

NOTICE OF
THE 135TH ANNUAL
GENERAL MEETING OF
SHAREHOLDERS

<Notice Regarding the Measures for electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders>

TAKEBISHI CORPORATION (the Company) has taken measures for electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc. However, for this General Meeting of Shareholders, paper-based documents were delivered to shareholders.

The Company will review the paper-based document to deliver in FY2025 and after. If a shareholder who wishes to continue to receive paper-based Reference Documents for the General Meetings of Shareholder for the next time and after, has not completed the procedure for requesting the paper-based documents delivery, please complete the request procedure for the delivery of the paper-based documents with the Company's share transfer agent, Mitsubishi UFJ Trust and Banking Corporation, or other financial institutes you use no later than March 31, 2025.

Please note that we do not distribute any gifts to shareholders attending the meeting in person.

TAKEBISHI CORPORATION

(Stock Exchange Code: 7510)

Corporate Philosophy

Creating a bright future by connecting people and technology with trust

Code of Activities

- Complying with corporate ethics and contributing to society -

1. Trust

Provide exceptional service and build a high level of trust with customers

2. Technology

Strive to absorb and revolutionize new technologies that will benefit customers

3. Integrated power

Combine individual strengths and create a total service menu

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Stock Exchange Code: 7510)
May 31, 2024

Notice to Shareholders

Hiroshi Okagaki
Representative Director & President
TAKEBISHI CORPORATION
29, Mameda-cho, Nishi-kyogoku,
Ukyo-ku, Kyoto, Japan

NOTICE OF THE 135TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform our shareholders that the 135th Annual General Meeting of Shareholders of TAKEBISHI CORPORATION (the “Company” or “we”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) and posted the matters to be provided electronically on the following websites. Please access any of the websites to see the information.

The Company’s website
<https://www.takebishi.co.jp/company/ir/meeting.html>



Materials for General Meeting of Shareholders website (in Japanese only)
<https://d.sokai.jp/7510/teiji/>



Tokyo Stock Exchange website (TSE Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show/>
(Please access the TSE website above, enter the issue name “TAKEBISHI” in the “Issue name (company name)” field, or the Company’s securities code “7510” in the “Code” field, and press “Search.” Select “Basic information” and then “Documents for public inspection/PR information” in that order and see the relevant information in the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” section under the “Filed information available for public inspection.”)



You can exercise your voting rights in writing (the Voting Rights Exercise Form) or via the Internet instead of attending the meeting. In this case, please review the “Reference Documents for General Meeting of Shareholders” provided below and indicate your vote for or against the proposals to exercise your voting rights by 5:15 p.m. on Tuesday, June 25, 2024, Japan time. Thank you very much for your cooperation.

Details of the Meeting

- 1. Date and Time:** 10:00 a.m., Wednesday, June 26, 2024
- 2. Place:** 1st Floor Event Hall of Head Office located at 29, Mameda-cho, Nishi-kyogoku, Ukyo-ku, Kyoto, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 135th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 135th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal: Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should any revisions to the matters to be provided electronically be required, a notice of the revision, the revised versions, and the previous versions will be posted on the Company's website, the Materials for General Meeting of Shareholders website, and the Tokyo Stock Exchange website.
- For this General Meeting of Shareholders, the paper copy stating the matters to be provided electronically is sent to all shareholders, whether or not a request for it has been made. Of the matters to be provided electronically, the following items are excluded from the documents in accordance with the provisions of laws and regulations and Article 15 of Articles of Incorporation of the Company.
 - (1) Matters Regarding a System to Ensure the Appropriateness and the Operation of Business Activities in Business Report
 - (2) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements in Consolidated Financial Statements
 - (3) Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements in Non-consolidated Financial Statements

The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit including abovementioned items.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)



The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this General Meeting of Shareholders.



Accordingly, to further strengthen our management structure, the Company proposes increasing the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) by one (1) and the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.


The Audit and Supervisory Committee and the Nominating Committee have determined that all candidates for Directors are fit for their respective positions relating to this Proposal.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company
1	<u>Reelection</u> Isamu Ogura	Director & Chairman
2	<u>Reelection</u> Hiroshi Okagaki	Representative Director, President & CEO
3	<u>Reelection</u> Kazuhiko Sakaguchi	Director & Senior Managing Executive Officer and Chief of Business Promotion Office
4	<u>Reelection</u> Takeshi Ohi	Director & Managing Executive Officer and Chief of Business Strategy Office
5	<u>Reelection</u> <u>Outside</u> <u>Independent</u> Sou Ikeda	Director
6	<u>New election</u> <u>Outside</u> <u>Independent</u> Hiromi Uemura	
7	<u>New election</u> <u>Outside</u> Michihiro Nishikado	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1 Reelection	Isamu Ogura (July 11, 1959) 	<p>April 1982 Joined the Company</p> <p>April 2005 Assistant General Manager of Shiga Branch</p> <p>October 2005 General Manager of Nagoya Branch</p> <p>April 2011 Assistant Chief of Business Strategy Office</p> <p>October 2011 Assistant Chief of Business Strategy Office and Manager of Corporate Planning Department</p> <p>June 2012 Director & Executive Officer, Chief of Business Strategy Office, Manager of Corporate Planning Department, Chairman of the Board of Directors of Takebishi Electric Sales Hong Kong Limited, and Chairman of the Board of Directors of Takebishi Electric Sales Shanghai Limited</p> <p>April 2014 Director & Executive Officer and Chief of Business Strategy Office</p> <p>June 2016 Director & Managing Executive Officer and Chief of Business Strategy Office</p> <p>June 2017 Representative Director, President & CEO</p> <p>June 2023 Director & Chairman (to present)</p>	45,150
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director on account of his past record of supervising the management of the Company and acting as the Chairman of the Board of Directors of the Company in his position as Director & Chairman, as well as extensive knowledge and experience developed by assuming management responsibilities at the Company.			
2 Reelection	Hiroshi Okagaki (November 6, 1960) 	<p>April 1983 Joined the Company</p> <p>July 2006 Manager of Technical Development Department, Electro-Mechanical System Division</p> <p>April 2011 Manager of FA Systems Department, Electro- Mechanical System Division</p> <p>April 2016 Assistant General Manager of Technical Development Division</p> <p>June 2017 Executive Officer and General Manager of Technical Development Division</p> <p>June 2018 Director & Executive Officer and General Manager of Technical Development Division</p> <p>June 2021 Director & Managing Executive Officer and General Manager of Technical Development Division</p> <p>June 2022 Director & General Managing Executive Officer and General Manager of Technical Development Division</p> <p>June 2023 Representative Director, President & CEO (to present)</p>	33,208
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director on account of the leadership he has exhibited in driving the management of the Company as Representative Director, President & CEO, as well as his extensive knowledge and experience developed through his experience in the management of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5 Reelection Outside Independent	Sou Ikeda (June 1, 1967) 	<p>April 1990 Joined Bank of Japan</p> <p>May 2003 Seconded to Industrial Revitalization Corporation of Japan</p> <p>April 2007 Participated in establishment of Industrial Growth Platform, Inc.</p> <p>April 2019 Visiting Professor, MBA Course, Graduate School of Business Administration, J. F. Oberlin University</p> <p>April 2021 Associate Professor, Graduate School of International Studies, J. F. Oberlin University (to present)</p> <p>June 2022 Outside Director of the Company (to present)</p> <p>[Significant Concurrent Position] Advisor, Industrial Growth Platform, Inc. (IGPI)</p>	912
Reason for nomination as an Outside Director candidate and outline of expected role He is selected as a Director candidate as he is expected to be fit for the position as an Outside Director who is responsible for the supervision of the management of the Company from a diverse viewpoints, given his extensive knowledge and experience developed through working for other companies and also from his position as a technical expert university instructor with expertise in finance and management strategy. For the above reasons, the Company has judged that he will be able to appropriately execute his duties as Outside Director from an independent viewpoint.			
6 New election Outside Independent	Hiromi Uemura (August 14, 1963) 	<p>April 1986 Joined Daiwa Securities Co. Ltd.</p> <p>April 2006 Sub Manager of Hyogo Group and Head of Nishinomiya Branch, Daiwa Securities Co. Ltd.</p> <p>April 2008 Head of Pension Insurance Dept., Daiwa Securities Co. Ltd.</p> <p>April 2010 Head of Kyoto Branch, Daiwa Securities Co. Ltd.</p> <p>April 2011 Executive Officer and Head of Kyoto Branch, Daiwa Securities Co. Ltd.</p> <p>April 2014 Managing Executive Officer, Daiwa Securities Co. Ltd.</p> <p>April 2017 Executive Managing Director and Member of the Board, Daiwa Securities Co. Ltd.</p> <p>April 2020 Deputy President and Member of the Board, Daiwa Securities Business Center Co. Ltd.</p> <p>April 2021 President and Representative Director, Daiwa Securities Business Center Co. Ltd. (to present)</p>	-
Reason for nomination as an Outside Director candidate and outline of expected role She is selected as a Director candidate as she is expected to be fit for the position as an Outside Director who is responsible for the supervision of the management of the Company from an objective and diverse viewpoints, given her extensive knowledge and experience developed through working for other companies and also from her broad expertise as a corporate manager. For the above reasons, the Company has judged that she will be able to appropriately execute her duties as Outside Director from an independent viewpoint.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
<p style="text-align: center;">7</p> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">New election</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Outside</div>	<p>Michihiro Nishikado (October 11 1969)</p> 	<p>April 1993 Joined Mitsubishi Electric Corporation</p> <p>April 2021 General Manager, FA Systems Department, Kyushu Branch Office of Mitsubishi Electric Corporation</p> <p>April 2022 General Manager, Equipment Planning Department, Head Office, Mitsubishi Electric Corporation</p> <p>April 2024 Assistant General Manager of Kansai Branch Office and Manager of Equipment 1 Department of Mitsubishi Electric Corporation (to present)</p>	-
<p>Reason for nomination as an Outside Director candidate and outline of expected role</p> <p>He is selected as a Director candidate as he is expected to be fit for the position as an Outside Director who is responsible for the supervision of the management of the Company from an objective viewpoint because his extensive knowledge and experience developed through working for other companies would be beneficial for the management of the Company. Although he has no experience of being directly involved in corporate management, for the above reason, the Company has judged that he will be able to appropriately execute his duties as Outside Director.</p>			

(Notes)

1. Mr. Michihiro Nishikado concurrently serves as Assistant General Manager (employee) of Kansai Branch of Mitsubishi Electric Corporation. Mitsubishi Electric Corporation is a major shareholder of the Company and has a special business relationship with the Company (Major supplier and customer).
2. No special interests exist between each of the candidates and the Company other than 1. above.
3. Messrs. Sou Ikeda and Michihiro Nishikado and Ms. Hiromi Uemura are candidates for Outside Directors.
4. Mr. Sou Ikeda is currently an Outside Director of the Company and two (2) years will have passed at the close of this General Meeting of Shareholders since his assumption of office as an Outside Director.
5. The Company has notified the Tokyo Stock Exchange, Inc. (TSE) that Mr. Sou Ikeda is an independent director as stipulated by TSE, and if Mr. Ikeda's reelection is approved, the Company plans to notify TSE that Mr. Sou Ikeda will continue to be an independent director.
6. If the election of Ms. Hiromi Uemura is approved, the Company plans to notify TSE that Ms. Uemura will be an independent director.
7. If the reelection of Mr. Sou Ikeda is approved, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to continue the liability limitation agreements stipulated in Article 423, Paragraph 1 of the same Act. The amount of limit of liability for damages under such contract shall be 1 million yen or the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act, whichever is higher.
8. If the election of Mr. Michihiro Nishikado and Ms. Hiromi Uemura is approved, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to enter into the liability limitation agreements stipulated in Article 423, Paragraph 1 of the same Act. The amount of limit of liability for damages under such contract shall be 1 million yen or the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act, whichever is higher.
9. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. In the event that claims for damages are made against the insured persons arising from acts (including omission) in the course of their duties as directors and officers of the Company, the insurance contract shall compensate for damages and legal expenses to be borne by the insured persons. If the candidates are elected and assume office as Directors, they will become the insured persons under the insurance policy. The Company plans to renew the insurance contract with the same contents at the next renewal.
10. The number of shares of the Company held by each candidate includes the stocks held by each candidate in the officers shareholding association.
(Fractional shares have been omitted.)

■ Skill Matrix of Directors (including Directors who are Audit and Supervisory Committee Members)

Skills that each Director possesses are as follows if Proposal “Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved and adopted.

Director	Outside	Independent	Corporate management Business strategy	Sales Marketing	Technology IT	HR Human resource development	Finance/ Accounting Capital policy	Legal affairs Compliance	Global issues Diversity	Sustainability ESG
Isamu Ogura			○	○		○				○
Hiroshi Okagaki			○	○	○	○				○
Kazuhiko Sakaguchi			○		○	○	○	○		
Takeshi Ohi			○	○					○	○
Sou Ikeda	●	●	○			○	○		○	
Hiroshi Uemura	●	●	○	○			○		○	
Michihiro Nishikado	●		○	○					○	
Yasuji Ohnishi							○	○		
Shigeyuki Kawamoto	●	●	○				○	○		○
Yoshinori Yamada	●	●	○				○	○		○

(Note) Messrs. Yasuji Ohnishi, Shigeyuki Kawamoto, and Yoshinori Yamada are Directors who are Audit and Supervisory Committee Members.