

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

Securities Code: 6141  
March 12, 2026

To Our Shareholders

2-1 Sanjo-Honmachi, Nara City, Nara  
**DMG MORI CO., LTD.**  
Masahiko Mori, President

## Notice of Convocation of the 78th Annual General Meeting of Shareholders

We hereby invite our shareholders to the 78th Annual General Meeting of Shareholders of DMG MORI CO., LTD. (the "Company"), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for the electronic provision of information that consists of reference material, etc. (matters to be provided in electronic form). Accordingly, the reference material, etc. formerly delivered in paper together with this notice is provided electronically and disclosed on the following websites. Please access one of the following websites to view the reference material, etc.

If you do not wish to attend the meeting in person, you may also exercise your voting rights in advance either in writing or via the internet. If you choose to exercise voting rights in advance, please do so no later than 5:00 p.m. on Thursday, March 26, 2026, after examining the Reference Material for the General Meeting of Shareholders.

The Company's website:

<https://www.dmgmori.co.jp/corporate/en/ir/shareholders/meeting.html>

Tokyo Stock Exchange website (Listed Company Search)\*1:

<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do;jsessionid=00B070D0176EF890B48AEA7524BF1B512> (documents partly in Japanese)

Soukai Portal® (Sumitomo Mitsui Trust Bank, Limited):

<https://www.soukai-portal.net> (in Japanese)

(Please scan the QR Code on the Voting Rights Exercise Form or access the website by using the internet address shown above and enter the ID and password on the Voting Rights Exercise Form to view the information.)

\*"QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

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\*1 How to use the Tokyo Stock Exchange website:

- 1) Open the link, enter "DMG MORI" under [Issue name (company name)] or our securities code "6141" under [Code] and click [Search].
- 2) Select [Basic information] and then [Documents for public inspection/PR information].
- 3) Select [Click here for access] under "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting."

<b>Date and time</b>	<p>Friday, March 27, 2026, at 3:00 p.m.  (Admission of attendees begins at 2:00 p.m.)  (Please note that the starting time has changed from the previous meeting.)  <u>On the same day, a tour of the Company's factory will be conducted prior to the General Meeting of Shareholders. Shareholders who wish to participate are requested to complete the registration process at DMG MORI YAMATO KORIYAMAJO HALL between 12:30 p.m. and 1:00 p.m. For further details, please refer to the back cover (in Japanese only) of this Notice of Convocation.</u></p>
<b>Venue</b>	<p><b>Grand Hall, DMG MORI YAMATO KORIYAMAJO HALL</b>  211-3 Kitakoriyama-cho, Yamato-Koriyama City, Nara</p>
<b>Agenda</b>	<p><b>Matters to be reported:</b></p> <ol style="list-style-type: none"> <li>1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 78th Fiscal Year (from January 1, 2025, to December 31, 2025)</li> <li>2. Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit &amp; Supervisory Board for the 78th Fiscal Year</li> </ol> <p><b>Matters to be resolved:</b></p> <p>Proposal 1: Appropriation of surplus  Proposal 2: Amendment to the Articles of Incorporation  Proposal 3: Election of twelve (12) Directors</p>
<b>About the matters to be provided in electronic form</b>	<p>In accordance with laws and regulations and Article 15 in the Articles of Incorporation of the Company, out of the matters to be included in the documents that contain the matters to be provided in electronic form, the following matters are not included if you requested the delivery of this notice and its reference materials, etc. in paper:</p> <ol style="list-style-type: none"> <li>1. "Issues to be Addressed", "Changes in Status of Assets and Income", "Principal Business", "Principal Offices", "Principal Lenders", "Matters Concerning Stock Acquisition Rights", "Status of Financial Auditor", and "Company Organization and Policies" in the Business Report</li> <li>2. "Consolidated Statements of Changes in Equity" and "Notes on Consolidated Financial Statements" in the Consolidated Financial Statements</li> <li>3. Non-consolidated Financial Statements</li> <li>4. Audit Reports on the Non-consolidated Financial Statements by the Financial Auditor and the Audit &amp; Supervisory Board</li> </ol> <p>Please note that the documents that contain the matters to be provided in electronic form constitute a part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit &amp; Supervisory Board Members for their audit report, and a part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditor for their audit report.</p> <p>In the event of any modification to matters to be provided in electronic form, the Company will release a notice and provide both the original and modified version on its website and on the Tokyo Stock Exchange website as well as on Soukai Portal®.</p>

## Reference Material for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows:

#### Matters relating to year-end dividends

In consideration of the continuation of stable dividends, the operating results of the fiscal year, and the future business environment, the Company proposes to pay a year-end dividend for the current fiscal year as follows:

<b>Type of dividend</b>	Cash
<b>Allocation and total amount of the dividend assets</b>	¥55 per common share of the Company Total amount of dividends: ¥7,669,440,570 Since the interim dividend in the amount of ¥50 has been distributed, the annual dividend for the current fiscal year would be ¥105 per share (total amount of dividends: ¥14,766,676,870).
<b>Effective date of dividends of surplus</b>	March 30, 2026

## Proposal 2: Amendment to the Articles of Incorporation

### 1. Reasons for the proposal

The Company group (the “Group”) has been promoting the consolidation and rationalization of functions among the companies within the Group. In 2025, the Company separated its purchasing and development divisions and established a holding company structure specialized in group management going forward. Through this reorganization, the Group will further enhance the speed and efficiency of its overall management, including overseas operations. In connection with the transition to a holding company structure, the Company proposes to make additional amendments to its stated business purposes in order to align them with its operations as a holding company.

### 2. Details of the amendments

The details of the amendments are as follows.

(Underlined text shows amended portion.)

Current Articles of Incorporation	Proposed Amendments
Purpose Article 2 The purpose of the Company shall be to engage in the following businesses.  1. – 20. (Omitted)	Purpose Article 2 The purpose of the Company shall be to engage in the following businesses <u>and to control and manage the business activities of companies (including foreign companies), partnerships (including entities equivalent to partnerships under foreign laws), or other similar entities engaged in the following businesses by holding shares or equity interests in such companies and entities.</u>  1. – 20. (Unchanged)

### Proposal 3: Election of twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this General Meeting of Shareholders. This proposal requests the election of twelve (12) Directors, including six (6) External Directors.

The candidates for Directors are as follows:

No.	Name	Position in the Company	Attendance at Board of Directors meetings	
1	<b>Masahiko Mori</b>	President	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
2	<b>Hiroaki Tamai</b>	Executive Vice President	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
3	<b>Makoto Fujishima</b>	Vice President	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
4	<b>Alfred Geißler</b>	Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
5	<b>Irene Bader</b>	Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
6	<b>Keiichi Ota</b>	Senior Executive Officer	–	<span style="border: 1px solid black; padding: 2px;">New election</span>
7	<b>Takashi Mitachi</b>	External Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>
8	<b>Makoto Nakajima</b>	External Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>
9	<b>Hiroko Watanabe</b>	External Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>
10	<b>Mamoru Mitsuishi</b>	External Director	8/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>
11	<b>Eriko Kawai</b>	External Director	10/10	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>
12	<b>Yasuhiro Kakinuma</b>	–	–	<span style="border: 1px solid black; padding: 2px;">New election</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>

Reelection

Candidate for Director to be reelected

New election

Candidate for Director to be newly elected

External

Candidate for External Director

Independent

Independent officer as defined by the stock exchange

## Skill matrix of candidates for Directors

	Name	Corporate management	Global	Marketing	Engineering	Legal / Compliance	Finance / Accounting
Internal	Masahiko Mori	●	●	●	●		●
	Hiroaki Tamai	●	●			●	●
	Makoto Fujishima		●		●		
	Alfred Geißler	●	●		●		
	Irene Bader		●	●			
	Keiichi Ota	●	●			●	●
External	Takashi Mitachi	●	●				●
	Makoto Nakajima		●			●	
	Hiroko Watanabe	●	●		●		
	Mamoru Mitsuishi		●		●		
	Eriko Kawai		●			●	●
	Yasuhiro Kakinuma		●		●		

**Date of birth**

September 16, 1961

**Number of the Company's shares held**

3,878,756 shares

**Attendance at Board of Directors meetings**

10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1985	Graduated from the Department of Precision Engineering, Faculty of Engineering, Kyoto University
Apr. 1985	Joined ITOCHU Corporation
Apr. 1993	Joined the Company
Jun. 1994	Director, General Manager, Planning / Management Office and International Affairs Department
Jun. 1996	Senior Director
Jun. 1997	Executive Director
Jun. 1999	President (incumbent)
Oct. 2003	Doctor of Engineering, The University of Tokyo
Nov. 2009	Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT
May 2018	Chairman of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)

**Date of birth**

March 20, 1960

**Number of the Company's shares held**

114,000 shares

**Attendance at Board of Directors meetings**

10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1983	Graduated from the Faculty of Commerce, Doshisha University
Mar. 1983	Joined the Company
Jun. 2003	Director, Executive General Manager, Administrative HQ
Jun. 2007	Senior Director, Executive General Manager, Administrative HQ
Jun. 2008	Executive Director, Executive General Manager, Administrative HQ
Jun. 2014	Executive Vice President, Director in charge of Sales and Engineering / Administration, Executive General Manager, Sales and Engineering HQ / Administrative HQ
Mar. 2016	Executive Vice President, Director in charge of Administration, Executive General Manager, Administrative HQ
Feb. 2020	Executive Vice President, Director in charge of Administration / Production, Executive General Manager, Administrative HQ (incumbent)

**Date of birth**

March 18, 1958

**Number of the Company's shares held**

49,400 shares

**Attendance at Board of Directors meetings**

10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1981	Graduated from the Department of Electronic Engineering, Faculty of Engineering, Doshisha University
Mar. 1981	Joined the Company
Mar. 2001	General Manager, Control Technology Department
Sep. 2002	Doctor of Engineering, Kyoto University
Jun. 2003	Director, General Manager, Control Technology Laboratory of the Company
Jun. 2005	Senior Director, Executive General Manager, Development / Manufacturing HQ (in charge of Development), General Manager, Information System Department
Apr. 2014	Senior Executive Officer, Manufacturing / Development / Quality HQ (in charge of Electrical Circuit / Control)
Jan. 2019	Senior Executive Officer, President, R&D HQ
Mar. 2019	Executive Director in charge of Research & Development, President, R&D HQ
Apr. 2021	Executive Director, Executive General Manager, Quality HQ
Aug. 2021	Vice President, Director in charge of Quality, Executive General Manager, Quality HQ
Mar. 2025	Vice President, Director in charge of Development / Quality, Executive General Manager, Quality HQ (incumbent)

**Date of birth**

April 17, 1958

**Number of the Company's shares held**

50,000 shares

**Attendance at Board of Directors meetings**

10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Feb. 1983	Graduated from Technische Hochschule Augsburg
Jul. 1983	Joined IROBUS Robot Systems (currently DMG MORI Pfronten GmbH)
Jan. 1997	Head of Production, DECKEL MAHO Pfronten GmbH (currently DMG MORI Pfronten GmbH)
Jul. 2000	Head of R&D, DMG MORI Pfronten GmbH
Jul. 2005	Managing Director in charge of R&D / Production / Quality and Finance, DMG MORI Pfronten GmbH
Sep. 2016	Managing Director in charge of R&D / Production / Quality and Finance, DMG MORI Pfronten GmbH, Managing Director in charge of R&D and Quality, DECKEL MAHO Seebach GmbH (currently DMG MORI Seebach GmbH)
May 2023	Chairman of the Executive Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)
Jul. 2023	Senior Executive Officer, Director in charge of DMG MORI AKTIENGESELLSCHAFT of the Company
Mar. 2024	Director in charge of DMG MORI AKTIENGESELLSCHAFT (incumbent)

**Date of birth**

January 1, 1979

**Number of the Company's shares held**  
2,500 shares**Attendance at Board of Directors meetings**  
10/10**Brief personal history, position, area of responsibility, and significant concurrent positions**

Jun. 1999	Graduated from Akademie für Sprachen und Wirtschaft
Mar. 2001	Joined DMG Büll & Strunz GmbH (currently DMG MORI Austria GmbH)
Jan. 2002	Technical Press and Marketing Manager, GILDEMEISTER AKTIENGESELLSCHAFT (currently DMG MORI AKTIENGESELLSCHAFT)
Apr. 2005	Marketing Manager, MORI SEIKI GmbH (currently DMG MORI EMEA Holding GmbH)
Mar. 2012	MBA from The Open University Business School
May 2016	Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)
Jan. 2017	Operating Officer in charge of Global Corporate Communication of the Company
Jan. 2019	Executive Officer in charge of Global Corporate Communication
Jan. 2023	Senior Executive Officer in charge of Global Corporate Communication
Mar. 2023	Director in charge of Global Corporate Communication (incumbent)

**Date of birth**

December 9, 1981

**Number of the Company's shares held**  
33,000 shares**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 2004	Graduated from the Faculty of Engineering, The University of Tokyo
Mar. 2006	Completed master's course, Graduate School of Engineering, The University of Tokyo
Apr. 2006	Joined the Company
Apr. 2010	Seconded to Magnescale Co., Ltd., General Manager, President's Office
Jul. 2013	General Manager, Production Management Department of the Company
Mar. 2015	Doctor of Engineering, Kyoto University
Aug. 2015	General Manager, Corporate Planning, Controlling & Operations Department
Jan. 2017	Operating Officer, Executive General Manager, Corporate Planning, Controlling & Operations HQ
Jan. 2019	Executive Officer, President, SSEP HQ
Jan. 2021	Executive Officer in charge of the Americas, Executive General Manager, ICT HQ
Jan. 2023	Senior Executive Officer in charge of the Americas, Executive General Manager, ICT HQ
Oct. 2025	Senior Executive Officer, Vice Executive General Manager, Accounting / Finance HQ, Executive General Manager, Global IT HQ (incumbent)

No. 7

## Takashi Mitachi

Reelection

External

Independent

**Date of birth**

January 21, 1957

**Number of the Company's shares held**  
5,000 shares**Attendance at Board of Directors meetings**  
10/10**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1979 Graduated from the Faculty of Letters, Kyoto University  
 Apr. 1979 Joined Japan Airlines Co., Ltd.  
 Jun. 1992 Received MBA from Harvard Business School  
 Oct. 1993 Joined The Boston Consulting Group  
 Jan. 2005 Japan Co-chair, The Boston Consulting Group  
 Mar. 2016 External Director, Rakuten, Inc. (currently Rakuten Group, Inc.) (incumbent)  
 Mar. 2017 External Director of the Company (incumbent)  
 External Director, Unicharm Corporation  
 Jun. 2017 Director (External Director), Tokio Marine Holdings, Inc. (incumbent)  
 Oct. 2017 Senior Advisor, The Boston Consulting Group  
 Jun. 2022 External Director, Sumitomo Corporation (incumbent)

No. 8

## Makoto Nakajima

Reelection

External

Independent

**Date of birth**

January 2, 1952

**Number of the Company's shares held**  
1,000 shares**Attendance at Board of Directors meetings**  
10/10**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1974 Graduated from the Faculty of Law, The University of Tokyo  
 Apr. 1974 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)  
 Jan. 2001 Director-General, Kansai Bureau of Economy, Trade and Industry, Ministry of Economy, Trade and Industry  
 Jun. 2004 Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry  
 Sep. 2005 Commissioner, Japan Patent Office  
 Jul. 2007 Retired from office  
 Feb. 2008 Consultant, Sumitomo Electric Industries, Ltd.  
 Apr. 2009 Registered as Attorney at law  
 Oct. 2009 Managing Executive Officer, Sumitomo Electric Industries, Ltd.  
 Jun. 2010 Managing Director, Sumitomo Electric Industries, Ltd.  
 Jun. 2014 Representative Senior Managing Director, Sumitomo Electric Industries, Ltd.  
 Jun. 2016 Vice Chairman and Senior Executive Managing Director, Japan Institute of Invention and Innovation  
 Oct. 2016 External Director, AIRI Co., Ltd (incumbent)  
 Mar. 2017 External Director of the Company (incumbent)  
 Jun. 2021 Advisor, Japan Institute of Invention and Innovation (incumbent)  
 Apr. 2024 Visiting Professor, Kanazawa Institute of Technology (incumbent)



**Date of birth**  
June 25, 1960

**Number of the  
Company's shares held**  
3,000 shares

**Attendance at Board of  
Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1984	Graduated from the Faculty of Humanities, Jissen Women's University
Mar. 1986	Joined Fuji Electronics Industry Co., Ltd.
Jun. 1998	Director, Fuji Electronics Industry Co., Ltd.
Apr. 1999	Managing Director, Fuji Electronics Industry Co., Ltd.
Jun. 2008	President, Fuji Electronics Industry Co., Ltd. (incumbent)
May 2009	Director, Osaka Prefectural Manufacturing & Industrial Association (incumbent)
May 2016	Director, Japan Industrial Furnace Manufacturers Association (incumbent) Chairperson, Monozukuri Nadeshiko
Jun. 2017	Awarded by the Prime Minister for distinguished contribution toward the creation of a gender-equal society
Mar. 2021	External Director of the Company (incumbent)
Apr. 2021	Chairperson, Monozukuri Nadeshiko (incumbent)
Jun. 2023	Chair, Japan Metal Heat Treatment Association (incumbent)
Jun. 2023	Director, The Japan Society for Heat Treatment (incumbent)
Jul. 2025	Representative Director, Hagiwara Heat Treatment Industry Co., Ltd. (incumbent)
Nov. 2025	Temporary Member, Council for Small and Medium Enterprise Policy, Ministry of Economy, Trade and Industry (incumbent)

**Date of birth**

September 1, 1956

**Number of the Company's shares held**  
0 shares**Attendance at Board of Directors meetings**  
8/10\*

\* Regarding the absences from the Board of Directors meetings, one absence was due to being requested to attend the House of Councilors as the President of the Science Council of Japan, and the other absence involved attending the deliberation of one of the eight proposals.

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1979	Graduated from the Faculty of Science, The University of Tokyo
Mar. 1981	Graduated from the Faculty of Engineering, The University of Tokyo
Mar. 1986	Completed the Department of Mechanical Engineering, Graduate School of Engineering, The University of Tokyo (Doctor of Engineering)
Apr. 1986	Lecturer, Department of Industrial Mechanical Engineering, Faculty of Engineering, The University of Tokyo
Apr. 1989	Assistant Professor, Department of Industrial Mechanical Engineering, Faculty of Engineering, The University of Tokyo
Aug. 1999	Professor, Department of Industrial Mechanical Engineering, Graduate School of Engineering, The University of Tokyo
Apr. 2014	Dean of the Graduate School of Engineering and Dean of the Faculty of Engineering, The University of Tokyo
Apr. 2017	University Executive Director and Vice President, The University of Tokyo
Feb. 2019	Representative Director, CIRP JAPAN
Aug. 2019	President, CIRP (International Academy for Production Engineering)
Apr. 2022	Director, National Institution for Academic Degrees and Quality Enhancement of Higher Education (incumbent) Specially Appointed Professor, Teikyo University Advanced Comprehensive Research Organization (incumbent) Visiting Professor, Research Council, Future Robotics Organization, Waseda University (incumbent)
Jun. 2022	Professor Emeritus, The University of Tokyo
Mar. 2023	External Director of the Company (incumbent)
Apr. 2023	Visiting Researcher, Japan Aerospace Exploration Agency (incumbent)
Oct. 2023	President, Science Council of Japan (incumbent)
Nov. 2023	Member, Council for Science, Technology and Innovation (incumbent)



**Date of birth**  
April 28, 1958

**Number of the Company's shares held**  
1,300 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Jun. 1981	Graduated from Harvard University
Oct. 1981	Joined Nomura Research Institute, Ltd.
Jun. 1985	MBA from INSEAD (Institut Européen d'Administration des Affaires)
Sep. 1985	Management Consultant, McKinsey & Company
Oct. 1986	Fund Manager, Mercury Asset Management, SG Warburg
Nov. 1995	Director and Executive Officer in charge of Investment (CIO), Yamaichi Regent ABC Polska
Jul. 1998	Pension Fund Administrator, BIS (Bank for International Settlements)
Oct. 2004	Pension Fund Administrator, OECD (Organization for Economic Cooperation and Development)
Apr. 2012	Professor, Kyoto University
Jun. 2018	External Director, Daiwa Securities Group Inc. (incumbent)
Mar. 2021	External Audit & Supervisory Board Member, Yamaha Motor Co., Ltd. (incumbent)
Apr. 2021	Professor Emeritus, Kyoto University
Jun. 2021	External Director, Mitsui Fudosan Co., Ltd. (incumbent)
Mar. 2023	External Director of the Company (incumbent)



**Date of birth**  
September 18, 1977

**Number of the Company's shares held**  
0 shares

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 2002	Graduated from the Faculty of Science and Technology, Keio University
Mar. 2004	Completed master's course, Graduate School of Science and Technology, Keio University
Mar. 2006	Completed doctor's course, Graduate School of Science and Technology, Keio University (Doctor of Engineering)
Apr. 2007	Assistant Professor, Department of System Design Engineering, Faculty of Science and Technology, Keio University
Apr. 2008	Senior Assistant Professor, Department of System Design Engineering, Faculty of Science and Technology, Keio University
Apr. 2011	Associate Professor, Department of System Design Engineering, Faculty of Science and Technology, Keio University
Sep. 2012	Associate Professor, Department of System Design Engineering, Faculty of Science and Technology, Keio University, Visiting Associate Professor, Leibniz University Hannover
Mar. 2019	External Director, TAIYO KOKI CO., LTD.
Apr. 2019	Professor, Department of System Design Engineering, Faculty of Science and Technology, Keio University (incumbent)

1. There are no special interests between each of the candidates for Directors and the Company.
2. Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, Eriko Kawai, and Yasuhiro Kakinuma are candidates for External Directors fulfilling the requirements stipulated in Article 2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act.

3. Reasons for nominating Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, Eriko Kawai, and Yasuhiro Kakinuma as candidates for External Directors and overview of their expected roles are as follows:

- (1) Takashi Mitachi has rich experience and expertise as a management consultant and executive with the Boston Consulting Group. Therefore, this proposal requests the election of Takashi Mitachi as an External Director with the expectation that he will utilize his experience and expertise in the management of the Company. Takashi Mitachi retired from the position of Senior Advisor of The Boston Consulting Group in December 2021. Moreover, whereas the Company engages in transactions with The Boston Consulting Group, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Takashi Mitachi.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2023	430	0.08%
2024	430	0.08%
2025	397	0.08%

- (2) Makoto Nakajima has served in roles such as Commissioner of Japan Patent Office and Representative Director of Sumitomo Electric Industries, Ltd. during his career, and has qualifications as an attorney at law. As such, this proposal requests the election of Makoto Nakajima as an External Director with the expectation that he will utilize his rich managerial experience along with his insight as a legal professional in the management of the Company. In June 2016, Makoto Nakajima retired from the position of Representative Senior Managing Director of Sumitomo Electric Industries, Ltd. Moreover, whereas the Company engages in transactions with Sumitomo Electric Industries, Ltd., the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Makoto Nakajima.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2023	46	0.00%
2024	–	–
2025	76	0.02%

- (3) Hiroko Watanabe has rich experience and knowledge as a manager as well as a director of industrial associations in the metal heat treatment industry, which like machine tools supports the manufacturing industry. As such, this proposal requests the election of Hiroko Watanabe as an External Director with the expectation that she will utilize her experience and knowledge in the management of the Company. Currently, Hiroko Watanabe has assumed the position of President of Fuji Electronics Industry Co., Ltd. Moreover, whereas the Company engages in transactions with Fuji Electronics Industry Co., Ltd., the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Hiroko Watanabe.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2023	34	0.00%
2024	41	0.01%
2025	186	0.04%

- (4) Mamoru Mitsuishi has served as a professor and as the Dean of the Graduate School of Engineering and of the Faculty of Engineering at the University of Tokyo. This proposal requests the election of Mamoru Mitsuishi as an External Director with the expectation that he will utilize his extensive knowledge and rich experience in fields such as precision mechanical engineering in the management of the Company. Mamoru Mitsuishi retired from the position of Executive Director and Vice President of the University of Tokyo in March 2021. Moreover, whereas the Company engages in transactions (joint research and donations) with the University of Tokyo, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Mamoru Mitsuishi.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2023	20	0.00%
2024	16	0.00%
2025	16	0.00%

- (5) The Company has nominated Eriko Kawai as a candidate for External Director in the belief that she will utilize her wealth of experience in international companies and organizations and her experience and achievements as an executive in the management of the Company.
- (6) Yasuhiro Kakinuma has assumed the position of Professor at the Department of System Design Engineering in the Faculty of Science and Technology at Keio University. This proposal requests the election of Yasuhiro Kakinuma as an External Director with the expectation that he will utilize his extensive knowledge and rich experience in fields such as precision mechanical engineering in the management of the Company. Whereas the Company engages in transactions (joint research and donations) with Keio University, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Yasuhiro Kakinuma.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2023	9	0.00%
2024	4	0.00%
2025	12	0.00%

4. Although Mamoru Mitsuishi does not have the experience of being directly involved in corporate management, based on his extensive knowledge in the technological field, experience, and insight as Executive Director and Vice President of the University of Tokyo and an officer of academic organizations, etc., the Company has judged that he will be able to appropriately carry out his duties as an External Director. Accordingly, the Company has nominated him as a candidate for External Director.
5. Although Yasuhiro Kakinuma does not have the experience of being directly involved in corporate management, based on his extensive knowledge in the technological field, experience, and insight as a Professor at Keio University, the Company has judged that he will be able to appropriately carry out his duties as an External Director. Accordingly, the Company has nominated him as a candidate for External Director.
6. Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, and Eriko Kawai currently serve as External Directors of the Company. At the conclusion of this General Meeting of Shareholders, their terms of service as External Director will have been nine years for Takashi Mitachi and Makoto Nakajima, five years for Hiroko Watanabe, and three years for Mamoru Mitsuishi and Eriko Kawai.

7. The Company has concluded agreements with Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, and Eriko Kawai to restrict their liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. In the event that the five candidates are reelected, the Company plans to maintain the current agreements. An overview of the agreement is provided below.
  - If the External Director is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act.In the event that Yasuhiro Kakinuma is elected as a Director, the Company plans to conclude the same agreement restricting his liability for damages.
8. The Company has entered into a contract of directors and officers liability insurance with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. A summary of the details of the insurance contract is provided in “3. Matters Concerning Company Officers, (3) Summary of details of directors and officers liability insurance contract” of the Business Report (in Japanese only). If the election of each candidate for Director is approved, they will continue to be included as an insured person in the insurance contract. In addition, when the insurance contract is renewed next time, the Company plans to renew it with the same terms.
9. The Company has filed a notification to the Tokyo Stock Exchange, Inc. explaining that Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, and Eriko Kawai have been reappointed, and Yasuhiro Kakinuma has been newly appointed as independent officers, pursuant to the provisions prescribed by the said exchange.

## (Reference)

No proposal for the election of Audit & Supervisory Board Members will be submitted at this Annual General Meeting of Shareholders.

The current composition of the Audit & Supervisory Board is as follows.

## Masahiro Yanagihara

**Date of birth**

December 18, 1960

**Number of the Company's shares held**  
25,073 shares

**Attendance at Board of Directors meetings**

10/10

**Attendance at Audit & Supervisory Board meetings**

10/10

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**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1983	Graduated from the School of Economics, Kwansei Gakuin University
Mar. 1983	Joined the Company
Mar. 1998	President, MORI SEIKI FRANCE S.A.
May 2005	General Manager, Americas Department
Apr. 2010	Operating Officer, General Manager of President's Office and Public Relations Department
Apr. 2014	Operating Officer and Vice Executive General Manager, Administrative HQ
Nov. 2017	Senior Director and General Manager, Secretarial Department
Mar. 2023	Audit & Supervisory Board Member of the Company (incumbent)

## Yoshinori Kawamura

External

Independent



### Brief personal history, position, area of responsibility, and significant concurrent positions

<p><b>Date of birth</b> April 15, 1952</p> <p><b>Number of the Company's shares held</b> 0 shares</p> <p><b>Attendance at Board of Directors meetings</b> 10/10</p> <p><b>Attendance at Audit &amp; Supervisory Board meetings</b> 10/10</p>	<p>Mar. 1975      Graduated from the Faculty of Economics, Kyoto University</p> <p>Apr. 1975      Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>Jun. 2002      Director and General Manager of the Structured Finance Department, Sumitomo Mitsui Banking Corporation</p> <p>Jun. 2005      Managing Director and Head of the Americas Division, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2008      Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2009      Deputy President, Member of the Board, Sumitomo Mitsui Banking Corporation</p> <p>Jun. 2011      President, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>Jun. 2017      Special Adviser, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>Jun. 2018      Director, HANSHIN ELECTRIC RAILWAY CO., LTD. (part-time, incumbent)</p> <p>Jun. 2018      External Director, Japan Bank for International Cooperation (incumbent)</p> <p>Mar. 2019      External Audit &amp; Supervisory Board Member of the Company (incumbent)</p>
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## Takahiro Iwase

External

Independent



### Brief personal history, position, area of responsibility, and significant concurrent positions

<p><b>Date of birth</b> May 28, 1952</p> <p><b>Number of the Company's shares held</b> 0 shares</p> <p><b>Attendance at Board of Directors meetings</b> 10/10</p> <p><b>Attendance at Audit &amp; Supervisory Board meetings</b> 10/10</p>	<p>Mar. 1975      Graduated from the School of Engineering, Nagoya University</p> <p>Mar. 1977      Completed master's course, Graduate School of Engineering, Nagoya University</p> <p>Apr. 1977      Joined Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>Jun. 2005      Managing Officer, TOYOTA MOTOR CORPORATION</p> <p>Jun. 2009      Senior Managing Director, TOYOTA MOTOR CORPORATION</p> <p>External Audit &amp; Supervisory Board Member, Chuo Spring Co., Ltd.</p> <p>Apr. 2011      Vice Chairman of the Board of Directors, Toyota Motor Asia Pacific Pte Ltd.</p> <p>Jun. 2011      Senior Managing Officer, TOYOTA MOTOR CORPORATION</p> <p>Jun. 2014      President, TOYOTA AUTO BODY CO., LTD.</p> <p>Apr. 2016      Standing Advisor, Aichi Steel Corporation</p> <p>Jun. 2016      Chairman, Aichi Steel Corporation</p> <p>Jun. 2017      External Audit &amp; Supervisory Board Member, Chuo Spring Co., Ltd.</p> <p>Mar. 2021      External Audit &amp; Supervisory Board Member of the Company (incumbent)</p> <p>Jun. 2021      External Director, Makita Corporation (incumbent)</p>
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