

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 4, 2026

To our shareholders:

Tetsuo Komata
Executive President and Representative
Director (CEO)
SWCC Corporation
1-14, Nisshin-cho, Kawasaki-Ku,
Kawasaki City

Notice of the 130th Ordinary General Meeting of Shareholders

The 130th 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 130th 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 Wednesday, June 24, 2026.

▶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:	Thursday, June 25, 2026 at 10:00 a.m. (Japan Standard Time) (Reception opens at 9:30 a.m.)
--------------------------	--

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:	<table><tr><td>Items to be reported:</td><td><ol style="list-style-type: none">1. Business Report and the Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee2. Non-Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026)</td></tr><tr><td>Items to be resolved:</td><td><p>Proposal 1: Appropriation of Surplus</p><p>Proposal 2: Partial Amendments to the Articles of Incorporation</p><p>Proposal 3: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)</p><p>Proposal 4: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members</p><p>Proposal 5: Revision of Remuneration in Conjunction with Introduction of Performance-Linked Share-Based Remuneration Plan for Directors</p></td></tr></table>	Items to be reported:	<ol style="list-style-type: none">1. Business Report and the Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee2. Non-Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026)	Items to be resolved:	<p>Proposal 1: Appropriation of Surplus</p> <p>Proposal 2: Partial Amendments to the Articles of Incorporation</p> <p>Proposal 3: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)</p> <p>Proposal 4: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members</p> <p>Proposal 5: Revision of Remuneration in Conjunction with Introduction of Performance-Linked Share-Based Remuneration Plan for Directors</p>
Items to be reported:	<ol style="list-style-type: none">1. Business Report and the Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee2. Non-Consolidated Financial Statements for the 130th fiscal year (from April 1, 2025 to March 31, 2026)				
Items to be resolved:	<p>Proposal 1: Appropriation of Surplus</p> <p>Proposal 2: Partial Amendments to the Articles of Incorporation</p> <p>Proposal 3: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)</p> <p>Proposal 4: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members</p> <p>Proposal 5: Revision of Remuneration in Conjunction with Introduction of Performance-Linked Share-Based Remuneration Plan for Directors</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 there will be no gifts prepared for the shareholders who attend the Meeting. Thank you for your understanding.
- The Company does not plan to conduct a live stream of the Meeting via the Internet.
- 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 above websites taking measures for providing information in electronic format.
- 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.

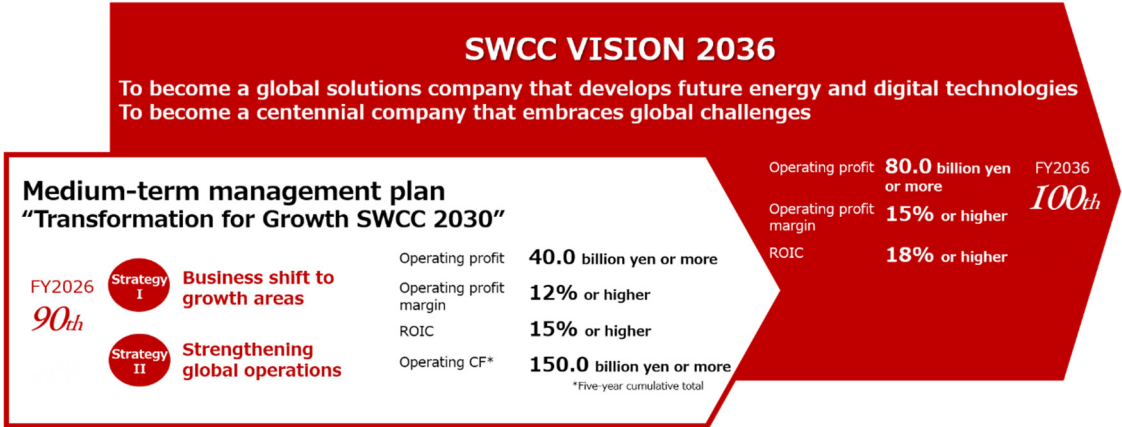
The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Committee in preparing its audit report and the Accounting Auditor in preparing its accounting audit report include, in addition to the content of the paper-based document, items to be presented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

Management Policies of the SWCC Group

(1) Medium-term management plan 2030 and SWCC’s vision for 2036

The SWCC Group’s vision for 2036, as it marks its 100th anniversary, is “to become a global solutions company that develops future energy and digital technologies.” Our new medium-term management plan, “Transformation for Growth SWCC 2030,” which sets 2030 as a milestone, was launched in FY2026. We will boldly take on the challenge of achieving a major leap forward, setting our targets for FY2030 at operating income of 40 billion yen or more, operating profit margin of 12% or higher, and ROIC of 15% or higher. We will further evolve our ROIC management and expand our business scope globally to drive our transformation into a new stage of growth.

With the medium-term management plan 2030 as a milestone, the SWCC Group will continue to pursue “transformation” and “growth” as it works toward its vision for 2036: “a centennial company that embraces global challenges.”



The SWCC Group has significantly strengthened its financial position and earning power by implementing decisive structural reforms through business portfolio restructuring centered on ROIC. In particular, we have driven forward the reduction of capital employed through the sale of cross-shareholdings and real estate, while strengthening profitability by expanding high-value-added products and withdrawing from unprofitable ones.

Under our new medium-term management plan, “Transformation for Growth SWCC 2030,” which begins in FY2026, we will advance from the “ROIC Management 1.0” approach of our previous structural reforms to “ROIC Management 2.0,” which combines structural reforms with growth investments to drive business growth, thereby maximizing cash flow. Through this approach, we will strive to balance growth investments with shareholder returns, aiming to enhance both corporate value and shareholder value by further increasing total shareholder return (TSR).

Our main financial goals are as follows.

Financial targets in the medium-term management plan 2030

		FY2024 (Results)	FY2025 (Plan)	FY2030 (Medium-term plan target)
Profitability	Operating profit	20.9 billion yen	26.0 billion yen	40.0 billion yen or more* *Excluding inorganic growth
Capital efficiency	ROE	14.3%	Expecting 14% or higher	20% or higher
	ROIC	11.9%	12.3%	15% or higher
Shareholder return	Dividends (Consolidated payout ratio/DOE)	136 yen (35%/5%)	200 yen (37%/6.3%)	380 yen or more (40% or higher/5% or higher)
Stability	D/E ratio	65.4%	30-50%	40-60%
	Net assets	85.6 billion yen	100.6 billion yen* *Q3 results	150.0 billion yen or more
	External ratings	A-	A-	A

(2) SWCC Group management policy for FY2026

In FY2026, the impact of uncertain international affairs on the business environment is once again expected to be unavoidable. Guided by the SWCC Purpose, we aim “to become a global solutions company that develops future energy and digital technologies,” and while working to improve the engagement of our diverse workforce, we will steadily promote business growth toward the achievement of our medium-term management plan, “Transformation for Growth SWCC 2030.” In addition, by making flexible and prompt decisions and implementing measures in response to changes in the market and business environment, we will further strengthen our management structure and improve capital efficiency even in a severe business environment, aiming to become a highly profitable company with sustainable growth.

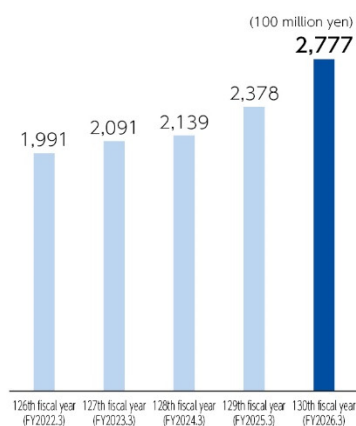
Based on this belief, we have established the following management policy for the SWCC Group for FY2026.

1. “Transformation for Growth:” Transforming to achieve sustainable growth. Decisive transformation that transcends current boundaries. Expanding business scope and taking on the challenge of future growth
2. Building on past structural reforms and deepening our commitment to ROIC Management 2.0 for accelerating growth
3. Improving labor productivity through creating safe and comfortable workplaces and DX strategies
4. A safety-first commitment to zero accidents, and quality compliance to live up to the trust of our customers
5. Pursuing the creation of new value through the Value Quest (VQ) spirit

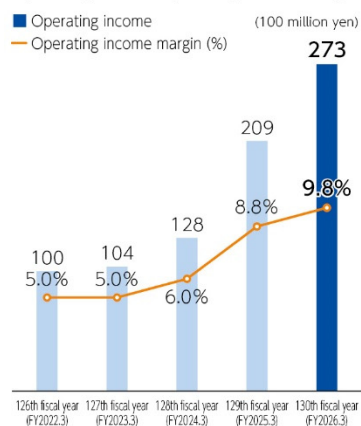
Financial Highlight

Financial Highlights

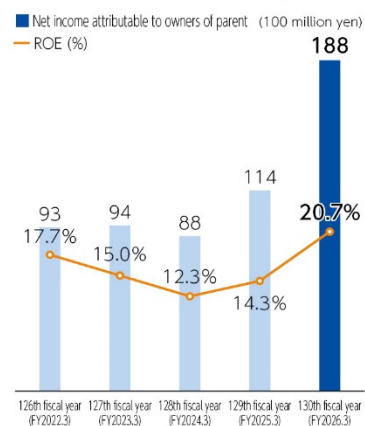
Net sales



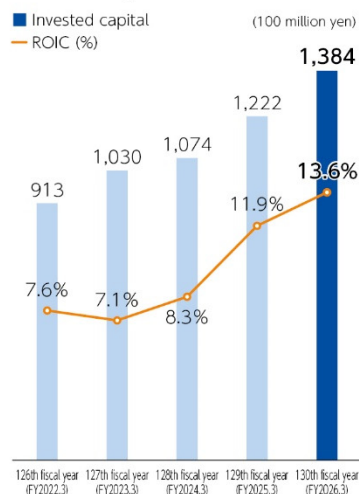
Operating income/Operating income margin



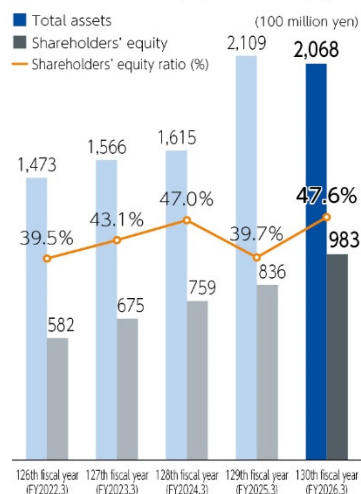
Net income attributable to owners of parent/ROE



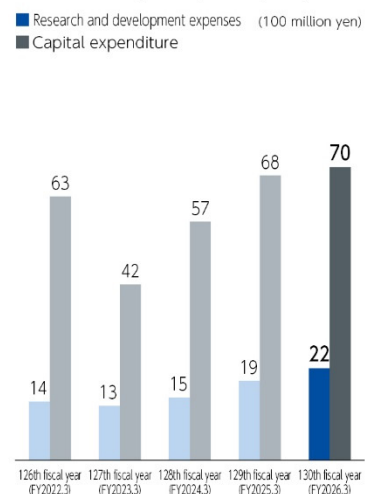
Invested capital/ROIC



Total assets/Shareholders' equity/Shareholders' equity ratio



Research and development expenses/Capital expenditure



Note: In the fiscal year under review, the Company finalized the provisional accounting treatment for business combinations, and figures for the previous fiscal year reflect the finalized figures.

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 130th fiscal year as follows:

(1) Type of dividend property:

Cash

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

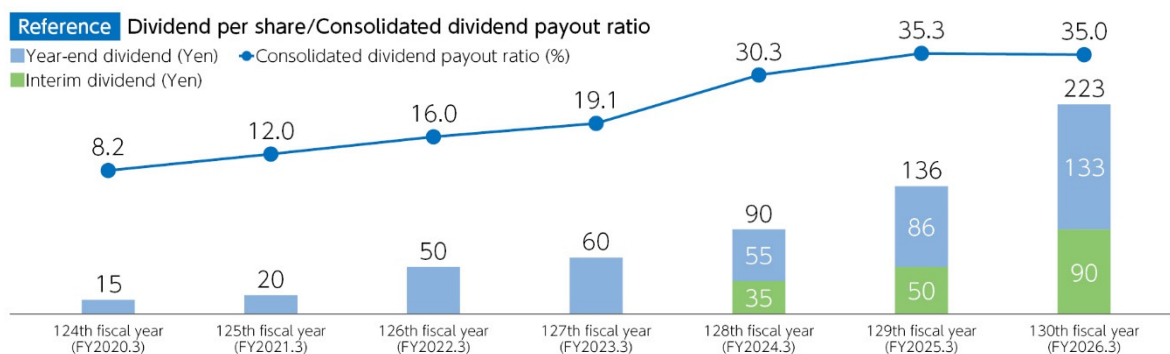
The Company proposes to pay a dividend of ¥133 per common share of the Company.

Total amount: ¥3,952,717,839

As the Company has already paid an interim dividend of ¥90 per share, the annual dividend for the fiscal year will be ¥223 per share.

(3) Effective date of distribution:

June 26, 2026



Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

In order to align the number of Directors with the current circumstances, respond flexibly to changes in the business environment, and ensure prompt and accurate decision-making, the maximum number of Directors (excluding those who are Audit & Supervisory Committee Members) as stipulated in Article 19 of the current Articles of Incorporation (Number and Procedure for Election) will be reduced from up to 10 to no more than 6.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER 4 DIRECTORS, THE BOARD OF DIRECTORS AND CORPORATE OFFICERS</p> <p>(Number and Procedure for Election) Article 19</p> <p>1 The Company shall have up to <u>ten (10)</u> Directors (excluding Directors who are Audit & Supervisory Committee Members).</p> <p>2-5 (Omitted)</p>	<p style="text-align: center;">CHAPTER 4 DIRECTORS, THE BOARD OF DIRECTORS AND CORPORATE OFFICERS</p> <p>(Number and Procedure for Election) Article 19</p> <p>1 The Company shall have up to <u>six (6)</u> Directors (excluding Directors who are Audit & Supervisory Committee Members).</p> <p>2-5 (Unchanged)</p>

Proposal 3: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of all four (4) 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 four (4) 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 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. 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 (66 years old)	Representative Director and Chairman, Chairman of the Board of Directors	Reelection
2	Tetsuo Komata	Male (60 years old)	Executive President and Representative Director (CEO)	Reelection
3	Yuji Sakakura	Male (75 years old)	Outside Director (Audit & Supervisory Committee Member) (Independent Officer)	New election Outside Independent
4	Koji Naito	Male (63 years old)	Outside Director (Independent Officer)	Reelection Outside Independent

Candidate number
1

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

Number of the Company shares held
24,440 shares
Attendance at Board of Directors
meetings (FY2025) 16/16
Number of years in office as a Director
13 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
Apr. 2025 **Representative Director and Chairman, Chairman of the Board of Directors of
the Company (to present)**
Mar. 2026 **Outside Director of EBARA CORPORATION (to present)**

Significant concurrent positions

Outside Director of HOYA CORPORATION
Outside Director of EBARA CORPORATION

Reason for nomination as a candidate for Director

Ms. Takayo Hasegawa possesses extensive business experience, achievements, and insight as a manager and has greatly increased the Company's corporate value. We have determined that her extensive business experience, track record, and insight are indispensable to the sustainable growth and enhancement of the corporate value of the SWCC Group, and we propose her as a candidate to continue in her position as Director. After she takes office as Director, she will be reelected as Representative Director, as well as Chairman of the Board of Directors.

Message from the candidate

As Chairman and Chairman of the Board of Directors, I will not only oversee the Board of Directors and verify the appropriateness of the Company's executives' efforts to achieve the medium-term management plan and manage risks, but also establish sound governance that fosters growth, thereby contributing to the sustainable growth of the SWCC Group.

- 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)
(60 years old)

Number of the Company shares held
8,556 shares
Attendance at Board of Directors
meetings (FY2025)
16/16
Number of years in office as a Director
2 years



Reelection

[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
June 2024 Representative Director, Senior Executive Vice President (COO) of the Company
Apr. 2025 **Executive President and Representative Director (CEO) of the Company (to
present)**

Reason for nomination as a candidate for Director

Mr. Tetsuo Komata possesses extensive experience and achievements in overall management, and is implementing measures to realize the medium-term management plan, “Transformation for Growth SWCC 2030,” while promoting global management. Judging that he will utilize this experience and track record and continue contributing to the improvement of the corporate value of the SWCC Group, we propose him as a candidate to continue in his position as Director. After he takes office as Director, he will be reelected as Representative Director.

Message from the candidate

As I enter my second year as Executive President and CEO, I will lead the implementation of our newly launched medium-term management plan, “Transformation for Growth SWCC 2030.” Through structural reforms and growth investments, I am committed to enhancing corporate value by driving a transformation toward sustainable growth.

- 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.

Candidate number 3	Yuji Sakakura	(May 3, 1951) (75 years old)	Number of the Company shares held	900 shares
			Attendance at Board of Directors meetings (FY2025)	16/16
			Attendance at Audit & Supervisory Committee meetings (FY2025)	14/14
			Number of years in office as a Director	6 years



New election
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.
May 2006 Director, Chief Financial Officer of GCA Corporation
May 2011 **Representative Director of Relations Japan Corporation (to present)**
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
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)**
June 2025 **Outside Director (Audit & Supervisory Committee Member) of PCI Holdings,INC. (to present)**

Significant concurrent positions

Outside Director (Audit & Supervisory Committee Member) of PCI Holdings,INC.

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. Based on this experience and insight, we have determined that he will continue to contribute to the Company’s sustainable growth and enhancement of corporate value. For these reasons, we propose him as a candidate for the position of Outside Director. After he takes office as Director, the Company intends for him to continue to be involved as the Chairman of the Nominating and Remuneration Committee in officer remuneration, nomination of officer candidates, and other matters.

Message from the candidate

Amid chaotic global economic conditions, SWCC has announced its medium-term management plan, “Transformation for Growth SWCC 2030,” ahead of its 100th anniversary, aiming to further enhance corporate value. I will devote my full efforts to providing appropriate advice and supervision, drawing on my six years of experience as Outside Director who is an Audit & Supervisory Committee Member and Chairman of the Nominating and Remuneration Committees and my insights in financial management.

- Notes:
1. There is no special interest between Mr. Yuji Sakakura and the Company.
 2. Mr. Yuji Sakakura is a new candidate for Outside Director. Although he is currently an Outside Director who is an Audit & Supervisory Committee Member of the Company, the term of office will expire at the conclusion of this Meeting. He will have served as Outside Director who is an Audit & Supervisory Committee Member (at the conclusion of this Meeting) for six years.
 3. 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 an independent officer should his reappointment be approved.
 4. 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.

5. 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
4

Koji Naito

(April 3, 1963)
(63 years old)

Number of the Company shares held
300 shares
Attendance at Board of Directors
meetings (FY2025)
11/11
Number of years in office as a Director
1 year



Reelection
Outside
Independent

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

Apr. 1986 Joined Ushio Inc.
Oct. 2014 Executive Officer of Ushio Inc.
Apr. 2015 Senior Executive Officer, General Manager, Light Source Business Division of Ushio Inc.
Apr. 2016 Managing Executive Officer of Ushio Inc.
Apr. 2019 Chief Executive Officer of Ushio Inc.
June 2019 President and Chief Executive Officer of Ushio Inc.
Apr. 2022 Representative Director, President & CEO, and Executive Officer of Ushio Inc.
Apr. 2024 Director, Senior Advisor of Ushio Inc.
June 2024 Senior Advisor of Ushio Inc.
Apr. 2025 **Special Advisor of Ushio Inc. (to present)**
June 2025 **Outside Director of GLORY LTD. (to present)**
 Outside Director of the Company (to present)

Significant concurrent positions

Outside Director of GLORY LTD.

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

Mr. Koji Naito has extensive experience and achievements in corporate management, including serving as a representative director of a listed company. Judging that he will continue contributing to the improvement of the corporate value of the SWCC Group by leveraging his extensive experience and high level of insight into management to provide accurate advice and appropriate oversight regarding management, we propose him as a candidate to continue in his position as Outside Director. After he takes office as Director, the Company intends for him to continue to be involved as a member of the Nominating and Remuneration Committee in officer remuneration, nomination of officer candidates, and other matters.

Message from the candidate

In the year since I began serving as Outside Director of the Company, I have consistently offered an outside perspective at Board meetings and provided my views on key management issues facing the SWCC Group. I will continue to work to ensure that the value created by the Company's executives is maximized as shareholder value.

- Notes:
1. There is no special interest between Mr. Koji Naito and the Company.
 2. As Mr. Koji Naito was newly elected and assumed office at the 129th Ordinary General Meeting of Shareholders of the Company held on June 25, 2025, the number of Board of Directors meetings held since his assumption of office is shown.
 3. Mr. Koji Naito 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 an independent officer should his reappointment be approved.
 4. The Company has entered into the liability limitation contract with Mr. Koji Naito 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. Koji Naito is approved, the Company intends to continue said contract with him.
 5. 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. Koji Naito 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 4: Election of Two (2) Directors Who Are Audit & Supervisory Committee Members

The terms of both Mr. Yuji Sakakura and Mr. Futoshi Yamaguchi 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	Minako Nishimura	Female (66 years old)	Outside Director (Independent Officer)	New election Outside Independent
2	Futoshi Yamaguchi	Male (64 years old)	Director (Full-time Audit & Supervisory Committee Member)	Reelection

Candidate number
1

Minako Nishimura (December 13, 1959)
(66 years old)

Number of the Company shares held
200 shares
Attendance at Board of Directors
meetings (FY2025)
16/16
Number of years in office as a Director
3 years



New election
Outside
Independent

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

Apr. 1983 Joined Fujitsu Limited
July 1986 Joined Fujitsu International Engineering Limited
Apr. 2006 General Manager, Media Solutions Department, Application Systems Division of Fujitsu Network Solutions Limited
July 2007 General Manager, Information Systems Department, Internal Systems Management Division of Fujitsu Network Solutions Limited
Dec. 2018 **Representative Director of Next Story Co., Ltd. (to present)**
June 2023 Outside Director (Audit & Supervisory Committee Member) of the Company
June 2025 **Outside Director of the Company (to present)**

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

Leveraging her extensive experience in human capital management, particularly in human resource development and career development, as well as her deep insight as a corporate manager, Ms. Minako Nishimura appropriately performs her duties as a director from an independent standpoint. She is nominated as a candidate for the position of Outside Director who is an Audit & Supervisory Committee Member in the expectation that she will make appropriate proposals regarding the Company's business from a neutral and objective standpoint and supervise the execution of business. After she takes office as Director, the Company intends for her to continue to be involved as a member of the Nominating and Remuneration Committee in officer remuneration, nomination of officer candidates, and other matters.

Message from the candidate

The world faces a range of geopolitical risks, such as tensions in the Middle East, chronic labor shortages and the rapid evolution of generative AI. Amid these drastic changes in the business environment, I will make every effort to meet the expectations of SWCC's shareholders by contributing to the sustainable enhancement of SWCC Group's corporate value through active proposals, from an objective perspective, regarding the deepening of human capital management and the utilization of DX and AI.

- Notes:
1. There is no special interest between Ms. Minako Nishimura and the Company.
 2. Ms. Minako Nishimura is a new candidate for Outside Director who is an Audit & Supervisory Committee Member. Although she is currently an Outside Director, the term of office will expire at the conclusion of this Meeting. She will have served as Outside Director (at the conclusion of this Meeting) for three years.
 3. Ms. Minako Nishimura is a candidate for Outside Director. She possesses independence as stipulated by the Tokyo Stock Exchange's criteria for independence and the Company's "Independence Criteria for Outside Officers." She has been reported as independent officer stipulated in Rule 436-2 of the Tokyo Stock Exchange Securities Listing Regulations, and the Company intends for her to continue to be an independent officer should her reappointment be approved.
 4. The Company has entered into the liability limitation contract with Ms. Minako Nishimura 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 Ms. Minako Nishimura is approved, the Company intends to continue said contract with her.
 5. 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. Minako Nishimura 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	Futoshi Yamaguchi	(April 2, 1962) (64 years old)	Number of the Company shares held	9,800 shares
			Attendance at Board of Directors meetings (FY2025)	16/16
			Attendance at Audit & Supervisory Committee meetings (FY2025)	14/14
			Number of years in office as a Director	2 years



Reelection

[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

June 2024 **Director (Full-time Audit & Supervisory Committee Member) 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. He has contributed to strengthening corporate governance of the Company and its Group company through making proposals regarding the Company's management issues from an objective perspective and supervising the execution of business based on his career and insights. For these reasons, we propose him as a candidate to continue in his position as Director who is an Audit & Supervisory Committee Member.

Message from the candidate

Nearly two years have passed since I was first appointed to this position, and the pace of change in the times during which we live has only accelerated since then. In times like these, the role of corporate governance is becoming increasingly important, and I am committed to contributing to the Company's sustainable growth through my duties as an Audit & Supervisory Committee Member.

- Notes:
1. There is no special interest between Mr. Futoshi Yamaguchi and the Company.
 2. The Company has entered into the liability limitation contract with Mr. Futoshi Yamaguchi 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. Futoshi Yamaguchi is approved, the Company intends to continue said contract with him.
 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 3 and 4)

Name	Representative Director	Audit & Supervisory Committee Member	Nominating and Remuneration Committee Member	Outside Director	Independent Officer
Takayo Hasegawa	●				
Tetsuo Komata	●				
Yuji Sakakura			◎	●	●
Takashi Mukuno		◎		●	●
Minako Nishimura		●	●	●	●
Koji Naito			●	●	●
Kumiko Baba		●		●	●
Futoshi Yamaguchi		●			

◎ Chairman

Skill matrix of each Director

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

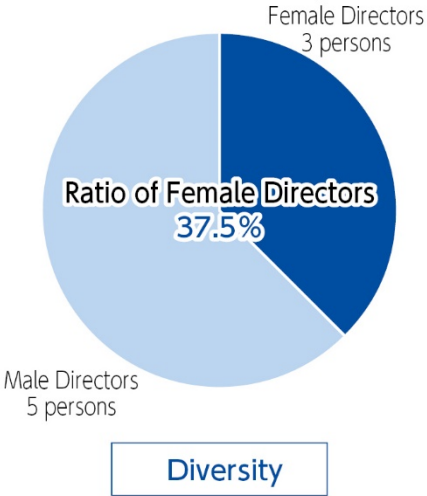
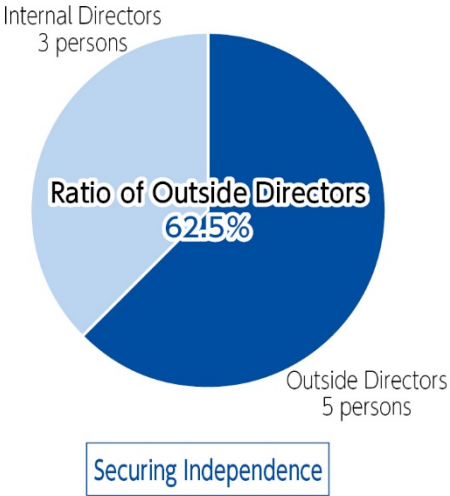
Notes: 1. Ms. Takayo Hasegawa and Mr. Tetsuo Komata will be reelected as Representative Directors by resolution at a meeting of the Board of Directors to be held after the conclusion of the Ordinary General Meeting of Shareholders.

2. Mr. Takashi Mukuno will have served as Director (at the conclusion of this Meeting) for three years, while Ms. Kumiko Baba will have served as Director (at the conclusion of this 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 “Transformation for Growth SWCC 2030,” the Company needs directors with reliable knowledge and experience regarding corporate management who 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 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).

Composition of Company Directors



Proposal 5: Revision of Remuneration in Conjunction with Introduction of Performance-Linked Share-Based Remuneration Plan for Directors

With regard to remuneration for Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members), it was approved at the 123rd Ordinary General Meeting of Shareholders held on June 26, 2019 that the annual remuneration shall be not more than ¥300 million (of which, annual remuneration for Outside Directors shall be not more than ¥30 million; hereinafter the “Maximum Director Remuneration”). Furthermore, at the 124th Ordinary General Meeting of Shareholders held on June 29, 2020, with the aim of providing Directors with incentives to pursue the sustainable enhancement of the Company’s corporate value and to further promote value sharing between Directors and shareholders, the introduction of a non-performance-linked restricted share-based remuneration plan (hereinafter the “Non-Performance-Linked Share-Based Remuneration Plan”) and the payment of not more than ¥80 million per year (not more than 100,000 shares per year) for the grant of restricted shares to the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) within the aforementioned Maximum Director Remuneration was approved.

As part of our ongoing review of the remuneration system for Company Directors, and with the aim of further promoting value sharing between Company Directors and shareholders, as well as providing appropriate incentives for the sustainable enhancement of our medium- to long-term corporate value, we will introduce a new performance-linked share-based remuneration plan (Performance Share Unit (PSU) Plan (hereinafter the “Plan”)) for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; hereinafter “Eligible Directors”), in addition to the Non-Performance-Linked Share-Based Remuneration Plan.

Under the Plan, the number of shares to be granted to Eligible Directors is determined based on the achievement rate against numerical targets set in advance by the Company’s Board of Directors (hereinafter referred to as the “Target Achievement Rate, Etc.”).

The Company, therefore, requests your approval for the following. Based on the above objectives, the total amount of monetary remuneration claims to be paid to Eligible Directors for the delivery of shares under the Plan shall be up to ¥250 million per year (excluding salaries for Directors who also serve as employees), separate from the previous Maximum Director Remuneration, and the total number of the Company’s common shares to be issued or disposed of shall be up to 10,000 shares per year as a separate allocation from the maximum number of shares under the Non-Performance-Linked Share-Based Remuneration Plan (provided, however, that if a share split of the Company’s common shares (including a gratis allotment of the Company’s common shares) or a consolidation of shares, or in other cases where an adjustment to the total number of the Company’s common shares issued or disposed of as restricted share-based remuneration is necessary, such a total number shall be adjusted within a reasonable range). Each of the total amount and total number of shares is deemed appropriate based on the above objectives.

There are currently two Directors subject to the Plan, and if Proposal No. 3 is approved as proposed, the number of Directors subject to the Plan will remain at two.

As the Plan is implemented for the aforementioned objectives, is consistent with the Company’s decision-making policy regarding the details of Directors’ remuneration, and is deemed appropriate, the Company requests your approval for the introduction of the Plan.

An overview of the Plan is as follows.

1. Overview of the Plan

Under the Plan, as a general rule, a period of three fiscal years is used as the evaluation period, and monetary remuneration claims are granted to issue or dispose of a number of the Company's common shares corresponding to the Company's Target Achievement Rate, Etc.* Eligible Directors shall pay all monetary remuneration claims as property contributed in kind and receive common shares of the Company that shall be issued or disposed of by the Company.

However, if it is found that an Eligible Director has committed a violation of laws and regulations or that certain other grounds specified by the Company's Board of Directors have arisen prior to the payment of the monetary remuneration claims or the issuance or disposal of the Company's common shares, the Company shall not make such payment or disposal for the Eligible Director.

*For the fiscal years ending from March 2027 through March 2029, the evaluation indicator for the Target Achievement Rate, Etc. shall be total shareholder return (TSR).

2. Amount of Monetary Remuneration Claims Under the Plan

(1) Method for calculating the amount of monetary remuneration claims to be paid

The amount of monetary remuneration claims to be paid to each Eligible Director shall be calculated by multiplying the number of shares ultimately delivered to each Eligible Director under the Plan (hereinafter the "Final Number of Shares Granted") by the closing price of the Company's shares in ordinary trading on the Tokyo Stock Exchange on the business day preceding the date of the Board of Directors meeting at which the delivery is decided (or, if no trading took place on that day, the closing price on the most recent trading day preceding that date; hereinafter the "Stock Price at the Time of Grant").

$$\text{Amount of monetary remuneration claims} = \text{Final Number of Shares Granted (see (2) below)} \times \text{Stock Price at the Time of Grant}$$

(2) Method for calculating the Final Number of Shares Granted

The Final Number of Shares Granted is calculated by multiplying the number of points predetermined for each position (the number of points to be granted when the payment rate is 100%; hereinafter the "Base Points") by the grant rate determined based on the evaluation.

$$\text{Final Number of Shares Granted} = (\text{i}) \text{ Base Points} \times (\text{ii}) \text{ Payment rate}$$

(i) Base Points*

The Base Points are calculated using the following formula.

$$\text{Base Points} = (\text{A}) \text{ Base PSU remuneration amount} \div (\text{B}) \text{ Base share price}$$

* When calculating the Base Points, any fractional amount less than 1 resulting from the calculation shall be rounded up.

(A) Base PSU remuneration amount (per fiscal year)

The base PSU remuneration amount shall be determined by the Board of Directors for each evaluation period.

(B) Base share price

This shall be the simple average (rounded to the nearest whole number) of the closing prices of the Company's common shares in regular trading on the Tokyo Stock Exchange during the month preceding the month in which the evaluation period begins.

(ii) Payment rate

Varies between 0% and 200% depending on factors such as the Target Achievement Rate, Etc. during the evaluation period.

(3) Conclusion and details of the restricted share allotment agreement

The Company and Eligible Directors shall enter into a restricted share allotment agreement (hereinafter the “Allotment Agreement”) containing the following provisions by the payment date for the issuance of new shares or the disposal of treasury shares.

However, if, on the date of the Board of Directors meeting at which a resolution regarding the issuance of new shares or the disposal of treasury shares is made, an Eligible Director no longer holds any position as an officer or employee of the Company due to the expiration of their term of office or other reasons deemed valid by the Company’s Board of Directors, no transfer restrictions shall apply.

(i) Restriction period

Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company’s common shares allotted under the Allotment Agreement (hereinafter the “Allotted Shares”) during the period from the payment date for the Allotted Shares to the date on which the Eligible Directors cease to hold the position of Director of the Company or any other position designated by the Board of Directors of the Company (hereinafter the “Restriction Period”).

(ii) Conditions for lifting transfer restrictions

The Company shall lift the transfer restrictions on all of the Allotted Shares held by the Eligible Directors upon the expiration of the Restriction Period.

(iii) Reasons for acquisition of shares without contribution

If, during the Restriction Period, an Eligible Director falls under any of the grounds determined by the Company’s Board of Directors to warrant the Company’s acquisition of the Allotted Shares without contribution, such as a violation of laws, internal regulations, or the Allotment Agreement, or for any other reason, the Company shall acquire, by rights, all of the Allotted Shares without contribution.

(iv) Treatment during reorganization, etc.

If, during the Restriction Period, a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other matters relating to organizational restructuring, etc., are approved by the Company’s General Meeting of Shareholders (or, in cases where approval by the Company’s General Meeting of Shareholders is not required, by the Company’s Board of Directors), the Company shall, by resolution of the Company’s Board of Directors, lift the transfer restrictions on all Allotted Shares as of the time immediately prior to the business day preceding the effective date of such organizational restructuring, etc.

(v) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Company’s Board of Directors.

Reference

Subject to the approval of this proposal at this General Meeting of Shareholders, the Company plans to introduce a performance-linked share-based remuneration plan similar to the Plan for Corporate Officers who do not concurrently serve as Directors of the Company.

Reference

1. Corporate Governance

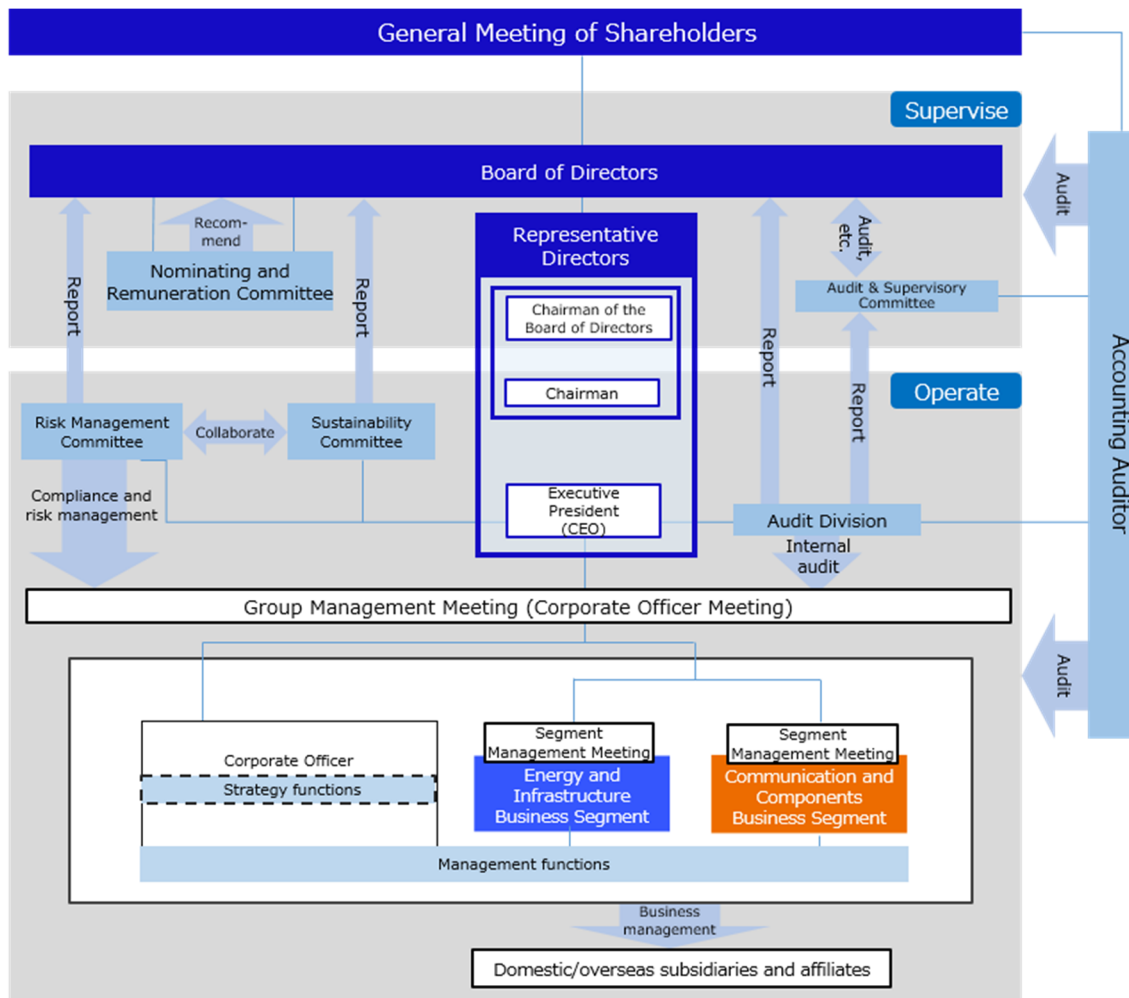
(1) Corporate Governance Initiatives

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, 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 such as ROIC and others.

To achieve the goals of our medium-term management plan, “Transformation for Growth SWCC 2030,” we will continue our efforts aimed at the sustainable growth of the SWCC Group.

Corporate Governance Structure Diagram (as of April 1, 2026)



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

The Nominating and Remuneration Committee met nine times during the fiscal year under review. The meetings held during the fiscal year under review focused on deliberating the officer structure for the next fiscal year (FY2026), the results of performance reviews, the revision of calculation standards for performance-linked remuneration, the introduction of a performance-linked share-based remuneration plan, and the remuneration amounts for the next fiscal year (FY2026), 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.

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 Directors and Corporate Officers 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 ideal state of the Board of Directors, the operation, debates, and monitoring function of the Board of Directors, as well as dialogue with shareholders (investors), the performance of Outside Directors, operation of the Nominating and Remuneration Committee, and operation of the Audit & Supervisory Committee. In addition, during the fiscal year under review, based on the questionnaire results, we conducted individual interviews with directors to delve deeper into the responses and explore broader themes. Furthermore, based on the questionnaire results and interview content, we received recommendations regarding challenges and improvements from an external organization's perspective.

As an overview of the evaluation results, regarding the operation of the Board of Directors, the members of the Board are diverse in terms of knowledge, experience, expertise, work history, age, and gender; the Board meets with sufficient frequency; Board materials are provided in a timely manner to allow for advance review; discussions and exchanges of opinions are open, frank, and constructive rather than merely formal; and the operations managed by the secretariat of the Board of Directors (schedule coordination, distribution of meeting notices, preparation of minutes, etc.) provide adequate support to the Board. Regarding management strategy and business plans, the evaluation results indicate that sufficient discussions are held with a clear understanding of how these align with the Company's sustainable growth and the creation of medium- to long-term corporate value. Furthermore, the Board of Directors conducts thorough analysis and evaluation of the Company's current capital costs, return on capital, and market valuation to achieve management practices that take capital costs and share prices into account, and it thoroughly deliberates on policies, targets, timeframes, and specific initiatives for improvement.

With regard to performance of Outside Directors, evaluation results indicate that advice and effective questions are actively being provided at the Board of Directors from expert positions, and that members are taking responsibility for their own statements at the Board of Directors and sufficiently making concise and value-adding comments. Furthermore, regarding the evaluation of the Nominating and Remuneration Committee, evaluation results indicate that the committee's composition provides it with the knowledge, experience, and expertise necessary for the execution of duties as members, as well as diversity among members; that the frequency and number of committee meetings are appropriate; that open, frank, and constructive discussions and exchanges of opinions take place at the committee meetings rather than merely formal proceedings; and that appropriate internal personnel attend committee meetings to answer questions from members depending on the content of the deliberations.

Finally, regarding the evaluation of 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, regarding the operation of the Board of Directors, issues have been identified such as those of securing more time for discussion at Board meetings by organizing Board presentation materials and agenda items; discussions on cybersecurity risks regarding internal controls and risk management; and regarding the evaluation of the Nominating and Remuneration Committee, sharing the content discussed by the Nominating and Remuneration Committee with the Board of Directors.

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.

Main evaluation items and results for FY2025

Evaluation items

State of the Board of Directors	Internal controls and risk management	Training
Composition of the Board of Directors	Nomination and remuneration	Dialogue with shareholders (investors)
Operation of the Board of Directors	Performance of Outside Directors (excluding Audit & Supervisory Committee Members)	Evaluation of the Nominating and Remuneration Committee
Support system for the Board of Directors	Performance of Outside Directors	Evaluation of the Audit & Supervisory Committee
Management strategies and management plans		

Evaluation results

Operation of the Board of Directors	<ul style="list-style-type: none"> The Board is diverse in terms of knowledge, experience, expertise, professional background, age, gender, etc. Meetings are held with sufficient frequency, and materials are provided in a timely manner that allows for advance review The secretariat's operations are sufficient to support the Board of Directors
Management strategies and management plans	<ul style="list-style-type: none"> Sufficient discussions are held with a clear understanding of how these align with the Company's sustainable growth and the creation of medium- to long-term corporate value To achieve management practices with an awareness of cost of capital and stock price, the Board of Directors is conducting a thorough analysis and assessment of the Company's current capital, return on capital, and market valuation, and is carefully considering policies, targets, timeframes, and specific initiatives for improvement
Performance of Outside Directors	<ul style="list-style-type: none"> Advice and effective questions are actively being provided to the Board of Directors from expert standpoints Outside Directors are taking responsibility for their own statements at the Board of Directors and adequately making concise and value-adding comments
Evaluation of the Nominating and Remuneration Committee	<ul style="list-style-type: none"> The committee's composition provides it with the knowledge, experience, and expertise necessary for the execution of duties of its members, and has diversity among those members The frequency and number of committee meetings are appropriate Open, frank, and constructive discussions and exchanges of opinions take place at the committee meetings rather than merely formal proceedings Depending on the content of the deliberations, appropriate internal personnel attend committee meetings to answer questions from committee members
Evaluation of the Audit & Supervisory Committee	<ul style="list-style-type: none"> 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 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

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

Issues to address in FY2026

Operation of the Board of Directors	<ul style="list-style-type: none"> Securing more time for discussion at Board meetings by organizing Board presentation materials and agenda items
Internal controls and risk management	<ul style="list-style-type: none"> Discussions on cybersecurity risks
Evaluation of the Nominating and Remuneration Committee	<ul style="list-style-type: none"> Sharing the content discussed by the Nominating and Remuneration Committee with the Board of Directors

Further improvement of the Board of Directors' supervisory functions

4. The Company's Policy on Cross-shareholdings

In principle, the Company's policy is not to hold cross-shareholdings. With regard to individual cross-shareholdings, we will limit holdings to cases where it is judged to contribute to the maintenance and improvement of the SWCC Group's corporate value over the medium to long term, and continue to reduce cross-shareholdings after sufficient dialogue with our business partners.

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.

Status of cross-shareholdings

As of March 31, 2026, the Company held 19 stocks of cross-shareholdings (¥1,550 million). The Company's cross-shareholdings' ratio of year-end balance sheet amount to consolidated net assets was 1.4%.

-End-