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(Stock Exchange Code 7729)

June 3rd, 2025

Date electronic provisional measures become available: May 27th, 2025

To Shareholders with Voting Rights:

Hitoshi Yoshida
Chairman and CEO
Tokyo Seimitsu Co., Ltd.
2968-2, Ishikawa-machi, Hachioji, Tokyo

**NOTICE OF
THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 102nd Annual General Meeting of Shareholders of Tokyo Seimitsu Co., Ltd. (the “Company”) will be held for the purposes described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures to provide information (matters for electronic provision) electronically. Please access the Company's website below to view this information.

The Company's Website: <https://www.accretech.com/en/ir/stock/meeting.html>

In addition to the above website, the Company has also disclosed matters for electronic provision on the website of the Tokyo Stock Exchange (TSE). Please access the below TSE website (TSE Listed Company Information Service), enter and search for the issue name (company name) or securities code, then select in the order of "Basic information" and "Documents for public inspection/PR information."

Tokyo Stock Exchange website (TSE listed company information service)

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

In lieu of attendance at the meeting, you can exercise your voting rights by mail or via the Internet (personal computers or smartphones). Please review the Reference Documents for the General Meeting of Shareholders provided in the matters for electronic provision, and exercise your voting rights after reading “Guidance on Exercising Voting Rights” on the following page.

- 1. Date and Time:** Monday, June 23rd, 2025 at 10 a.m. Japan time
- 2. Place:** “Sho-oh,” 5th Floor, Keio Plaza Hotel Hachioji located at 14-1, Asahi-cho, Hachioji, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:** 1. The Business Report, the Consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1st, 2024 – March 31st, 2025) and the results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. The Non-Consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1st, 2024 – March 31st, 2025)

Proposals to be resolved:

- Proposal 1:** Dividends of Surplus
- Proposal 2:** Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3:** Election of 3 Directors Serving as Audit and Supervisory Committee Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Modifications, if any, to the matters for electronic provision will be posted on the above websites.
- We are sending a portion of the Reference Documents for the General Meeting of Shareholders and Business Report to those shareholders who have not requested a paper copy. Pursuant to the provisions of applicable laws and regulations and the Articles of Incorporation, a portion of the matters for electronic provision are not included in the paper copy to be sent to shareholders who have requested it.
- Pursuant to the provisions of applicable laws and regulations and the Articles of Incorporation, the “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements and “Notes to the Non-Consolidated Financial Statements” of the Non-Consolidated Financial Statements are included in the “Documents Omitted from Paper Copies” provided on the respective websites, therefore are not included in the paper copy provided to shareholders who have requested it. The said paper copy is a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by Accounting Auditors and the Audit & Supervisory Committee Members in preparing the accounting audit report and audit report.
- Please also note that **no distribution of souvenirs nor informal gathering for discussion** is scheduled.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference

Proposal 1: Dividends of Surplus

Based on a consolidated dividend payout ratio of approximately 40% set forth in the “Policy for Profit Distribution to Shareholders” and taking into account the performance in the fiscal year under review, we hereby propose the Company’s dividend as follows, considering the amount of net profit.

1. Type of property for dividends: Cash
2. Matters concerning allotment of dividend property to shareholders and the total amount thereof
The Company’s common shares: ¥139 per share
Total amount to be distributed: ¥5,652,406,088
3. Effective date for the dividends of surplus: June 24th, 2025

[Policy for Profit Distribution to Shareholders]

The Company believes the most important management task for the Company is to enhance its corporate value and constantly distribute profits to shareholders through a business model of providing World’s No. 1 products based on state-of-the-art technologies in the growing market.

The Company maintains a core policy regarding the distribution of profits linked to the business performance of the Company and the Company aims to pay stable dividends targeting a consolidated dividend payout ratio of 40%. Also, considering the aim to provide stable and continuous dividend payments, the Company maintains an annual dividend of ¥20 per share regardless of consolidated profits of the Company. However, it is at the discretion of the Board to review this basic policy if the Company experiences deficit in two consecutive years.

The Company’s normal operating procedure for dividends is to pay a dividend twice a year. The General Meeting of Shareholders determines the year-end dividend and the Company’s Board of Directors decides the interim dividend.

Internal reserves will be used effectively for the research and development and capital investment for state-of-the-art technologies, overseas development, sophistication of Information systems, new business development, and M&A investment. Also, since our product lines are greatly impacted by economic fluctuations, the Company considers it important to maintain and strengthen the soundness of our financial position and prepare for possible economic downturns.

The Company’s acquisition of its own outstanding stock is a flexible measure for the profit return that supplements its dividends from retained earnings. The Company will comprehensively analyze its cash flows and internal reserves before undertaking acquisition of its own stock.

Proposal 2: Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of 6 Directors (Excluding Directors serving as Audit and Supervisory Committee Members; the same applies in the rest of this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, with the aim of facilitating strategic and flexible decision-making at the Board of Directors and further streamlining management, the Company requests the appointment of 6 Directors, reducing the number of Directors by 2.

Details of the candidates for Directors are as described in pages 4 through 8 below.

The candidates are capable of performing the duties of Directors appropriately, and regardless of gender, nationality and other individual attributes, have superior dignity, ethics and insight, and are well versed in corporate management and the Company's operations.

Please refer to page 15 for the opinion of the Audit and Supervisory Committee regarding this proposal.

Details of all the candidates for Directors and all the candidates for External Directors are as described in page 12-14 below.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<div>Reappointment</div> <div>Hitoshi Yoshida (November 26th, 1959)</div>	<p>April 1983 Joined the Company</p> <p>April 2000 Leader, Multipurpose Measuring Instruments Group, Metrology Group, Tsuchiura Plant, Production Division</p> <p>April 2002 Executive Officer, Metrology Company</p> <p>April 2005 Managing Executive Officer, Metrology Company</p> <p>June 2005 Director</p> <p>October 2007 President, Metrology Company</p> <p>June 2011 Representative Director</p> <p>April 2015 President and CEO In charge of Metrology Company</p> <p>April 2022 Chairman and CEO (to present)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> •Chairman, Japan Precision Measuring Instruments Manufacturers Association (May 2010 to May 2016, May 2020 to present) •Chairman, Accretch (China) Co., Ltd. <p>The Company has a business relationship of selling its products to this company.</p> <p>There is no special interest between the candidate and the Company.</p>	10,800
<p>[Reasons for nominating the candidate for Director]</p> <p>As Chairman and CEO, Mr. Hitoshi Yoshida supervises the overall Group, takes command of management and sufficiently plays roles in deciding important managerial matters and supervising business execution. Accordingly, we consider that he is the right person for pushing ahead with global management with his strong leadership based on his extensive experience and track records as a Director, and therefore ask shareholders to elect him as a Director again.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<div>Reappointment</div> <p>Ryuichi Kimura (December 30th, 1962)</p>	<p>April 1986 Joined the Company</p> <p>April 2005 Executive Officer, Semiconductor Company Manager of the Tokyo Office and the Osaka Office, Sales Division</p> <p>June 2005 Director</p> <p>April 2007 Managing Executive Officer, Semiconductor Company</p> <p>August 2007 President, Semiconductor Company</p> <p>June 2011 Representative Director</p> <p>April 2015 Executive Vice President and COO In charge of Semiconductor Company</p> <p>April 2019 Head of Semiconductor Company</p> <p>April 2022 President and COO (to present)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> •Chairman, Accretech America Inc. •Chairman, Accretech (Europe) GmbH •Chairman, Accretech Taiwan Co., Ltd. <p>The Company has a business relationship of selling its products to each of these companies.</p> <p>There is no special interest between the candidate and the Company.</p>	4,812
<p>[Reasons for nominating the candidate for Director]</p> <p>As President and COO, Mr. Ryuichi Kimura takes command of the overall Group and fully plays roles in deciding important managerial matters and supervising business execution. Accordingly, we consider that he is the right person for realizing global management by leveraging his abundant experience in, and knowledge of, the Semiconductor Production Equipment business, which is a principal business of the Group, and therefore ask shareholders to elect him as a Director again.</p>			
3	<div>Reappointment</div> <p>Takahiro Hokida (April 24th, 1962)</p>	<p>October 1995 Joined the Company</p> <p>April 2009 Leader, Prober System Group, Test Technology Department, Technology Division, Semiconductor Company</p> <p>April 2010 Executive Officer, Semiconductor Company</p> <p>April 2012 General Manager, Test Technology Department, Technology Division, Semiconductor Company</p> <p>April 2014 Managing Executive Officer, Semiconductor Company</p> <p>June 2015 Director (to present)</p> <p>October 2015 General Manager, Information System Department, Administration Company (to present)</p> <p>July 2023 General Manager, Technology Division, Semiconductor Company</p> <p>April 2025 Executive Officer, Head of Semiconductor Company (to present) General Manager, Business Strategy Department (to present)</p> <p>There is no special interest between the candidate and the Company.</p>	3,600
<p>[Reasons for nominating the candidate for Director]</p> <p>Mr. Takahiro Hokida has engaged in probing machines, among Semiconductor Production Equipment, which are mainstay products of the Group, for many years and sufficiently plays roles in deciding important managerial matters and supervising business execution as a Director, by making the most of his abundant experience and knowledge. Accordingly, we consider that he is the right person for realizing growth of business, technological innovation and information strategies, and therefore ask shareholders to elect him as a Director again.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<div>Reappointment</div> <p>Romi Pradhan (August 10th, 1968)</p>	<p>January 1991 Joined California Energy Commission, U.S.A. October 1992 Joined Bridgestone Corporation Design Development Engineer August 2000 Joined Teradyne Inc. Application Engineer March 2001 Joined ACCRETECH AMERICA INC. (the Company's U.S. subsidiary) Project Manager April 2012 Director & Vice-president, ACCRETECH AMERICA INC. April 2013 Executive Officer, Semiconductor Company, and in charge of World Wide accounts (to present) June 2016 President, ACCRETECH AMERICA INC. (to present) June 2023 Director of the Company (to present)</p> <p>[Significant concurrent position] •President, ACCRETECH AMERICA INC. The Company has a business relationship of selling its products to this company.</p> <p>There is no special interest between the candidate and the Company.</p>	660
<p>[Reasons for nominating the candidate for Director] Mr. Romi Pradhan has engaged in the management of an overseas subsidiary of the Company and fully plays roles in deciding important managerial matters and supervising business execution as a Director, by leveraging his abundant experience and knowledge. Accordingly, we consider that he is the right person for realizing growth strategies of the Group's overseas operations, and ask shareholders to elect him as a Director again.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	<div>Reappointment External Director</div> <div>Independent Director</div> <p>Kiyoshi Takamasu (October 8th, 1954)</p> <p>Rate of attendance at the Board of Directors meetings in FY2025/3 100% (16/16)</p>	<p>April 1982 Assistant, The Department of Precision Machinery Engineering, School of Engineering, The University of Tokyo</p> <p>October 1987 Associate Professor, Department of Precision Mechanical Engineering, School of Engineering, Tokyo Denki University</p> <p>March 1990 Visiting Researcher, The University of Warwick, U.K.</p> <p>April 1993 Associate Professor, The Department of Precision Machinery Engineering, Graduate School of Engineering Research, The University of Tokyo</p> <p>November 2001 Professor, The Department of Precision Machinery Engineering (currently The Department of Precision Engineering), Graduate School of Engineering Research, The University of Tokyo</p> <p>March 2006 Chairman, Intelligent Nano-Measure Committee, The Japan Society for Precision Engineering</p> <p>March 2014 Retired from Chairman, Intelligent Nano-Measure Committee, The Japan Society for Precision Engineering</p> <p>March 2016 Vice-president, The Japan Society for Precision Engineering</p> <p>March 2018 Retired from Vice-president, The Japan Society for Precision Engineering</p> <p>March 2020 Retired from Professor, The Department of Precision Engineering, Graduate School of Engineering Research, The University of Tokyo</p> <p>March 2020 President, The Japan Society for Precision Engineering</p> <p>June 2020 External Director (Serving as Audit and Supervisory Committee Member) of the Company</p> <p>Emeritus Professor, The University of Tokyo (to present)</p> <p>June 2021 Retired from External Director (Serving as Audit and Supervisory Committee Member) of the Company</p> <p>June 2021 External Director (Not Serving as Audit and Supervisory Committee Member) of the Company (to present)</p> <p>March 2022 Retired from President, The Japan Society for Precision Engineering</p> <p>[Significant concurrent position] • Emeritus Professor, The University of Tokyo</p> <p>There is no special interest between the candidate and the Company.</p>	-
<p>[Reasons for nominating the candidate for External Director and outline of expected roles]</p> <p>Although he has no experience of having directly engaged in corporate management other than in his role as an External Director, Mr. Kiyoshi Takamasu has professional expertise and abundant experience at universities and research institutes. Having served as President and other positions of business organizations related to precision measurement as well as hosting various international conferences, he has globally sophisticated skills, knowledge and insight. We judge that his skills, knowledge and insight are highly useful for the production of the Group's products and research and development as well as the nurturing of our executives and employees. Expecting that he will play these roles, we ask shareholders to elect him as an External Director again.</p> <p>His term of office as an External Director of the Company will be five years at the conclusion of this Annual General Meeting of Shareholders.</p> <p>As he satisfies Standards for Independence of External Officers established by the Company (page 12), the Company has appointed him as an Independent Director as prescribed in the regulations of Tokyo Stock Exchange, Inc. and intends to continue to appoint him as such.</p> <p>In addition, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Mr. Takamasu entered into a liability limitation agreement with the Company to limit his liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Act. The Company intends to continue this agreement. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<div>Reappointment External Director</div> <div>Independent Director</div> <p>Kazuya Mori (August 18th, 1959)</p> <p>Rate of attendance at the Board of Directors meetings in FY2025/3 100% (16/16)</p>	<p>April 2014 Factory Head, Oita Operations, Toshiba Corporation</p> <p>March 2016 Retired from Toshiba Corporation</p> <p>April 2016 President & Chief Executive Officer, Japan Semiconductor Corporation</p> <p>June 2021 Retired as President & Chief Executive Officer of Japan Semiconductor Corporation</p> <p>June 2021 Full time Audit & Supervisory member, NuFlare Technology, Inc.</p> <p>June 2023 External Director of the Company (to present)</p> <p>June 2024 Retired as Full time Audit & Supervisory member, NuFlare Technology, Inc.</p> <p>[Significant concurrent position] None</p> <p>There is no special interest between the candidate and the Company.</p>	-
<p>[Reasons for nominating the candidate for External Director and outline of expected roles]</p> <p>Mr. Kazuya Mori has excellent knowledge in relation to semiconductor and process technologies and experience in corporate management. We judge that he will be able to provide valuable opinions and advice on the management of the Company and to nurture and improve our executives and employees, which also will be highly useful in addressing the interests of our shareholders. Expecting that he will play these roles, we ask shareholders to elect him as an External Director again.</p> <p>The Company has business transactions with Japan Semiconductor Corporation, where the candidate previously served as Director, in the form of product sales, however the transaction ratio is less than 2% of our consolidated sales.</p> <p>His term of office as an External Director of the Company will be two years at the conclusion of this Annual General Meeting of Shareholders.</p> <p>As he satisfies Standards for Independence of External Officers established by the Company (page 12), the Company has appointed him as an Independent Director as prescribed in the regulations of Tokyo Stock Exchange, Inc. and intends to continue to appoint him as such.</p> <p>In addition, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Mr. Mori entered into a liability limitation agreement with the Company to limit his liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Act. The Company intends to continue this agreement. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.</p>			

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

The term of office of 3 Directors serving as Audit and Supervisory Committee Members, Mr. Shinji Akimoto, Ms. Yuriko Sagara, and Mr. Masaki Sunaga will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 3 Directors serving as Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has previously given its consent to this proposal. Details of the candidate for Director serving as Audit and Supervisory Committee Member are as described on pages 9 through 15 below.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<div>Reappointment</div> <div>Shinji Akimoto (November 29th, 1963)</div>	<div>April 1987 Joined the Company</div> <div>Human Resources Section I, Human Resources Department.</div> <div>April 2000 General Manager, Human Resources Planning Department., Planning Division</div> <div>April 2002 General Manager, Human Resources Department, Administration Company</div> <div>April 2007 Executive Officer, General Manager, Human Resources Department, Administration Company</div> <div>June 2018 Full-time Auditor</div> <div>June 2019 Director (Serving as Full-time Audit and Supervisory Committee member) (to present)</div> <div>There is no special interest between the candidate and the Company.</div>	2,712
<div>[Reasons for nominating the candidate for Director]</div> <div>Mr. Shinji Akimoto has engaged in the human resources-related division for many years and, since taking office as an Executive Officer in 2007, he has engaged in corporate management. Leveraging his abundant experience he acquired while serving as a member of the Compliance Committee and of the Internal Control Committee, he has reflected the experience in supervision and audits of the management of the Company. We therefore ask shareholders to elect him again as a Director Serving as Audit and Supervisory Committee Member.</div> <div>In addition, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Mr. Akimoto entered into a liability limitation agreement with the Company to limit his liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Act. If his election is approved, the Company intends to continue this agreement. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.</div>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<div>Reappointment External Director</div> <div>Independent Director</div> <p>Yuriko Sagara (September 6th, 1974)</p> <p>Rate of attendance at the Board of Directors meetings in FY2025/3: 94% (15/16)</p> <p>Audit and Supervisory Committee Rate of attendance: 92% (12/13)</p>	<p>October 2001 Admitted to the bar (Daini Tokyo Bar Association) Joined Nakamura & Partners</p> <p>August 2005 Registered as a patent attorney</p> <p>May 2008 Duke University School of Law, LL.M.</p> <p>February 2010 Admitted to the bar (New York State Bar Association)</p> <p>January 2013 Partner, Nakamura & Partners (to present)</p> <p>June 2019 External Director (Serving as Audit and Supervisory Committee Member) of the Company (to present)</p> <p>June 2021 Outside Director (Serving as Audit and Supervisory Committee Member) of NOF CORPORATION (to present)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> • Partner, Nakamura & Partners • Outside Director (Serving as Audit and Supervisory Committee Member) of NOF CORPORATION <p>There is no special interest between the candidate and the Company.</p>	-
<p>[Reasons for nominating the candidate for External Director and outline of expected roles]</p> <p>Although Ms. Yuriko Sagara has no experience of having directly engaged in corporate management other than in her role as an External Director, she has sophisticated skills and knowledge in a global perspective regarding the law as an attorney, in addition to deep insight into intellectual property. She has leveraged these assets in the management of the Group. We expect that she will continue to play these roles, and therefore ask shareholders to elect her again as an External Director Serving as Audit and Supervisory Committee Member.</p> <p>Ms. Yuriko Sagara's name on the family register is Yuriko Hayakawa.</p> <p>Her term of office as an External Director (Serving as Audit and Supervisory Committee Member) of the Company will be six years at the conclusion of this Annual General Meeting of Shareholders.</p> <p>As she satisfies Standards for Independence of External Officers established by the Company (page 12), the Company has appointed her as an Independent Director as prescribed in the regulations of Tokyo Stock Exchange, Inc. and intends to continue to appoint her as such.</p> <p>In addition, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Ms. Sagara entered into a liability limitation agreement with the Company to limit her liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Act. The Company intends to continue this agreement. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	<div> <div>New appointment</div> <div>External Director</div> <div>Independent Director</div> </div> <p>Sumiko Takayama (February 6, 1975)</p>	<p>April 1997 Joined Ebara Corporation</p> <p>October 2001 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2005 Registered as certified public accountant (Member of The Japanese Institute of Certified Public Accountants, Tokyo Regional Chapter)</p> <p>January 2019 Representative, Sumiko Takayama CPA Office (to present)</p> <p>January 2020 Engagement Partner, LEGALEX LLC</p> <p>December 2022 Outside Director, SHOEI Co., Ltd. (to present)</p> <p>June 2024 Outside ASB Member, MIXI, Inc. (to present)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> • Representative, Sumiko Takayama CPA Office • Outside Director, SHOEI Co., Ltd. • Outside ASB Member, MIXI, Inc. <p>There is no special interest between the candidate and the Company.</p>	-
3	<p>[Reasons for nominating the candidate for External Director and outline of expected roles]</p> <p>Ms. Sumiko Takayama has many years of experience as a certified public accountant, and possesses abundant experience and a considerable level of expertise related to corporate accounting and auditing, and a wide range of insight related to corporate management. We expect that she will leverage her expertise to supervise and audit the management of the Company, and therefore ask shareholders to elect her as an External Director serving as Audit and Supervisory Committee Member. The Company has no offices or operating companies related to product sales with the operating companies where Ms. Takayama serves as a Director or Auditor. Moreover, the Company does not engage in consulting or certified public accounting service-related transactions with them.</p> <p>As she satisfies Standards for Independence of External Officers established by the Company (page 12), the Company plans to appoint her as an Independent Director as prescribed in the regulations of Tokyo Stock Exchange, Inc.</p> <p>In addition, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into a liability limitation agreement with her to limit her liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Act. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.</p> <p>In October 2024, allegations surfaced of inappropriate transfers of funds by officers and employees of a consolidated subsidiary of MIXI, Inc., where Ms. Takayama has served as an Outside ASB Member since June 2024. Ms. Takayama was not aware of the facts in question until they came to light, and has always made recommendations from the perspective of legal compliance at occasions such as Board meetings. Upon confirmation of the facts, she is fulfilling her responsibilities by requesting the implementation of a thorough investigation, as well as strengthening of governance and assurance of strict compliance to prevent recurrence of such incidents.</p>		

[Matters related to all of the candidates for Director]

1. The Company has entered into a directors and officers liability insurance contract that insures all the Directors. The insurance contract covers damages that may arise due to the insured Director assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions; for instance, damage will not be covered if an insured person has caused it intentionally or with gross negligence. If each of the candidate takes office as a Director, he or she will automatically be insured under the said insurance contract.

2. The Company has entered into an indemnity agreement with each Director pursuant to Article 430-2, paragraph 1 of the Companies Act in which the Company promises to indemnify Directors for the expenses prescribed in (i) of the same paragraph and the losses prescribed in (ii) of the said paragraph within the scope stipulated by laws and regulations. If each candidate is reappointed or appointed as Director, they will be the insured under the said indemnity agreement (the Company plans on entering into new indemnity agreements with newly-appointed Directors.)

[Standards for Independence of External Directors]

In the event that an External Director falls under all of the following items, the Company shall deem the said External Director to have independence.

1. Not an executive (*1) of Tokyo Seimitsu Group (Accretech Group) within 10 years
2. Not the principal shareholder (*2) or its executive
3. Not an executive of the following company or party within 3 years
 - (1) A company or party that Accretech Group is principal client/supplier for (*3)
 - (2) A company or party that is Accretech Group's principal client/supplier (*3)
 - (3) A company or party that is Accretech Group's principal lender (*4)
4. Not a certified public accountant belongs to Accretech Group's financial accountant
5. Not an expert such as public accountant, tax accountant, attorney, judicial scrivener, nor patent attorney that obtains significant amount of cash (*5) or assets from the Accretech Group
6. Nor others as shown below
 - (1) Not a person from the company with which the Company has mutual directorship (*6)
 - (2) A person's spouse, relative within the second degree of kinship, relative living together or those who share a living are all applicable from 1. to 5. above
 - (3) Not having other significant conflicts of interest with the Company

Notes:

*1 Executive: Directors in charge of business execution, Executive officer and/or equivalent responsibilities

*2 Principal shareholder: shareholder who directly or indirectly owns over 10% of total voting rights

*3 Principal client/supplier: client/supplier whose sales amount at previous fiscal year is over 2% of consolidated sales amount

*4 Principal lender: lender that Accretech Group's outstanding loans payable at previous fiscal year is over 2% of total assets

*5 Significant amount of cash: over 10 million yen per year (in 3 years average) excluding directorship compensation

*6 Mutual directorship: a person from a Company that an Accretech Group employee (or ex-employee) is being appointed to as an external director

(Reference)

Structure of the Board of Directors (Skills Matrix, etc.)

	Age	External Director / Diversity	Major past experience	Board of Directors	Audit and Supervisory Committee	Nomination and Compensation Council
Hitoshi Yoshida	65		Measurement technology	○		
Ryuichi Kimura	62		Semiconductor sales	○		
Takahiro Hokida	63		Semiconductor technology	○		
Romi Pradhan	56	●	Overseas subsidiary management	○		
Kiyoshi Takamasu	70	◎	Academic	○		○
Kazuya Mori	65	◎	Corporate management	○		○
Shinji Akimoto	61		Human resources	○	○	
Yuriko Sagara	50	◎○	Attorney	○	○	○
Motoko Kawasaki	64	◎○	Corporate management	○	○	○
Sumiko Takayama	50	◎○	Certified public accountant	○	○	○

Age: as of June 30, 2025

Independent External Director: ◎

Female: ○

Foreigner: ●

	Skills and Experiences								
	Corporate management / Management strategies	Industry knowledge	Technology / Intellectual property / Manufacturing	Sales/ Marketing	International business / Global experiences	Accounting / Finance	Legal / Risk management	Personnel / Labor / Human resources development	IT / Information systems
Hitoshi Yoshida	○	○	○	○	○				○
Ryuichi Kimura	○	○		○	○				
Takahiro Hokida		○	○	○	○				○
Romi Pradhan	○	○		○	○				
Kiyoshi Takamasu		○	○		○				
Kazuya Mori	○	○	○		○				
Shinji Akimoto							○	○	
Yuriko Sagara			○		○		○		
Motoko Kawasaki	○						○		
Sumiko Takayama						○	○		

This matrix represents the areas in which we expect each of them to have more expertise and play a more active role, based on their experience and other factors. This matrix does not represent all the knowledge and experience of each person.

■ Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee has considered the election of the Company's Directors (Excluding Directors Serving as Audit and Supervisory Committee Members; the same applies hereinafter), including the result of the deliberation by the Nomination and Compensation Council.

The election of Directors is determined after evaluating each candidate's status of business execution and performance during the fiscal year under review, statements made at the Board of Directors meetings, and career history, etc.

The Audit and Supervisory Committee has determined that the procedures for determining the election of Directors are appropriate and that the contents are appropriate.

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