

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: 6282

Date of sending by postal mail: June 10, 2025

Start date of measures for electronic provision: May 30, 2025

To our shareholders:

Yoshikazu Sakairi,  
President  
**OILES CORPORATION**  
8 Kiri-hara-cho, Fujisawa-shi,  
Kanagawa 252-0811,  
Japan

## Notice of the 74th Ordinary General Meeting of Shareholders

We are pleased to announce the 74th Ordinary General Meeting of Shareholders of OILES CORPORATION (the “Company”), which will be held as indicated below.

When convening this 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. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 74th Ordinary General Meeting of Shareholders” on the following websites. Please access any of the websites by using the Internet address shown below to review the information.

### Company Website:

<https://www.oiles.co.jp/en/ir/>

(Please access the above website.)

### Informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/6282/teiji/>

(in Japanese)

### Tokyo Stock Exchange website (Listed Company Search):

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

(Access the TSE website by using the Internet address shown above, enter “OILES CORPORATION” in “Issue name (company name)” or the Company’s securities code “6282” 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].”)

You may exercise your voting rights in advance **by electromagnetic means (via the Internet, etc.) or by postal mail** in lieu of in-person attendance. Please review the “Reference Documents for the General Meeting of Shareholders” below and exercise your voting rights **by 5:30 p.m. on Thursday, June 26, 2025.**

### [When exercising your voting rights by electromagnetic means (the Internet, etc.)]

Please read the Information about Exercising Your Voting Rights on pages 9 through 10 in the Japanese original and enter your approval or disapproval of the proposals by the voting deadline as indicated above.

### [When exercising your voting rights by postal 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 voting deadline as indicated above.

- 1. Date and time** Friday, June 27, 2025, at 10:00 a.m.
- 2. Venue** Multi-purpose hall, 4th floor of R&D Building, Fujisawa Head office  
8 Kiriara-cho, Fujisawa-shi, Kanagawa 252-0811, Japan

**3. Purposes**

**Matters to be reported**

1. Business Report and Consolidated Financial Statements for the 74th Term (from April 1, 2024 to March 31, 2025), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 74th Term (from April 1, 2024 to March 31, 2025)

**Matters to be resolved**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors Who Are Not Audit and Supervisory Committee Members
- Proposal No. 3:** Increasing Performance-Based Stock Compensation for Directors, etc.

**4. Matters to be decided at the time of convocation**

- (1) Documents stating matters subject to measures for electronic provision are sent together to those shareholders who have requested documents to be delivered to them, but this document does not include the following items, in accordance with laws and regulations as well as Article 15 of the Company's Articles of Incorporation.

- (i) Business Report
- Main Business Content
  - Main Sales Branches and Plants
  - Outline of the Contents of Liability Limitation Agreements
  - Outline, Etc. of the Contents of Liability Insurance Agreements for Officers
  - Summary of Systems to Ensure the Adequate Business Operations and the Operation of Such Systems
  - Basic Policy on Control of the Company
- (ii) Consolidated Financial Statements
- Consolidated Statement of Changes in Shareholders' Equity
  - Notes on Consolidated Financial Statements
- (iii) Non-Consolidated Financial Statements
- Statement of Changes in Shareholders' Equity
  - Notes on Non-Consolidated Financial Statements

The Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements listed in this document are part of the documents that were audited by the Accounting Auditor in preparing its accounting audit report and by the Audit and Supervisory Committee in preparing its audit report.

- (2) In the event that voting rights were exercised via both the Internet and postal mail, the voting rights exercised via the Internet will take precedence as the valid exercise of your voting rights. If voting rights were exercised multiple times via the Internet, the last vote exercised will take precedence as a valid exercise of your voting rights.
- (3) If no indication of approval or disapproval is made for each proposal on the Voting Form, it will be treated as an indication of approval.
- (4) If a proxy attends the General Meeting of Shareholders, the proxy shall be one other shareholder of the Company with voting rights in accordance with the provisions of Article 18 of the Articles of Incorporation of the Company. In such an event, please note that the proxy will be required to submit documentation proving his/her authority of representation.
- When attending the meeting, please present the enclosed Voting Form at the reception desk. Also, please bring this Notice with you.
  - Please note that Company personnel will be dressed in "cool-biz" style, or in suits without neckties on the day of the meeting.
  - No gifts will be provided to shareholders attending the General Meeting of Shareholders. We appreciate your understanding.
  - Please refrain from taking any photographs or audio recordings in the venue using a camera, smartphone or mobile phone.
  - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website listed on page 1.

## Reference Documents for the General Meeting of Shareholders

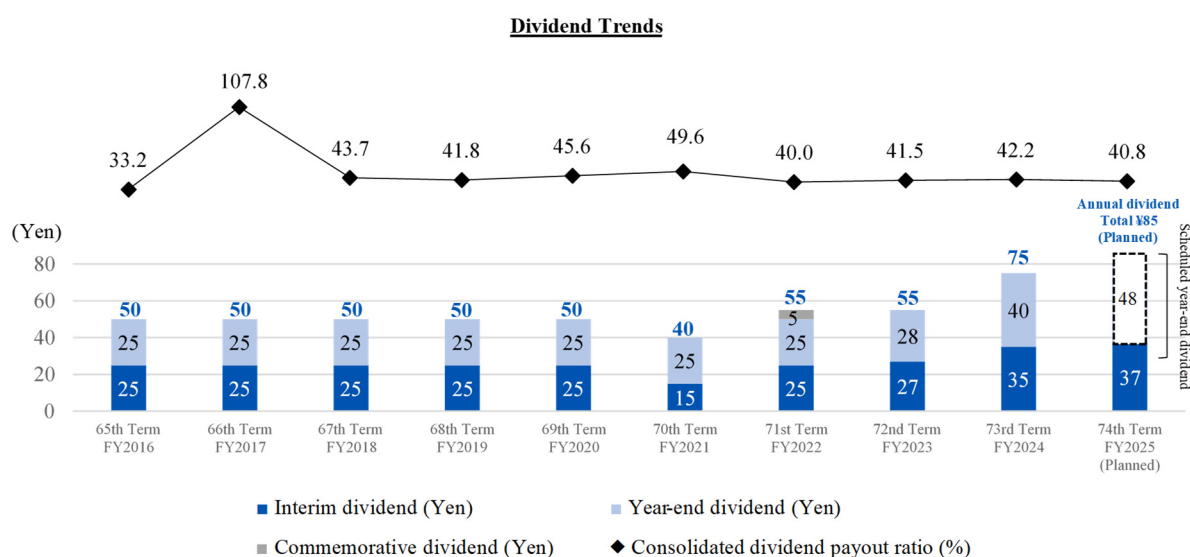
### Proposal No. 1: Appropriation of Surplus

Regarding year-end dividends for the 74th Term, the Company proposes the following, taking into consideration the business results for the current term as well as future business development, while adhering to the basic policy of stable and continuous dividend payments to shareholders:

1. Types of dividend property	Cash
2. Matters concerning the allocation of dividend property and the total amount thereof	¥48 per common share of the Company Total dividend amount: ¥1,416,088,368
3. Effective date of the dividend of surplus	June 30, 2025

Including the interim dividend, the annual dividend for the 74th Term will be ¥85 per share.

<Reference>



**Proposal No. 2:** Election of Six (6) Directors Who Are Not Audit and Supervisory Committee Members

The terms of office of the six (6) current Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) Directors who are not Audit and Supervisory Committee Members, including two (2) outside Directors. If the candidates for Directors who are not Audit and Supervisory Committee Members are approved as proposed, the Board of Directors will include four (4) independent outside Directors (one of whom will be a female Director), with independent outside Directors making up over one-third of the total. The selection of candidates for Directors who are not Audit and Supervisory Committee Members is conducted by the Board of Directors, which determines each candidate based on anticipated skills and the nomination policy and nomination procedures, and after receiving findings from a voluntary Nominating Committee, the majority of which are independent outside Directors. The candidates for Directors who are not Audit and Supervisory Committee Members are as follows, and matters concerning each candidate are available on pages 5 through 10.

**List of Candidates for Director who is not an Audit and Supervisory Committee Member**

Allocated responsibilities are stated in square parentheses.

Candidate No.	Name	Current position and responsibilities in the Company	Board of Directors meeting attendance <sup>1</sup>	Term as Director <sup>2</sup>
1	<div>Reelection</div> Masami Iida	Chairman, Chairperson of the Board of Directors [Overall Management]	100% (17/17 times)	14 years
2	<div>Reelection</div> Yoshikazu Sakairi	President, Chief Operating Officer, Nominating Committee member <sup>3</sup> , Compensation Committee member <sup>3</sup> [Overall Management, R&D, Internal Control]	100% (17/17 times)	3 years
3	<div>Reelection</div> Kazuharu Tanabe	Director [Overall Business, Quality Assurance]	100% (17/17 times)	9 years
4	<div>Reelection</div> Misao Yoneyama	Director, Operating Officer, General Manager of Corporate Planning & Administrative Division [Corporate Planning & Administration, Risk Management, Compliance, Procurement]	100% (13/13 times)	1 year
5	<div>Reelection</div> <div>Independent</div> <div>Outside</div> Yasuji Omura	Outside Director (Independent officer), Special Committee member <sup>4</sup> , Nominating Committee Chairperson <sup>3</sup> , Compensation Committee Chairperson <sup>3</sup>	100% (17/17 times)	5 years
6	<div>Reelection</div> <div>Independent</div> <div>Outside</div> Rika Miyagawa	Outside Director (Independent officer), Special Committee member <sup>4</sup> , Nominating Committee member <sup>3</sup> , Compensation Committee member <sup>3</sup>	100% (17/17 times)	4 years


\*1: Board of Directors meeting attendance refers to attendance in Board of Directors meetings held during FY 2024 (April 1, 2024 to March 31, 2025).

Misao Yoneyama assumed office on June 27, 2024 (the day of the 73rd Ordinary General Meeting of Shareholders), and thus the number of meetings subject to his attendance differs from that of other candidates for Directors who are not Audit and Supervisory Committee Members.


\*2: Period at the conclusion of this General Meeting of Shareholders.


\*3: The Company is a company with an Audit and Supervisory Committee, but has established a voluntary Nominating Committee and Compensation Committee as consultative bodies to the Board of Directors.

\*4: Members of the Special Committee for “Policy for Responding to Large-Scale Purchase of the Company’s Shares (Takeover Response Policy)”


Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)	
1	 <p>Masami Iida</p> <p>Date of Birth February 24, 1957</p> <p>Age 68</p> <p>Gender Male</p> <p><u>Reelection</u></p> <p>Number of the Company's shares owned 31,383 shares</p> <p>Term as Director 14 years</p> <p>FY 2024 Board of Directors meeting attendance 100% (17/17 times)</p>	April 1979	Joined the Company
		December 2003	Plant Manager, Shiga Plant, Production Division
		June 2006	Operating Officer, Plant Manager, Shiga Plant, Production Division
		October 2006	Operating Officer, Vice-Division Manager of Production Division
		June 2009	Operating Officer, Vice-Division Manager of Bearing Division
		June 2010	Senior Operating Officer, Vice-Division Manager of Bearing Division
		June 2011	Director, Senior Operating Officer, Vice-Division Manager of Bearing Division
		July 2011	Director, Senior Operating Officer, Division Manager of Bearing Division 1
		April 2013	Director, Senior Operating Officer, Vice-General Manager of Corporate Planning & Administrative Division
		January 2014	Director, Senior Operating Officer, General Manager of Production Innovation Center
		April 2015	Director, Senior Operating Officer, General Manager of Corporate Planning & Administrative Division
		June 2016	Director, Managing Operating Officer, General Manager of Corporate Planning & Administrative Division
		June 2017	President, Chief Operating Officer
		April 2024	Chairman (current position)
		<b>[Reason for selection as candidate for Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b> Masami Iida has broad and abundant experience and advanced knowledge gained through his responsibilities as not only the on-site manager of the production department, but also as leader of the Bearing Division and Corporate Planning & Administrative Division. Through his experience as Chairman and President of the Company, he has resolutely handled Oiles Group's management priorities, including the Medium-Term Management Plan. Based on such experiences, the Company expects that he can contribute to the management of the Company. For such reasons, the Company has determined that he is qualified for the position of Director who is not an Audit and Supervisory Committee Member, and hereby requests his reelection.	


Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)	
2	 <p>Yoshikazu Sakairi</p> <p>Date of Birth August 10, 1966</p> <p>Age 58</p> <p>Gender Male</p> <p><u>Reelection</u></p> <p>Number of the Company's shares owned 10,049 shares</p> <p>Term as Director 3 years</p> <p>FY 2024 Board of Directors meeting attendance 100% (17/17 times)</p>	April 1989	Joined the Company
		April 2014	Department Manager of Engineering & Design Dept., Bearing Division 2
		March 2016	President of Oiles India Private Limited
		June 2018	Operating Officer, President of Oiles India Private Limited
		October 2018	Operating Officer, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		April 2019	Operating Officer, General Manager of Planning Control, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		April 2021	Senior Operating Officer, General Manager of Planning Control, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		April 2022	Senior Operating Officer, General Manager of Corporate Planning & Administrative Division, General Manager of Planning Control, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		June 2022	Director, Senior Operating Officer, General Manager of Corporate Planning & Administrative Division, General Manager of Planning Control, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		April 2023	Director, Operating Officer, General Manager of Corporate Planning & Administrative Division, General Manager of Planning Control, Department Manager of Corporate Strategy Dept., Corporate Planning & Administrative Division
		October 2023	Director, Operating Officer, General Manager of Corporate Planning & Administrative Division, General Manager of Planning Control
		April 2024	President, Chief Operating Officer (current position)
		<b>[Reason for selection as candidate for Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b> Yoshikazu Sakairi has broad and abundant experience and advanced knowledge gained through his experience as the manager in charge of engineering & design in the Automotive Department of the Bearing Division, as President of a subsidiary in India, and as the manager in charge of the Corporate Strategy Department and Corporate Planning & Administrative Division. He has exercised strong leadership, steadily implementing the Medium-Term Management Plan that started in FY 2024 and resolutely handling Oiles Group's management priorities. For such reasons, the Company has determined that he is qualified for the position of Director who is not an Audit and Supervisory Committee Member, and hereby requests his reelection.	

Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)	
3	<div></div> <div>Kazuharu Tanabe</div> <div>Date of Birth September 19, 1962</div> <div>Age 62</div> <div>Gender Male</div> <div>Reelection</div> <div>Number of the Company's shares owned 30,245 shares</div> <div>Term as Director 9 years</div> <div>FY 2024 Board of Directors meeting attendance 100% (17/17 times)</div>	April 1986	Joined the Company
		June 1999	President of Oiles Tribomet GmbH (current Oiles Deutschland GmbH)
		June 2008	Department Manager of Corporate Strategy Dept., Management Planning Division
		April 2010	Plant Manager, Shiga Plant, Production Division
		June 2011	Operating Officer, Plant Manager, Shiga Plant, Production Division
		May 2013	Operating Officer, President of Oiles ECO Corporation
		June 2015	Senior Operating Officer, President of Oiles ECO Corporation
		June 2016	Director, Senior Operating Officer, President of Oiles ECO Corporation
		April 2017	Director, Senior Operating Officer, Division Manager of Damping & Isolation Division
		April 2021	Director, Managing Operating Officer, Division Manager of Bearing Division
		April 2023	Director (current position)
<b>[Reason for selection as candidate for Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b> Kazuharu Tanabe has extensive experience as President of a subsidiary in Europe and in leadership roles in the Corporate Strategy Department and at production sites. In addition, his broad and abundant experience and high level of ability and insight gained through leadership roles as President of Oiles ECO Corporation in the architectural devices business and leadership roles in the Damping & Isolation Division and the Bearing Division have greatly contributed to such departments' enhancement of structure and the strengthening of business foundation and corporate value. Based on such experiences, the Company expects that he can contribute to the management of the Company. For such reasons, the Company has determined that he is qualified for the position of Director who is not an Audit and Supervisory Committee Member, and hereby requests his reelection.			

Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)
4	 <p>Misao Yoneyama</p> <p>Date of Birth April 20, 1963</p> <p>Age 62</p> <p>Gender Male</p> <p><u>Reelection</u></p> <p>Number of the Company's shares owned 3,039 shares</p> <p>Term as Director 1 year</p> <p>FY 2024 Board of Directors meeting attendance 100% (13/13 times*)</p>	<p>January 2018    Joined the Company, Department Manager of General Affairs Dept., Corporate Planning &amp; Administrative Division</p> <p>April 2021    Operating Officer, Department Manager of General Affairs Dept., Corporate Planning &amp; Administrative Division</p> <p>April 2024    Operating Officer, General Manager of Corporate Planning &amp; Administrative Division</p> <p>June 2024    Director, Operating Officer, General Manager of Corporate Planning &amp; Administrative Division (current position)</p>
		<p><b>[Reason for selection as candidate for Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b></p> <p>Misao Yoneyama possesses expertise and a wealth of knowledge in the fields of corporate governance and sustainability based on his experience as the manager in charge of the General Affairs Department, as well as a deep understanding of the corporate financial planning field, and has been actively promoting IR and SR activities.</p> <p>Based on such experiences and abilities, the Company expects that he can contribute to the management of the Company. For such reasons, the Company has determined that he is qualified for the position of Director who is not an Audit and Supervisory Committee Member, and hereby requests his reelection.</p> <p>* Misao Yoneyama assumed office on June 27, 2024 (the day of the 73rd Ordinary General Meeting of Shareholders), and thus the number of meetings subject to his attendance differs from that of other candidates for Directors who are not Audit and Supervisory Committee Members.</p>



Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)	
5	<div></div> <div>Yasuji Omura</div> <div>Date of Birth February 14, 1954</div> <div>Age 71</div> <div>Gender Male</div> <div><div>Reelection</div></div> <div><div>Independent</div></div> <div><div>Outside</div></div> <div>Number of the Company's shares owned 2,597 shares</div> <div>Term as Director 5 years</div> <div>FY 2024 Board of Directors meeting attendance 100% (17/17 times)</div>	April 1979	Joined Mitsui Petrochemical Industries Ltd. (current Mitsui Chemicals, Inc.)
		June 2005	Executive Officer, Business Sector General Manager of Basic Chemicals Planning & Coordination Division, and Business Sector General Manager of Raw Materials Purchasing Division
		June 2009	Managing Director, General Manager of Corporate Planning Division, and Representative in China
		June 2011	Senior Managing Director, responsible for corporate planning/new business promotion/responsible care
		April 2013	Representative Director, Executive Vice President, Executive of Production & Technology Center and responsible for SCM/logistics/purchasing
		June 2016	Executive Vice President and Business Sector President of Basic Materials Business Sector
		April 2018	Special Assistant to the President and responsible for Vietnam Project
		April 2019	Special Counselor
		April 2020	Counselor (resigned in June 2020)
		June 2020	Outside Director of the Company (current position)
<b>[Significant concurrent positions]</b>			
June 2021	Outside Director of Gun Ei Chemical Industry Co., Ltd. (current position)		
<b>[Reason for selection as candidate for Outside Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b>			
Yasuji Omura has provided timely and appropriate opinions and recommendations based on his extensive knowledge and experience as a corporate officer in management for many years and expressed the opinions and advice at meetings of the Board of Directors, and as Chairperson of both the voluntary Nominating Committee and the Compensation Committee, he attended all such committee meetings held during the fiscal year under review. Based on the above experience and knowledge, he contributes to strengthening the supervisory function of the Company's management, while ensuring and improving the fairness of the Company's management. The Company has thus determined that the Company can expect him to provide useful opinions and advice on the management of Oiles Group as an outside Director who is not an Audit and Supervisory Committee Member, and the Company hereby requests his reelection.			

Candidate No.	Name (Date of birth)	Career summary and position/responsibilities in the Company (significant concurrent positions)	
6	 Rika Miyagawa Date of Birth August 26, 1960 Age 64 Gender Female <div>Reelection</div> <div>Independent</div> <div>Outside</div> Number of the Company's shares owned 24,000 shares Term as Director 4 years FY 2024 Board of Directors meeting attendance 100% (17/17 times)	April 1983	Joined Fujitsu Micon Systems Co., Ltd.
		April 1985	Joined Fujitsu OA Co., Ltd.
		November 1989	Joined "K" Line Air Service, Ltd. (current "K" Line Logistics, Ltd.)
		July 2013	General Manager, Business Process Improvement Division and General Manager, Internal Audit Division
		July 2014	General Manager, Business Process Improvement Division
		June 2016	Director (responsible for Business Process Improvement Division, Information System Department) (resigned in June 2019)
		June 2021	Outside Director of the Company (current position)
		<b>[Reason for selection as candidate for Outside Director who is not an Audit and Supervisory Committee Member, and overview of expected role]</b> Rika Miyagawa has a high level of expertise and extensive knowledge and experience in the field of information systems, including knowledge and experience in management as a corporate officer and the development of legal compliance systems. In addition to the opinions and advice she has expressed at Board of Directors meetings, the Company believes that her experience and insight will contribute to strengthening governance in terms of DX and HR. In addition, as a member of the voluntary Nominating Committee and Compensation Committee, she attended all such committee meetings held during the fiscal year under review and provided timely and appropriate opinions and suggestions. The Company has thus determined that the Company can expect her to provide useful opinions and advice on the management of Oiles Group as an outside Director who is not an Audit and Supervisory Committee Member, and the Company hereby requests her reelection.	

- (Notes)
- There is no special interest between each candidate and the Company.
  - Matters concerning the candidates for outside Director who is not an Audit and Supervisory Committee Member are as follows:
    - Candidates Yasuji Omura and Rika Miyagawa are candidates for outside Director who is not an Audit and Supervisory Committee Member. As of the time of conclusion of this General Meeting of Shareholders, the years that each candidate who is currently an outside Director has held office as outside Director are five (5) years for Yasuji Omura and four (4) years for Rika Miyagawa.
    - Neither candidate is scheduled to receive, nor has ever received in the past two years, any large amounts of money or other assets from the Company or any entity in a special relationship with the Company.
    - Neither candidate is a spouse, relative within the third degree of relationship, or other similar person of a business executive of the Company or an entity in a special relationship with the Company.
    - Neither candidate has ever been a business executive of the Company or any entity in a special relationship with the Company in the past 10 years.
    - If the two candidates are elected, the Company will continue its agreement entered into with both persons to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act in accordance with the provisions of Article 427, Paragraph 1 of said Act and Article 27 of the Articles of Incorporation of the Company.
    - The Company has registered the two candidates as independent officers as stipulated by the Tokyo Stock Exchange. If the two candidates are elected, the Company will continue to appoint both as independent officers.
  - The Company has entered into an officers' liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The policy covers compensation for damages, litigation costs, etc. for insured persons, including the Company's Directors who are not Audit and Supervisory Committee Members. If each candidate is elected and assumes office as a Director who is not an Audit and Supervisory Committee Member, he/she will be insured under the policy. The insurance policies are scheduled to be renewed under the same terms and conditions at the next renewal.

**Opinion of the Audit and Supervisory Committee**

The Audit and Supervisory Committee has deliberated on the election of candidates for Directors who are not Audit and Supervisory Committee Members as laid out in this Proposal, after evaluating the deliberations of the voluntary Nominating Committee and the skills expected of each candidate. As a result, we have not found any issues of concern regarding the election procedures, and consider the election of the candidates for Directors who are not Audit and Supervisory Committee Members to be appropriate.

[Reference]

**The composition of the Company's Board of Directors and particularly anticipated skills (after approval of Proposal No. 2)**

Considering the management policies and strategies of Oiles Group, and given the objective of contributing to sustainable growth and increasing corporate value over the medium to long term, we understand the expertise and experience required of the Board of Directors to be as shown in the table below. In addition, we will revise the composition of the Board of Directors as appropriate, taking into consideration the balance of knowledge, experience, and abilities that the Board of Directors should possess, as well as the diversity and size of the Board of Directors, while taking into account such matters as the business environment and management priorities surrounding Oiles Group and Medium-Term Management Plans.

Candi- date no.	Name	Position and responsibilities	Consultation Committee to be appointed to		Particularly anticipated skills		
			Nominating	Compen- sation	Corporate management	Finance/ Accounting	Legal/Risk
1	Masami Iida	Chairman Chairperson of the Board of Directors [Overall Management]			●	●	●
2	Yoshikazu Sakairi	President Chief Operating Officer [Overall Management, R&D, Internal Control]	○	○	●	●	●
3	Kazuharu Tanabe	Director [Overall Business, Quality Assurance]					●
4	Misao Yoneyama	Director Operating Officer, General Manager of Corporate Planning & Administrative Division [Corporate Planning & Administration, Risk Management, Compliance, Procurement]				●	●
5	Yasuji Omura	Independent outside Director Special Committee member	◎	◎	●		●
6	Rika Miyagawa	Independent outside Director Special Committee member	○	○	●		●
–	Satoshi Miyazaki	Director Full-time Audit and Supervisory Committee Member				●	●
–	Tatsuhiro Maeda	Independent outside Director Audit and Supervisory Committee Member Special Committee member	○	○	●	●	●
–	Takeo Sakakibara	Independent outside Director Audit and Supervisory Committee Member Special Committee member			●	●	●

Candi- date no.	Name	Position and responsibilities	Particularly anticipated skills					
			Technology/ R&D/ Production	Marketing	International -ity	IT/DX	Sustainability	HR
1	Masami Iida	Chairman Chairperson of the Board of Directors [Overall Management]	●					
2	Yoshikazu Sakairi	President Chief Operating Officer [Overall Management, R&D, Internal Control]	●		●			●
3	Kazuharu Tanabe	Director [Overall Business, Quality Assurance]	●	●	●		●	
4	Misao Yoneyama	Director Operating Officer, General Manager of Corporate Planning & Administrative Division [Corporate Planning & Administration, Risk Management, Compliance, Procurement]				●	●	●
5	Yasuji Omura	Independent outside Director Special Committee member	●	●	●			
6	Rika Miyagawa	Independent outside Director Special Committee member				●		●
–	Satoshi Miyazaki	Director Full-time Audit and Supervisory Committee Member					●	●
–	Tatsuhiro Maeda	Independent outside Director Audit and Supervisory Committee Member Special Committee member						
–	Takeo Sakakibara	Independent outside Director Audit and Supervisory Committee Member Special Committee member		●				●

\* The positions listed above denote what each candidate for Director who is not an Audit and Supervisory Committee Member would take up, if elected at this General Meeting of Shareholders.

\* The items marked with a ● denote the skills we particularly anticipate from each Director, and do not represent the totality of each Director's knowledge or experience.

\* The items marked with a ○ denote a consultation committee to be appointed. The items marked with a ◎ denote the committee chairperson.

**<Operating Officers>**

Position	Name	Responsibility
Operating Officer	Kiyofumi Okutsu	President of Unipla Corporation
Operating Officer	Toshihiko Sekine	Division Manager of General Bearing Division
Operating Officer	Hikaru Ozaki	Division Manager of Automotive Bearing Division
Operating Officer	Koichi Masuda	Division Manager of Damping & Isolation Division
Operating Officer	Hiroshi Tsuji	Division Manager of Production Division
Operating Officer	Ryo Toyaba	President of Oiles ECO Corporation

(Note) Operating Officers who concurrently serve as Directors are listed in <The composition of the Company's Board of Directors and particularly anticipated skills (after approval of Proposal No. 2)>.

**[Nomination Policy]**

The Company's Board of Directors appoints as top management (Directors and Operating Officers) persons who can help make the Board of Directors effective and who can contribute to the sustainable growth of the Company and increase its value in the medium to long term.

Directors who are not Audit and Supervisory Committee Members and Operating Officers are elected based on their specialized knowledge regarding their respective divisions and outstanding abilities, after evaluating their ability to make sound business decisions, foresight, insight, leadership, personality, physical and mental health, etc. Directors who are Audit and Supervisory Committee Members are elected from among persons who possess knowledge of finance, accounting, legal affairs, etc., necessary for their duties.

Also, it shall be deemed sufficient grounds for dismissal regarding Directors and Operating Officers, if: 1) he/she is found to have engaged in acts that constitute a serious violation of laws and regulations or noncompliance; 2) he/she is found to have ties with antisocial forces; or 3) he/she has caused significant damage to corporate value through dereliction of duty.

**[Nomination Procedures]**

In order to establish an independent, objective, and transparent nomination process for top management, the Company established a voluntary Nominating Committee, comprised of a majority of independent outside Directors, at the Board of Directors meeting held on October 25, 2018. With this, after going through the process of consultations and findings with the Nominating Committee, we have resolved at a meeting of the Board of Directors to make nominations for top management. Furthermore, we have established a system where, once the validity, etc. of the deliberation process for these nominations is also deliberated during a meeting of the Audit and Supervisory Committee prior to resolution by the Board of Directors, the candidates for Directors are put forward in the form of a proposal to the General Meeting of Shareholders.

In addition, the system requires that, when submitting a proposal to the General Meeting of Shareholders regarding the election of Directors who are Audit and Supervisory Committee Members (including substitute Directors who are Audit and Supervisory Committee Members), the consent of the Audit and Supervisory Committee be obtained in advance.

**Proposal No. 3:** Increasing Performance-Based Stock Compensation for Directors, etc.

1. Reasons for the proposal, and reasons why it is considered reasonable

The Company, having obtained approval at the 67th Ordinary General Meeting of Shareholders held on June 28, 2018 (hereinafter referred to as “Original Resolution”), introduced a performance-based stock compensation plan (hereinafter referred to as “the Plan”), the Board Benefit Trust (BBT), for Directors (excluding outside Directors) and Operating Officers. Also, at the 73rd Ordinary General Meeting of Shareholders held on June 27, 2024, the Company obtained approval to abolish the maximum amount of compensation under the Plan laid out in the Original Resolution, and to introduce anew the maximum amount of compensation under the Plan for Directors who are not Audit and Supervisory Committee Members (excluding outside Directors) and Operating Officers (hereinafter referred to collectively as “Director(s), etc.” in this Proposal) upon the transition of the Company to a company with an Audit and Supervisory Committee, which is where we stand today.

The Plan, by making the link between the compensation for Directors, etc., and the Company’s business performance and share value clearer, aims to increase their motivation to contribute to the enhancement of medium- to long-term business performance and increase in corporate value.

In order to establish a higher ratio of non-monetary compensation, etc. (the Plan) in the approximate target ratio for each type of compensation for Directors who are not Audit and Supervisory Committee Members (excluding outside Directors) with the aim of further strengthening the link between the compensation for Directors, etc., and the Company’s business performance and share value, we are seeking approval to raise the upper limit of the number of points that can be awarded to Directors, etc., per fiscal year, from 39,520 points (of which 21,840 points are for Directors) to 52,130 points (of which 34,450 points are for Directors).

As described in [Reference] on page 19, the Company has revised its Policy on Deciding Individual Compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members), on the condition that the effectiveness of revision is subject to approval of this Proposal as proposed.

The contents of this Proposal are in accordance with the revised Policy, and the Company considers the contents of this Proposal to be reasonable.

This Proposal shall have effect from the number of points to be awarded based on business performance in FY 2025.

If Proposal No. 2 “Election of Six (6) Directors Who Are Not Audit and Supervisory Committee Members” is approved as originally proposed, the number of Directors, etc. eligible for the Plan will be ten (10) (of which four (4) are Directors who are not Audit and Supervisory Committee Members (excluding outside Directors)).

2. Specific calculation methods and specific details of the amount of compensation, etc. under the Plan

We will revise the previous contents of the Plan. (The main parts from the current Plan that are subject to revisions are underlined.)

(1) Outline of the Plan

The Plan is a performance-based stock compensation plan in which the Company’s shares are acquired through a trust (the trust established under the Plan hereinafter referred to as “the Trust”) funded by money contributed by the Company, and in which the Company’s shares and cash equivalent to the amount of the Company’s shares converted to market value (hereinafter “the Company’s Shares, etc.”) are delivered to Directors, etc. through the Trust, in accordance with the Officer Stock Benefit Regulations stipulated by the Company. In principle, Directors, etc. will

receive the Company's Shares, etc. at the time of their retirement from their position as Directors, etc.

(2) Persons eligible for the Plan

Directors who are not Audit and Supervisory Committee Members (excluding outside Directors) and Operating Officers

(3) Trust term

The term shall be from August 2018 until the termination of the Trust. No specific date of termination shall be set for the term of the Trust, and the Trust shall continue as long as the Plan continues. The Plan will be terminated when the Company's shares are delisted, or when the Officer Stock Benefit Regulations are abolished, etc.

(4) Amount held in the Trust

The Company introduced the Plan for the three (3) fiscal years from the fiscal year ended March 31, 2019 to the fiscal year ended March 31, 2021 (hereinafter, that three-year period is referred to as the "Initial Applicable Period," and the Initial Applicable Period and each three-year period following the Initial Applicable Period are respectively referred to as the "Applicable Period") and each of the subsequent Applicable Periods, and with the aim of delivering the Company's Shares, etc. to Directors, etc., the Company contributed approximately 276 million yen of cash during said Initial Applicable Period in order to allow the Trust to acquire the Company's shares, and on August 27, 2018, the Trust acquired 119,000 shares. In addition, in order to enable the Trust to acquire shares forecasted as being necessary for future payments in view of the Plan's continuation, the Company contributed approximately 206 million yen of cash, with the Trust acquiring 96,600 shares on May 26, 2025.

Also, upon the transition of the Company to a company with an Audit and Supervisory Committee, the Trust was, at the 73rd Ordinary General Meeting of Shareholders held on June 27, 2024, allowed to continue to exist as a trust whose beneficiaries are Directors, etc., who meet the requirements for being beneficiaries.

Until the termination of the Plan, the Company shall, in principle, reasonably estimate the number of shares necessary to make payments to Directors, etc. under the Plan for each Applicable Period in the future, and shall contribute additional funds deemed necessary for the Trust to acquire the shares upfront. However, when contributing such additional funds, if there are Company shares (excluding Company shares that are equivalent to the number of points granted to Directors, etc. for the immediately preceding Applicable Period, and for which provision to Directors, etc. have not yet been completed) and cash remaining (hereinafter referred to as "Remaining Shares, etc.") in the trust assets, the Remaining Shares, etc. shall be used to fund the provision of shares or to fund the acquisition of shares under this Plan in subsequent Applicable Periods, and therefore the amount to be contributed additionally shall be calculated after taking the Remaining Shares, etc. into account.

If the Company decides to contribute additional funds, it will be disclosed in a timely and appropriate manner.



(5) Method of acquisition for the Company's shares

The Trust shall acquire the Company's shares through the stock market or by taking over the treasury shares the Company has disposed of, using the funds contributed as in (4) above, with no new shares being issued.

Details of the acquisition of the Company's shares by the Trust will be disclosed in a timely and appropriate manner.

(6) Upper limit of the number of the Company's Shares, etc. to be delivered to Directors, etc.

For each fiscal year, Directors, etc. are granted a certain number of points based on the Officer Stock Benefit Regulations, which are determined by taking into consideration their positions, level of achievement regarding business performance, etc. The total number of points granted to Directors, etc. per fiscal year is capped at 52,130 points (of which 34,450 points are for Directors). This has been determined by comprehensively considering the current level of compensation for executives, directional shifts in the number of Directors, etc., and future prospects, etc., and we consider this to be reasonable.

In addition, regarding points awarded to Directors, etc., each point is converted into one share of the Company's common shares at the time of provision of the Company's Shares, etc., as in (7) below (however, if a stock split, gratis allotment of shares, or reverse stock split, etc. has been carried out regarding the Company's shares after the approval of this proposal, reasonable adjustments will be made, according to the ratio, etc., to the maximum number of points and to the number of points already granted or the conversion ratio).

In principle, the number of points granted to a Director, etc. that serves as the basis for the provision of the Company's Shares, etc. as in (7) below shall be the number of points granted to that Director, etc. by the time of his/her retirement (hereinafter, the points calculated in this manner is referred to as "the Confirmed Number of Points").

(7) Specific calculation methods for delivery of the Company's shares and the amount of compensation, etc.

When a Director, etc. retires, and meets the requirements for being a beneficiary as stipulated in the Officer Stock Benefit Regulations, that Director, etc. will, in principle, by completing the prescribed procedures for determining beneficiaries, receive the number of Company shares corresponding to the Confirmed Number of Points determined in accordance with (6) above from the Trust upon his/her retirement. However, if he/she meets the requirements stipulated in the Officer Stock Benefit Regulations, he/she may receive a certain percentage of the Company's shares to be delivered as cash that is equivalent to the market value of the Company's shares.

The Trust may sell the Company's shares in order to make cash payments.

Even if a Director, etc. has been granted points, if he/she has been dismissed, or if he/she has violated the duty of due care or duty of loyalty while in office, he/she will not be entitled to receive payments. The amount of compensation, etc. received by Directors, etc., shall be based on the amount obtained by multiplying the total number of points granted to Directors, etc. by the book value per share of the Company's shares held by the Trust at the time the points are granted (however, if a stock split, gratis allotment of shares, or reverse stock split has been carried out with respect to the Company's shares, reasonable adjustments shall be made according to the ratio, etc.).

In addition, for exceptional cases in which cash is paid out in accordance with the provisions of the Officer Stock Benefit Regulations, said amount shall be added to the amount, if deemed reasonable.

(8) Exercise of voting rights

Voting rights pertaining to the Company's shares held in the Trust account will not be exercised in any manner, pursuant to the instructions of the trust administrator. By adopting this method, we aim to ensure the neutrality of the exercise of voting rights pertaining to the Company's shares held in the Trust account on the Company's management.

(9) Handling of dividends

Dividends pertaining to the Company's shares in the Trust account will be received by the Trust, and will be used to acquire the Company's shares and to pay the trust fees to the trustees related to the Trust. In the event that the Trust is terminated, the dividends, etc. remaining in the Trust will be distributed on a pro rata basis to the Directors, etc. in office at that time according to the number of points held by each, in accordance with the provisions of the Officer Stock Benefit Regulations.

(10) Handling at the time of termination of the Trust

The Trust will be terminated in such cases as when the Company's shares are delisted, when the Officer Stock Benefit Regulations are abolished, etc.

Of the assets remaining in the Trust at the time of the Trust's termination, all of the Company's shares will be acquired by the Company gratis, and will be canceled by resolution of the Board of Directors. Of the assets remaining in the Trust at the time of the Trust's termination, cash remaining after excluding the money paid out to Directors, etc. in accordance with (9) above will be delivered to the Company.

[Reference]

The Company resolved at the Board of Directors meeting held on March 26, 2025 to revise the Policy on Deciding Individual Compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) as follows on the condition that the effectiveness of revision is subject to the approval of Proposal No. 3, “Increasing Performance-Based Stock Compensation for Directors, etc.” as proposed (the revised parts of the Policy from the matters subject to measures for electronic provision (document delivered to shareholders), as described in the “Business Report, II. Current Status of the Company, (3) Status of Company Officers, 2. Compensation, etc., for Directors and Audit & Supervisory Board Members, 2) Outline of the Policy on Deciding Individual Compensation for Directors,” are indicated with underlining).

a) Basic Policy

The basic policy shall consist of linking compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) to shareholder interests, etc., so that it will function as a sufficient incentive to strive for sustainable improvement of corporate value, and determining compensation for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) within the scope approved at the General Meeting of Shareholders, setting it at appropriate levels that take into account the position and responsibilities of each Director (excluding Directors who are Audit and Supervisory Committee Members). Specifically, compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members and other Directors who are outside Directors (hereinafter referred to as “Non-Executive Directors” regarding this Plan)) shall consist of fixed compensation, performance-based compensation (bonuses), and performance-based stock compensation, while compensation for Non-Executive Directors shall consist of fixed compensation only, in consideration of their duties.

b) Policy on deciding the amount of individual fixed compensation, etc.

Fixed compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by taking into consideration a comprehensive range of factors such as the Director’s abilities, motivation and level of involvement in realizing plans, achievements, degree of contribution to business performance, and future roles to be taken, with monthly compensation for the period from the 1st to the last day of each month paid on the same day the employees are paid their salaries, in accordance with the Officer Regulations.

c) Policy for deciding the content of performance-based compensation, etc., and non-monetary compensation, etc., and the method for calculating their amount or number

The amount of performance-based compensation, etc. (bonuses) for Directors (excluding Non-Executive Directors) shall reflect their responsibilities and achievements, using profit (loss) attributable to owners of parent as the main indicator in order to reflect the business performance of each consolidated fiscal year, and paid within one week from the conclusion of the Ordinary General Meeting of Shareholders.

Non-monetary compensation, etc., shall be separate from fixed compensation and performance-based compensation (bonuses), and provided as a Board Benefit Trust (BBT) for Directors, etc. (excluding Non-Executive Directors but including Operating Officers) with the aim of increasing their motivation to contribute to the enhancement of medium- to long-term business performance and corporate value, and the indicator for this shall be the consolidated operating profit set out in the Medium-Term Management Plan, in order to contribute to the improvement of medium- to long-term business performance. In addition, stock compensation shall be determined each fiscal year in accordance with the Officer Stock Benefit Regulations, in which points are determined taking into

consideration the position and degree of achievement regarding indicators, etc., and granted to eligible persons. In principle, those eligible shall receive the Company's Shares, etc. at the time of their retirement.

- d) Policy for deciding the ratio of the amount of fixed compensation, the amount of performance-based compensation, etc., and the amount of non-monetary compensation, etc., in the amount of individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members)

The ratio by compensation type for Directors (excluding Non-Executive Directors) shall be deliberated by the Compensation Committee, with compensation levels benchmarked against companies of a similar business scale or related industry or business type as the Company, and structured so that the weight of performance-based compensation increases with the level of seniority. The Board of Directors shall consult with the Compensation Committee and, after receiving its findings, shall delegate the decision regarding the individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members) to the President. The President, delegated the decision, shall respect the findings of the Compensation Committee and determine the individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members) within the ratio by compensation type indicated in said findings.

The approximate ratio by compensation type for Directors (excluding Non-Executive Directors) shall be as follows:

Fixed compensation: Performance-based compensation, etc. (bonuses): Non-monetary compensation, etc. (Board Benefit Trust) = 55:25:20

Non-Executive Directors shall be paid fixed compensation only, as described above in a).

- e) Matters concerning delegation of decisions regarding individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members)

Individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by the President, delegated by a resolution of the Board of Directors. Such authority shall consist of deciding the amount of fixed compensation for each Director, and evaluating and allocating bonuses based on the performance of the business for which each Director is responsible. In order to ensure the appropriateness of the compensation, etc., and the transparency of the decision-making process, the President shall determine the individual compensation, etc. for each Director (excluding Directors who are Audit and Supervisory Committee Members) in accordance with the Policy on Deciding Individual Compensation for Directors, respecting the findings of the Compensation Committee and keeping within the scope of matters related to compensation, etc., for Directors (excluding Directors who are Audit and Supervisory Committee Members) resolved at the General Meeting of Shareholders. Performance-based stock compensation shall be governed by the Officer Stock Benefit Regulations.