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Stock Code: 6890

June 11, 2026

(Start date of measures for electronic provision: June 4, 2026)

To our shareholders:

XianHan He
Representative Director and President
Ferrotec Corporation
2-3-4, Nihonbashi, Chuo-ku, Tokyo

Notice of the 46th Annual General Meeting of Shareholders

We are pleased to announce the 46th Annual General Meeting of Shareholders of Ferrotec Corporation (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.ferrotec.co.jp> (in Japanese)

(From the above website, select “IR Information,” and then “Shareholder-related Documents” and check the information for 2026.)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6890/teiji/> (in Japanese)

Tokyo Stock Exchange website (TSE Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the Internet address shown above, enter “Ferrotec” in “Issue name (company name)” or the Company’s securities code “6890” in “Code,” and click “Search.” Then, click “Basic information” followed by “Filed information available for public inspection/PR Information,” and check in the “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” field under “Filed information available for public inspection.”)

Please review the Reference Documents of the General Meeting of Shareholders and exercise your voting rights.

1. **Date and Time:** Friday, June 26, 2026, at 10:00 a.m. (JST)
(The reception will start at 9:10 a.m.)
2. **Place:** Main Hall, 6th Floor, Nomura Conference Plaza Nihonbashi
YUITO Nihonbashi Muromachi Nomura Building
2-4-3, Nihonbashimuromachi, Chuo-ku, Tokyo
3. **Purpose of the Meeting:**
Items to be reported:
 1. The Business Report, the Consolidated Financial Statements for the Company's 46th Fiscal Year (from April 1, 2025 to March 31, 2026) and the Accounting Auditor's Reports and the Audit & Supervisory Board's Audit Report on the Consolidated Financial Statements.
 2. The Non-consolidated Financial Statements for the Company's 46th Fiscal Year (from April 1, 2025 to March 31, 2026)

Items to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Amendment to the Articles of Incorporation
- Proposal No. 3** Election of 8 Directors
- Proposal No. 4** Election of One Audit & Supervisory Board Member
- Proposal No. 5** Revision of Director Remuneration Amount

4. Matters Determined for Convocation (Information on Exercising Voting Rights)

- (1) When exercising your voting rights in writing (by postal mail), if there is no indication of approval or disapproval of the proposal on the voting form, it will be treated as if there was an indication of approval.
 - (2) If you exercise the voting rights both in writing (postal mail) and via the Internet, the contents of the voting rights exercised via the Internet shall be deemed valid.
 - (3) If you exercise your voting rights more than once via the Internet, the last vote shall be deemed effective.
- For those attending on the day, please present the voting form sent with this notice at the reception desk. We also ask that you bring this Notice of General Meeting of Shareholders for reference during the meeting.
 - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the websites.
 - Among the matters subject to measures for electronic provision, the following matters will not be included in the paper-based documents sent in accordance with laws, regulations and the Company's Articles of Incorporation.
 - i) "Main business operations, principal sales offices and factories, status of employees, status of major lenders, other important matters related to the current situation of the corporate group, status of shares, status of stock acquisition rights, status of accounting auditor, system to ensure appropriateness of operations, basic policy on control of the company, policy on determination of dividends of surplus, etc." of the Business Report
 - ii) "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - iii) "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
 - iv) "Accounting Auditor's Report on the Consolidated Financial Statements," "Accounting Auditor's Report on the Non-consolidated Financial Statements" and "Audit Report of the Audit & Supervisory Board" of the Audit Report

Accordingly, these documents are part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members in preparation for the Reports and Audit Report.

Reference Documents of the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

With regard to dividends from surplus, the Company aims to raise the level of dividends through sustained earnings growth and enhance shareholder returns. To this end, the Company has newly adopted DOE (Dividend on Equity*) as a benchmark, setting a minimum threshold of 3.5%. Based on the amount of total shareholders' equity at fiscal year-end, the Company proposes to pay a year-end dividend of ¥74 per share as an ordinary dividend. As a result, by adding the interim dividend of ¥74 per share that has already been paid, the annual dividend for the fiscal year under review will be ¥148 per share.

(Note) Consolidated shareholders' equity = capital stock + capital surplus + retained earnings – treasury stock; Dividend on Equity = total dividends ÷ consolidated shareholders' equity

Matters concerning the year-end dividend

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥74 (¥74 of ordinary dividend) per common share of the Company.

In this event, the total dividends will be ¥3,466,035,532.

(3) Effective date of dividends of surplus

The effective date of dividends shall be June 29, 2026.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

The Company’s fiscal year currently runs from April 1 of each year to March 31 of the following year. However, the Company will change its fiscal year to run from January 1 to December 31 of each year in order to unify the fiscal year-end within the Group, improve the efficiency of Group business operations through timely performance management, and further enhance management transparency through the timely and accurate disclosure of management information. In addition, due to the change in the fiscal year-end, the 47th fiscal year will be a nine-month period from April 1, 2026 to December 31, 2026. Accordingly, supplementary provisions will be established as transitional measures. If this proposal is approved and adopted as originally proposed, the Company plans to pay an interim dividend for the 47th fiscal year, with the record date set as June 30, 2026.

2. Details of the Amendment

The details of the amendment are as follows:

(Underlined parts denote amendments)

Current Articles of Incorporation	Amended Articles of Incorporation
(Omitted)	(Omitted)
Chapter 3: General Meeting of Shareholders	Chapter 3: General Meeting of Shareholders
Article 12 (Convocation) The Company shall <u>hold</u> an Annual General Meeting of Shareholders every <u>June</u> and shall convene an extraordinary general meeting of shareholders whenever necessary.	Article 12 (Convocation) The Company shall <u>convene</u> an Annual General Meeting of Shareholders every <u>March</u> and shall convene an extraordinary general meeting of shareholders whenever necessary.
Article 13 (<u>Basis</u> for Annual General Meeting of Shareholders) The Company shall deem shareholders recorded in the shareholder register as of <u>March</u> 31 of each year to be the shareholders entitled to exercise their rights at the Annual General Meeting of Shareholders.	Article 13 (<u>Record Date</u> for Annual General Meeting of Shareholders) The Company shall deem shareholders recorded in the shareholder register as of <u>December</u> 31 of each year to be the shareholders entitled to exercise their rights at the Annual General Meeting of Shareholders.
(Omitted)	(Omitted)
Chapter 6: Accounting	Chapter 6: Accounting
Article 36 (Fiscal Year) The Company’s fiscal year shall be the one-year period from <u>April 1 of each year</u> to <u>March 31 of the following</u> year.	Article 36 (Fiscal Year) The Company’s fiscal year shall be the one-year period from <u>January 1</u> to <u>December 31 of each</u> year.
Article 37 (Record Date for Dividends of Surplus) The Company may pay year-end dividends to shareholders or registered pledgees of shares recorded in the shareholder register as of <u>March</u> 31 of each year.	Article 37 (Record Date for Dividends of Surplus) The Company may pay year-end dividends to shareholders or registered pledgees of shares recorded in the shareholder register as of <u>December</u> 31 of each year.
Article 38 (Interim Dividends) The Company may pay interim dividends to shareholders or registered pledgees of shares recorded in the shareholder register as of <u>September</u> 30 of each year by resolution of the Board of Directors.	Article 38 (Interim Dividends) The Company may pay interim dividends to shareholders or registered pledgees of shares recorded in the shareholder register as of <u>June</u> 30 of each year by resolution of the Board of Directors.
(Omitted)	(Omitted)

Current Articles of Incorporation	Amended Articles of Incorporation
(New)	<p data-bbox="805 230 1077 257"><u>(Supplementary Provisions)</u></p> <p data-bbox="805 293 893 320"><u>Article 1</u></p> <p data-bbox="805 324 1380 418"><u>Notwithstanding the provisions of Article 36 (Fiscal Year), the 47th fiscal year shall be the nine-month period from April 1, 2026 to December 31, 2026.</u></p> <p data-bbox="805 454 893 481"><u>Article 2</u></p> <p data-bbox="805 486 1388 544"><u>Articles 1 and 2 of these Supplementary Provisions shall be deleted upon the conclusion of the 47th fiscal year.</u></p>

Proposal No. 3 Election of 8 Directors

At the conclusion of this meeting, the terms of office of all nine Directors will expire.

Therefore, the Company proposes the election of eight Directors.


The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Candidate attributes
1	XianHan He	Representative Director, President and Executive Officer and Group CEO	Reelection
2	Takeru Yamamura	Representative Director, Executive Vice President and Executive Officer for Corporate Administration and for Europe, America & Asia Business	Reelection
3	Akira Takeda	Director for Finance, Accounting, Management Control, Executive Officer, General Manager of Finance & Accounting Office and General Manager of Finance Department	Reelection
4	Akihiro Sato	Director for Corporate Strategy and President's Special Missions, Executive Officer and General Manager of President's Office	Reelection
5	Kentaro Fujimoto	Director for HR, Legal Affairs and IT, Executive Officer, General Manager of Corporate Administration Office and General Manager of Personnel Department	Reelection
6	Takumi Iso	Outside Director	Reelection Outside Independent
7	Yuko Katsuta	Outside Director	Reelection Outside Independent
8	Tomohiro Nagamori	Outside Director	Reelection Outside Independent


Reelection: Candidate for Director to be reelected



Outside: Candidate for outside Director

Independent: Candidate for independent officer


Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	 <p data-bbox="368 1193 558 1249">XianHan He (October 14, 1957)</p> <p data-bbox="411 1279 515 1305">Reelection</p> <p data-bbox="349 1335 579 1413">Attendance at Board of Directors meetings 18/18 (100%)</p>	<p data-bbox="619 286 1209 568"> April 1993 Joined the Company June 2001 Director June 2004 Managing Director June 2011 Representative Director, Executive Vice President and Executive Officer for Business Management July 2020 Representative Director, President and Executive Officer and Group CEO (current position) </p> <p data-bbox="619 577 1214 2016"> [Significant concurrent positions outside the Company] President and CEO of OHIZUMI MFG. CO., LTD. Representative Director of Hangzhou Dahe Thermo-Magnetics Co., Ltd. Representative Director of Hangzhou Dahe New Material Technology Co., Ltd. Representative Director of Hangzhou Semiconductor Wafer Co., Ltd. Representative Director of Hangzhou Dunyuan Juxin Semiconductor Technology Co., Ltd. Representative Director of Shanghai Shenhe Investment Co., Ltd. Representative Director of Shanghai Hanhong Precision Machinery Co., Ltd. Representative Director of First Semiconductor Technology Holding Company Limited Representative Director of Ferrotec (Ningxia) Shenhe New Material Technology Co., Ltd. Representative Director of Ferrotec (Ningxia) Dunyuan Juxin Semiconductor Technology Co., Ltd. Representative Director of Shichuan Ferrotec Power Semiconductor Co., Ltd. Representative Director of Ferrotec (Jiangsu) Quartz Technology Co., Ltd. Representative Director of Ferrotec (Jiangsu) Semiconductor Technology Co., Ltd. Representative Director of Zhejiang Advanced Precision Machinery Co., Ltd. Representative Director of Ferrotec (Zhejiang) Quartz Technology Co., Ltd. Representative Director of Zhejiang Dunyuan Juxin Semiconductor Technology Co., Ltd. Representative Director of Ferrotec (Zhejiang) Semiconductor Materials Technology Co., Ltd. Representative Director of Ferrotec (Zhejiang) Sensor Technology Co., Ltd. Representative Director of Ferrotec (Anhui) Technology Development Co., Ltd. Representative Director of Ferrotec (Anhui) Changjiang Semiconductor Material Co., Ltd. Director of Ferrotec (USA) Corporation Representative Director of Hangzhou Bioer Technology Co., Ltd. Representative Director of Hangzhou Advanced Automation Technology Co., Ltd. </p>	182,163

		Representative Director and President of FERROTEC MANUFACTURING MALAYSIA SDN. BHD. Director of FERROTEC SILICON MATERIALS (MALAYSIA) SDN. BHD.	
<p>The special interest between the candidate XianHan He and the Company is as follows:</p> <ul style="list-style-type: none"> (i) The Company leases a company-owned property to him as employee housing. The lease fee is set based on the property's appraised amount from the seller's lease department and the opinion of a tax accounting corporation. (ii) He concurrently serves as Representative Director of Ferrotec (Jiangsu) Quartz Technology Co., Ltd., and the Company is engaged in purchase agency contracts and debt guarantees with Ferrotec (Jiangsu) Quartz Technology Co., Ltd. (iii) He concurrently serves as Representative Director of Zhejiang Advanced Precision Machinery Co., Ltd., and the Company is engaged in purchase agency contracts and debt guarantees with Zhejiang Advanced Precision Machinery Co., Ltd. (iv) He concurrently serves as Representative Director of Ferrotec (Zhejiang) Quartz Technology Co., Ltd., and the Company is engaged in purchase agency contracts and debt guarantees with Ferrotec (Zhejiang) Quartz Technology Co., Ltd. (v) He concurrently serves as Representative Director of Ferrotec (Zhejiang) Sensor Technology Co., Ltd., and the Company is engaged in purchase agency contracts with Ferrotec (Zhejiang) Sensor Technology Co., Ltd. (vi) He concurrently serves as Representative Director of Ferrotec (Anhui) Changjiang Semiconductor Material Co., Ltd., and the Company is engaged in purchase agency contracts with Ferrotec (Anhui) Changjiang Semiconductor Material Co., Ltd. (vii) He concurrently serves as Representative Director of Hangzhou Bioer Technology Co., Ltd. and Representative Director of Hangzhou Advanced Automation Technology Co., Ltd., and the Group is engaged in trading contracts with both companies. 			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	 Takeru Yamamura (February 2, 1971) Reelection Attendance at Board of Directors meetings 18/18 (100%)	<p>April 1996 Joined the Company</p> <p>April 2004 General Manager of TE Department, Electronic Device Business Division</p> <p>April 2008 Assistant to the President</p> <p>June 2008 Director</p> <p>June 2008 Director for Business Improvement</p> <p>June 2009 Director and Executive Officer for Corporate Administration</p> <p>April 2011 Representative Director, Executive Vice President and Executive Officer for Corporate Administration</p> <p>June 2022 Representative Director, Executive Vice President and Executive Officer for Corporate Administration and for Europe & Asia Business</p> <p>October 2023 Representative Director, Executive Vice President and Executive Officer for Corporate Administration and for Europe, America & Asia Business (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director and CEO of Ferrotec (USA) Corporation</p> <p>Representative Director of Ferrotec Taiwan Co., Ltd.</p> <p>Director of FERROTEC CORPORATION SINGAPORE PTE LTD</p> <p>Director and CEO of FERROTEC MANUFACTURING MALAYSIA SDN. BHD.</p> <p>Representative Director of FERROTEC SILICON MATERIALS (MALAYSIA) SDN. BHD.</p>	212,500
There is no special interest between the candidate Takeru Yamamura and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	 Akira Takeda (October 16, 1965) Reelection Attendance at Board of Directors meetings 18/18 (100%)	<p>April 1989 Joined Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>July 2015 Deputy General Manager of International Credit Department</p> <p>April 2019 Seconded to the Company from MUFG Bank, Ltd. General Manager of Finance & Accounting Office of the Company</p> <p>August 2019 Joined the Company, General Manager of Finance & Accounting Office</p> <p>June 2020 Executive Officer, General Manager of Finance & Accounting Office and Treasurer</p> <p>June 2022 Director, Executive Officer for Finance, Accounting, Planning, General Manager of Finance & Accounting Office and General Manager of Finance Department</p> <p>June 2023 Director, Executive Officer for Finance, Accounting, Management Control, General Manager of Finance & Accounting Office and General Manager of Finance Department (current position)</p> <p>[Significant concurrent positions outside the Company] Director of Ferrotec (USA) Corporation Director of Shanghai Shenhe Investment Co., Ltd. Director of FERROTEC MANUFACTURING MALAYSIA SDN. BHD. Director of FERROTEC SILICON MATERIALS (MALAYSIA) SDN. BHD.</p>	11,100
There is no special interest between the candidate Akira Takeda and the Company.			
4	 Akihiro Sato (August 4, 1967) Reelection Attendance at Board of Directors meetings 18/18 (100%)	<p>April 1992 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>April 2003 Joined Citibank N.A., Tokyo Branch</p> <p>April 2005 Joined Mitsubishi UFJ Wealth Management Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>August 2006 Joined UBS Tokyo branch office</p> <p>March 2012 Joined Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>December 2014 Joined Mitsubishi UFJ Morgan Stanley PB Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>June 2015 Joined the Company, Assistant to the General Manager of Corporate Administration Division</p> <p>June 2015 Executive Officer and General Manager of Corporate Planning Department</p> <p>July 2019 Executive Officer and General Manager of Investor Relations Department</p> <p>January 2022 Executive Officer and General Manager of President's Office</p> <p>June 2023 Director and Executive Officer for Corporate Strategy and President's Special Missions and General Manager of President's Office (current position)</p> <p>[Significant concurrent positions outside the Company] Director of OHIZUMI MFG. CO., LTD.</p>	11,700
There is no special interest between the candidate Akihiro Sato and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
5	 <p>Kentaro Fujimoto (February 1, 1970)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 14/14 (100%) *after assuming office</p>	<p>April 1994 Joined Yamaichi Securities Co., Ltd.</p> <p>July 1998 Joined Sasaki Law Office</p> <p>July 2001 Joined PALTEK Corporation, Operational Service Division, Legal Group</p> <p>February 2015 General Manager of Legal Department and General Affairs Department, JTC Inc.</p> <p>September 2020 Joined the Company, Deputy General Manager of Legal Affairs Department, Legal Affairs Office</p> <p>April 2021 General Manager of Legal Affairs Department, Legal Affairs Office</p> <p>July 2021 General Manager of Legal Affairs Office</p> <p>July 2022 General Manager of General Administration and Legal Affairs Office</p> <p>June 2023 Executive Officer, General Manager of General Administration and Legal Affairs Office</p> <p>April 2025 Executive Officer, General Manager of Corporate Administration Office</p> <p>June 2025 Director and Executive Officer for HR, Legal Affairs, and IT, and General Manager of Corporate Administration Office</p> <p>April 2026 Director and Executive Officer for HR, Legal Affairs, and IT, General Manager of Corporate Administration Office, and General Manager of Personnel Department (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>-</p>	0
There is no special interest between the candidate Kentaro Fujimoto and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
6	 <p data-bbox="368 819 560 875">Takumi Iso (October 13, 1965)</p> <p data-bbox="400 904 528 983">Reelection Outside Independent</p> <p data-bbox="347 1012 580 1090">Attendance at Board of Directors meetings 18/18 (100%)</p>	<p data-bbox="614 277 1225 378">April 1990 Joined FUJI Research Institute Co., Ltd. (currently Mizuho Research & Technologies, Ltd.)</p> <p data-bbox="614 378 1225 434">October 1998 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p data-bbox="614 434 1225 501">November 2006 Manager of Asahi & Co.</p> <p data-bbox="614 501 1225 568">February 2014 Joined Kanamic Network Co., Ltd., General Manager of Management Department</p> <p data-bbox="614 568 1225 658">September 2014 Director and General Manager of Management Department at Kanamic Network Co., Ltd.</p> <p data-bbox="614 658 1225 725">January 2018 C.P.A. and Representative of Takumi Iso Accounting Firm (current position)</p> <p data-bbox="614 725 1225 759">May 2018 Executive Officer of Forum Engineering Inc.</p> <p data-bbox="614 759 1225 848">February 2020 Outside Audit & Supervisory Board Member of BEL AIR, Inc. (currently TECHNOLOGIES, Inc.)</p> <p data-bbox="614 848 1225 882">October 2020 Partner at ALPHA & Co. (current position)</p> <p data-bbox="614 882 1225 949">June 2023 Outside Audit & Supervisory Board Member of OHIZUMI MFG. CO., LTD.</p> <p data-bbox="614 949 1225 1039">March 2024 Resigned as Outside Audit & Supervisory Board Member of OHIZUMI MFG. CO., LTD.</p> <p data-bbox="614 1039 1225 1106">June 2024 Outside Director of the Company (current position)</p> <p data-bbox="614 1106 1225 1140">October 2024 Outside Auditor of HROTTI Inc.</p> <p data-bbox="614 1140 1225 1207">April 2026 Representative of Takumi Iso Accounting Firm LLC (current position)</p> <p data-bbox="614 1207 1225 1330">[Significant concurrent positions outside the Company] C.P.A. and Representative of Takumi Iso Accounting Firm Partner at ALPHA & Co. Representative of Takumi Iso Accounting Firm LLC</p>	0
<p data-bbox="309 1330 1406 1364">[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p data-bbox="309 1364 1406 1576">Takumi Iso is currently an outside Director of the Company, and his tenure as outside Director will have been two years at the conclusion of this Meeting. He has practical and multifaceted insight from his experience as a certified public accountant in auditing various companies and his high level of expertise in advisory services for growing companies preparing for listing, as well as from his involvement in corporate management as a director and supervision as an outside Audit & Supervisory Board Member. He is nominated as a candidate for outside Director because we believe that his expertise and insight will contribute to the sustainable growth of the Company, the enhancement of corporate value, and the strengthening of the supervisory function of the Board of Directors.</p> <p data-bbox="309 1576 1406 1615">Note that there is no special interest between the candidate Takumi Iso and the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
7	 <p data-bbox="363 667 564 719">Yuko Katsuta (February 18, 1966)</p> <p data-bbox="400 748 528 831">Reelection Outside Independent</p> <p data-bbox="347 860 580 965">Attendance at Board of Directors meetings 13/14 (93%) *after assuming office</p>	<p data-bbox="619 286 1203 344">April 1997 Registered as an attorney at law (Tokyo Bar Association)</p> <p data-bbox="619 351 1011 380">April 1997 Joined Araki Law Office</p> <p data-bbox="619 387 1066 445">February 1999 Joined SUZUYE & SUZUYE</p> <p data-bbox="619 452 1198 510">February 2002 Became a partner of SUZUYE & SUZUYE</p> <p data-bbox="619 517 1214 575">January 2004 Joined IBM Japan, Ltd., Counsel in the Legal and Intellectual Property Department</p> <p data-bbox="619 582 1171 611">January 2013 Chief Privacy Officer of IBM Japan, Ltd.</p> <p data-bbox="619 618 1203 676">June 2016 Partner at Natori Law Office (currently N & O Partners) (current position)</p> <p data-bbox="619 683 1171 741">August 2020 Outside Auditor of Fuji Electric Co., Ltd. (current position)</p> <p data-bbox="619 748 1118 831">May 2025 Auditor of AEON HAPYCOM Comprehensive Personnel Training Organization (current position)</p> <p data-bbox="619 837 1182 896">June 2025 Outside Director of the Company (current position)</p> <p data-bbox="619 902 1155 931">[Significant concurrent positions outside the Company]</p> <p data-bbox="619 938 874 967">Partner at N & O Partners</p> <p data-bbox="619 974 1023 1003">Outside Auditor of Fuji Electric Co., Ltd.</p> <p data-bbox="619 1010 1182 1048">Auditor of AEON HAPYCOM Comprehensive Personnel Training Organization</p>	0
<p data-bbox="316 1055 1193 1084">[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p data-bbox="316 1090 1401 1330">Yuko Katsuta is currently an outside Director of the Company, and her tenure as outside Director will have been one year at the conclusion of this Meeting. She has extensive experience in corporate legal affairs as an attorney and has a proven track record of working closely with business divisions as an in-house counsel at operating companies. Based on this experience, we are proposing her election as an outside Director so that she may contribute to enhancing our compliance and governance frameworks, and provide advice on appropriate risk-taking in light of today's increasingly uncertain social climate, thereby supporting the enhancement of our corporate value and sustainable growth. She has never been directly involved in the management of a company beyond her roles as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p> <p data-bbox="316 1337 1401 1442">She serves as Outside Auditor of Fuji Electric Co., Ltd. There were transactions during the fiscal year under review between the said company's group and the Group. However, the amount involved in these transactions represents less than 1% of the consolidated net sales of each party. Therefore, this has no impact on her independence.</p> <p data-bbox="316 1449 1203 1469">Note that there is no special interest between the candidate Yuko Katsuta and the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
8	 <p data-bbox="363 589 563 645">Tomohiro Nagamori (February 22, 1976)</p> <p data-bbox="400 672 526 750">Reelection Outside Independent</p> <p data-bbox="349 779 580 891">Attendance at Board of Directors meetings 14/14 (100%) *after assuming office</p>	<p data-bbox="620 286 1203 660"> April 2000 Joined Fujitsu Limited September Entered Suffolk University 2003 August 2005 Graduated from Suffolk University with a Master of Business Administration (MBA) degree September Joined Nippon Densan Corporation 2005 (currently NIDEC CORPORATION) April 2009 Representative Director and President of Oersted International Ltd. (current position) June 2025 Outside Director of the Company (current position) </p> <p data-bbox="620 672 1203 757"> [Significant concurrent positions outside the Company] Representative Director and President of Oersted International Ltd. </p>	0
<p data-bbox="317 900 1399 1196"> [Reasons for nomination as candidate for outside Director and overview of expected roles] Tomohiro Nagamori is currently an outside Director of the Company, and his tenure as outside Director will have been one year at the conclusion of this Meeting. He has advanced expertise, having conducted research on magnetic materials in graduate school and received academic awards. In his current role as a corporate executive, he has led a wide range of businesses including planning, development, mass production, and market expansion in domestic and overseas manufacturing, as well as businesses in the fields of electric power and welfare. Through these experiences, he has gained deep insight into a broad spectrum of industries. We are proposing his election as an outside Director so that he may leverage this knowledge to provide insightful advice on our business operations, thereby contributing to strengthening our business, enhancing corporate value, and achieving sustainable growth. Note that there is no special interest between the candidate Tomohiro Nagamori and the Company. </p>			

(Notes)


1. Takumi Iso, Yuko Katsuta, and Tomohiro Nagamori are three candidates for outside Director. There are no special interests between them and the Company.
2. The Company has entered into Indemnity agreements with all current Directors pursuant to the provisions of Article 430-2, paragraph (1) of the Companies Act, under which the Company shall indemnify the costs, provided for under item (i) of the same paragraph, and the loss, provided for under item (ii) of the same paragraph. If the reelections of the eight candidates XianHan He, Takeru Yamamura, Akira Takeda, Akihiro Sato, Kentaro Fujimoto, Takumi Iso, Yuko Katsuta, and Tomohiro Nagamori are approved, the Company plans to renew the aforementioned agreements with each of them.
3. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured sustains a claim for damages and litigation expenses. If this proposal is approved as proposed, each candidate shall be insured under the policy and the Company plans to renew said insurance policy with the same content.
4. The Company has entered into a limited liability agreement with Takumi Iso, Yuko Katsuta, and Tomohiro Nagamori pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation to limit the liability for damages as provided for in Article 423, paragraph (1) of the same Act. The limitation of the liability for damages under the same agreement is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. If their reelections are approved, the Company plans to renew the aforementioned agreement with them.
5. The Company has submitted notification to the Tokyo Stock Exchange that Takumi Iso, Yuko Katsuta, and Tomohiro Nagamori have been designated as independent officers as provided for by the aforementioned exchange. If their reelections are approved, the Company plans for their appointment as independent officers to continue.

Proposal No. 4 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Hiroo Wakaki will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Members is as follows:

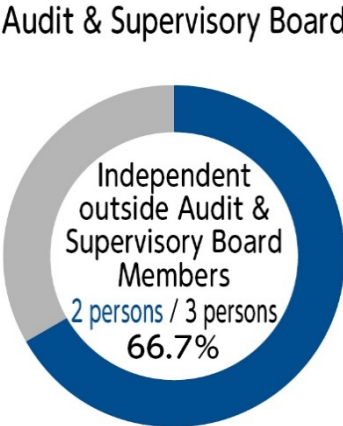
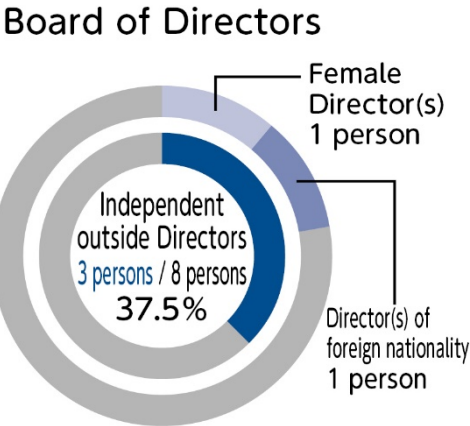
Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
 Hisakazu Tomiya (April 2, 1962) New election	April 1986 January 2003 January 2013 January 2018 October 2018	2,500
	Joined Mitsubishi Motors Corporation Transferred to Mitsubishi Fuso Truck and Bus Corporation; Manager, Group Controlling Department Senior Manager, Asset Accounting Fuso, Mitsubishi Fuso Truck and Bus Corporation Joined the Company, Deputy General Manager Accounting Department, Finance & Accounting Office General Manager of Accounting Department, Finance & Accounting Office (current position)	
	[Significant concurrent positions outside the Company] -	

There is no special interest between the candidate Hisakazu Tomiya and the Company.

- (Notes)
1. The Company will enter into Indemnity agreements with the Audit & Supervisory Board Members pursuant to the provisions of Article 430-2, paragraph (1) of the Companies Act, under which the Company shall indemnify the costs, provided for under item (i) of the same paragraph, and the loss, provided for under item (ii) of the same paragraph. If this proposal is approved as proposed, and the candidate is elected as an Audit & Supervisory Board Member, the Company plans to enter into the said indemnity agreement with Hisakazu Tomiya.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured sustains a claim for damages and litigation expenses. If this proposal is approved as proposed, the candidate shall be insured under the policy and the Company plans to renew said insurance policy with the same content.
 3. The Company will enter into a limited liability agreement with the Audit & Supervisory Board Members pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation to limit the liability for damages as provided for in Article 423, paragraph (1) of the same act. If this proposal is approved as proposed, and the candidate is elected as an Audit & Supervisory Board Member, the Company plans to enter into the said indemnity agreement with Hisakazu Tomiya.

[Reference] Compositions of the Board of Directors and the Audit & Supervisory Board

If Proposal No. 3 and Proposal No. 4 are approved, the compositions of the Company's Board of Directors and Audit & Supervisory Board will be as follows:



[Reference] Skill Matrix of Directors and Audit & Supervisory Board Members (Incumbents and Candidates)
 If Proposal No. 3 and Proposal No. 4 are approved, the knowledge/experience of the Company's Directors and Audit & Supervisory Board Members will be as follows:

No	Name of Director	Category	(i) Corporate management and sector knowledge	(ii) Manufacturing (production/quality)	(iii) Legal affairs and risk management	(iv) Technology and R&D	(v) Financial accounting and dialogue with capital markets	(vi) Sales and marketing	(vii) ESG and sustainability	(viii) Global experience
1	XianHan He	Director	●	●			●	●		●
2	Takeru Yamamura	Director	●		●				●	●
3	Akira Takeda	Director	●				●		●	●
4	Akihiro Sato	Director	●				●		●	
5	Kentaro Fujimoto	Director	●		●				●	
6	Takumi Iso	Outside Director	●				●			
7	Yuko Katsuta	Outside Director			●				●	●
8	Tomohiro Nagamori	Outside Director	●	●		●			●	●
9	Hisakazu Tomiya	Audit & Supervisory Board Member	●				●			
10	Taku Matsumoto	Outside Audit & Supervisory Board Member			●				●	●
11	Hiroyuki Dairaku	Outside Audit & Supervisory Board Member			●		●		●	
No. of applicable persons / total no. of persons			8/11	2/11	5/11	1/11	6/11	1/11	8/11	6/11
Above ratio as a percentage			72.7%	18.2%	45.5%	9.1%	54.5%	9.1%	72.7%	54.5%

Note: If multiple types of knowledge/experience are required for one item, if the person possesses any of them, they are deemed as “able to contribute” (denoted by ●).

Proposal No. 5 Revision of Director Remuneration Amount

The 27th Annual General Meeting of Shareholders held on June 26, 2007 approved the amount of remuneration at an amount not exceeding 500 million yen per year (including 20 million yen per year for outside Directors, but not including employee salaries for employee directors). Separately from the above, the 44th Annual General Meeting of Shareholders held on June 27, 2024 approved the Post-delivery Share-based Remuneration System for the Company's Directors (excluding outside Directors) (this system was newly introduced in place of the former Stock Compensation System with Transfer Restrictions, which was approved at the 39th Annual General Meeting of Shareholders held on June 27, 2019 and amended at the 42nd Annual General Meeting of Shareholders held on June 29, 2022). Under the system, the total amount of monetary remuneration claims and cash to be paid to the Company's Directors (excluding outside Directors) is limited to an amount calculated by multiplying a maximum of 470,000 shares per fiscal year by the share price at the time of delivery, and the total number of shares of the Company's common stock to be issued or disposed of is limited to 235,000 shares per fiscal year.

At the time the current amount of monetary remuneration for Directors was approved, consolidated net sales were 32,517 million yen in the 27th fiscal year (fiscal year ended March 31, 2007) and 36,625 million yen in the 28th fiscal year (fiscal year ended March 31, 2008). By contrast, consolidated net sales reached 288,933 million yen in the 46th fiscal year (fiscal year ended March 31, 2026), reflecting the substantial expansion of the scale of the Group's business. In addition, the domestic and overseas business environment surrounding the semiconductor industry is characterized by an increasing pace of change and greater uncertainty. In order for the Company to sustainably enhance its corporate value, it has become essential to appoint management personnel with global experience and advanced expertise in the Company's business domains as Directors from Japan and overseas, enabling the Company to make increasingly complex management decisions promptly and appropriately.

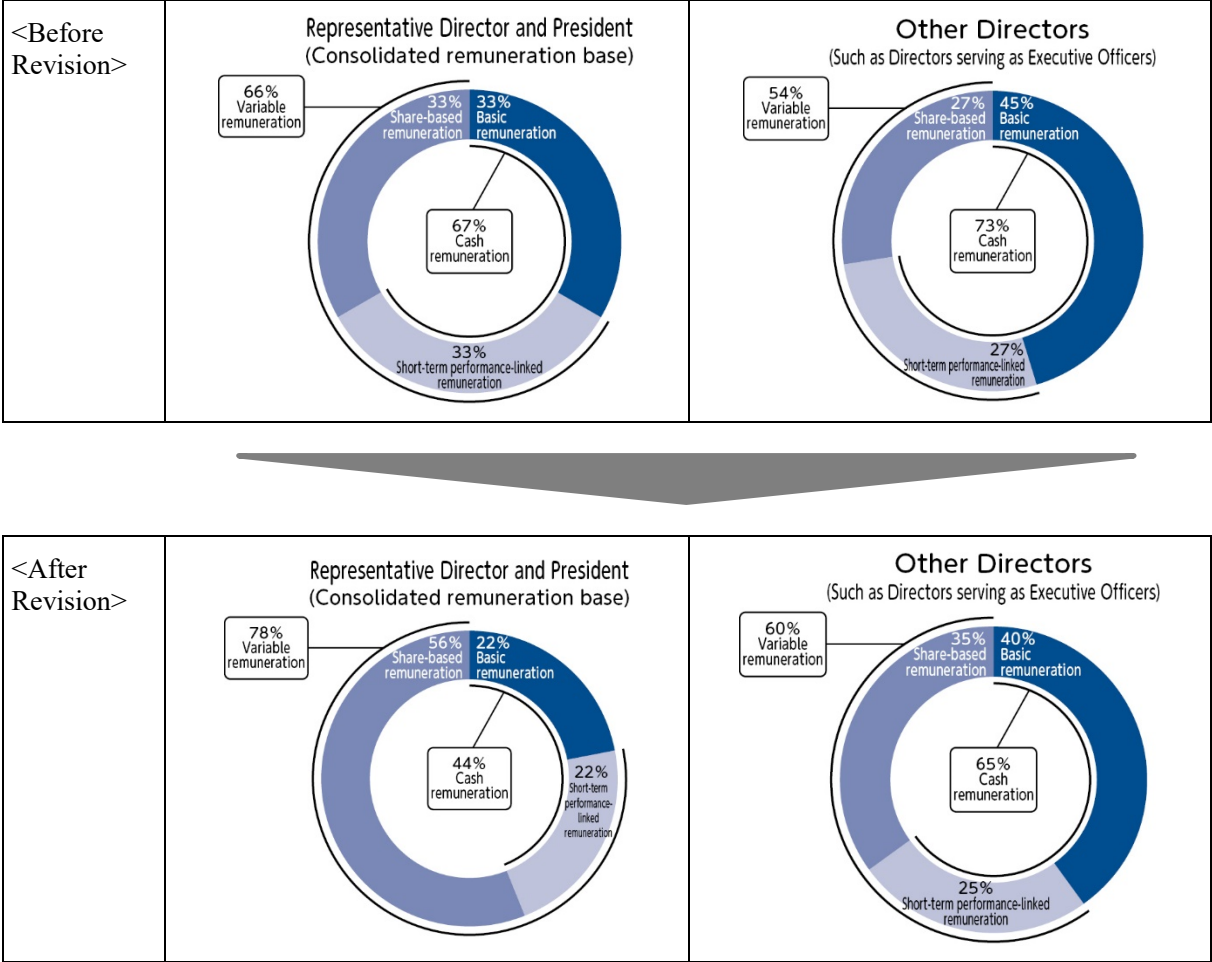
In light of these circumstances, based on global objective remuneration market research data from an external professional organization and following deliberation and recommendations by the Compensation Advisory Committee, a majority of whose members are independent outside Directors, the Company proposes to revise the limit on the amount of monetary remuneration for Directors approved at the 27th Annual General Meeting of Shareholders held on June 26, 2007, as described above, to an amount not exceeding 1,000 million yen per year (including an amount not exceeding 50 million yen per year for outside Directors; in neither case does this include employee salaries for Directors who concurrently serve as employees), from the perspectives of (i) the expansion of the social role and responsibilities assumed by the Group, (ii) responding to remuneration levels in the global market for management personnel and ensuring competitiveness in attracting such personnel, (iii) promoting the sharing of value with shareholders through stronger linkage to performance, and (iv) improving flexibility in the design of the remuneration system.

In conjunction with the above revision to the limit on monetary remuneration, the Company also plans to review the compensation composition ratios (compensation mix) for its Directors, with a view to further strengthening their linkage to performance and shareholder value and ensuring that they function as incentives for the enhancement of corporate value over the medium and long term. Specifically, based on the recommendations of the Compensation Advisory Committee, a majority of whose members are independent outside Directors, the Company plans to relatively reduce the proportion of basic remuneration, which is fixed remuneration, while increasing the proportions of short-term performance-linked remuneration and share-based remuneration as medium- and long-term incentives (RSUs and PSUs under the Post-delivery Share-based Remuneration System), particularly the proportion of share-based remuneration, which contributes to the sharing of value with shareholders.

The monetary remuneration for which approval is sought under this proposal consists of fixed remuneration and performance-linked bonuses (which will not be paid to outside Directors). Performance-linked bonuses will vary according to performance within a range of 0% to 200% of the annual amount of fixed remuneration (basic remuneration), in order to appropriately reward Directors for their contributions when performance is strong, while reducing the Company's burden during periods of declining performance and further aligning remuneration with the interests of shareholders. The specific calculation methods and other details are as described in the section "(2) Remuneration, etc. of Directors and Audit & Supervisory Board Members" under "Status of Corporate Officers" in "2. Current Status of the Company" of the Business Report below.

An outline of the standard compensation composition ratios for the Representative Director and President and internal Directors (excluding Representative Directors) before and after the revision is provided below.

Reference Table



As a result of this review, the proportion of variable remuneration in the remuneration composition for the Company’s Directors (excluding outside Directors) will increase significantly. In particular, through the increase in the proportion of share-based remuneration, the Company believes that Directors will be further motivated to enhance corporate value over the medium and long term and that the sharing of value with shareholders will be further promoted. Remuneration for outside Directors will continue to consist solely of basic remuneration, and they will not be eligible for performance-linked remuneration or share-based remuneration, from the perspective of ensuring their independence and supervisory function.

The current number of Directors is nine (of whom three are outside Directors), and if Proposal No. 3 (Election of Eight Directors) is approved and adopted as proposed, the number of Directors will be eight (of whom three are outside Directors).

With respect to the individual remuneration of each Director, in consideration of the roles required of the Company’s Directors and from the perspective of ensuring objectivity and transparency, the Company requests that the determination thereof be entrusted to the Board of Directors, based on the recommendations of the Compensation Advisory Committee, a majority of whose members are independent outside Directors.

The summary of the policy for determining the details of remuneration, etc. for individual Directors of the Company for the fiscal year under review is as described in the Business Report (“2. Current Status of the Company,” “Status of Corporate Officers,” “(2) Remuneration, etc. of Directors and Audit & Supervisory

Board Members”). However, at a meeting of the Company’s Board of Directors held on May 15, 2026, the Company resolved to revise the content of the policy, subject to approval of this proposal. A summary of the revised policy for determining the details of remuneration, etc. for individual Directors is provided in the [Reference] section below.

The content of this proposal aligns with the revised policy and has been determined by the Board of Directors after comprehensive consideration of the Company’s business scale, the executive remuneration system and its payment criteria, as well as future growth. This decision was made following deliberations by the Compensation Advisory Committee, which consists of a majority of independent outside Directors. We believe it is appropriate in light of the purpose of revising the monetary remuneration framework mentioned above.

[Reference] Summary of the New Executive Remuneration System

Our new executive remuneration system, which will be in effect from 2026 if Proposal No. 5 is approved and adopted, is summarized below.

1. Basic Policies

The basic policies and emphasized points of the Group’s executive remuneration system are as stated below.

Directors (excluding outside Directors)

- The remuneration system must be able to obtain and retain outstanding personnel from inside and outside the Company, towards the realization of our mission.
- It must motivate the attainment of management goals and the improvement of corporate value in the medium and long term and contribute to the Group’s sustainable growth.
- From the perspective of accountability to shareholders and all other stakeholders, there must be a compensation process that is transparent, fair, and rational.

Outside Director

- The compensation system must be suitable for the roles and responsibilities of supervising the management of the Company from an independent and objective position.

2. Composition and Levels of Compensation

Compensation for those Directors who are also Executive Officers (hereinafter “Director/Executive Officers”) shall consist of basic remuneration determined by role (fixed remuneration), short-term performance-linked remuneration, and medium- and long-term performance-linked remuneration (hereinafter “share-based remuneration”). The guideline ratios of “basic remuneration: short-term performance-linked remuneration: share-based remuneration” shall be roughly “2:2:5 (composition ratios of 22%, 22% and 56%)” in the base amount (consolidated remuneration base) for the Representative Director and President, and shall be determined for other Director/Executive Officers on the basis of the size of their responsibilities and other factors. There is no Directors’ retirement benefits system. For outside Directors and Audit & Supervisory Board Members, remuneration shall consist of solely the basic remuneration (fixed remuneration), with consideration of their roles and responsibilities.

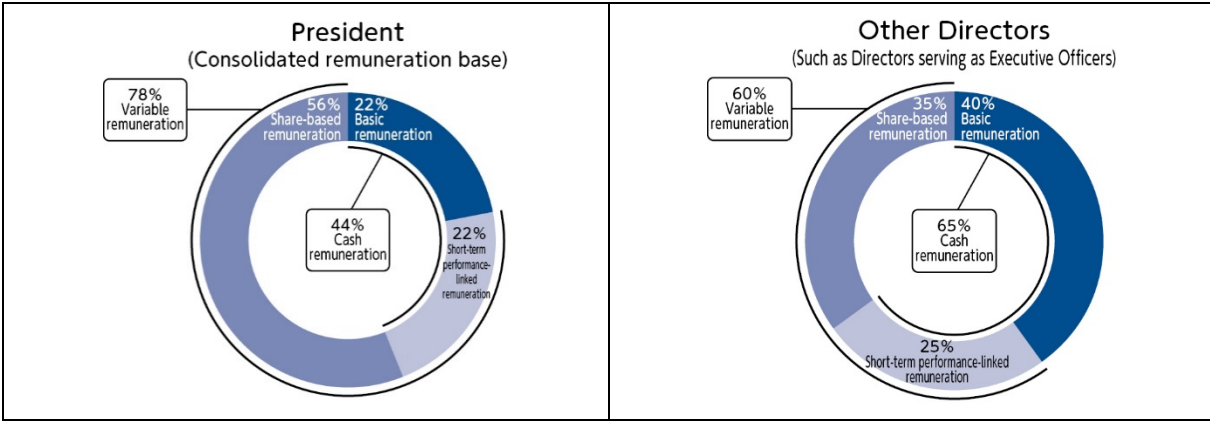
In determining the composition and level of remuneration, the Company shall utilize objective remuneration market research data (Willis Towers Watson’s “Management Compensation Database”) and other data operated by external professional organizations, and shall take into account the results of comparisons with market levels.

Reference Table 1 Types of Remuneration, etc. and Eligibility for Payment

Types of Remuneration, etc.			Eligibility for Payment		
Fixed/Variable	Cash/Stock	Component elements	Director/ Executive Officer	Outside Director	Audit & Supervisory Board Member
Fixed	Cash remuneration	Basic remuneration	○	○	○
Variable		Short-term performance-linked remuneration	○	—	—
	Share-based remuneration (*)	Medium- and long-term performance-linked remuneration (Share-based remuneration)	○	—	—

* However, approximately 50% of the shares to be delivered will be paid in cash for the purpose of funding tax payments.

Reference Chart 2: Illustration of Composition Ratio of Remuneration for Director/Executive Officers (Standard Amount)



3. Incentive Remuneration

Incentive remuneration will be paid in accordance with the results of the index and other performance indices set forth in the medium-term management plan, which has a basic policy of thoroughly pursuing growth, in order to strongly encourage the execution of duties in accordance with the management philosophy and management strategy under a remuneration system that is linked to business performance and other results, and to corporate value. The specifics are as follows:

(i) Short-term performance-linked remuneration

The amount to be paid to each individual is determined by multiplying a predetermined base amount for each position by a performance evaluation coefficient (varying between 0% and 200%). Performance evaluation coefficients are determined by setting appropriate weightings in company-wide performance evaluations, individual evaluations, and other evaluation categories. The indices for evaluating company-wide performance shall be (1) sales, (2) operating margin, (3) current profit, and (4) ROE with equal weighting. With respect to individual performance evaluations, the Compensation Advisory Committee is to confirm the fairness and reasonableness of each subject's goals and evaluations.

In the event of misconduct, etc., the right to receive benefits may be eliminated or a claim for clawback of compensation may be made, depending on the timing of the misconduct, etc. and the time when it became apparent. The termination of such entitlement or the return of remuneration will be decided by the Board of Directors after deliberation by the Compensation Advisory Committee.

Reference Table 3: Company-wide performance indices for short-term performance-linked remuneration

	Company-wide performance evaluation index	Evaluation weighting	Reason for selection
1	Sales	25%	To reflect the indicators that emphasize the Company's business operations in the evaluation of compensation
2	Operating margin	25%	
3	Current profit	25%	
4	ROE	25%	

(ii) Medium- and long-term performance-linked remuneration (share-based remuneration)

The new share-based remuneration system will consist of two types of share-based remuneration system.

RSU	A type of share-based remuneration by which a predetermined number of shares in the Company and cash are delivered at the end of a period of time predetermined by the Company's Board of Directors (hereinafter referred to as the "subject period"), conditional upon continuous service for and the fulfillment of other set conditions.
PSU	A type of share-based remuneration by which a number of shares in the Company and cash are delivered at the end of the subject period, as calculated according to an attainment rate relative to performance evaluation index set by the Company's Board of Directors.

- RSU

Based on the base number of shares in accordance with the base amount predetermined for each position, shares will be vested and delivered in accordance with the period of service, etc. The initial subject period is planned to be three years. Approximately 50% of the shares to be delivered will be paid in cash for the purpose of funding tax payments.

- PSU

The number of shares to be delivered is determined by multiplying the base number of shares in accordance with the base amount predetermined for each position by an evaluation coefficient (variable from 0% to 200%). The performance evaluation indicator for the PSU shall be the TSR of companies included as constituents of the Nikkei Semiconductor Stock Index, and the number of shares to be delivered shall be determined according to the level of achievement during the three-year subject period. Approximately 50% of the shares to be delivered will be paid in cash for the purpose of funding tax payments.