate Planning Div.	Newly nominated
4	Mamoru Shibasaki	President and CEO; Member of Nomination and Compensation Committee	Renominated

<Reference> Policy for the Nomination of Candidates for Directors

The nomination of candidates for the Company's Directors is decided by comprehensively evaluating the candidate's management strategy planning capabilities, business execution capabilities, management control capabilities, risk management capabilities, personality, and other factors. As for the procedure of nomination, candidates are decided by the Board of Directors based on the result of deliberation by the Nomination and Compensation Committee.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
1	<p>Masaya Hirose (May 18, 1964)</p> <p><u>Renominated</u></p> <p>[Number of shares of the Company held] 38,042</p> <p>[Number of years served as Director] 6 years</p> <p>[Attendance at Board of Directors meetings] 20/20</p>	<p>April 1986 Joined the Company</p> <p>June 2000 Branch Manager of Tachikawa Branch</p> <p>January 2007 President, OHASHI TECHNICA U.S.A., INC.</p> <p>October 2011 General Manager of East Japan Supervisory Div., Sales Headquarters</p> <p>June 2012 Executive Officer; General Manager of East Japan Supervisory Div., Sales Headquarters</p> <p>February 2015 Executive Officer; General Manager of Sales Headquarters</p> <p>June 2015 Director; General Manager of Sales Headquarters</p> <p>December 2017 Director; General Manager of Overseas Business Div.</p> <p>June 2019 Executive Officer; Chairman and President of OHASHI TECHNICA PRECISION PARTS (SHANGHAI) CO., LTD.; Chairman and President of OHASHI TECHNICA PRECISION PARTS (GUANGZHOU) CO., LTD.; and Chairman and President of OHASHI NAKAHYO PRECISION PARTS (GUANGZHOU) CO., LTD.</p> <p>June 2022 Director; General Manager of Domestic Business Div.; and General Manager of Sales Div.</p> <p>June 2023 Managing Director; General Manager of Domestic Business Div.; and General Manager of Sales Div.</p> <p>March 2024 Managing Director; General Manager of Domestic Business Div. (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Director] Masaya Hirose has a wealth of experience and knowledge in the domestic and overseas divisions, and he is currently in charge of supervisory operations of the domestic business division. In order to utilize his capabilities and experience for the expansion of the Group's business performance, his election as Director is proposed.</p>
2	<p>Yoshiji Nakamura (March 3, 1960)</p> <p><u>Renominated</u></p> <p>[Number of shares of the Company held] 39,526</p> <p>[Number of years served as Director] 9 years</p> <p>[Attendance at Board of Directors meetings] 20/20</p>	<p>April 1982 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>December 2009 Seconded to the Company</p> <p>January 2010 General Manager of General Administration Div.</p> <p>December 2010 Joined the Company</p> <p>June 2011 Executive Officer; General Manager of General Administration Div.</p> <p>August 2011 Executive Officer; General Manager of Corporate Planning Div.</p> <p>June 2015 Director; General Manager of Corporate Planning Div.</p> <p>November 2019 Director; General Manager of Business Promotion Div.</p> <p>October 2021 Director; General Manager of Administration Headquarters; and General Manager of Corporate Planning Div.</p> <p>April 2023 Director; General Manager of Administration Headquarters (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Director] Yoshiji Nakamura has a wealth of experience and knowledge in the corporate planning and general administration divisions, and he is currently in charge of overall administration divisions as well as supervisory operations of domestic subsidiaries. In order to have him continue to take charge of policy decision-making for the entire Group and enhancement of management functions by utilizing his capabilities and experience, his election as Director is proposed.</p>

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	
3	<p>Masato Hori (April 29, 1961)</p> <p><u>Newly nominated</u></p> <p>[Number of shares of the Company held] 35,259</p> <p>[Number of years served as Director] -</p> <p>[Attendance at Board of Directors meetings] -</p>	April 1984	Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)
		February 2012	Seconded to the Company; General Manager of General Administration Div.
		February 2013	Joined the Company
		June 2013	Executive Officer; General Manager of General Administration Div.
		April 2023	Executive Officer; General Manager of Corporate Planning Div. (incumbent)
		[Significant concurrent positions] None.	
		[Reason for nomination as candidate for Director] Masato Hori possesses a wealth of experience and insight gained through many years in the general administration division, and he is currently in charge of supervisory operations of the corporate planning division. In order to utilize his capabilities and experience, cultivated thus far, to strengthen the Group's management functions, his election as Director is proposed.	
4	<p>Mamoru Shibasaki (May 14, 1956)</p> <p><u>Renominated</u></p> <p>[Number of shares of the Company held] 72,280</p> <p>[Number of years served as Director] 17 years</p> <p>[Attendance at Board of Directors meetings] 20/20</p>	April 1989	Joined the Company
		November 2001	President, OHASHI TECHNICA U.S.A., INC.
		June 2003	Executive Officer, OHASHI TECHNICA U.S.A., INC.
		June 2007	Director; General Manager of Corporate Planning Div.
		June 2008	Director; General Manager of Overseas Business Div.
		August 2011	Director; General Manager of Sales Headquarters
		June 2014	Managing Director
		June 2015	President and CEO (incumbent)
		[Significant concurrent positions] None.	
		[Reason for nomination as candidate for Director] Mamoru Shibasaki has a wealth of experience and knowledge in both domestic and overseas divisions. Furthermore, he has led the Group as President and CEO for nine years, since 2015, and is well-versed in all aspects of management. In order to continue utilizing his capabilities and experience for the management of the Group, his election as Director is proposed.	

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. The number of shares of the Company held by each candidate is presented as the number of shares at the end of the 72nd fiscal year (March 31, 2024).
3. The number of shares of the Company held by each candidate includes the individual's equity in the Ohashi Technica Officers Stock Ownership Association. (Amounts less than 1 share are rounded down)
4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damage that may arise as a result of the insureds' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.
If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2024.
5. Masaya Hirose's total years of service as a Director includes his past tenure.

Proposal 3: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

Of the four (4) Directors serving as Audit and Supervisory Committee Members, the terms of office of three (3), Kazuhiro Ida, Toru Miyoshi, and Hitomi Yamada, will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of three (3) Directors serving as Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions and responsibilities at the Company	
1	Kazuhiro Ida	Director (Audit and Supervisory Committee Member, full-time)	Renominated
2	Toru Miyoshi	Outside Director (Audit and Supervisory Committee Member); Chairperson of Nomination and Compensation Committee	Renominated Outside Independent
3	Hitomi Yamada	Outside Director (Audit and Supervisory Committee Member); Member of Nomination and Compensation Committee	Renominated Outside Independent

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
1	<p>Kazuhiro Ida (April 1, 1960)</p> <p><u>Renominated</u></p> <p>[Number of shares of the Company held] 13,073</p> <p>[Number of years served] 5 years</p> <p>[Attendance at Board of Directors meetings] 19/20</p>	<p>April 1983 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>April 2011 Seconded to the Company</p> <p>April 2012 Joined the Company; General Manager of Internal Control Auditing Div.</p> <p>June 2019 Director (Audit and Supervisory Committee Member, full-time) (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Director serving as Audit and Supervisory Committee Member] Kazuhiro Ida has broad and profound knowledge related to businesses of the Group through his long experience in auditing, having served as General Manager of Internal Control Auditing Div. and as an Audit and Supervisory Committee Member. In order to continue to utilize his experience and capabilities, etc., for the management as well as the audits of the Group, his election as Director serving as Audit and Supervisory Committee Member is proposed.</p>
2	<p>Toru Miyoshi (April 15, 1947)</p> <p><u>Renominated</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>[Number of shares of the Company held] 19,612</p> <p>[Number of years served] 8 years</p> <p>[Attendance at Board of Directors meetings] 20/20</p>	<p>April 1976 Registered as an attorney-at-law Joined Kashiwabara Law Offices</p> <p>September 1978 Founded Miyoshi & Associates Law Firm (currently in office)</p> <p>June 1997 Outside Corporate Auditor, the Company</p> <p>June 2002 Outside Audit and Supervisory Board Member, SEIKOH GIKEN CO., LTD.</p> <p>June 2016 Outside Director (Audit and Supervisory Committee Member), SEIKOH GIKEN CO., LTD. (incumbent)</p> <p>June 2016 Outside Director (Audit and Supervisory Committee Member), the Company (incumbent)</p> <p>[Significant concurrent positions] Outside Director (Audit and Supervisory Committee Member), SEIKOH GIKEN CO., LTD.</p> <p>[Reason for nomination as candidate for Outside Director serving as Audit and Supervisory Committee Member and expected roles] Although Toru Miyoshi has no experience participating in management of a company other than serving as an Outside Officer, he has a wealth of knowledge related to corporate legal affairs as an attorney-at-law, and is also well versed in businesses of the Group through experience serving as the Company's Outside Corporate Auditor and Outside Director serving as Audit and Supervisory Committee Member. In order to continue to utilize his experience and capabilities, etc., for the management as well as the audits of the Group, his election as Outside Director serving as Audit and Supervisory Committee Member is proposed. There is no special interest between Toru Miyoshi and the Company. It has been ensured that he has a high degree of independence, and therefore the Company has judged that he satisfies the standards for election as an Outside Director.</p>

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
3	<p>Hitomi Yamada (January 19, 1962)</p> <p><u>Renominated</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>[Number of shares of the Company held] 662</p> <p>[Number of years served] 2 years</p> <p>[Attendance at Board of Directors meetings] 20/20</p>	<p>April 1984 Joined TDK Corporation</p> <p>October 1990 Joined Aoyama Audit Corporation (currently PricewaterhouseCoopers Japan LLC)</p> <p>August 1994 Registered as a certified public accountant</p> <p>July 2007 Founded Hitomi Yamada Certified Public Accountant Office (currently in office)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member), OTEC CORPORATION (incumbent)</p> <p>April 2022 Advisor, the Company</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member) (incumbent)</p> <p>June 2023 Outside Audit and Supervisory Board Member, The Higashi-Nippon Bank, Limited (incumbent)</p> <p>[Significant concurrent positions] Outside Director (Audit and Supervisory Committee Member), OTEC CORPORATION Outside Audit and Supervisory Board Member, The Higashi-Nippon Bank, Limited</p> <p>[Reason for nomination as candidate for Outside Director serving as Audit and Supervisory Committee Member and expected roles] Although Hitomi Yamada has no experience participating in management of a company other than serving as an Outside Officer, she has great knowledge related to finance and accounting as a certified public accountant as well as experience serving as an Outside Director and an Outside Audit and Supervisory Board Member of other companies. As such, the Company has judged that she possesses the appropriate personality, insight, and management control capabilities for a Director of the Company. The Company expects that she will utilize her capabilities and knowledge to stimulate discussion at meetings of the Board of Directors of the Company and contribute to enhancing diversity.</p> <p>There is no special interest between Hitomi Yamada and the Company. It has been ensured that she has a high degree of independence, and therefore the Company has judged that she satisfies the standards for election as an Outside Director.</p>

(Notes)

1. Toru Miyoshi and Hitomi Yamada are candidates for Outside Directors.
2. There is no special interest between each candidate for Director serving as Audit and Supervisory Committee Member and the Company.
3. Toru Miyoshi, Outside Director (Audit and Supervisory Committee Member), is scheduled to retire as Outside Director (Audit and Supervisory Committee Member) of SEIKOH GIKEN CO., LTD. on the date of the company's ordinary general meeting of shareholders to be held in June 2024.
4. Hitomi Yamada, Outside Director (Audit and Supervisory Committee Member), is scheduled to retire as Outside Director (Audit and Supervisory Committee Member) of OTEC CORPORATION on the date of the company's ordinary general meeting of shareholders to be held in June 2024.
5. Hitomi Yamada, Outside Director (Audit and Supervisory Committee Member), is scheduled to assume the position of Outside Audit & Supervisory Board Member of The Bank of Yokohama, Ltd. at the company's ordinary general meeting of shareholders to be held in June 2024.
6. The Company designated Toru Miyoshi and Hitomi Yamada as Independent Directors based on the provisions set forth by the Tokyo Stock Exchange and provided such notification thereto. If their renominations are approved, the Company plans to continue to register them as Independent Directors.
7. The Company has, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, entered into agreements with Toru Miyoshi and Hitomi Yamada to limit their liability for damages as provided for in Article 423, Paragraph 1 of said Act. The limitation of liability for damages under the said agreements shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. The Company plans to continue the said agreements with them if their renominations are approved.

8. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damage that may arise as a result of the insureds' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2024.
9. The number of shares of the Company held by each candidate is presented as the number of shares at the end of the 72nd fiscal year (March 31, 2024).
10. The number of shares of the Company held by each candidate includes the individual's equity in the Ohashi Technica Officers Stock Ownership Association. (Amounts less than 1 share are rounded down)

(Reference) Skill Matrix of Directors

The skill matrix of the Board of Directors, if the candidates described in this Notice are elected as proposed, is as follows based on the expertise of the Board of Directors. The Company continues to examine the constitution of the Board of Directors based on the expertise as well as factors including diversity, such as attribute (independence), gender and internationality, and changes in the business environment.

Title	Name	Independence (only for Outside Directors)	Corporate management	Finance and Accounting	Sales	Global	Legal affairs / Risk management	Personnel affairs / Labor / Human resource development	Industrial knowledge	Manufacturing technology	ESG / Sustainability	Gender: ● Male; ● Female
President and CEO	Masaya Hirose		●	●	●	●	●	●	●	●	●	●
Managing Director	Yoshiji Nakamura		●	●	●		●	●			●	●
Director	Masato Hori		●	●		●		●			●	●
Director	Mamoru Shibasaki		●	●	●	●	●	●	●	●	●	●
Director (Audit and Supervisory Committee Member)	Kazuhiro Ida			●			●				●	●
Outside Director (Audit and Supervisory Committee Member)	Toru Miyoshi	●	●				●	●			●	●
Outside Director (Audit and Supervisory Committee Member)	Tomoko Okiyama	●	●	●	●		●	●			●	●
Outside Director (Audit and Supervisory Committee Member)	Hitomi Yamada	●	●	●			●				●	●

Proposal 4: Continuation of the Policy on Responding to a Large-scale Purchase of the Company's Share Certificates, etc. (Policy on Responding to Takeovers)

At the 69th Ordinary General Meeting of Shareholders of the Company held on June 25, 2021, the Company received shareholders' approval to continue the "measures for responding to a large-scale purchase of the Company's shares, etc. (takeover defense measures)," which were introduced by resolution of the Board of Directors at a meeting held on May 18, 2006, with some amendments.

The effective period of the current "policy on responding to a large-scale purchase of the Company's share certificates, etc. (policy on responding to takeovers)" (the "Plan") expires at the conclusion of the 72nd Ordinary General Meeting of Shareholders of the Company (this "Ordinary General Meeting of Shareholders"), which is scheduled to be held on June 25, 2024.

After many analyses from the perspective of protecting the corporate value of the Company and, in turn, shareholders' common interests, the Board of Directors of the Company resolved at a meeting held on May 14, 2024 to continue the Plan with an effective period lasting until the conclusion of the Ordinary General Meeting of Shareholders of the Company scheduled to be held in June 2027, subject to receiving shareholders' approval at this Ordinary General Meeting of Shareholders.

Furthermore, all eight (8) Directors were present at the aforementioned meeting of the Board of Directors, and all Directors unanimously approved the continuation of the Plan.

In this proposal, the Company proposes the continuation of the Plan.

Policy on Responding to a Large-scale Purchase of the Company's Share Certificates, etc.
(Policy on Responding to Takeovers)

I. Basic Policy regarding the Status of Persons Controlling Decisions about the Company's Financial and Business Policies

The Company believes that persons who control decisions about the Company's financial and business policies must sufficiently understand the Company's Mission Statement, sources of corporate value, and relationships with its stakeholders, and must make it possible to continually and sustainably protect and enhance the Company's corporate value and, in turn, shareholders' common interests.

Additionally, the Company believes that judgments regarding purchase proposals accompanied by a transfer of control of the Company should ultimately be based on the will of shareholders as a whole. Furthermore, the Company would not reject a large-scale purchase of its share certificates, etc. if it would contribute to enhancing the corporate value of the Company and, in turn, shareholders' common interests.

However, it may be assumed that among large-scale purchases, there are some that may harm the corporate value of the Company and, in turn, shareholders' common interests, such as those that present a clear risk of harm to the corporate value of the Company and shareholders' common interests in view of their objective, etc., those that may effectively force shareholders to sell their shares, and those that do not offer the Board of Directors of the Company and shareholders sufficient time and information to analyze the details of the large-scale purchase and any alternative proposals.

The Company believes that persons who would make such a large-scale purchase that does not contribute to its corporate value or shareholders' common interests would be inappropriate as a person controlling decisions on the Company's financial and business policies. As such, the Company believes that it must ensure the enhancement of the corporate value of the Company and, in turn, protect the common interests of its shareholders by taking necessary and reasonable countermeasures against a large-scale purchase by such persons.

II. Sources of the Company's Corporate Value and Initiatives Contributing to Achieving the Basic Policy

1. Sources of the Company's Corporate Value

The Ohashi Technica Group endeavors to protect and enhance corporate value and shareholders' common interests by leveraging its 'Factory & Fables' capabilities to the maximum possible extent both in Japan and overseas as a global supplier, with a focus on the automotive components market. It achieves this through the creation of a global structure, centered on Japan, the Americas, China, the ASEAN region, Europe, and Taiwan.

To facilitate this business development, the Group has created unique systems to train and educate employees, and it exerts significant efforts to develop human resources. In addition, all officers and employees, from the current team of senior executives to the rest of the workforce, make unceasing efforts to maintain and develop the relationships of trust that the Group has built with its customers and many stakeholders in Japan and overseas since its founding, which the Company believes contributes to enhancing the Group's corporate value and, in turn, protecting shareholders' common interests.

2. Initiatives to Enhance Corporate Value

While the world economy is expected to continue facing uncertainties, such as the prolonged geopolitical risks in Ukraine and the Middle East, the slowdown of the Chinese economy, and the persistently high resource and energy prices, it is anticipated that the strong U.S. economy will underpin a modest expansion. In the automotive industry, the global shortage of semiconductors, which had long been a bottleneck for production recovery, has been resolved, and a gradual recovery in production is expected to continue, mainly in North America and Japan, but not in China, where Japanese automobile manufacturers are losing market share due to the rapid expansion of the EV vehicle market.

(1) Pursuit of Economic Value

1) Strengthening development functions

- a. Develop new processing technologies and deploy market-creating businesses based on extensive marketing activities
- b. Evolve existing proprietary technologies to improve market position

2) Strengthening manufacturing functions

- a. Enhance competitiveness by expanding production capacity through aggressive capital investment
- b. Improve technological capabilities to achieve high productivity

3) Strengthening procurement functions

- a. Create new fables functions by strengthening relationships with key suppliers
- b. Actively develop new suppliers

- 4) Strengthening global functions
 - a. Strengthen global factory functions
 - b. Promote global parts supply activities utilizing the Company's network
- (2) Creation of Social Value
 - 1) Responding to global environmental issues
 - a. Address climate change and environmental issues, such as promoting CO₂ emission reductions
 - 2) Responding to social issues
 - a. Create a rewarding workplace where diverse human resources can demonstrate their abilities
 - 3) Strengthening governance
 - a. Further strengthen corporate governance
 - 4) Strengthening relationships with stakeholders
 - a. Achieve efficient management with consideration for capital efficiency while maintaining a strong financial structure
 - b. Continue stable shareholder returns
- 3. Initiatives Aimed at Strengthening Corporate Governance

The Company operates its businesses on a global scale, under its Mission Statement of "Generating additional value to further establish Ohashi Technica as a trusted company to our global customers." At the same time, the Company is keenly aware of its position as a member of society, and endeavors to contribute to achieving a prosperous society by ensuring that all its business activities are fair and transparent, while also aiming to be a company that shareholders and investors, users, business partners, and society trust and hold high expectations for. As such, the Company considers the enhancement of corporate governance to be a management issue of the utmost importance.

With the aim of further strengthening its corporate governance systems, the Company transitioned to a company with an Audit and Supervisory Committee after receiving approval at the Ordinary General Meeting of Shareholders held on June 24, 2016.

The Board of Directors of the Company consists of four (4) Directors (excluding Directors serving as Audit and Supervisory Committee Members) and four (4) Directors serving as Audit and Supervisory Committee Members (including three (3) Outside Directors). The Board of Directors holds regular meetings once per month, and extraordinary meetings as necessary, to deliberate and make decisions on matters to be determined at the discretion of the Board of Directors, as set forth in the Companies Act, and agenda items set forth in the Board of Directors Regulations.

The Audit and Supervisory Committee appoints one (1) Full-time Audit and Supervisory Committee Member who attends meetings of the Board of Directors as well as the Business Strategy Meeting and gathers information, while Outside Directors attend all meetings of the Board of Directors and the regular meetings of the Audit and Supervisory Committee, in principle. In this way, the Company has a system in place to ensure that the Audit and Supervisory Committee is sufficiently able to audit the execution of duties by Directors. In addition, the Audit and Supervisory Committee also enhances the effectiveness and efficiency of audits by maintaining close coordination with the department responsible for internal audits and the Accounting Auditor and exchanging information with them.

Furthermore, in order to clarify the separation of strategic decision-making and operation supervision functions from the execution of operations by the Board of Directors, the Company introduced an Executive Officer system in fiscal 1999, thus ensuring a system is in place that enables it to respond swiftly to changes in the management environment.

III. Objective of this Plan

The Board of Directors of the Company decided to continue this Plan in order to clarify the rules that a person attempting to conduct a large-scale purchase of the Company's share certificates, etc. should follow, and secure the necessary and sufficient information and time for shareholders to make an appropriate judgment, together with opportunities for negotiation with the person attempting to conduct the large-scale purchase.

As described below, this Plan determines rules that persons attempting to conduct a large-scale purchase of the Company's share certificates, etc. should follow, and makes it clear that in certain circumstances, persons attempting to conduct a large-scale purchase may suffer damages as a result of the implementation of countermeasures by the Company. By appropriately disclosing the above, the Company is providing a warning to persons attempting to conduct a large-scale purchase of the Company's share certificates, etc. that does not contribute to the corporate value of the Company and, in turn, shareholders' common interests.

Furthermore, in order to eliminate arbitrary judgments by the Board of Directors of the Company when activating countermeasures under this Plan, the Company will respect the recommendation of the Special Committee, which consists solely of Outside Directors of the Company and external experts who are

independent from the management team engaged in the execution of operations at the Company, in accordance with the “Overview of Special Committee Regulations” set forth in Attachment 1, and will also disclose information to shareholders in a timely manner, thus ensuring transparency.

The “Names and Career Summaries of Persons Expected to be Appointed Members of the Special Committee” at the time of the continuation of this Plan are as provided in Attachment 2.

The status of the major shareholders of the Company as of March 31, 2024 is as provided in Attachment 3, “Status of Major Shareholders of the Company.”

IV. Details of this Plan

1. Large-scale Purchases, etc. Subject to this Plan

Countermeasures based on this Plan may be activated when actions that fall under the following categories (1) or (2), or other similar actions (however, this excludes those approved in advance by the Board of Directors of the Company) are conducted or attempted.

- (1) Purchases where the holding ratio of shares, etc. of the holder in relation to the Company’s shares, etc. will be 20% or more
- (2) Tender offers where the total of the ownership ratio of shares, etc. for the shares, etc. in the tender offer and the ownership ratio of shares, etc. of any specially related parties in relation to the Company’s shares, etc. will be 20% or more

2. Requests to the Large-scale Purchaser, etc. for the Submission of Information

(1) Advance provision of “Statement of Intent” to the Company

When attempting to conduct a large-scale purchase, the large-scale purchaser shall, prior to the execution of the large-scale purchase, provide to the Board of Directors of the Company a document in Japanese that includes a pledge to the effect that the large-scale purchaser will comply with the procedures set forth in this Plan (“Statement of Intent”), in a form prescribed by the Company.

The Statement of Intent shall include the information set forth in Attachment 4, and it shall be accompanied by a Certificate of All Matters, copy of the Articles of Incorporation, and other documentation proving the existence of the large-scale purchaser.

(2) Submission of required information to the Company

In order to secure the necessary and sufficient information for shareholders to make a judgment concerning the large-scale purchase and for the Board of Directors of the Company to engage in evaluation and analysis of the large-scale purchase, once the aforementioned Statement of Intent has been submitted, the large-scale purchaser shall submit to the Board of Directors of the Company, in Japanese, the information required for evaluation and analysis (“large-scale purchase information”), in accordance with the following procedures.

- 1) Within 10 business days of receiving the Statement of Intent, the Company will dispatch to the large-scale purchaser a list of information describing the information that should initially be submitted. The large-scale purchaser shall then submit sufficient large-scale purchase information to the Company, in Japanese, within 20 business days, in accordance with the “Large-scale Purchase Information List” set forth in Attachment 5.
- 2) If the large-scale purchase information is not submitted, or the Board of Directors of the Company reasonably judges that the large-scale purchase information submitted is insufficient for the evaluation and analysis of the Board of Directors of the Company, the Board of Directors of the Company may request that the large-scale purchaser submits additional information.

(3) Information disclosure to shareholders

The Board of Directors of the Company will disclose the fact that there was a proposal for a large-scale purchase, etc. by the purchaser, etc., an overview thereof, an overview of the required information, and any information deemed necessary for the judgment of shareholders, at a time that it judges to be appropriate. In addition, if the Board of Directors of the Company judges that the purchaser, etc. has sufficiently submitted the required information, it shall notify the purchaser, etc. to that effect and promptly disclose that fact.

3. Analysis of the Details of the Large-scale Purchase

In the event that, upon obtaining advice from external experts (attorneys-at-law, certified public accountants, consultants, and other experts), the Board of Directors of the Company reasonably judges that the submission of large-scale purchase information by the large-scale purchaser has been completed, it shall establish a period as follows, as a period for evaluation, analysis, negotiation, opinion forming, and the creation of an alternative proposal by the Board of Directors of the Company.

- (1) Up to 60 days, when the large-scale purchase, etc. is a tender offer with cash (Japanese yen) as the only consideration
- (2) Up to 90 days, for other large-scale purchases, etc.

Next, during the period for analysis by the Board of Directors, the Board of Directors of the Company will engage in such activities as sufficiently evaluating and analyzing the large-scale purchase information submitted by the large-scale purchaser, etc., performing comparative analysis of the business plans, etc. of the large-scale purchaser and the Board of Directors of the Company from the perspective of protecting and enhancing the corporate value of the Group and shareholders' common interests, and considering an alternative proposal by the Board of Directors of the Company, while obtaining advice from external experts, etc. as necessary. In accordance with laws and regulations, the Board of Directors of the Company shall disclose information to shareholders in a timely manner, including the fact that it established this period for analysis by the Board of Directors, a carefully put together opinion as the Board of Directors of the Company, and an alternative proposal, if the Board of Directors of the Company have submitted an alternative proposal to the large-scale purchase. In addition, the Board of Directors of the Company shall also notify the large-scale purchaser of its opinion, any alternative proposal, etc.

4. Activation of Countermeasures Against the Large-scale Purchase

(1) Establishment of "Special Committee"

Upon the introduction of this Plan, the Company shall establish a "Special Committee" consisting of Outside Directors of the Company and external experts, in order to ensure that the large-scale purchase rules are properly implemented, eliminate arbitrary judgments by the Board of Directors in relation to the activation of countermeasures, and ensure objectivity and reasonableness in the judgments and response of the Board of Directors.

During the period for analysis by the Board of Directors, the Special Committee shall provide a recommendation to the Board of Directors of the Company concerning the appropriateness of activating countermeasures, in accordance with the following procedures. In order to ensure that judgments of the Special Committee are conducted in a way that contributes to the protection and enhancement of the corporate value of the Company and shareholders' common interests, the Special Committee may obtain advice from third parties independent from the management team engaged in the execution of operations at the Company (investment banks, securities firms, attorneys-at-law, and other experts), at the Company's expense.

Furthermore, if the Special Committee makes a recommendation to the Board of Directors of the Company as follows, the Board of Directors of the Company shall promptly disclose the fact that the recommendation was made, an overview thereof, and any other information judged appropriate by the Board of Directors of the Company.

1) Cases when the Special Committee recommends the activation of countermeasures

If the large-scale purchaser, etc. does not comply with the procedures set forth in this Plan, or if it is recognized that the large-scale purchase, etc. will significantly harm the corporate value of the Company and shareholders' common interests, the Special Committee will recommend that the Board of Directors of the Company activates countermeasures. Furthermore, if it is judged that the large-scale purchase, etc. falls under any of the categories in Attachment 6, "Types of Purchase, etc. Deemed to Significantly Harm the Corporate Value of the Company and Shareholders' Common Interests," or if there are considerable circumstances that give rise to objective and reasonable suspicion that the large-scale purchase, etc. may fall under any of these categories, and it is judged that the activation of countermeasures would be appropriate, it shall be recognized that the large-scale purchase, etc. would significantly harm the corporate value of the Company and shareholders' common interests.

2) Cases when the Special Committee recommends that countermeasures are not activated

If the Special Committee judges that the details of the large-scale purchase, etc. comply with the procedures in this Plan and it cannot be said that the large-scale purchase, etc. will clearly harm corporate value or violate shareholders' common interests, or if it judges that the activation of the countermeasures would not be appropriate, it will recommend that the Board of Directors of the Company does not activate the countermeasures.

However, even after the Special Committee has once recommended that countermeasures are not activated, it may recommend that the Board of Directors of the Company activates the countermeasures if changes arise to the facts that formed the basis for the recommendation not to activate countermeasures and the large-scale purchase, etc. by the large-scale purchaser, etc. thus satisfies the criteria in the above item 1).

(2) Resolutions of the Board of Directors

The Board of Directors of the Company shall promptly make a resolution about whether to activate or not activate countermeasures, from the perspective of protecting and enhancing the corporate value of the Company and shareholders' common interests, based on the recommendation of the Special Committee, while respecting the recommendation of the Special Committee as set forth in the above item (1) to the maximum possible extent.

If the Board of Directors of the Company makes a resolution as described above, it shall promptly disclose an overview of that resolution together with any other information that it judges to be appropriate, regardless of whether the Board of Directors of the Company resolves to activate or not activate countermeasures.

(3) Cancellation of countermeasures or suspension of activation

Even after the Board of Directors of the Company has resolved to activate countermeasures or after it has activated countermeasures in accordance with the procedures in the above item (2), it may resolve to cancel countermeasures or suspend their activation based on the recommendation of the Special Committee, or regardless of whether or not the Special Committee made a recommendation, if the large-scale purchaser, etc. cancels the large-scale purchase, etc., or if changes arise to the facts, etc. that formed the basis for the judgment to activate countermeasures and circumstances become such that it is believed that the activation of countermeasures would not be appropriate from the perspective of protecting and enhancing the corporate value of the Company and shareholders' common interests.

If the Board of Directors of the Company makes a resolution as described above, it will promptly disclose an overview of the resolution together with any other information that it judges to be appropriate.

(4) Commencement of large-scale purchase, etc.

The large-scale purchaser shall comply with the procedures set forth in this Plan, and shall not commence the large-scale purchase, etc. until the Board of Directors of the Company makes a resolution to activate or not activate countermeasures.

5. Specific Details of Countermeasures Under this Plan

The countermeasures that the Board of Directors of the Company shall activate based on a resolution as described in the above item 4. (2) shall, in principle, be a gratis allotment of share acquisition rights (the "share acquisition rights"). However, other countermeasures may be utilized when these countermeasures are permitted by the Companies Act, other laws and regulations, and the Articles of Incorporation of the Company, and it is judged that the activation of these countermeasures would be appropriate. An overview of the gratis allotment of share acquisition rights is provided in Attachment 7, "Overview of Share Acquisition Rights."

Even after the Board of Directors of the Company has resolved to activate countermeasures or after it has activated countermeasures, it may resolve to cancel the countermeasures or suspend their activation if it judges that the activation of countermeasures would not be appropriate owing to the withdrawal of the large-scale purchase by the large-scale purchaser or other circumstances.

In addition, even after the effective date of the gratis allotment of share acquisition rights, the Company may acquire the share acquisition rights without consideration during the period until the day before the first day of their effective period if the Board of Directors of the Company judges that the acquisition of the share acquisition rights by the Company would be appropriate for reasons similar to those described above.

V. Effective Period of this Plan, Discontinuation, and Amendments

If this Plan is approved at this Ordinary General Meeting of Shareholders, its effective period shall last until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2027.

However, even prior to the expiration of the effective period, if a resolution is passed to change or discontinue this Plan at the General Meeting of Shareholders of the Company, this Plan shall be changed or amended at that time, in accordance with this resolution.

In addition, if the Board of Directors, which consists of Directors elected at General Meetings of Shareholders of the Company, resolves to discontinue this Plan, then this Plan shall be discontinued at that time.

Furthermore, the Board of Directors of the Company may, with the approval of the Special Committee, amend this Plan within the scope reasonably recognized as necessary owing to changes to the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations, or the regulations of financial instruments exchanges, or the interpretation or implementation thereof, or changes to the tax system, judicial precedents, etc.

If this Plan is discontinued or amended, the Company will disclose the fact that this discontinuation or amendment has taken place (excluding minor changes due to changes to words and phrases as a result of revisions to laws and regulations, etc.), the details of the amendment, and any other information deemed appropriate by the Board of Directors of the Company.

VI. Reasonableness of this Plan

1. Fulfills the Conditions of the Guidelines Regarding the Policy on Responding to Takeovers

This Plan follows the basic policy of the Company and satisfies the three principles (the principle of

protecting and enhancing corporate value and the interests of shareholders as a whole, the principle of prior disclosure and shareholders' will, and the principle of ensuring the necessity and reasonableness) of the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholder's Common Interests" announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005.

The Plan also takes into account the "Takeover Defense Measures in Light of Recent Environmental Changes," a report released on June 30, 2008, by the Corporate Value Study Group established within the Ministry of Economy, Trade and Industry.

2. Introduced in Order to Protect and Enhance the Corporate Value of the Company and Shareholders' Common Interests

This Plan has been introduced in order to protect and enhance the corporate value of the Company and shareholders' common interests by making it possible, if a large-scale purchase, etc. of the Company's share certificates, etc. is attempted, to secure the required information and time for shareholders to judge whether or not to accept the purchase, etc., or for the Board of Directors of the Company to present an alternative proposal, and conduct negotiations with the purchaser, etc. on shareholders' behalf.

3. Prioritizes the Will of Shareholders

This Plan shall be continued subject to resolution by approval at the Ordinary General Meeting of Shareholders. However, even prior to the expiration of the effective period of this Plan, if a resolution is passed to amend or discontinue this Plan at a subsequent General Meeting of Shareholders, this Plan shall be amended or discontinued at that time, in accordance with the resolution. Accordingly, this Plan is designed such that the will of shareholders is sufficiently reflected in the continuation and discontinuation of this Plan.

4. Prioritizes the Judgment of a Highly Independent Committee and Information Disclosure

Upon the introduction of this Plan, the Company has established a Special Committee to eliminate arbitrary judgments by the Board of Directors in relation to such matters as the activation of countermeasures against the large-scale purchase, etc., and ensure objectivity and reasonableness in the judgments and response of the Board of Directors.

The Special Committee consists of persons selected by the Board of Directors of the Company from among Outside Directors of the Company and external experts who are independent from the management team engaged in the execution of operations at the Company.

In addition, the Company shall disclose an overview of the Special Committee's judgment to shareholders, as necessary, thus ensuring a mechanism is in place for implementing this Plan in a transparent manner, in a way that contributes to the corporate value of the Company and shareholders' common interests.

5. Sets Reasonable and Objective Activation Criteria

As described in the above item IV., this Plan is designed such that countermeasures will not be activated unless reasonable and objective activation criteria are satisfied, thus ensuring a mechanism is in place to prevent the arbitrary activation of countermeasures by the Board of Directors of the Company. Based on the above, the Company believes it is clear that this Plan is not aimed at preserving the positions of its officers.

6. Not Dead-Hand or Slow-Hand Type Policy on Responding to Takeovers

As described in the above item V., this Plan may be discontinued at any time by the Board of Directors of the Company. Accordingly, this Plan is not a dead-hand type policy on responding to takeovers (a policy on responding to takeovers whose activation cannot be prevented even if a majority of members of the Board of Directors are replaced).

In addition, the term of office of Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) is one (1) year, and therefore this Plan is not a slow-hand type policy on responding to takeovers (a policy on responding to takeovers whose activation requires time to prevent, as all members of the Board of Directors cannot be replaced at once).

VII. Impact on Shareholders and Investors

1. Impact on Shareholders when this Plan is Continued

The share acquisition rights will not actually be issued when this Plan is continued. Accordingly, when this Plan is continued, there will be no direct specific impact on statutory rights or economic interests related to share certificates of the Company held by shareholders.

Furthermore, the Company's response to any large-scale purchase shall differ depending on whether the large-scale purchaser, etc. complies with this Plan, and therefore the Company's shareholders are advised to be aware of the actions of the purchaser, etc.

If the Company identifies any actions on the part of the purchaser, etc. that may affect shareholders, it

will promptly disclose information concerning those actions.

2. Impact on Shareholders and Investors when the Share Acquisition Rights are Allotted Gratis

If the Board of Directors of the Company decides to activate countermeasures and conducts the gratis allotment of share acquisition rights, the share acquisition rights will be allotted gratis to shareholders recorded in the shareholder register on the separately determined allotment date, at a ratio of up to one (1) share acquisition right per share held.

Under this system, although the economic value of each share in the Company held by shareholders will be diluted, there will be no dilution in the total economic value of share certificates in the Company held by shareholders, even if there is a gratis allotment of share acquisition rights. For this reason, the Company does not expect any direct, specific impact on statutory rights and economic interests related to share certificates of the Company held by shareholders.

However, the activation of countermeasures may result in the statutory rights or economic interests of the large-scale purchaser, etc. being impacted in some form.

Furthermore, in cases when the Board of Directors of the Company resolves to conduct the gratis allotment of share acquisition rights, if it cancels the activated countermeasures or suspends their activation in accordance with the procedures, etc. in the above item IV. 4. (3), there may be commensurate fluctuations in the price of the Company's share certificates.

For example, if, after the shareholders to receive the gratis allotment of share acquisition rights have been determined, the Company suspends the activation of countermeasures, acquires the share acquisition rights without consideration, and does not deliver new shares, the economic value of each share held by shareholders will not be diluted. The Company thus requests that shareholders take note of the fact that, in this case, shareholders and investors who had entered into trades on the assumption that the economic value of each share in the Company would be diluted may suffer losses as a result of fluctuation in the share price.

In addition, if discriminatory conditions are attached to the exercise or acquisition of the share acquisition rights, the statutory rights and economic interests of the purchaser, etc. may be impacted when the share acquisition rights are exercised or acquired. However, even in this case, the Company does not expect any direct, specific impact on statutory rights and economic interests associated with the Company's share certificates held by shareholders other than the purchaser, etc.

3. Procedures for Shareholders Accompanying the Gratis Allotment of Share Acquisition Rights

(1) Procedures on the effective date of the gratis allotment of share acquisition rights

With regard to procedures for the gratis allotment of share acquisition rights, shareholders recorded in the shareholder register on the record date will be automatically granted share acquisition rights on the effective date of the gratis allotment of subscription rights to shares, so there will be no need to complete application procedures.

(2) Procedures required of shareholders when the share acquisition rights are exercised or acquired after the gratis allotment of share acquisition rights is conducted

When the Company takes procedures to acquire share acquisition rights with an acquisition clause attached, a resolution will be passed by the Board of Directors and public notice will be given to holders of the share acquisition rights before the acquisition, in accordance with the procedures set forth in the Companies Act.

In addition, the Company will notify holders of the share acquisition rights prior to the first day of the exercise period, in accordance with the procedures set forth in the Companies Act, in cases when shareholders other than non-qualified parties that the Company has determined will not be able to exercise the share acquisition rights, i.e. the large-scale purchaser and its group, will exercise the share acquisition rights upon the start of the exercise period. Accordingly, the Company urges shareholders to exercise their share acquisition rights during the exercise period in this case.

Furthermore, whichever procedures are to be taken, the Company will disclose the details of the procedures in a timely and appropriate manner, pursuant to applicable laws and regulations, etc. As such, shareholders are advised to pay sufficient attention to information disclosed by the Company if countermeasures are activated.

Overview of Special Committee Regulations

(Objective)

1. The Special Committee shall be established by resolution of the Board of Directors of the Company, in order to eliminate arbitrary judgments by the Board of Directors in relation to such matters as the activation of countermeasures against a large-scale purchase, etc. of the Company's share certificates, etc., and ensure objectivity and reasonableness in the judgments and response of the Board of Directors.

(Selection of Committee Members)

2. The Special Committee shall consist of at least three (3) members, who shall be selected by resolution of the Board of Directors of the Company from among Outside Directors of the Company and external experts.

(Term of Office of Committee Members)

3. The term of office of members of the Special Committee shall be the term of office as a Director for Outside Directors, and the period of this Plan as resolved at the Ordinary General Meeting of Shareholders for external experts.

(Convocation and Selection of Chair)

4. The Chair of the Board of Directors of the Company shall convene meetings of the Special Committee based on resolutions of the Board of Directors. The Chair of the Special Committee shall be selected by mutual selection among members of the Special Committee.

(Resolution Method)

5. Resolutions of the Special Committee shall be made by a majority of members when a majority of members are in attendance.

(Matters to be Resolved)

6. The Special Committee shall deliberate and make resolutions concerning the matters in each of the following items, and shall provide recommendations to the Board of Directors of the Company together with reasons for the details of its resolutions.
 - (1) Appropriateness of activating countermeasures under this Plan
 - (2) Cancellation of countermeasures under this Plan or suspension of their activation
 - (3) Amendments to this Plan
 - (4) Other matters related to this Plan about which the Board of Directors of the Company chooses to consult the Special CommitteeWhen deliberating and making resolutions concerning each of the above items, the Special Committee shall gather sufficient information and documentation concerning the person proposing the purchase, the details of the purchase proposal, and other factors, and shall engage in earnest analysis from a fair and neutral perspective.

(Reporting to the Committee)

7. When gathering information and documentation concerning the person proposing the purchase, the details of the purchase proposal, and other factors, the Special Committee may make requests to the Representative Director, etc. of the Company to gather the necessary information and documentation and report it to the Special Committee. The Representative Director, etc. of the Company shall endeavor to cooperate with the gathering of information and documentation for the Special Committee as much as possible.

(External Advice)

8. The Special Committee may engage in such actions as obtaining advice from investment banks, securities firms, attorneys-at-law, and other experts, at the Company's expense.

Names and Career Summaries of Members and Persons
Expected to be Appointed Members of the Special Committee

Special Committee Members

Name (Date of birth)	Career summary
Tomoko Okiyama (April 9, 1954)	<p>October 1975 Joined TOA CORPORATION</p> <p>April 2007 General Manager of Welfare Project Dept.</p> <p>April 2013 Executive Officer; Deputy General Manager of Building Construction General Headquarters; General Manager of Welfare Project Dept.</p> <p>April 2015 Executive Officer; Deputy General Manager of Building Construction General Headquarters; General Manager of Welfare Project Dept.; Deputy General Manager of East Japan Architecture Branch Office</p> <p>July 2019 Executive Officer; Deputy General Manager of Building Construction General Headquarters; Deputy General Manager of East Japan Architecture Branch Office</p> <p>March 2020 Advisor of Building Construction General Headquarters</p> <p>June 2020 Outside Director, Matsumotokiyoshi Holdings Co., Ltd. (currently MatsukiyoCocokara & Co.) (incumbent)</p> <p>April 2021 Advisor, the Company (incumbent)</p> <p>June 2021 Outside Director (Audit and Supervisory Committee Member) (incumbent)</p>

1. There is no special interest between Tomoko Okiyama and the Company.

Persons Expected to be Appointed Special Committee Members

Name (Date of birth)	Career summary	
Toru Miyoshi (April 15, 1947)	April 1976	Registered as an attorney-at-law Joined Kashiwabara Law Offices
	September 1978	Founded Miyoshi & Associates Law Firm (currently in office)
	June 1997	Outside Corporate Auditor, the Company
	June 2002	Outside Audit and Supervisory Board Member, SEIKOH GIKEN CO., LTD.
	June 2016	Outside Director (Audit and Supervisory Committee Member), SEIKOH GIKEN CO., LTD. (incumbent)
	June 2016	Outside Director (Audit and Supervisory Committee Member), the Company (incumbent)

1. There is no special interest between Toru Miyoshi and the Company.
2. Toru Miyoshi is scheduled to retire as Outside Director (Audit and Supervisory Committee Member) of SEIKOH GIKEN CO., LTD. on the date of the company's ordinary general meeting of shareholders to be held in June 2024.

Name (Date of birth)	Career summary	
Hitomi Yamada (January 19, 1962)	April 1984	Joined TDK Corporation
	October 1990	Joined Aoyama Audit Corporation (currently PricewaterhouseCoopers Japan LLC)
	August 1994	Registered as a certified public accountant
	July 2007	Founded Hitomi Yamada Certified Public Accountant Office (currently in office)
	June 2020	Outside Director (Audit and Supervisory Committee Member), OTEC CORPORATION (incumbent)
	April 2022	Advisor, the Company
	June 2022	Outside Director (Audit and Supervisory Committee Member) (incumbent)
	June 2023	Outside Audit and Supervisory Board Member, The Higashi-Nippon Bank, Limited (incumbent)

1. There is no special interest between Hitomi Yamada and the Company.
2. Hitomi Yamada is scheduled to retire as Outside Director (Audit and Supervisory Committee Member) of OTEC CORPORATION on the date of the company's ordinary general meeting of shareholders to be held in June 2024.

Name (Date of birth)	Career summary	
Takehisa Taguchi (July 14, 1943)	April 1962	Joined Tokyo Regional Taxation Bureau
	July 2000	District Director, Katsushika Tax Office
	July 2001	District Director, Tachikawa Tax Office
	August 2002	Registered as a certified public tax accountant
	August 2002	Founded Takehisa Taguchi Tax Accountant Office (currently in office)
	June 2008	Outside Corporate Auditor, the Company
	June 2013	Outside Director, Company
	June 2016	Retired as Outside Director of the Company

1. There is no special interest between Takehisa Taguchi and the Company.

Name (Date of birth)	Career summary	
Mikio Niizuma (December 11, 1950)	April 1976	Joined Tokyo Regional Taxation Bureau
	July 2001	Deputy District Director, Totsuka Tax Office
	July 2007	Director, International Division (Criminal Investigation), Criminal Investigation Dept., Tokyo Regional Taxation Bureau
	July 2009	District Director, Fujisawa Tax Office
	August 2011	Registered as a certified public tax accountant
	September 2011	Founded Mikio Niizuma Tax Accountant Office (currently in office)
	June 2013	Outside Corporate Auditor, the Company
	June 2016	Outside Director (Audit and Supervisory Committee Member)
	June 2022	Retired as Outside Director (Audit and Supervisory Committee Member)

1. There is no special interest between Mikio Niizuma and the Company.

Status of Major Shareholders of the Company (as of March 31, 2024)

Name	Number of shares (shares)	Shareholding ratio (%)
Partner stock ownership	1,275,500	9.62
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,160,800	8.75
Mizuho Bank, Ltd.	663,200	5.00
Nippon Life Insurance Company	660,000	4.97
Ichigo Trust Pte. Ltd.	553,600	4.17
Meiji Yasuda Life Insurance Company	340,000	2.56
Saga Tekkohsho Co., Ltd.	305,600	2.30
Sakamura Industries Inc.	300,000	2.26
Custody Bank of Japan, Ltd. (Trust Account)	294,900	2.22
NISSIN CORPORATION	270,000	2.03

(Note) The Company retains 223,521 treasury shares.
The shareholding ratio is calculated after deducting treasury stock.

Statement of Intent

1. Overview of large-scale purchaser
 - 1) Name and address or location
 - 2) Title and name of representative
 - 3) Purpose and business details of company, etc.
 - 4) Overview of major shareholders or significant investors (top ten by shares held or investment ratio)
 - 5) Contact details in Japan
 - 6) Governing law of incorporation
2. The number of the Company's share certificates, etc. actually held by the large-scale purchaser and the status of any transactions in the Company's share certificates, etc. during the 60 days prior to the submission of the Statement of Intent
3. Overview of the large-scale purchase proposed by the large-scale purchaser
 - 1) The type and number of the Company's share certificates, etc. expected to be acquired in the large-scale purchase
 - 2) Objective of the large-scale purchase

If the objective of the large-scale purchase, etc. is to acquire control or participate in management, portfolio investment or strategic investment, transfer of the Company's share certificates, etc. to a third party after the large-scale purchase, etc., conduct a material proposal, or any other objective, notification to that effect together with the details thereof.

Furthermore, if there are multiple objectives, details of all objectives shall be provided.
4. Pledge to comply with this Plan

Large-scale Purchase Information List

1. Details of the large-scale purchaser and its group
History, specific name, capital structure, business details, financial details, names and career summaries of officers, financial details for the most recent three (3) fiscal years, business performance, and other aspects of the status of accounting and finance
2. Specific details of the objective of the large-scale purchase, etc., its method, and the details thereof
3. The type and amount of consideration for the large-scale purchase, etc. together with the basis for the calculation of that amount (including the assumptions used for the calculation, calculation method, numerical data used in the calculation and the details of any synergies that are expected to occur as a result of the sequence of transactions related to the large-scale purchase, etc., the names of any third parties whose views were sought for the calculation, in the event that such views were sought, an overview of their views, and the process that led to the determination of the amount based on these views.)
4. Backing for funds for the large-scale purchase, etc. (including the specific names of providers of funds (including any de facto providers of funds), method of procurement, and details of any related transactions.)
5. Whether there has been any communication of intent with any third party in relation to the large-scale purchase, etc., and if there has been any communication of intent, the details thereof and an overview of said third party
6. If there has been any lending agreement, security agreement, resale agreement, forward trading agreement, or other important agreement or arrangement (“security agreement, etc.”), in relation to the Company's share certificates, etc. already held by the purchaser, the specific details of the security agreement, etc., including the type of agreement, the counterparty in the agreement, and the number of shares, etc. subject to the agreement
7. If the purchaser, etc. intends to enter into a security agreement, etc. or conclude any other type of agreement with a third party regarding the Company's share certificates, etc. that the purchaser, etc. intends to acquire in the large-scale purchase, etc., the specific details of the agreement, including the type of intended agreement, counterparty in the agreement, and the number of shares, etc. subject to the agreement
8. Any management policies, business plans, capital policies, and dividend policies for the Company and the Group after the large-scale purchase, etc.
9. Policies for working with the Company's employees, labor unions, trading partners, customers, local communities, and other stakeholders of the Company after the large-scale purchase, etc.
10. Specific measures to avoid conflicts of interest with other shareholders of the Company.

Furthermore, the Board of Directors of the Company will disclose the fact that there was a proposal for a large-scale purchase, etc. by the purchaser, etc., an overview thereof, an overview of the required information, and any information deemed necessary for the judgment of shareholders, at a time that it judges to be appropriate.

In addition, if the Board of Directors of the Company judges that the purchaser, etc. has sufficiently submitted the required information, it shall notify the purchaser, etc. to that effect and promptly disclose that fact.

Types of Purchase, etc. Deemed to Significantly Harm the Corporate Value of the Company and Shareholders' Common Interests

1. When it is judged that, regardless of the fact that the large-scale purchaser has no intention to participate in the management of the Company, the large-scale purchaser is conducting or attempting to conduct a purchase of the Company's share certificates, etc. for the sole purpose of increasing the price of the Company's share certificates, etc. and forcing the Company or parties related to the Company to buy them back at a high price (a so-called "green mailer")
2. When it is judged that the large-scale purchaser is purchasing the Company's share certificates, etc. in order to temporarily take control of the management of the Company and transfer to the large-scale purchaser or its group companies, etc., intellectual property rights, expertise, confidential corporate information, key trading partners, customers, or other assets of the Company or Group companies that are essential for the business management of the Company or Group companies
3. When it is judged that the large-scale purchaser is purchasing the Company's share certificates, etc. with the intention of using the assets of the Company or Group companies as collateral or repayment funds for the obligations of the large-scale purchaser or its Group companies, etc., after gaining control of the management of the Company
4. When it is judged that the large-scale purchaser is purchasing the Company's share certificates, etc. in order to take temporary control of the management of the Company, cause the Company or Group companies to sell or otherwise dispose of real estate, securities, or other high-value assets, etc., that are not directly related to the businesses of the Company or the Group companies, and pay a one-time high dividend with the profits from the disposal, or take advantage of the sudden increase in the share price from the one-time high dividend to sell the Company's share certificates, etc. at a high price
5. When it is judged that the purchase terms for the Company's share certificates, etc. proposed by the large-scale purchaser (including the type and amount of consideration for the purchase, the basis for the calculation of this amount, the specific details of other terms, and the timing and method of purchase), or the legality or feasibility thereof, are highly insufficient or inappropriate in view of the corporate value of the Company
6. When it is judged that there is a risk the purchase method proposed by the large-scale purchaser for the Company's share certificates, etc. will limit the opportunities or freedom of shareholders to make a judgment, and effectively force shareholders to sell the Company's share certificates, etc., such as a so-called coercive two-tiered acquisition (referring to a purchase of shares, etc. by tender offer where the purchaser does not offer to purchase all the share certificates, etc. of the Company in the first stage of the purchase, and sets disadvantageous purchase terms or does not make the purchase terms explicitly clear for the second stage)
7. When it is judged that the acquisition of control by the large-scale purchaser may hinder the protection or development of the corporate value of the Company or shareholders' common interests, such as when it is expected that the corporate value of the Company and, in turn, shareholders' common interests, will be significantly harmed, including the interests not only of the Company's shareholders, but also its customers, employees, and other stakeholders
8. When it is judged that the large-scale purchaser is highly inappropriate as a controlling shareholder of the Company from the perspective of public order and good morals
9. Other cases equivalent to the above items 1 through 8, when it is reasonably judged that the protection and development of the corporate value of the Company and shareholders' common interests will be significantly harmed

Overview of Share Acquisition Rights

1. Shareholders Eligible for the Granting of Share Acquisition Rights and their Issuance Terms

Share acquisition rights shall be allotted to shareholders recorded in the final shareholder register on the allotment date determined by the Board of Directors of the Company, at a ratio of one (1) share acquisition right per share held (however, this shall exclude common shares in the Company held by the Company).

2. Type and Number of Shares Underlying the Share Acquisition Rights

The type of shares underlying the share acquisition rights shall be common shares in the Company, and the maximum total number of shares underlying the share acquisition rights shall be the total number of authorized shares of the Company, as stipulated in the Articles of Incorporation of the Company, minus the total number of shares issued by the Company. The number of shares underlying each share acquisition right shall be separately determined by the Board of Directors of the Company.

However, if the Company conducts a share split or consolidation of shares, it shall make the necessary adjustments.

3. Total Number of Share Acquisition Rights to be Issued

The total number of share acquisition rights to be allotted shall be a number separately determined by the Board of Directors of the Company. The Board of Directors of the Company may allot share acquisition rights over multiple occasions.

4. Issuance Amount of the Share Acquisition Rights

The share acquisition rights shall be allotted gratis.

5. Amount to be Paid Upon Exercise of Each Share Acquisition Right

The amount to be paid when exercising each share acquisition right shall be an amount determined by the Board of Directors of the Company of one (1) yen or more.

6. Transfer Restrictions on Share Acquisition Rights

The transfer of the share acquisition rights shall require the approval of the Board of Directors of the Company.

7. Exercise Conditions on the Share Acquisition Rights

The following parties shall not be permitted to exercise share acquisition rights: (i) a large-scale purchaser, (ii) a joint holder of a large-scale purchaser, (iii) a party having a special relationship with a large-scale purchaser, and (iv) a party that has acquired or succeeded to the share acquisition rights from any party falling under (i) to (iii) above without obtaining the approval of the Board of Directors of the Company. Other exercise conditions shall be determined by the Board of Directors of the Company.

8. Exercise Period of the Share Acquisition Rights, etc.

The Board of Directors of the Company shall separately determine the exercise period, exercise conditions, reasons for cancellation, cancellation conditions, and other necessary aspects of the share acquisition rights.

9. Acquisition of the Share Acquisition Rights by the Company

At any time until the day before the first day of the share acquisition rights' exercise period, if the Company's Board of Directors deems that it is appropriate for the Company to acquire the share acquisition rights, the Company may, on a day separately determined by the Company's Board of Directors, acquire all of the share acquisition rights for no consideration.