

Note: This document has been translated from a part of 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: 5805

June 7, 2024

To our shareholders:

Takayo Hasegawa
Representative Director
SWCC Corporation
1-14, Nisshin-cho, Kawasaki-Ku,
Kawasaki City

Notice of the 128th Ordinary General Meeting of Shareholders

The 128th Ordinary General Meeting of Shareholders of SWCC Corporation (the “Company”) will be held as described below.

When convening the Ordinary General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 128th Ordinary General Meeting of Shareholders” on the following websites. Please access any of these websites to review the information.

The Company’s website (in Japanese):

<https://www.swcc.co.jp/jpn/ir/stock/meeting.html>

Website where notice of the ordinary general meeting of shareholders is posted (in Japanese):

<https://d.sokai.jp/5805/teiji/>

TSE website (Listed Company Search) (in Japanese):

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

(Access the TSE website, enter “SWCC” (full-width characters) in “Issue name (company name)” or the Company’s securities code “5805” (half-width characters) in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights by mail or electronically (via the Internet, etc.). In such a case, please review the “Reference Documents for the General Meeting of Shareholders,” and exercise your voting rights by 5:00 p.m. on Monday, June 24, 2024.

▶ To exercise your voting rights via the Internet, etc.

When exercising your voting rights via the Internet, etc., please refer to the “Guidance for Exercising Voting Rights via the Internet, etc.” below (this information is available in Japanese original).

▶ To exercise your voting rights in writing (by mail)

Please indicate your approval or disapproval of the proposals on the enclosed voting form and return the form to us so that it reaches us by the deadline for exercising your voting rights as stated above.

1. Date and Time:	Tuesday, June 25, 2024 at 10:00 a.m. (Japan Standard Time)	
2. Place:	Hou-ou, 12F, Kawasaki Nikko Hotel 1 Nisshin-cho, Kawasaki-Ku, Kawasaki City, Kanagawa (Please refer to the venue map at the end of the Japanese original.)	
3. Purposes:	Items to be reported:	<ol style="list-style-type: none"> 1. Business Report and the Consolidated Financial Statements for the 128th fiscal year (from April 1, 2023 to March 31, 2024) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee 2. Non-Consolidated Financial Statements for the 128th fiscal year (from April 1, 2023 to March 31, 2024)
	Items to be resolved:	<p>Proposal 1: Appropriation of Surplus</p> <p>Proposal 2: Election of Two (2) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)</p> <p>Proposal 3: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members</p>
4. Items to be Decided upon Convocation:	<ol style="list-style-type: none"> 1. If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you had indicated your approval. 2. If you exercise your voting rights more than once via the Internet, etc., the last exercise of voting rights shall be treated as the valid vote. 3. If you exercise your voting rights both by mail and via the Internet, etc., the vote cast via the Internet, etc. will be treated as the valid vote, regardless of the date and time of arrival. 	

-End-

- **Please note that the Company has decided to forgo the custom of giving presents to the shareholders who attend the Meeting this year. Thank you for your understanding.**
- When you attend the Meeting in person, you are kindly requested to present the voting form at the reception desk.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website, etc.
- Shareholders who have made a request for delivery of paper-based documents will receive the paper-based documents that describe the items subject to measures for electronic provision. However, the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements are not included in such documents, pursuant to the provisions of laws and regulations and Article 18 of the Company's Articles of Incorporation.

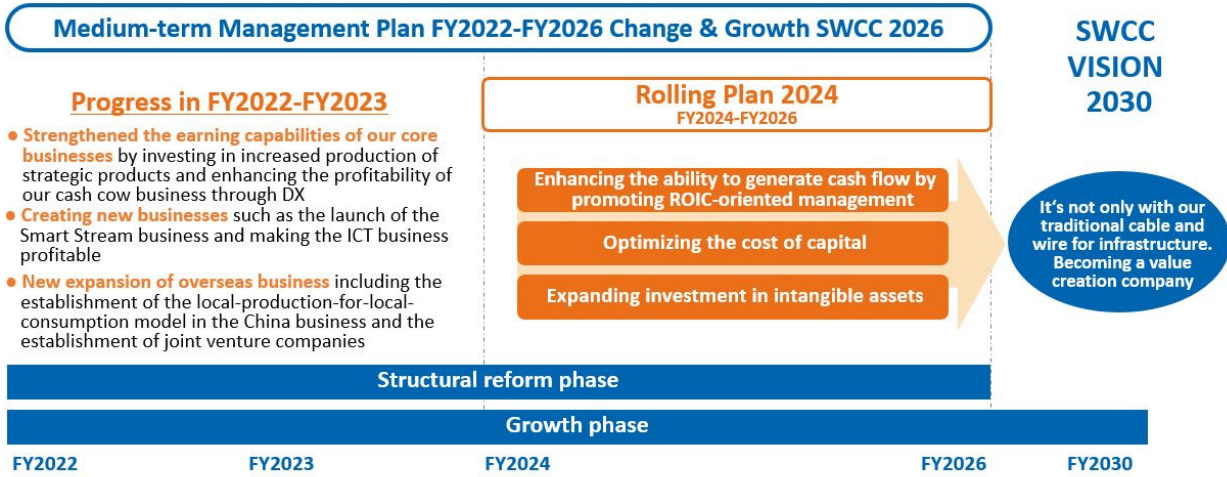
The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Committee in preparing its audit report and the Accounting Auditor in preparing its accounting audit report include, in addition to the content of the paper-based document, items to be presented as Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements.

Management Policies of the SWCC Group

(1) Medium-term management plan “Change & Growth SWCC 2026 Rolling Plan 2024”
 The Company’s vision for 2030 is to break out of its frame as a general electric wire manufacturer and transform itself into a manufacturer that proposes solutions to enrich people’s lives even more than before. In the medium-term management plan “Change & Growth SWCC 2026 Rolling Plan 2024,” the Company has revised its overall plan to seek higher goals based on changes in the business environment and progress made over the two years of the medium-term management plan so far. In addition, the Company has also launched new priority measures to enhance corporate value in order to come closer to its vision for 2030. Specifically, the Company will further refine ROIC management to strengthen business cash flow generation capabilities and strengthen its capital strategy to optimize the cost of capital and enhance shareholder returns. In addition to enhancing its human capital strategy to ensure that the Company does not go back on reforms made so far, the Company will also focus on business expansion into new markets and new areas based on its business development (BD) strategy as an upside element of this plan.

The positioning of this rolling plan and its main financial goals are as follows.

■ Positioning of Rolling Plan 2024



■ Rolling Plan 2024 Financial Goals

		Before Rolling Plan		After Rolling Plan
		FY2023 (Actual result)	FY2026 (Goal)	FY2026 (Goal)
Profitability	Operating income	12.8 billion yen	15.0 billion yen	17.0 billion yen
	ROE	12.3%	10% or more	14% or more
Efficiency	ROIC	8.3%	10% or more	10% or more
	Dividends (Dividend payout ratio/DOE)	90 yen (30%/3.7%)	120 yen or more (35%/not set)	150 yen or more (35% or more/ 4% or more)
Shareholder return	DE ratio	40%	50% or less	30%–50%
	Net assets	77.1 billion yen	85.0 billion yen or more	93.0 billion yen

(2) SWCC Group management policy for FY2024

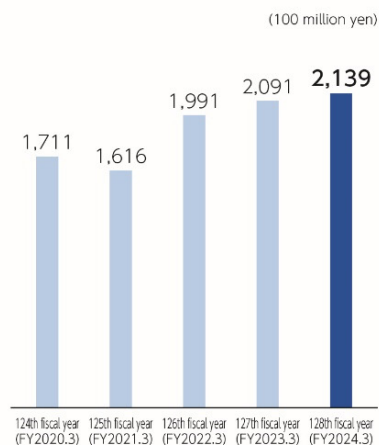
Founded in SWCC Purpose, we will steadily implement reforms to achieve the goals of the medium-term management plan “Change & Growth SWCC 2026 Rolling Plan 2024,” while making flexible and speedy decisions and implementing measures in response to changes in the market and environment, in order to further strengthen our management structure and improve capital efficiency.

From this perspective, the SWCC Group management policy for FY2024 is as follows.

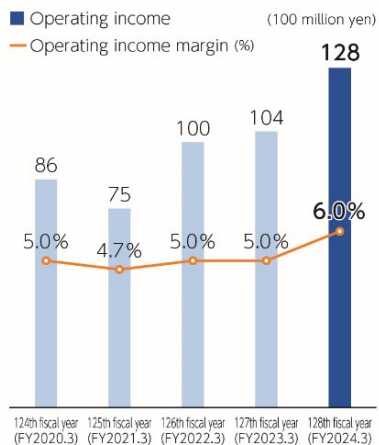
1. Continuous reforms based on the spirit of change
2. Concretization and implementation of measures for growth strategy
3. Improvement of capital efficiency
(Spreading the concept of ROIC management, deepening of cash flow management, and reducing the balance sheet)
4. Thorough quality control and safety-first initiatives
(Building a framework and resolving to regain trust)
5. Improvement of engagement
(Creating a comfortable workplace and promoting health management)
6. Establishment of a system to ensure that we do not go back on reforms made, with a foundation in “cultivating people”
(Launching a new management system and reforming corporate culture)

Financial Highlights

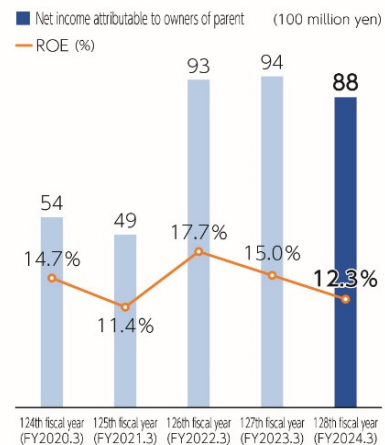
Net sales



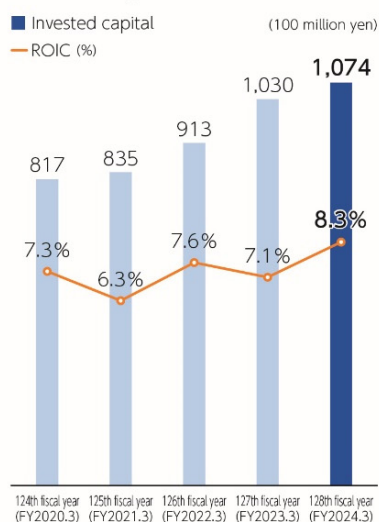
Operating income/Operating income margin



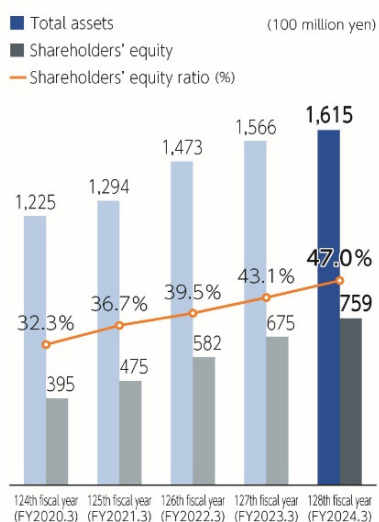
Net income attributable to owners of parent/ROE



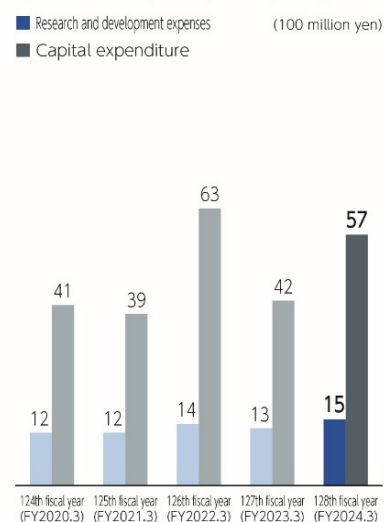
Invested capital/ROIC



Total assets/Shareholders' equity/Shareholders' equity ratio



Research and development expenses/Capital expenditure



Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

The Company proposes that surplus be appropriated in the manner as stated below.

Matters related to year-end dividends

The Company's basic policy regarding the distribution of profits is to pay stable and continuous dividends to shareholders based on a capital policy that takes into consideration not only the earnings situation but also future business strategies and business development, including various investments for the growth of the SWCC Group.

In accordance with this policy, the Company proposes to pay year-end dividends for the 128th fiscal year as follows:

(1) Type of dividend property:

Cash

(2) Allocation of dividend property and the total amount distributed:

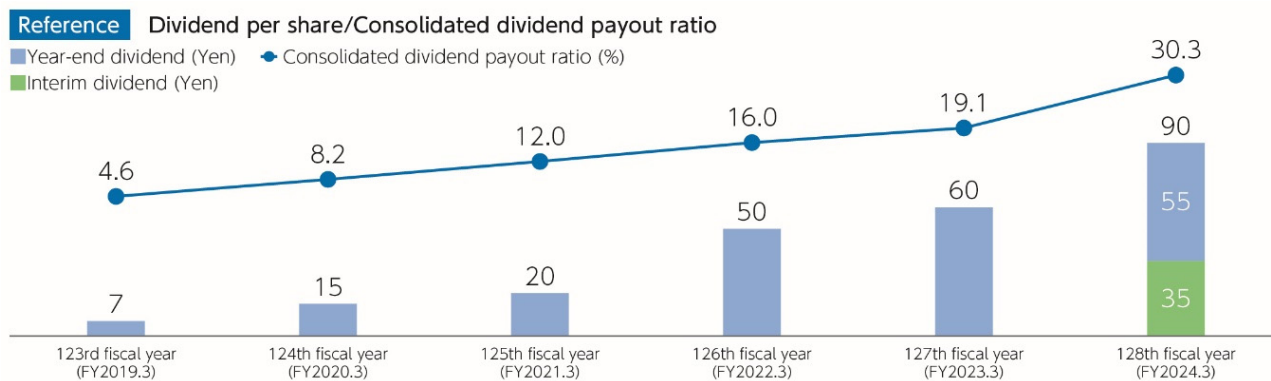
The Company proposes to pay a dividend of ¥55 per common share of the Company.

Total amount: ¥1,632,364,140

As the Company has already paid an interim dividend of ¥35 per share, the annual dividend for the fiscal year will be ¥90 per share.

(3) Effective date of distribution:

June 26, 2024



Proposal 2: Election of Two (2) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of all two (2) Directors (excluding, here and in the paragraphs below, Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of two (2) Directors.

The candidates for Directors are as follows.

Note: Nomination of candidates for Directors was made according to the “Criteria for Nominating Director and Corporate Officer Candidates” and by resolution of the Board of Directors, after obtaining a report by the Nominating and Remuneration Committee which consists of Independent Outside Directors only. In addition, the candidates were also deliberated by the Audit & Supervisory Committee, and confirmation was received that no particular opinions were expressed.

Candidate number	Name	Gender (Age)	Current Position and Responsibility in the Company	
1	Takayo Hasegawa	Female (64 years old)	Executive President and Representative Director (CEO), Chairman of the Board of Directors Responsible for Supervising Group Management and Quality Supervision	Reelection
2	Tetsuo Komata	Male (58 years old)	Senior Executive Vice President (COO) Responsible for Group Management Strategy, BD Strategy, IR Strategy, Domestic and Overseas Group Company Management	New election

Candidate number
1

Takayo Hasegawa (October 15, 1959)
(64 years old)

Number of the Company shares held
20,565 shares
Attendance at Board of Directors
meetings (FY2023) 18/18
Number of years in office as a Director
11 years



Reelection

[Career summary, positions and areas of responsibility in the Company]

Apr. 1984 Joined the Company
June 2005 Deputy General Manager, Engineering R&D Center, and General Manager,
Superconductivity Project of the Company
Apr. 2006 Director, General Manager, Engineering R&D Center of SWCC SHOWA CABLE
SYSTEMS CO., LTD.
Apr. 2008 Director, General Manager, Engineering R&D Center of SWCC SHOWA CABLE
SYSTEMS CO., LTD.
Manager, Product Planning Team, Corporate Planning Dept., Planning Div. of the
Company
June 2009 Executive Managing Director, General Manager, Engineering R&D Center of SWCC
SHOWA CABLE SYSTEMS CO., LTD.
Manager, Product Planning Team, Corporate Planning Dept. of the Company
Apr. 2010 Executive Managing Director, General Manager, Engineering R&D Center of SWCC
SHOWA CABLE SYSTEMS CO., LTD.
Corporate Officer, General Manager, Engineering Planning Dept. of the Company
June 2013 Director, General Manager, Engineering Planning Dept. of the Company
Apr. 2017 Director of the Company
June 2018 President and Director of the Company
Apr. 2019 President and Representative Director, Group CEO of the Company
Apr. 2020 President and Representative Director, Chairman of the Board of Directors
Group CEO of the Company
June 2022 **Outside Director of HOYA CORPORATION (to present)**
Apr. 2024 **Executive President and Representative Director (CEO), Chairman of the Board
of Directors of the Company (to present)**

Significant concurrent positions

Outside Director of HOYA CORPORATION

Reason for nomination as a candidate for Director

Ms. Takayo Hasegawa possesses abundant work experience and an impressive track record mainly in engineering R&D-related departments of the Group, and has greatly increased corporate value through her excellent management skills and leadership. We have determined that her extensive business experience, track record, and insight are indispensable to maximize corporate value as we move forward with our medium-term management plan “Change & Growth SWCC 2026 Rolling Plan 2024,” and we propose her as a candidate to continue in her position as Director. After she takes office as Director, the Company will reappoint her as Representative Director, as well as Chairman of the Board of Directors.

Message from the candidate

Since assuming the position of President in 2018, I have strengthened our financial position and improved capital efficiency through various governance and management reforms. With this experience, I will contribute to making the SWCC Group an even bigger and stronger corporate organization.

- Notes:
1. There is no special interest between Ms. Takayo Hasegawa and the Company.
 2. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured person, including a Director of the Company, receives a claim for damages arising from the performance of duties and assumes legal liability for the damages. However, to ensure that the appropriateness of the insured’s performance of duties is not impaired, the policy does not cover damages arising from the cases caused by actions taken in the knowledge that the action violates laws or regulations. If Ms. Takayo Hasegawa is elected and appointed as Director, she will be insured by the policy. The Company plans to renew the policy with the same content with her at the next term of renewal.

Candidate number
2

Tetsuo Komata

(November 19, 1965)
(58 years old)

Number of the Company shares held
5,459 shares



New election

[Career summary, positions and areas of responsibility in the Company]

Apr. 1989 Joined the Company
June 2001 Managing Director of Hangzhou FUTONG SHOWA Optical Communication
 (temporary transfer)
Apr. 2006 General Manager, Manufacturing Dept., Optical Device Unit of SWCC SHOWA
 DEVICE TECHNOLOGY CO., LTD.
Apr. 2007 General Manager, Manufacturing Dept., Interconnection Business Div. of SWCC
 SHOWA DEVICE TECHNOLOGY CO., LTD.
June 2011 General Manager, Interconnection Dept., Communication System Business Unit of
 SWCC SHOWA CABLE SYSTEMS CO., LTD.
Oct. 2011 General Manager, Production Management Dept., Communication System Business
 Unit of SWCC SHOWA CABLE SYSTEMS CO., LTD.
Oct. 2017 General Manager, Corporate Strategy Dept. of SWCC SHOWA CABLE SYSTEMS
 CO., LTD.
July 2018 Corporate Officer, General Manager, Corporate Planning Dept., Business Strategy Div.
 of the Company
 General Manager, Corporate Planning Dept. of SWCC SHOWA CABLE SYSTEMS
 CO., LTD.
Apr. 2021 Executive Corporate Officer, General Manager, Corporate Strategy Planning Dept. of
 the Company
Apr. 2023 Executive Corporate Officer, General Manager, Strategy Div. of the Company
Apr. 2024 **Senior Executive Vice President (COO) of the Company (to present)**

Reason for nomination as a candidate for Director

Mr. Tetsuo Komata has played a central role in the engineering, manufacturing, and corporate planning departments, and has accumulated extensive experience and achievements in overall management through leading overseas subsidiaries as the general manager. Judging that he will contribute to the improvement of the mid- and long-term corporate value of SWCC Group utilizing his experience and knowledge in management strategies, etc., and we propose him as a candidate for the position of Director.

After he takes office as Director, the Company will appoint him as Representative Director.

Message from the candidate

As Corporate Officer responsible for corporate strategy, I have implemented various business portfolio reforms to improve profitability. Looking ahead, I will continue to strive to achieve the goals of our medium-term management plan by further promoting ROIC management and strengthening the SWCC Group's earning power and cash flow generation capabilities.

- Notes:
1. There is no special interest between Mr. Tetsuo Komata and the Company.
 2. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured person, including a Director of the Company, receives a claim for damages arising from the performance of duties and assumes legal liability for the damages. However, to ensure that the appropriateness of the insured's performance of duties is not impaired, the policy does not cover damages arising from the cases caused by actions taken in the knowledge that the action violates laws or regulations. If Mr. Tetsuo Komata is elected and appointed as Director, he will be insured by the policy. The Company plans to renew the policy with the same content with him at the next term of renewal.

Proposal 3: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members

The terms of two (2) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of two (2) Directors who are Audit & Supervisory Committee Members.

Prior consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for Directors are as follows.

Note: Nomination of candidates for Directors was made according to the “Criteria for Nominating Director and Corporate Officer Candidates” and the “Independence Criteria for Outside Officers,” and by resolution of the Board of Directors, after obtaining a report by the Nominating and Remuneration Committee which consists of Independent Outside Directors only.

Candidate number	Name	Gender (Age)	Current Position and Responsibility in the Company	
1	Yuji Sakakura	Male (73 years old)	Outside Director (Independent Officer)	Reelection Outside Independent
2	Futoshi Yamaguchi	Male (62 years old)	Corporate Officer Executive President and CEO, Responsible for Special Assignment	New election

Candidate number 1	Yuji Sakakura (May 3, 1951) (73 years old)	Number of the Company shares held 700 shares Attendance at Board of Directors meetings (FY2023) 18/18 Attendance at Audit & Supervisory Committee meetings (FY2023) 17/17 Number of years in office as a Director 4 years
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Reelection
Outside
Independent

[Career summary, positions and areas of responsibility in the Company]

Apr. 1974	Joined Nissho Iwai Corporation (currently Sojitz Corporation)
Apr. 1998	General Manager, Financial Market Division of Nissho Iwai Corporation
June 1999	President and Representative Director of Nissho Iwai Securities Co., Ltd.
Mar. 2004	President and Representative Director of Fides Securities Corporation
May 2006	Director, Chief Financial Officer of GCA Corporation
May 2011	Representative Director of Relations Japan Corporation (to present)
June 2011	Outside Audit and Supervisory Board Member of AUTOBACS SEVEN Co., Ltd.
Mar. 2014	Outside Audit & Supervisory Board Member of Fullcast Holdings Co., Ltd.
June 2016	Outside Audit & Supervisory Board Member of UKC Holdings Corporation (currently Restar Holdings Corporation)
Apr. 2019	Director (Audit and Supervisory Committee Member) of Restar Holdings Corporation
June 2019	Auditor of Yuumi Memorial Foundation for Home Health Care (to present)
Dec. 2019	Outside Audit & Supervisory Board Member of Shonan Seminar Co., Ltd.
June 2020	Outside Director (Audit & Supervisory Committee Member) of the Company (to present)

Summary of reason for nomination as a candidate for Outside Director and expected roles

Mr. Yuji Sakakura possesses extensive and multifaceted insights regarding corporate management gained through his track record and experience as financial operating officer of a general trading company, manager of a securities firm, and chief financial officer of an M&A advisory firm. We expect him to further strengthen the SWCC Group's corporate governance through audit and oversight of the Company's overall management based on his experience and insights. For these reasons, we propose him as a candidate to continue in his position as Outside Director who is an Audit & Supervisory Committee Member.

Message from the candidate

In the past four years, I have monitored and supervised the management execution system and actively expressed my opinions as an Outside Director who is an Audit & Supervisory Committee Member and as the Chairman of the Nominating and Remuneration Committee. I hope to contribute to the medium- and long-term development of the SWCC Group and meet the expectations of its shareholders by utilizing my knowledge and experience in the areas of finance, capital markets, and M&A.

- Notes:
1. There is no special interest between Mr. Yuji Sakakura and the Company.
 2. Mr. Yuji Sakakura is a candidate for Outside Director. He possesses independence as stipulated by the Tokyo Stock Exchange's criteria for independence and the Company's "Independence Criteria for Outside Officers." He has been reported as independent officer stipulated in Rule 436-2 of the Tokyo Stock Exchange Securities Listing Regulations, and the Company intends for him to continue to be as independent officer should his reappointment be approved.
 3. The Company has entered into the liability limitation contract with Mr. Yuji Sakakura in accordance with the provisions of the Company's Articles of Incorporation and Article 427, paragraph (1) of the Companies Act to limit the liability for damages as provided for in Article 423, paragraph (1) of the Companies Act. The limitation of the liability for damages under the relevant contract is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. If the proposed appointment of Mr. Yuji Sakakura is approved, the Company intends to continue said contract with him.
 4. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured person, including a Director of the Company, receives a claim for damages arising from the performance of duties and assumes legal liability for the damages. However, to ensure that the appropriateness of the insured's performance of duties is not impaired, the policy does not cover damages arising from the cases caused by actions taken in the knowledge that the action violates laws or regulations. If Mr. Yuji Sakakura is elected and appointed as Director, he will be insured by the policy. The Company plans to renew the policy with the same content with him at the next term of renewal.

Candidate number 2	Futoshi Yamaguchi	(April 2, 1962) (62 years old)	Number of the Company shares held 9,600 shares
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New election

[Career summary, positions and areas of responsibility in the Company]

Nov. 1988	Joined the Company
Apr. 2006	Manager, Accounting Section, supervising Accounting Dept. of the Company General Manager, Accounting Dept. of SWCC SHOWA BUSINESS SOLUTIONS CO., LTD.
June 2014	General Manager, supervising Accounting Dept. of the Company
June 2015	Director and General Manager, supervising Accounting Dept. of the Company
June 2016	Director and General Manager, Corporate Planning Dept. of the Company President and Director of SWCC SHOWA BUSINESS SOLUTIONS CO., LTD.
Apr. 2019	Director and Executive Corporate Officer, General Manager, Finance Strategy Div. of the Company
July 2019	Executive Corporate Officer, General Manager, CSR Promotion Div. of the Company
Feb. 2020	Executive Corporate Officer, General Manager, Management Div. of the Company
Apr. 2021	Executive Corporate Officer, General Manager, supervising Corporate Management Dept. of the Company
Apr. 2022	Executive Corporate Officer, General Manager, Shared Services Preparation Office of the Company
Apr. 2023	Executive Corporate Officer of the Company
Apr. 2024	Corporate Officer of the Company (to present)

Reason for nomination as a candidate for Director

Mr. Futoshi Yamaguchi possesses extensive work experience and an impressive track record mainly in accounting and finance departments, as well as from his involvement in corporate management as Director of the Company and its Group company. Based on his experience and insights, he is nominated as a candidate for Director who is an Audit & Supervisory Committee Member in the expectation that he will make proposals regarding the Company's management issues from an objective perspective and supervise the execution of business.

Message from the candidate

I hope to bring a new perspective to the status of business execution, utilizing my experience with a wide range of business execution in the corporate sector, particularly in accounting and finance. In addition, as a Full-time Audit & Supervisory Committee Member, I will strive to maintain and improve an environment that facilitates the activities of other committee members, so that the Audit & Supervisory Committee can sufficiently fulfill its role.

- Notes:
1. There is no special interest between Mr. Futoshi Yamaguchi and the Company.
 2. If the proposed appointment of Mr. Futoshi Yamaguchi is approved, the Company intends to enter into the liability limitation contract with him in accordance with the provisions of the Company's Articles of Incorporation and Article 427, paragraph (1) of the Companies Act to limit the liability for damages as provided for in Article 423, paragraph (1) of the Companies Act. The limitation of the liability for damages under the relevant contract is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act.
 3. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured person, including a Director of the Company, receives a claim for damages arising from the performance of duties and assumes legal liability for the damages. However, to ensure that the appropriateness of the insured's performance of duties is not impaired, the policy does not cover damages arising from the cases caused by actions taken in the knowledge that the action violates laws or regulations. If Mr. Futoshi Yamaguchi is elected and appointed as Director, he will be insured by the policy. The Company plans to renew the policy with the same content with him at the next term of renewal.

Composition of the Board of Directors, Skill Matrix, and Reason for Selection of Skill Categories

The Company's basic approach to corporate governance is based on the SWCC Purpose, which serves as a guide for the SWCC Group's significance of existence and for the management and employees to work together. We will continue to promote initiatives, recognizing that increasing the speed and efficiency of management and the associated strengthening of monitoring functions is a universal task for companies. In accordance with this approach, our policy is to appoint directors with outstanding character and insight who can supervise and execute management of the Company, and to have members with diverse backgrounds so as to cover a wide range of knowledge and expertise that the Company considers important.

Based on the above policy, we have decided to appoint persons to the Board of Directors who have abundant knowledge, expertise and experience in the fields of sales, overseas, accounting and finance, and technology, in a balanced manner, as knowledge and expertise in sustainability are essential to further promote efforts to solve social issues, in addition to experience in corporate management.

The Company will continue to review the skills required for the Board of Directors in accordance with changes in management policies and strategies.

The composition of the Board of Directors, together with a skill matrix indicating each candidate's knowledge, expertise and experience, and the reason for selection of the skill categories, is provided below.

Composition of the Board of Directors (Upon the approval and adoption of Proposals 2 and 3)

Name	Representative Director	Audit & Supervisory Committee Member	Nominating and Remuneration Committee Member	Outside Director	Independent Officer
Takayo Hasegawa	●				
Tetsuo Komata	●				
Yuji Sakakura		●	●	●	●
Seiichiro Ichikawa		●	●	●	●
Takashi Mukuno		●	●	●	●
Minako Nishimura		●	●	●	●
Futoshi Yamaguchi		●			

Skill matrix of each Director

Name	Essential skill		Sales	Overseas business	Accounting & finance	Engineering
	Corporate management	Sustainability				
Takayo Hasegawa	●	●				●
Tetsuo Komata	●	●		●		●
Yuji Sakakura	●	●		●	●	
Seiichiro Ichikawa	●	●				●
Takashi Mukuno	●	●	●	●		
Minako Nishimura	●	●				●
Futoshi Yamaguchi	●	●			●	

- Notes: 1. The Company plans for Ms. Takayo Hasegawa to be reappointed as Representative Director by resolution at a meeting of the Board of Directors to be held after the conclusion of the Ordinary General Meeting of Shareholders.
2. The Company plans for Ms. Tetsuo Komata to be appointed as Representative Director by resolution at a meeting of the Board of Directors to be held after the conclusion of the Ordinary General Meeting of Shareholders.
3. Mr. Seiichiro Ichikawa will have served as Director (at the conclusion of the meeting) for three years, while Mr. Takashi Mukuno and Ms. Minako Nishimura will have served as Director (at the conclusion of the meeting) for one year.

Skill categories and reason for their selection

Skill categories	Reason for selection
Corporate management	To achieve the medium-term management plan “Change & Growth SWCC 2026 Rolling Plan 2024,” the Company needs directors with reliable knowledge and experience regarding corporate management that can promote the sustainable growth of the Company’s corporate value.
Sustainability	The Company aims to utilize the technologies and experience it has built up through business based on the SWCC Purpose to promote business that solves social issues and thereby achieve a sustainable society and increase in corporate value. To this end, the Company needs directors with reliable knowledge and experience about the environment, society, and strengthening governance, etc.
Sales	To provide high-value-added products, the Company needs directors who have reliable knowledge and experience of ascertaining and analyzing market trends and formulating sales strategies.
Overseas business	To achieve sustainable growth in its overseas business, the Company needs directors who have overseas business management experience and reliable knowledge and experience of overseas business environments and so forth.
Accounting & finance	To promote growth investment for sustainably increasing corporate value and promote management for increasing capital efficiency taking return on invested capital (ROIC) as a key performance indicator, the Company needs directors with reliable knowledge and experience in accounting and finance.
Engineering	The Company needs directors with solid knowledge and experience in engineering to create products with appropriate quality, conduct extensive research and development, including basic research, create new business models, and promote digital transformation (DX).

Reference

1. Corporate Governance

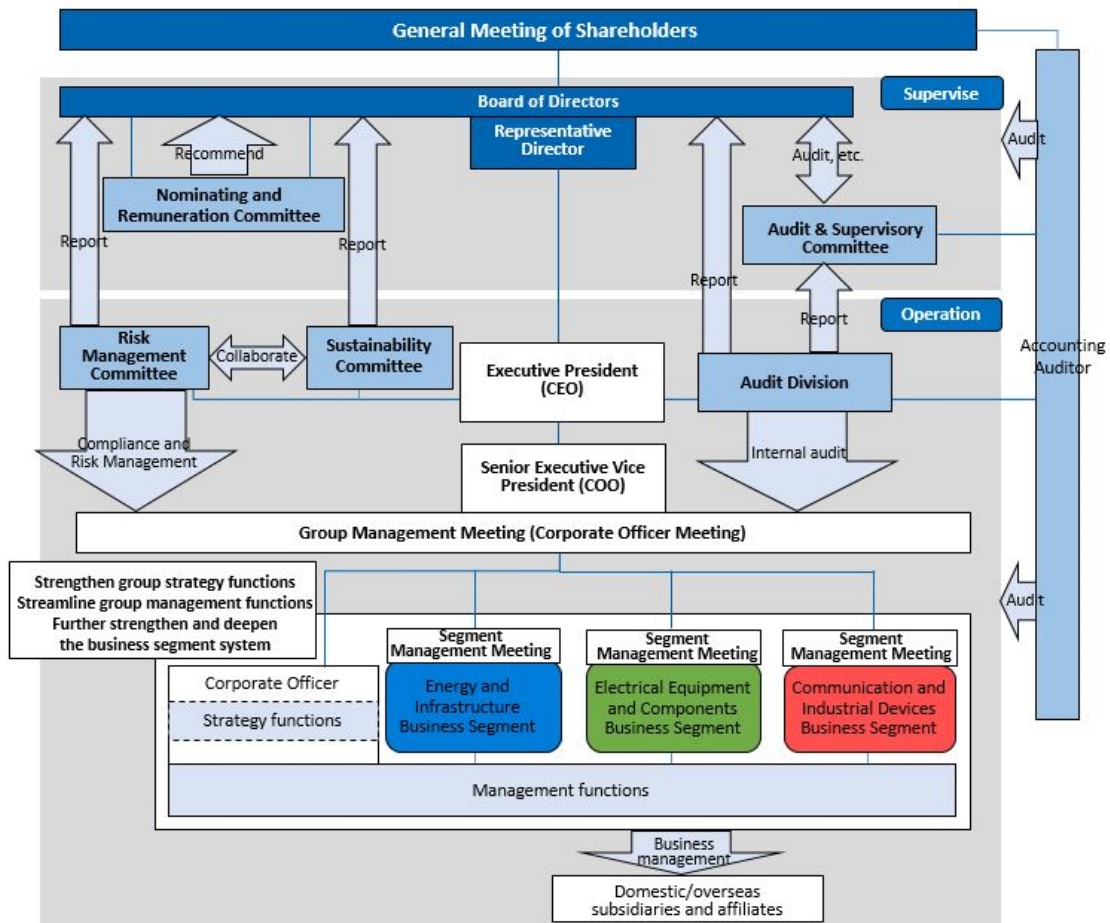
(1) Corporate Governance Initiatives

The Company is working to increase the efficiency and speed of business execution by substantially delegating authority for business execution to Corporate Officers, while promoting the strengthening of auditing and supervisory functions centered on the Audit & Supervisory Committee.

In addition, by having clearly defined the authority and responsibility of the persons responsible (Corporate Officers in charge) for respective segments that are aligned with our business segments (Energy and Infrastructure Business, Electrical Equipment and Components Business, and Communication and Industrial Device Business), we are promoting further enhancements to the revenue structure, which is no longer defined by individual business operating companies, and efficient management based on the performance indicator Return On Invested Capital (ROIC) and others.

In order to more rapidly resolve the Company’s problems and strengthen profitability toward achieving the goals of the medium-term management plan, the SWCC Group has established a new organizational structure effective April 1, 2024. Under the new structure, the Corporate Officer responsible for corporate strategy will be promoted to the position of Senior Executive Vice President (COO) to speed up business management in order to increase the certainty of achieving the goals of the medium-term management plan.

Corporate Governance Structure Diagram (as of April 1, 2024)



Overview of the group management structure

As of April 1, 2023, the Company has absorbed by merger its operating companies SWCC SHOWA CABLE SYSTEMS CO., LTD. and SWCC SHOWA UNIMAC LTD. and transitioned from a pure holding company to an operating company.

Improve the efficiency of group management

By consolidating and integrating functions and divisions that were distributed or overlapped between the holding company and the operating companies, we have streamlined the corporate functions that serve as shared resources for the entire Group. Furthermore, by clearly separating the strategy and management functions, we are improving the respective functions.

Strengthen group strategy functions

By concentrating group strategy functions in the Business Strategy Division, we will further strengthen the ability to cross business segment boundaries. We will also continue to add and expand strategy functions that are directly linked to manufacturing and innovation, such as research and development, production technology, and DX promotion.

Streamline group management functions

With respect to group management functions, by standardizing common operations within the Group and unifying different systems among Group companies, we have launched the management and operation of internal Group operations by the Shared Services Division. In addition, we will redeploy resources through the use of DX to improve the efficiency of operations, and try to make the most of the various human resources within the Group.

(2) Optional Advisory Committee

The Company has established the Nominating and Remuneration Committee, which constitutes a voluntary advisory body to the Board of Directors, with the aim to improve objectivity and transparency of the process of human resource and remuneration decisions regarding Directors, etc. by appropriately securing opportunities for the Independent Outside Directors to involve and to offer advice, as well as to further enhance and strengthen the Corporate Governance Structure.

The Nominating and Remuneration Committee is composed of three (3) or more Directors selected by resolution of the Board of Directors, a majority of whom are stipulated to be Independent Outside Directors.

For Proposal 2 and Proposal 3, a report has been obtained from the Nominating and Remuneration Committee, which is comprised of four (4) Independent Outside Directors only.

The Nominating and Remuneration Committee met 10 times during the fiscal year under review. The meetings held during the fiscal year under review focused on deliberating the approach to performance reviews and evaluation results, and the amount of remuneration for the next fiscal year (fiscal year 2024), and the committee reported on these to the Board of Directors. The results of performance reviews on incumbent Directors and Corporate Officers were referenced in developing a response on the amounts of remuneration for the next fiscal year.

(3) Corporate Officer System

The Company strengthens and expands the Corporate Officer System with the aim of increasing the efficiency and speed of business execution.

Corporate Officers are appointed in the same way as the candidates for Directors, by a resolution of the Board of Directors after obtaining the report of the Nominating and Remuneration Committee. In addition, a Corporate Officer contract of mandate is concluded between the Company and the Corporate Officers, in which the authority, missions and responsibilities of each Corporate Officer are clarified.

Please refer to “(2) Status of Corporate Officers” under “3. Items concerning Company’s Officers” in the Business Report of the Japanese original, for details about the Company’s Corporate Officers as of April 1, 2024.

2. Criteria for Nominating and Dismissing Directors, etc.

In order to enhance objectivity and transparency regarding the election and dismissal of Directors, etc., the Company has established the “Criteria for Nominating Director and Corporate Officer Candidates” and the “Independence Criteria for Outside Officers,” as well as the “Criteria for Dismissing Directors and Corporate Officers” over the Board of Directors. In addition, with regards to the election and dismissal of Directors, etc., to further enhance objectivity and transparency there shall be deliberations by the Nominating and Remuneration Committee, and the Board of Directors shall make the final decision, while respecting its response.

(1) Criteria for Nominating Director and Corporate Officer Candidates

Individuals with outstanding character and insight who can supervise and execute management of the Company in accordance with the basic principles of the Corporate Governance are nominated as candidates for Director and Corporate Officer by resolution of the Board of Directors, regardless of their personal attributes such as gender and nationality. The term of office of the Directors (excluding Directors who are Audit & Supervisory Committee Members) and Corporate Officers of the Company is one year.

Directors:

- (i) Must be an individual with background, capability, leadership, medium- and long-term perspective as well as high ethical standards, all appropriate to involve in decision-making related to management and in supervision of business execution.
- (ii) Must be an individual who respects and practices the Company’s corporate philosophy, has integrity trusted by customers, business partners, shareholders, local communities and employees, observes the law, the corporate code of conduct as well as the internal and external ethics and norms, and has the insight and fairness necessary for a Director.
- (iii) In addition to the items above, the Independent Outside Director of the Company must be an individual who can be judged to have independence based on the “Independence Criteria for Outside Officers” established by the Company.

Corporate Officers:

- (i) Must be an individual who is able to continuously improve the corporate value of the Company, offer concrete proposals of and execute management strategies and action plans that contribute to an increase in corporate value in the medium- and long-term, and who is able to continuously make efforts to perpetually review and improve them.
- (ii) Must be an individual with abilities that employees can aim for, such as responding to market changes and thoroughly practicing its basics, observing the law, building and applying compliance, internal control, as well as risk and crisis management.
- (iii) Must be an individual who has the abilities to freely discuss in the management meetings, etc., express constructive opinions, make recommendations and build a consistent strategic system by comprehensively identifying the management resources of the entire Group.
- (iv) Must also be an individual who has the abilities required as a corporate officer in charge of business execution of the entire Group.

(2) Independence Criteria for Outside Officers

Outside Officers and candidates for Outside Officer are deemed to have independence by the Company if none of the following is found to apply as a result of a survey conducted by the Company to a reasonably possible extent.

- (i) People executing business (Note 1) of the Company and its subsidiaries (hereinafter referred to collectively as “the Group”) or people who have executed business of the Group in the past 10 years
- (ii) Major suppliers to the Group (Note 2), or people executing business of the suppliers
- (iii) Major clients of the Group (Note 3), or people executing business of the clients
- (iv) Major shareholders, directly or indirectly, with 10% or more of the total voting rights in the Company, or people executing business of the major shareholders
- (v) People belonging to the auditing firm that is the accounting auditor of the Group
- (vi) Lawyers, certified public accountants, tax accountants, consultants, etc. receiving substantial amounts (Note 4) of money and other economic benefits in addition to remuneration provided to officers by the Group
- (vii) People belonging to law offices, auditing firms, tax accounting or consulting firms, groups, such as a union, who receive substantial amounts of money and other economic benefits from the Group, people receiving substantial amounts of donations or assistance from the Group, or who have executed business or have been director of a firm or a group, such as a union
- (viii) People to whom either (ii) to (vii) above applied in the past 3 years
- (ix) Close relatives (Note 5) of people to whom either (i) to (vii) above applies

- Notes:
- 1. People executing business means Executive Director, Corporate Officer (Shikkoyaku or Shikkoyakuin), and employees that hold senior management position.
 - 2. Major supplier means a supplier whose transaction amount with the Group during the most recent fiscal year is more than 2% of the supplier’s consolidated net sales for that fiscal year, or financial institutions whose financing to the Group is more than 2% of the Group’s consolidated total assets at the end of the most recent fiscal year.
 - 3. Major client means a client whose transaction amount with the Group during the most recent fiscal year is more than 2% of the Company’s consolidated net sales for that fiscal year.
 - 4. Substantial amount means 10 million yen or more, for individuals, or more than 2% of consolidated net sales or gross revenue, for companies or groups, on average for the past three fiscal years.
 - 5. Close relative means a spouse or a relative of second-degree or closer.

(3) Criteria for Dismissing Directors and Corporate Officers

If it is judged that a Director or Corporate Officer of the Company is likely to fall under any of the following items, the Nominating and Remuneration Committee shall deliberate and examine the need for dismissal and the Board of Directors shall make a decision.

- (i) Engaged in an act that is in breach of public order and morals (including where (s)he has been found to have a socially reprehensible relationship with antisocial forces)
- (ii) Violated laws and regulations or the Group’s rules, etc. including the Articles of Incorporation, causing a substantial loss or business hindrance to the Group
- (iii) Found not to possess abilities stipulated in the “Criteria for Nominating Director and Corporate Officer Candidates”
- (iv) Caused significantly poor business performance of the Group (applicable to Representative Director, and Executive President and CEO only)
- (v) Caused significantly poor business performance or operational malaise of a business or sector in charge (applicable to Corporate Officers only)
- (vi) Was significantly hindered, due to health reasons, etc., in the execution of duties

3. Evaluation of the Effectiveness of the Board of Directors

In order to verify the appropriate functioning of the Board of Directors, the Company analyzes and evaluates its own effectiveness every fiscal year. Specifically, answers to a questionnaire given to all Directors are used to share evaluation results and issues with the Board of Directors, which then engages in constructive debate on the ideal state of the Board of Directors going forward.

The analysis and evaluation for the fiscal year under review were conducted in the following manner, with advice from an external organization. First, a questionnaire was sent to all directors who are members of the Board of Directors. The response method was anonymous, as responses were made directly to the external organization. The questionnaire was conducted from multiple perspectives, including the operation, debates, and monitoring function of the Board of Directors, as well as the performance of Outside Directors and operation of the Nominating and Remuneration Committee.

As an overview of the evaluation results, it was found that, with regard to the operation of the Board of Directors, the frequency of its meetings is appropriate, and the discussions are not formal, but rather free, vigorous, and constructive discussions and exchanges of opinions. In addition, with regard to debates, in determining management strategies and plans, evaluation results show that sufficient discussion was conducted with an awareness of profitability and capital efficiency, and sufficient consideration was conducted for specific measures to achieve management with an awareness of cost of capital and stock price. Furthermore, with regard to dialogue with shareholders, the results of the evaluation indicate that the status of dialogue with shareholders (investors) through IR activities, etc. is appropriately fed back to the Board of Directors and is sufficiently discussed by the Board as an agenda item for deliberation.

With regard to performance of Outside Directors, evaluation results indicate that appropriate comments and suggestions are being provided from a broad perspective (not too detailed) in terms of management strategy, business planning, and risk management as part of the supervision of business execution. Also, with regard to operation of the Nominating and Remuneration Committee, evaluation results indicate that the committee is generally functioning effectively, as it engages in discussions on nomination and remuneration in line with strategies, and discussions are not formal, but rather free, vigorous, and constructive discussions and exchanges of opinions. Finally, regarding the Audit & Supervisory Committee, evaluation results also indicate that the committee formulates appropriate audit policies and plans, conducts accounting audits and other activities in addition to individual matters stipulated by laws and regulations, and audits whether the internal control system is properly established and operated with sufficient depth and frequency. In addition, the committee interviews Corporate Officers and others as necessary and appropriate in the execution of its duties, taking into consideration both independence and audit effectiveness.

Therefore, we believe that the Board of Directors as a whole is functioning properly and its effectiveness is ensured, given that the results of each evaluation are generally favorable.

On the other hand, the evaluation identifies issues related to the Board of Directors' deliberations regarding sufficient discussion in addressing social issues such as human rights and labor issues, issues related to the Board's monitoring function regarding sufficient post-implementation follow-up on the status of resolutions approved by the Board of Directors, and furthermore, issues regarding opportunities for training required of officers (e.g., acquiring the necessary knowledge for their roles and responsibilities).

Going forward, the Company's Board of Directors will continue to work to improve its function by taking prompt action on such issues upon due consideration in light of this evaluation of its effectiveness.

FY2023 major evaluation items and results

Evaluation item

State of the Board of Directors	Monitoring function of the Board of Directors	Performance of Outside Directors
Composition of the Board of Directors	Training	Operation of the Nominating and Remuneration Committee
Operation of the Board of Directors	Dialogue with shareholders (investors)	Audit & Supervisory Committee
Discussions at the Board of Directors		

Evaluation results

- With regard to the operation of the Board of Directors, the frequency of Board of Directors meetings is appropriate, and the deliberations are not formal, but rather free, vigorous, and constructive discussions and exchanges of opinions.
 - With regard to deliberations, in determining management strategies and plans, sufficient discussion was conducted with an awareness of profitability and capital efficiency, and sufficient consideration was conducted for specific measures to achieve management with an awareness of cost of capital and stock price.
 - With regard to dialogue with shareholders, the status of dialogue with shareholders (investors) through IR activities, etc. is appropriately fed back to the Board of Directors and is sufficiently discussed by them as an agenda item for deliberation.
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- With regard to performance of Outside Directors, appropriate comments and suggestions are being provided from a broad perspective (not too detailed) in terms of management strategy, business planning, and risk management as part of the supervision of business execution.
 - With regard to operation of the Nominating and Remuneration Committee, the committee is generally functioning effectively, as it engages in discussions on nomination and remuneration in line with strategies, and discussions are not formal, but rather free, vigorous, and constructive discussions and exchanges of opinions.
 - Regarding the Audit & Supervisory Committee, the committee formulates appropriate audit policies and plans, conducts accounting audits and other activities in addition to individual matters stipulated by laws and regulations, and audits whether the internal control system is properly established and operated with sufficient depth and frequency. In addition, it interviews Corporate Officers and others as necessary and appropriate in the execution of its duties, taking into consideration both independence and audit effectiveness.

The Board of Directors as a whole is functioning properly and its effectiveness is ensured



Issues to be addressed for FY2024

Sufficient discussion in addressing social issues on human rights, labor issues, etc.	Sufficient post-implementation follow-up on the status of resolutions approved by the Board of Directors	Opportunities for training required of officers (e.g., acquiring the necessary knowledge for their roles and responsibilities)
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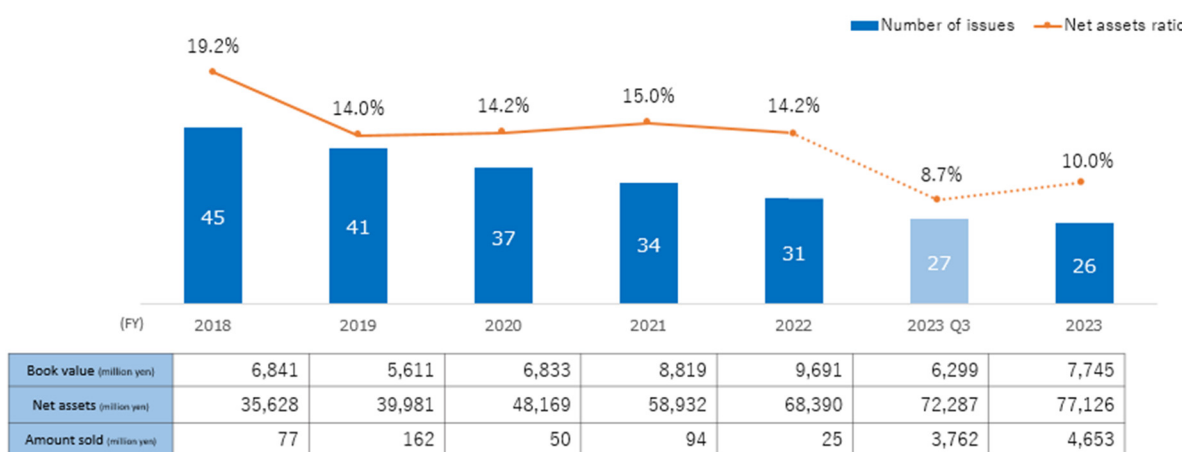
Further enhancement of the Board of Directors' functions

4. The Company's Policy on Cross-shareholdings

Basic policy on cross-shareholdings

- (i) Our basic policy is not to hold any shares, in principle.
- (ii) If we have no choice but to continue to hold such shares, we will strictly examine the rationality of such holding.
- (iii) The exercise of voting rights regarding such shares will be judged comprehensively in light of their contribution to improving the Company's corporate value, etc.

Changes in cross-shareholdings



- Notes: 1. The number of stocks and the ratio of year-end balance sheet amount to consolidated net assets are for SWCC SHOWA HOLDING CO., LTD. and SWCC SHOWA CABLE SYSTEMS CO., LTD. (the company with the largest balance sheet amount of investment stocks (investment stock amount) among consolidated subsidiaries). The Company has implemented an absorption-type merger with SWCC SHOWA CABLE SYSTEMS CO., LTD. on April 1, 2023 and changed its company name to SWCC Corporation.
2. Based on the above basic policy, the Company's immediate goal is to reduce the ratio of shares held as cross-shareholdings to consolidated net assets on the balance sheet to less than 10% at the end of the fiscal year, and as of the FY2023 first nine months ended December 31, 2023, that ratio had been reduced to 8.7%. However, mainly due to the impact of rising stock prices, the ratio of year-end balance sheet amount to consolidated net assets was 10.0%.

End