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(Stock Exchange Code 4828)

May 29, 2026

(Date of commencing the measures for electronic provision: May 26, 2026)

**To Shareholders with Voting Rights:**

Masakazu Haneda  
President & Chief Executive Officer  
Business Engineering Corporation  
1-8-1 Otemachi, Chiyoda-ku, Tokyo

**NOTICE OF CONVOCATION OF  
THE 47th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 47th Annual General Meeting of Shareholders of Business Engineering Corporation (the “Company”) will be held for the purposes as described below.

If you do not attend the General Meeting of Shareholders in person, as you can exercise voting rights either via the Internet, etc. or in writing, please review the Reference Documents for the General Meeting of Shareholders attached to this document and exercise your voting rights no later than 5:30 p.m. on Thursday, June 18, 2026, Japan time.

**1. Date and Time:** Friday, June 19, 2026, at 10:00 a.m., Japan time

**2. Place:** “Ho’oh,” First floor, The Capitol Hotel Tokyu  
2-10-3 Nagatacho, Chiyoda-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company’s 47th Fiscal Year (April 1, 2025–March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 47th Fiscal Year (April 1, 2025–March 31, 2026)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 3:** Election of Three Directors who are Audit & Supervisory Committee Members
- Proposal 4:** Election of One Substitute Director who is an Audit & Supervisory Committee Member

### **[Matter regarding measures for electronic provision]**

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information contained in the reference materials for the General Meeting of Shareholders, etc. (“Electronically Provided Information”) by posting the Electronically Provided Information on the Company’s website on the Internet. Please access the following website of the Company to see the Electronically Provided Information:

The Company’s website:

[https://www.b-en-g.co.jp/jp/ir/stock\\_info/soukai.html](https://www.b-en-g.co.jp/jp/ir/stock_info/soukai.html) (in Japanese)

In addition to the above website, the Electronically Provided Information is also posted on the Tokyo Stock Exchange’s website. If the Electronically Provided Information cannot be viewed on the Company’s website, please access the following website of the Tokyo Stock Exchange, enter “Business Engineering” in “Issue name (company name)” or the Company’s Stock Exchange Code “4828” in “Code” to search the Company and click “Basic information” and then “Documents for public inspection/PR information” to see the Electronically Provided Information.

The Tokyo Stock Exchange’s website (Listed Company Search):

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

1. This paper copy sent to you also serves as the paper copy describing the Electronically Provided Information that is sent to shareholders who have requested it, and the following matters are not described in this paper copy pursuant to laws and regulations and the provisions of the Company’s Articles of Incorporation. The documents which are in the scope of audit, including the following matters, are audited by the Accounting Auditor and the Audit & Supervisory Committee of the Company.
  - “Principal business,” “Major offices,” “Status of employees,” “Principal lenders,” “Matters regarding the Company’s Shares,” “Outline of the contents of liability limitation agreements,” “Outline of the contents of directors and officers liability insurance agreements,” “Status of the main activities of outside directors (and other officers) in this fiscal year,” “Status of the accounting auditor,” and “System to ensure the appropriateness of business activities and status of operation of the system” of the Business Report;
  - “Consolidated Balance Sheet,” “Consolidated Statements of Income,” “Consolidated Statement of Changes in Equity,” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements;
  - “Non-consolidated Balance Sheet,” “Non-consolidated Statements of Income,” “Non-consolidated Statement of Changes in Equity,” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements; and
  - “The Accounting Auditor’s audit report regarding the consolidated financial statements,” “The Accounting Auditor’s audit report,” and “Audit & Supervisory Committee’s audit report” of the audit reports
2. If any changes arise to the Electronically Provided Information, the Company will post the details of those revisions on each of the websites on which the Electronically Provided Information is posted.
3. When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk. In addition, please bring this Notice of Convocation with you.
4. If any matters arise as to the procedure of the General Meeting of Shareholders of which you should be informed, the Company will post them on the Company’s website described above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company's policy is to provide shareholders returns through the payment of dividends, which are determined by comprehensive consideration of projections regarding the Company's business environment, business results forecasts, and the Company's financial standing, among other factors. Additionally, the Company's basic policy is to make efforts toward progressive dividends and a dividend payout ratio of over 50% for the medium to long term. Regarding the frequency of dividends, the basic policy is twice a year, consisting of an interim dividend and a year-end dividend.

For its 47th fiscal year, the Company achieved record-high levels of profit for the tenth consecutive year. As a gesture of appreciation to our shareholders for their support, the year-end dividend for the 47th fiscal year is proposed as stated below based on the policy mentioned above.

Matters concerning the year-end dividend

- (1) Type of dividend property  
Cash
- (2) Matters related to allocation of dividend property to shareholders and its total amount  
26 yen per share of the Company's common stock; total of 1,559,965,160 yen
- (3) Effective date of distribution of surplus  
June 22, 2026

The Company conducted a five-for-one stock split of its common shares effective January 1, 2026. If the interim dividend of 78 yen per share is restated on the basis of the number of shares after the stock split, it is equivalent to 15.6 yen per share, and the annual dividend is equivalent to 41.6 yen per share.

**Proposal 2: Election of Eight Directors (excluding Directors who are Audit & Supervisory Committee Members)**

The terms of office of all eight Directors (excluding Directors who are Audit & Supervisory Committee Members, the same applies hereinafter in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masakazu Haneda (January 13, 1965)  <div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Male</div>	Apr. 1987    Joined Toyo Engineering Corporation Apr. 1999    Joined the Company Apr. 2004    Division General Manager, MCFRAME Business Division Apr. 2006    Division General Manager, Products Business Division Jun. 2010    Director Jun. 2014    In charge of Kansai Branch; in charge of Chubu Office Jun. 2015    Managing Director Jun. 2015    Division General Manager, Product & Service Planning Division Jun. 2019    Senior Managing Director Apr. 2020    Representative Director Apr. 2020    President & Chief Executive Officer To the present  (Currently Representative Director, President & Chief Executive Officer, and Chief Executive Officer (CEO) of the Company)	150,000 shares (30,320 shares)
[Reasons for selection as a candidate for Director] Mr. Masakazu Haneda has a wealth of experience in the Company's businesses relating to in-house products and has advanced insight in the Company's business fields. The Company believes that this will be useful in the Company's management, and thus requests his election.			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Shigeaki Betsunou (March 26, 1964)  <div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Male</div>	Apr. 1986    Joined Toyo Engineering Corporation Sep. 1999    Joined the Company Apr. 2011    Deputy Division General Manager, Solutions Project Division Jun. 2013    Director Jun. 2013    Division General Manager, Solutions Project Division Jun. 2015    Division General Manager, Solutions Business Division Apr. 2019    Division General Manager, Administration & Finance Division Jun. 2019    Managing Director Apr. 2020    Division General Manager, Corporate Administration & Planning Division; in charge of Global Business Promotion Division Jun. 2022    Representative Director Jun. 2022    Senior Managing Director Jun. 2023    In charge of Alliance Department To the present  (Currently Representative Director, Senior Managing Director, Chief Financial Officer (CFO), and Division General Manager, Corporate Administration & Planning Division of the Company)	69,000 shares (19,485 shares)
<p>[Reasons for selection as a candidate for Director]            Mr. Shigeaki Betsunou has been involved in businesses which provide IT services mainly using other companies' products for many years and has served as an executive officer, in charge of corporate departments since April 2019. He has a wealth of experience and advanced insight in a wide range of fields. The Company believes that this will be useful in the Company's management, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p style="text-align: center;">Atsushi Nakano (March 14, 1965)</p> <p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Male</span> </p>	<p>Apr. 1989    Joined Toyo Engineering Corporation</p> <p>Apr. 1999    Joined the Company</p> <p>Apr. 2009    Chief General Manager, Systems Development Division, Products Business Division</p> <p>Apr. 2014    Chief General Manager, Sales Division, Products Business Division</p> <p>Jun. 2015    Director</p> <p>Jun. 2015    Division General Manager, Products Business Division; in charge of Kansai Branch; in charge of Chubu Office</p> <p>Jun. 2022    Managing Director</p> <p>Apr. 2023    In charge of Kansai and Chubu Region Management Division</p> <p>Apr. 2024    Division General Manager, Solutions Business Division</p> <p style="text-align: center;">To the present</p> <p style="text-align: center;">(Currently Managing Director, Chief Technical Officer (CTO), and Division General Manager, Solutions Business Division of the Company)</p>	<p>124,400 shares (12,995 shares)</p>
<p>[Reasons for selection as a candidate for Director]  Mr. Atsushi Nakano has been involved in businesses relating to in-house products for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p style="text-align: center;">Yusuke Sato (October 6, 1967)</p> <p style="text-align: center;">Reelection Male</p>	<p>Apr. 1993    Joined Toyo Engineering Corporation</p> <p>Jul. 2000    Joined the Company</p> <p>Apr. 2006    General Manager, Corporate Planning Department, Corporate Planning Division</p> <p>Apr. 2015    Deputy Division General Manager, Corporate Planning Division</p> <p>Apr. 2016    Chief General Manager, Sales Division 2, Solutions Business Division</p> <p>Apr. 2019    Division General Manager, Solutions Business Division</p> <p>Jun. 2019    Director</p> <p>Apr. 2024    Division General Manager, Products Business Division; in charge of Kansai and Chubu Region Management Division</p> <p>Jun. 2024    Managing Director</p> <p>Oct. 2025    In charge of Business Development Division; in charge of Kansai Region Management Division</p> <p style="text-align: center;">To the present</p> <p>(Currently Managing Director, Division General Manager, Products Business Division, and in charge of Business Strategy Division and Kansai Region Management Division of the Company)</p>	<p style="text-align: center;">30,100 shares (11,420 shares)</p>
<p>[Reasons for selection as a candidate for Director] Mr. Yusuke Sato has been involved in businesses which provide IT services mainly using other companies' products as well as corporate planning for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p>Toshiyuki Irimajiri (May 28, 1968)</p> <p><span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">Male</span></p>	<p>Apr. 1993    Joined Toyo Engineering Corporation</p> <p>Apr. 2000    Joined the Company</p> <p>Apr. 2010    Chief General Manager, Sales Division, Products Business Division</p> <p>Apr. 2013    Chief General Manager, Marketing Division, Products Business Division</p> <p>Jun. 2015    Deputy Division General Manager, Product &amp; Service Planning Division</p> <p>Oct. 2016    Division General Manager, Marketing Planning Division, Product &amp; Service Development Division</p> <p>Apr. 2019    Deputy Division General Manager, Product &amp; Service Development Division</p> <p>Apr. 2021    Deputy Division General Manager, Products Business Division; Chief General Manager, Systems Development Division, Products Business Division</p> <p>Jun. 2023    Director</p> <p>Apr. 2024    In charge of Global Business Promotion Division</p> <p>To the present</p> <p>(Currently Director, Deputy Division General Manager, Products Business Division, and in charge of Global Business Promotion Division of the Company)</p>	<p>25,000 shares (8,665 shares)</p>
<p>[Reasons for selection as a candidate for Director] Mr. Toshiyuki Irimajiri has been involved in businesses relating to in-house products for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	<p data-bbox="359 674 604 734">Yumiko Miyazawa (November 13, 1969)</p> <p data-bbox="419 768 544 835">Reelection Female</p>	<p data-bbox="659 277 1166 1077"> Apr. 1992 Joined Toyo Engineering Corporation  Jan. 2000 Joined the Company  Apr. 2014 General Manager, b-ridge Business Division, Solution Project Division  Apr. 2015 Chief General Manager, b-ridge Division, Solutions Business Division  Oct. 2016 Deputy Division General Manager, Marketing Planning Division, Product &amp; Service Development Division  Apr. 2018 Chief General Manager, Sales Division 1, Solutions Business Division  Apr. 2019 Deputy Division General Manager, Solutions Business Division  Jun. 2023 Director  Apr. 2024 In charge of Marketing Planning Division  Apr. 2026 In charge of Business Innovation Division  To the present    (Currently Director, Deputy Division General Manager, Solutions Business Division, and in charge of Business Innovation Division of the Company) </p>	<p data-bbox="1321 692 1409 815">194,000 shares (8,665 shares)</p>
<p data-bbox="331 1245 1406 1395"> [Reasons for selection as a candidate for Director]  Ms. Yumiko Miyazawa has been involved in businesses which provide IT services mainly using other companies' products for many years and is familiar with the Company's business fields. The Company believes that her track record and insight will be useful in the Company's management, and thus requests her election. </p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	<p style="text-align: center;">Hiroshi Shimizu (March 29, 1961)</p> <p style="text-align: center;">Reelection Male</p> <p style="text-align: center;">Candidate for Outside Director</p> <p style="text-align: center;">Candidate for Independent Director</p>	<p>Apr. 1984    Joined Toyo Engineering Corporation (Retired in Sep. 1990)</p> <p>Oct. 1990    Joined Arthur D. Little Japan Inc.</p> <p>Jan. 2003    Director</p> <p>Apr. 2010    Professor, Graduate School of Management of Technology, Nippon Institute of Technology</p> <p>Jun. 2011    Outside Director, the Company</p> <p>Apr. 2015    Senior Advisor, Arthur D. Little Japan Inc.</p> <p style="text-align: center;">To the present</p> <p>(Currently Outside Director of the Company)</p> <p>Significant concurrent positions Professor, Graduate School of Management of Technology, Nippon Institute of Technology</p>	47,900 shares
<p>[Reasons for selection as a candidate for Outside Director and overview of expected roles] Mr. Hiroshi Shimizu has a wealth of experience in strategic consulting operations and advanced insight regarding business strategy primarily in the manufacturing industry, which is the Company's main client base. The Company expects that this background will enable him to provide advice and appropriate supervision of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Masahito Kitamura (January 3, 1959)  Reelection Male  Candidate for Outside Director  Candidate for Independent Director	<p>Apr. 1982 Joined Olympus Optical Co., Ltd. (currently Olympus Corporation)</p> <p>Oct. 1999 Assigned to Olympus Singapore Pte. Ltd.</p> <p>Oct. 2001 General Manager, Industrial Information Department, Olympus Optical Co., Ltd. (currently Olympus Corporation)</p> <p>Apr. 2003 Head of IT Strategy Office</p> <p>Apr. 2006 General Manager, IT Reform Promotion Department; General Manager, IT Infrastructure Department</p> <p>Jul. 2009 Head of IT Division</p> <p>Apr. 2012 Executive Officer, Chief Compliance Officer</p> <p>Apr. 2016 Executive Officer, Head of CSR Division</p> <p>Oct. 2018 Executive Officer, Chief Information Security Officer</p> <p>Apr. 2019 Executive Officer, Vice President, Chief Information Security Officer (retired in March 2021)</p> <p>Mar. 2022 External Member of Board, Cybernet Systems Co., Ltd.</p> <p>Apr. 2022 Professor, School of Business Administration, Kansai University of International Studies</p> <p>Jun. 2023 Outside Director, the Company To the present</p> <p>(Currently Outside Director of the Company)</p> <p>Significant concurrent positions Professor, School of Business Administration, Kansai University of International Studies</p>	1,700 shares
<p>[Reasons for selection as a candidate for Outside Director and overview of expected roles] Mr. Masahito Kitamura has a wealth of experience and advanced insight regarding corporate management and the IT sector within Olympus Corporation as well as experience in establishing a global business system. The Company expects that this background will enable him to provide advice and appropriate supervision of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.</p>			

- (Notes) 1. There are no special interests between any of the candidates and the Company.
2. Ms. Yumiko Miyazawa's registered name under the family registration system of Japan is Yumiko Uchitsu.
3. Of the number of shares of the Company held, the number shown in parentheses represents the number of shares (as of March 31, 2026) that is scheduled to be allotted to each Director under the stock compensation plan when he or she retires as Director. This number is not included in the figure shown above the parentheses.
4. Mr. Hiroshi Shimizu and Mr. Masahito Kitamura are candidates for Outside Director. The Company has submitted both persons to the Tokyo Stock Exchange as Independent Directors under the stipulations of the Exchange, and if they are both elected, they will continue to be Independent Directors.
5. The terms of office of Mr. Hiroshi Shimizu and Mr. Masahito Kitamura as Outside Directors of the Company will be 15 years and 3 years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Hiroshi Shimizu and Mr. Masahito Kitamura to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations. If they are both elected, the Company plans to renew the agreements.

7. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance agreement will cover damages that may arise when an insured director or officer assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, this policy includes certain exemption clauses, such as not providing compensation for damages attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. The insured parties of the insurance policy are Directors (including Directors who are Audit & Supervisory Committee Members) of the Company and its subsidiaries, Statutory Auditors, Executive Officers and employees in managerial positions, and the candidates for Directors are included as the insured under this insurance policy. Additionally, all premiums are borne by the Company, and the Company plans to renew the policy with the same contents at the next agreement renewal.

### Proposal 3: Election of Three Directors who are Audit & Supervisory Committee Members

The terms of office of all three Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three Directors who are Audit & Supervisory Committee Members.

This Proposal has received the approval of the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Takako Miyoshi (December 9, 1975)</p> <p><b>Reelection</b> <b>Female</b></p> <p><b>Candidate for Outside Director</b></p> <p><b>Candidate for Independent Director</b></p>	<p>Oct. 2001 Registered as Attorney at Law (Dai-ichi Tokyo Bar Association)</p> <p>Apr. 2003 Member of Consumer Affairs Committee, Dai-ichi Tokyo Bar Association</p> <p>Jun. 2008 Member of the Intellectual Property Law Research Committee of the General Legal Research Institute, Dai-ichi Tokyo Bar Association</p> <p>Jul. 2010 Member of Environmental Protection Committee, Dai-ichi Tokyo Bar Association</p> <p>Jan. 2011 Partner, Okamura Law Office</p> <p>Apr. 2017 Member of the Special Committee on Civil Litigation Issues, Dai-ichi Tokyo Bar Association</p> <p>Apr. 2017 Member of the Advisory Council on the Management of Civil Litigation, Tokyo District Court and Tokyo Sankai</p> <p>Jun. 2023 Outside Audit &amp; Supervisory Board Member, Toyo Engineering Corporation</p> <p>Jul. 2023 Member of the Committee on Issues concerning Act on the Expediting of Trials, Japan Federation of Bar Associations</p> <p>Jun. 2024 Outside Director (Audit &amp; Supervisory Committee Member), the Company To the present</p> <p>(Currently Outside Director (Audit &amp; Supervisory Committee Member) of the Company)</p> <p>Significant concurrent positions Partner, Okamura Law Office Outside Audit &amp; Supervisory Board Member, Toyo Engineering Corporation</p>	900 shares
<p>[Reasons for selection as a candidate for Outside Director and overview of expected roles] Ms. Takako Miyoshi has specialized knowledge and a wealth of experience regarding corporate legal affairs cultivated as a lawyer. The Company expects that this background will enable her to provide advice and appropriate audit and supervision of the Company's management from a neutral, objective standpoint, and thus requests her election. While she has not been directly involved in corporate management except as Outside Director or Outside Audit &amp; Supervisory Board Member, the Company believes that she is capable of performing her duties appropriately as Outside Director due to the reasons stated above.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p style="text-align: center;">Hitoshi Akai (April 16, 1964)</p> <p style="text-align: center;">New election Male</p> <p style="text-align: center;">Candidate for Outside Director</p> <p style="text-align: center;">Candidate for Independent Director</p>	<p>Apr. 1987 Joined LOTTE CO., LTD.</p> <p>Jan. 2009 General Manager, Accounting Department</p> <p>Jan. 2009 Accounting Department, in charge of accounting, LOTTE HOLDINGS CO., LTD.</p> <p>Mar. 2012 Executive Officer, LOTTE CO., LTD.</p> <p>Jan. 2015 Senior Executive Officer</p> <p>Jun. 2016 Director, Senior Executive Officer</p> <p>Jun. 2017 Director, Managing Executive Officer</p> <p>Apr. 2024 Advisor To the present</p> <p>Significant concurrent positions Advisor, LOTTE CO., LTD.</p>	– shares
<p>[Reasons for selection as a candidate for Outside Director and overview of expected roles] Mr. Hitoshi Akai has a wealth of experience and advanced insight regarding corporate management as well as finance and accounting within the LOTTE Group. The Company expects that this background will enable him to provide advice and appropriate audit and supervision of the Company’s management from a broad, medium- to long-term perspective, and thus requests his election.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Hirofumi Otsuka (May 27, 1961)  Reelection Male	<p>Apr. 1986 Joined Toyo Engineering Corporation</p> <p>Apr. 1999 Joined the Company</p> <p>Nov. 2005 Branch General Manager, Kansai Branch</p> <p>Jan. 2012 General Manager, Toyo Business Engineering (Shanghai) Co., Ltd.</p> <p>Apr. 2012 Chairman, Toyo Business Engineering (Shanghai) Co., Ltd.</p> <p>Jun. 2015 Deputy Division General Manager, Products Business Division; Chief General Manager, Marketing Division, Products Business Division, the Company</p> <p>Apr. 2018 Deputy Division General Manager, Solutions Business Division; Chief General Manager, SCM Solutions Division 1, Solutions Business Division</p> <p>Jun. 2020 Director (Standing Audit &amp; Supervisory Committee Member) To the present</p> <p>(Currently Director (Standing Audit &amp; Supervisory Committee Member) of the Company)</p>	101,500 shares
<p>[Reasons for selection as a candidate for Director] Mr. Hirofumi Otsuka is familiar with a wide range of business fields of the Company, and has a wealth of experience regarding management of an overseas subsidiary. The Company believes that this background will be useful for audit and supervision of the Company's management, and thus requests his election.</p>			

- (Notes)
- There are no special interests between any of the candidates and the Company.
  - Ms. Takako Miyoshi's registered name under the family registration system of Japan is Takako Nakano.
  - Ms. Takako Miyoshi and Mr. Hitoshi Akai are candidates for Outside Director. The Company has submitted Ms. Takako Miyoshi to the Tokyo Stock Exchange as Independent Director under the stipulations of the Exchange, and if she is elected, she will continue to be an Independent Director. Similarly, if Mr. Hitoshi Akai is elected, the Company will submit him to the Tokyo Stock Exchange as an Independent Director.
  - The term of office of Ms. Takako Miyoshi as an Outside Director (Audit & Supervisory Committee Member) of the Company will be 2 years at the conclusion of this Annual General Meeting of Shareholders.
  - Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Ms. Takako Miyoshi to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations. If Ms. Miyoshi is elected, the Company plans to renew the agreement. If Mr. Hitoshi Akai is elected, the Company plans to conclude a similar agreement with him.
  - The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure Directors (including Directors who are Audit & Supervisory Committee Members) of the Company. The candidates for Directors who are Audit & Supervisory Committee Members are included as the insured under this insurance policy. An overview of the related insurance policy is as stated on page 12 (Note 7.) of this Notice of Convocation of the 47th Annual General Meeting of Shareholders. Additionally, the Company plans to renew the policy with the same contents at the next agreement renewal.

#### Proposal 4: Election of One Substitute Director who is an Audit & Supervisory Committee Member

In preparation for the situation in which the number of Directors who are Audit & Supervisory Committee Members falls short of the number stipulated by laws and regulations, the Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member in advance.

Additionally, regarding the effectiveness of this election, election may be nullified by a resolution of the Board of Directors upon gaining approval from the Audit & Supervisory Committee, provided that it is prior to assumption of office. Furthermore, this Proposal has received the approval of the Audit & Supervisory Committee.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
<p>Masahito Kitamura (January 3, 1959)</p> <p style="text-align: center;">Male</p> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Candidate for Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Candidate for Independent Director</div>	<p>Apr. 1982 Joined Olympus Optical Co., Ltd. (currently Olympus Corporation)</p> <p>Oct. 1999 Assigned to Olympus Singapore Pte. Ltd.</p> <p>Oct. 2001 General Manager, Industrial Information Department, Olympus Optical Co., Ltd. (currently Olympus Corporation)</p> <p>Apr. 2003 Head of IT Strategy Office</p> <p>Apr. 2006 General Manager, IT Reform Promotion Department; General Manager, IT Infrastructure Department</p> <p>Jul. 2009 Head of IT Division</p> <p>Apr. 2012 Executive Officer, Chief Compliance Officer</p> <p>Apr. 2016 Executive Officer, Head of CSR Division</p> <p>Oct. 2018 Executive Officer, Chief Information Security Officer</p> <p>Apr. 2019 Executive Officer, Vice President, Chief Information Security Officer (retired in March 2021)</p> <p>Mar. 2022 External Member of Board, Cybernet Systems Co., Ltd.</p> <p>Apr. 2022 Professor, School of Business Administration, Kansai University of International Studies</p> <p>Jun. 2023 Outside Director, the Company To the present</p> <p>(Currently Outside Director of the Company)</p> <p>Significant concurrent positions Professor, School of Business Administration, Kansai University of International Studies</p>	<p style="text-align: center;">1,700 shares</p>

**[Reasons for selection as a candidate for Outside Director and overview of expected roles]**

Mr. Masahito Kitamura has a wealth of experience and advanced insight regarding corporate management and the IT sector within Olympus Corporation as well as experience in establishing a global business system. The Company expects that this background will enable him to provide advice and appropriate supervision and audit of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.

Additionally, if Proposal 2 is approved as originally proposed, he will assume the position of Director (excluding Director who is an Audit & Supervisory Committee Member), but if the number of Directors who are Audit & Supervisory Committee Members falls short of the number stipulated by laws and regulations, he will resign from the position of Director and assume the position of Director who is an Audit & Supervisory Committee Member.

- (Notes)
1. There are no special interests between the candidate and the Company.
  2. Mr. Masahito Kitamura is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member. The Company has submitted him to the Tokyo Stock Exchange as Independent Director under the stipulations of the Exchange, and if he assumes the position of Director who is an Audit & Supervisory Committee Member, he will be an Independent Director.
  3. The term of office of Mr. Masahito Kitamura as an Outside Director of the Company will be 3 years at the conclusion of this Annual General Meeting of Shareholders.
  4. If Mr. Masahito Kitamura assumes the position of Director who is an Audit & Supervisory Committee Member, the Company plans to conclude a new agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations.
  5. If Mr. Masahito Kitamura assumes the position of Director who is an Audit & Supervisory Committee Member, he will be included as the insured under a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act. An outline of the contents of the related insurance policy is as stated on page 12 (Note 7.) of this Notice of the Convocation of the 47th Annual General Meeting of Shareholders. Additionally, the Company plans to renew the policy with the same contents at the next agreement renewal.

**Reference: Policy on selection of candidates for directors and skills matrix**

Views on the composition of the board of directors

The Company emphasizes the composition of executive Directors and non-executive Directors (Directors who are Audit & Supervisory Committee Members and Outside Directors, etc. The same shall apply hereinafter) having a good overall balance of knowledge in the Company's business (including knowledge in international aspects related to the Company's business domains), a wealth of knowledge related to management, and qualities such as a high level of expertise to effectively perform their respective role and responsibilities and ensuring both an appropriate size and diverse perspectives and values.

In addition, in order to have a highly effective supervisory function, the Company has a policy of maintaining the percentage of Outside Directors on the Board of Directors at one-third or more.

Policy and procedure of selecting candidates for Directors and Directors who are Audit & Supervisory Committee Members

In order to ensure transparency of processes related to policy and procedure of selecting candidates for Directors and Directors who are Audit & Supervisory Committee Members; nomination process of candidates for Directors (including Directors who are Audit & Supervisory Committee Members); as well as selection and dismissal process of Representative Directors and Directors with executive titles, the Company has established a Nomination Advisory Committee which is chaired by an Independent Outside Director and comprised of a majority of Independent Outside Directors.

When selecting candidates for executive Directors and non-executive Directors, the Board of Directors makes a decision in light of the report of the Nomination Advisory Committee, taking into consideration the balance of the entire Board of Directors based on the Company's business, scale, and structure.

**Skills and Expertise of Directors (if each candidate is elected at this General Meeting of Shareholders)**

Classification	Name	Gender	Outside Director/ Independent Director	Corporate Management	IT and Technology	Global	Finance and Accounting	Risk Management and Legal Affairs
Directors	Masakazu Haneda	Male		○	○	○		
	Shigeaki Betsunou	Male				○	○	○
	Atsushi Nakano	Male			○	○		
	Yusuke Sato	Male			○	○		
	Toshiyuki Irimajiri	Male			○	○		
	Yumiko Miyazawa	Female			○	○		
	Hiroshi Shimizu	Male	Outside/ Independent	○	○	○		
	Masahito Kitamura	Male	Outside/ Independent	○	○	○		
Directors (Audit & Supervisory Committee Members)	Takako Miyoshi	Female	Outside/ Independent					○
	Hitoshi Akai	Male	Outside/ Independent	○			○	○
	Hirofumi Otsuka	Male		○	○	○		

Note: For each candidate, up to three categories were selected from the fields in which candidates have experience and expertise. They are indicated with circles (○).