

Securities Code: 6457

May 30, 2025

To our shareholders,

Akihiro Harada
President
GLORY LTD.
3-1 Shimoteno 1-chome
Himeji, Hyogo, Japan

Notice of the 79th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 79th Ordinary General Meeting of Shareholders of GLORY LTD. (the “Company”) held as below (the “Shareholders Meeting”).

If you are unable to attend the Shareholders Meeting at the venue, you are kindly requested to review the attached Reference Materials for the Shareholders Meeting, and exercise your voting rights by stating your approval or disapproval for each of the proposals on the enclosed Voting Card. Please return the Voting Card to the Company or vote via the Company’s voting site at <<https://evote.tr.mufg.jp/>>*. Whichever method you use, we ask that you please exercise your voting rights **by no later than 5:15 p.m., Thursday, June 19, 2025 (Tokyo time)**.

*Available in Japanese only.

1. **Date & Time** Friday, June 20, 2025, 10:00 a.m.
2. **Place** Conference Room (5th Floor),
GLORY LTD. Headquarters
3-1 Shimoteno 1-chome, Himeji, Hyogo, Japan

3. Agenda

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Reports of Independent Accounting Auditors and the Audit & Supervisory Committee regarding the consolidated financial statements for the 79th Term (April 1, 2024 to March 31, 2025)
2. Financial statements for the 79th Term (April 1, 2024 to March 31, 2025)

Proposals to be acted upon:

- | | |
|------------|--|
| Proposal 1 | Distribution of Dividends of Surplus |
| Proposal 2 | Election of seven (7) Directors who are not Audit & Supervisory Committee Members |
| Proposal 3 | Election of two (2) Substitute Directors who are Audit & Supervisory Committee Members |

<p>This is a partial translation of the original Japanese text of the “Notice of the 79th Ordinary General Meeting of Shareholders” prepared for the convenience of shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.</p>
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REFERENCE MATERIALS FOR THE SHAREHOLDERS MEETING

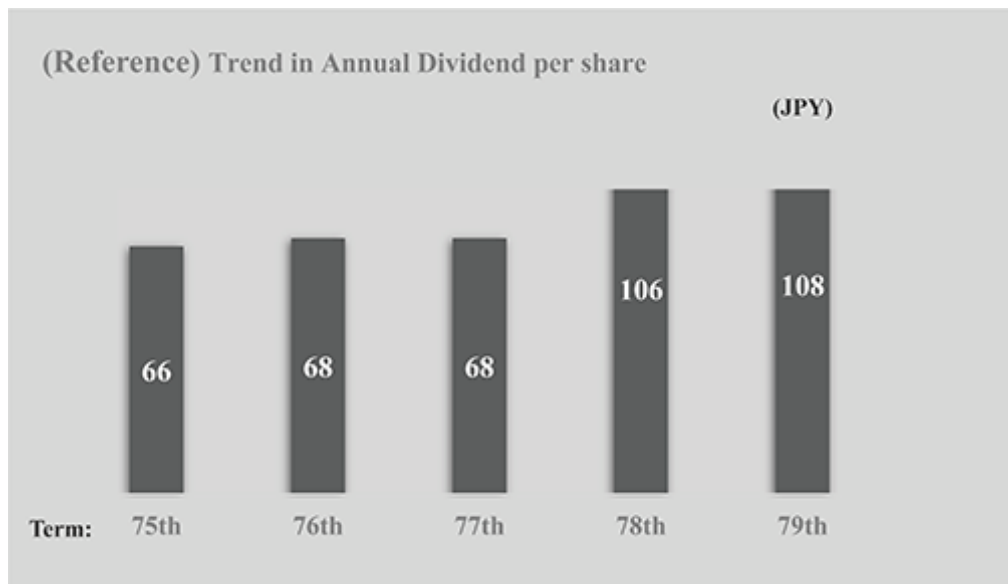
Proposal 1

Distribution of Dividends of Surplus

Returning profits to shareholders is an important management priority for the Company. We therefore set out a basic policy to pay stable dividends, while balancing our investment for future business growth and maintaining our financial strength. For the period of the Company's 2026 Medium-Term Management Plan (from fiscal year ended March 2025 to fiscal year ended March 2027), the Company has set a target to pay progressive dividends using the annual dividend paid for the fiscal year ended March 2024 (106 yen per share) as a standard, while achieving a DOE (Dividend on shareholders' Equity) of 3.0% or more.

In accordance with the above policy, the Company is proposing to pay a year-end dividend of ¥54 per share for the 79th Term. As the Company previously paid out ¥54 per share as an interim-period dividend, the total dividend for the 79th Term will be ¥108 per share, which brings the DOE (Dividend on shareholders' Equity) to 3.5%.

1. **Type of dividend property:** Cash
2. **Allocation of dividend property and a total amount of allocation:** ¥54 per share of common stock
Total amount of payout: ¥3,121,014,240
3. **Effective date of dividend payment:** June 23, 2025



Proposal 2**Election of seven (7) Directors who are not Audit & Supervisory Committee Members**


The term of office will expire at the close of the Shareholders Meeting for the current eight (8) Directors who are not Audit & Supervisory Committee Members.

We propose the election of the following seven (7) individuals for the positions of Directors who are not Audit & Supervisory Committee Members.


The proposal has been deliberated upon by the Audit & Supervisory Committee, which has advised that there were no particular matters to be stated.


No	Name	Age*	Positions and Responsibilities	Attendance at Board meeting in FY2024
1	Reappointment Motozumi Miwa	71	Chairman of the Board & Representative Director	16/16
2	Reappointment Akihiro Harada	62	President & Representative Director	16/16
3	Reappointment Hideo Onoe	57	Executive Vice President & Director; Assistant to President Supervision of General Affairs Headquarters and Finance Headquarters	16/16
4	Reappointment Tomoko Fujita	62	Director; Responsible for the corporate governance of non-Japanese subsidiaries	16/16
5	Reappointment Ian Jordan Outside Director Independent Director	66	Outside Director (Tenure: 3 years)	16/16
6	Reappointment Ikuji Ikeda Outside Director Independent Director	68	Outside Director (Tenure: 1 year) Chairman of the Compensation Advisory Committee	13/13 (Since assumption of office)
7	New appointment Koji Naito Outside Director Independent Director	62	—	—


*Age as of the date of the Shareholders Meeting (June 20, 2025)

1		<div data-bbox="507 241 852 286">Motozumi Miwa</div> <div data-bbox="1193 237 1428 271">Reappointment</div> <div data-bbox="507 302 857 331">71 years old (DOB: June 9, 1954)</div> <div data-bbox="507 376 1070 436">Number of shares owned: 29,330 Attendance at Board of Directors meetings: 16/16</div>																																				
<div data-bbox="156 533 812 562">Career summary, positions and areas of responsibility:</div> <div data-bbox="215 571 1382 1200"><table><tr><td>Jun.</td><td>2009</td><td>Joined the Company</td></tr><tr><td>Mar.</td><td>2010</td><td>General Manager, Legal Affairs Department, General Affairs Division</td></tr><tr><td>Jun.</td><td>2010</td><td>Executive Officer</td></tr><tr><td>Apr.</td><td>2012</td><td>Senior Executive Officer; Executive General Manager, General Affairs Headquarters</td></tr><tr><td>Jun.</td><td>2012</td><td>Director & Senior Executive Officer</td></tr><tr><td>Apr.</td><td>2013</td><td>Responsible for CSR, brand strategy, investor relations and legal compliance functions</td></tr><tr><td>Apr.</td><td>2014</td><td>Director & Managing Executive Officer; Executive General Manager, Business Management Headquarters, Responsible for General Affairs Headquarters</td></tr><tr><td>Apr.</td><td>2015</td><td>Director & Senior Managing Executive Officer</td></tr><tr><td>Apr.</td><td>2016</td><td>Representative Director & Senior Managing Executive Officer</td></tr><tr><td>Apr.</td><td>2017</td><td>Executive Vice President & Representative Director; Responsible for Business Management Headquarters</td></tr><tr><td>Apr.</td><td>2019</td><td>President & Representative Director</td></tr><tr><td>Apr.</td><td>2024</td><td>Chairman of the Board & Representative Director (to present)</td></tr></table></div> <div data-bbox="156 1232 636 1261">Significant concurrent position(s): None</div> <div data-bbox="156 1337 912 1366">Special interest between the candidate and the Company: None</div> <div data-bbox="156 1442 802 1471">Reasons for recommending the candidate as Director:</div> <div data-bbox="204 1480 1430 1711"><p>Motozumi Miwa has accumulated extensive experience and knowledge in the financial sector and is well-versed in the operations of the Company's corporate affairs divisions. Having served as the Company's Executive Vice President, President, and Chairman of the Board, etc., he has played an important role in improving the corporate value of the Company and its group companies (the "Group") as the top executive. We recommend the election of Mr. Miwa based on our judgment that he has the experience and ability required of a Director.</p></div>			Jun.	2009	Joined the Company	Mar.	2010	General Manager, Legal Affairs Department, General Affairs Division	Jun.	2010	Executive Officer	Apr.	2012	Senior Executive Officer; Executive General Manager, General Affairs Headquarters	Jun.	2012	Director & Senior Executive Officer	Apr.	2013	Responsible for CSR, brand strategy, investor relations and legal compliance functions	Apr.	2014	Director & Managing Executive Officer; Executive General Manager, Business Management Headquarters, Responsible for General Affairs Headquarters	Apr.	2015	Director & Senior Managing Executive Officer	Apr.	2016	Representative Director & Senior Managing Executive Officer	Apr.	2017	Executive Vice President & Representative Director; Responsible for Business Management Headquarters	Apr.	2019	President & Representative Director	Apr.	2024	Chairman of the Board & Representative Director (to present)
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2		<p>Akihiro Harada</p> <p>62 years old (DOB: March 10, 1963)</p> <p>Number of shares owned: 10,480 Attendance at Board of Directors meetings: 16/16</p> <p>Reappointment</p>																																													
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3		<div data-bbox="501 226 1437 280">Hideo Onoe<div data-bbox="1193 237 1428 271">Reappointment</div></div> <div data-bbox="501 293 1437 338">57 years old (DOB: October 17, 1967)</div> <div data-bbox="501 367 1437 443">Number of shares owned: 381,414 Attendance at Board of Directors meetings: 16/16</div>																																				
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4		<div data-bbox="507 232 815 288">Tomoko Fujita</div> <div data-bbox="1193 232 1428 271">Reappointment</div> <div data-bbox="507 300 928 331">62 years old (DOB: September 13, 1962)</div> <div data-bbox="507 374 1070 436">Number of shares owned: 0 Attendance at Board of Directors meetings: 16/16</div>																														
<div data-bbox="156 510 812 542">Career summary, positions and areas of responsibility:</div> <div data-bbox="215 551 1340 1019"><table><tr><td>Apr.</td><td>1985</td><td>Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.)</td></tr><tr><td>May</td><td>1991</td><td>Nikko Europe Plc.</td></tr><tr><td>Dec.</td><td>1998</td><td>Nikko Principal Investments Limited (Name changed to Citigroup Capital UK Limited in 2009)</td></tr><tr><td>May</td><td>2012</td><td>Joined the Company</td></tr><tr><td>Dec.</td><td>2012</td><td>Transferred to Glory Global Solutions Ltd. (“GGS”)</td></tr><tr><td>Apr.</td><td>2014</td><td>Director, Business Coordination of GGS</td></tr><tr><td>Apr.</td><td>2015</td><td>Director, Corporate Development & Business Planning of GGS (to present)</td></tr><tr><td>Apr.</td><td>2018</td><td>Director (Member of the Board) of GGS (to present)</td></tr><tr><td>Jun.</td><td>2021</td><td>Director of the Company (to present) Responsible for the corporate governance of non-Japanese subsidiaries (to present)</td></tr><tr><td>Jan.</td><td>2024</td><td>Chairperson of Flooid Topco Limited (to present)</td></tr></table></div> <div data-bbox="156 1041 568 1072">Significant concurrent position(s):</div> <div data-bbox="202 1079 662 1151"><p>Director (Member of the Board) of GGS Chairperson of Flooid Topco Limited</p></div> <div data-bbox="156 1187 912 1218">Special interest between the candidate and the Company: None</div> <div data-bbox="156 1285 802 1317">Reasons for recommending the candidate as Director:</div> <div data-bbox="202 1326 1428 1476"><p>Tomoko Fujita possesses considerable experience in the field of global financial business and has demonstrated strengths in overseas M&As and governance of acquired companies.</p><p>We recommend the election of Ms. Fujita based on our judgment that she has the experience and ability required of a Director.</p></div>			Apr.	1985	Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.)	May	1991	Nikko Europe Plc.	Dec.	1998	Nikko Principal Investments Limited (Name changed to Citigroup Capital UK Limited in 2009)	May	2012	Joined the Company	Dec.	2012	Transferred to Glory Global Solutions Ltd. (“GGS”)	Apr.	2014	Director, Business Coordination of GGS	Apr.	2015	Director, Corporate Development & Business Planning of GGS (to present)	Apr.	2018	Director (Member of the Board) of GGS (to present)	Jun.	2021	Director of the Company (to present) Responsible for the corporate governance of non-Japanese subsidiaries (to present)	Jan.	2024	Chairperson of Flooid Topco Limited (to present)
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5		Ian Jordan 66 years old (DOB: November 14, 1958) Tenure as Director: 3 years Number of shares owned: 0 Attendance at Board of Directors meetings: 16/16	Reappointment																																																																																				
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Dec.	2016	Executive Officer;																																																																																					
		CEO, Avanade Global Management consulting																																																																																					
Jun.	2017	Outside Director of Glory Global Solutions Ltd. (to present)																																																																																					
Jun.	2022	Outside Director of the Company (to present)																																																																																					
Apr.	2024	Outside Director of Acrelec Group S.A.S. (to present)																																																																																					
Significant concurrent position(s): Outside Director of Glory Global Solutions Ltd. Outside Director of Acrelec Group S.A.S. Note: Both are subsidiaries of the Company.																																																																																							
Matters concerning “Independent Directors”: The Company has notified the Tokyo Stock Exchange (the “TSE”) of Ian Jordan’s appointment as an “Independent Director”.																																																																																							
Special interest between the candidate and the Company: None																																																																																							


Reasons for recommending the candidate as Outside Director and expected roles:


Ian Jordan possesses wide experience and knowledge in software and technology services as a management executive at large multi-national consulting and technology companies. He has played an important role as an Outside Director in strengthening the Board's supervisory functions and in ensuring and enhancing transparency and fairness in the Company's management.

We recommend the election of Mr. Jordan based on our judgement that he has the ability and insight required of an Outside Director. He is expected to continue fulfilling the abovementioned roles upon approval of his appointment at the Shareholders Meeting.

Regarding agreements for limitation of liability:

The Company has previously concluded an agreement with Ian Jordan to the effect that liability of Directors be limited, to enable Mr. Jordan to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Jordan if he is re-elected as an Outside Director as proposed.

6		<p>Ikuji Ikeda</p> <p>68 years old (DOB: November 7, 1956)</p> <p>Tenure as Director: 1 year</p> <p>Number of shares owned: 1,600</p> <p>Attendance at Board of Directors meetings: 13/13*</p> <p>Chairman of the Compensation Advisory Committee</p> <p><small>*Since assumption of office</small></p>	Reappointment																																	
			Outside Director																																	
			Independent Director																																	
<p>Career summary, positions and areas of responsibility:</p> <table><tr><td>Apr.</td><td>1979</td><td>Joined Sumitomo Rubber Industries, Ltd.</td></tr><tr><td>Jan.</td><td>2000</td><td>General Manager of Tyre Works Technical Dept.</td></tr><tr><td>Mar.</td><td>2003</td><td>Executive Officer</td></tr><tr><td>Mar.</td><td>2007</td><td>Director (Senior Executive Officer)</td></tr><tr><td>Mar.</td><td>2010</td><td>Director (Managing Executive Officer)</td></tr><tr><td>Mar.</td><td>2011</td><td>President and CEO, Representative Director</td></tr><tr><td>Mar.</td><td>2019</td><td>Chairman, Representative Director</td></tr><tr><td>Mar.</td><td>2020</td><td>Chairman of the Board</td></tr><tr><td>Mar.</td><td>2023</td><td>Director</td></tr><tr><td>Jun.</td><td>2024</td><td>Outside Director of the Company (to present)</td></tr><tr><td></td><td></td><td>Outside Director of JTEKT Corporation (to present)</td></tr></table> <p>Significant concurrent position(s):</p> <p>Outside Director of JTEKT Corporation</p> <p>Matters concerning “Independent Directors”:</p> <p>The Company has notified the TSE of Ikuji Ikeda’s appointment as “Independent Director”.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Outside Director and expected roles:</p> <p>Ikuji Ikeda has a wealth of experience in the areas of international business and production at a global company. He has played an important role as an Outside Director in strengthening the Board’s supervisory functions and in ensuring and enhancing transparency and fairness in the Company’s management. We recommend the election of Mr. Ikeda based on our judgment that he has the ability and insight required of an Outside Director. He is expected to continue fulfilling the abovementioned role upon approval of his appointment at the Shareholders Meeting.</p> <p>Regarding agreements for limitation of liability:</p> <p>The Company has previously concluded an agreement with Ikuji Ikeda to the effect that liability of Directors be limited, to enable Mr. Ikeda to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Ikeda if he is re-elected as Outside Director as proposed.</p>				Apr.	1979	Joined Sumitomo Rubber Industries, Ltd.	Jan.	2000	General Manager of Tyre Works Technical Dept.	Mar.	2003	Executive Officer	Mar.	2007	Director (Senior Executive Officer)	Mar.	2010	Director (Managing Executive Officer)	Mar.	2011	President and CEO, Representative Director	Mar.	2019	Chairman, Representative Director	Mar.	2020	Chairman of the Board	Mar.	2023	Director	Jun.	2024	Outside Director of the Company (to present)			Outside Director of JTEKT Corporation (to present)
Apr.	1979	Joined Sumitomo Rubber Industries, Ltd.																																		
Jan.	2000	General Manager of Tyre Works Technical Dept.																																		
Mar.	2003	Executive Officer																																		
Mar.	2007	Director (Senior Executive Officer)																																		
Mar.	2010	Director (Managing Executive Officer)																																		
Mar.	2011	President and CEO, Representative Director																																		
Mar.	2019	Chairman, Representative Director																																		
Mar.	2020	Chairman of the Board																																		
Mar.	2023	Director																																		
Jun.	2024	Outside Director of the Company (to present)																																		
		Outside Director of JTEKT Corporation (to present)																																		

7		Koji Naito	New appointment
		62 years old (DOB: April 3, 1963)	Outside Director
		Number of shares owned: 1,000	Independent Director
Career summary, positions and areas of responsibility:			
Apr. 1986 Joined Ushio Inc.			
Oct. 2014 Executive Officer			
Apr. 2015 Senior Executive Officer			
General Manager, Light Source Business Division			
Apr. 2016 Managing Executive Officer			
Apr. 2019 Chief Executive Officer			
Jun. 2019 Representative Director			
President and Chief Executive Officer			
Apr. 2024 Director			
Significant concurrent position(s): None			
Matters concerning “Independent Directors”:			
The Company plans to notify the TSE of Koji Naito’s appointment as “Independent Director”.			
Special interest between the candidate and the Company: None			
Reasons for recommending the candidate as Outside Director and expected roles:			
Koji Naito has accumulated a wealth of experience and insight in global corporate management, having lead Ushio Inc. as president and representative director, and the head of its light source business, which is the core business of the Ushio Group.			
We recommend the election of Mr. Naito based on our judgment that he has the ability and insight required of an Outside Director to enhance transparency and fairness of the Company’s management. Mr. Naito is expected to fulfill his role in strengthening the Board’s supervisory functions and in ensuring and enhancing transparency and fairness in the Company’s management, upon approval of his appointment at the Shareholders Meeting.			
Regarding agreements for limitation of liability:			
The Company will conclude an agreement with Koji Naito to the effect that liability of Directors be limited upon approval of his appointment at the Shareholders Meeting, to enable Mr. Naito to fully perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act.			

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured in the performance of their duties. The policy stipulates certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, as measures to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors will be covered by this insurance upon approval of this proposal.

(Reference for Proposal 2)

Skills matrix of the Company's Board of Directors after the Shareholders Meeting

Under the rapid changes in the global business environment, the Company acknowledges the importance of ensuring the balance and diversity of our Directors' knowledge, experience, and abilities.

The Company therefore ensures the balance of the Board by including the Directors with the following roles and responsibilities to achieve sustainable growth of the Group and to improve its corporate value over the medium to long term, while remaining adaptable and flexible to changes:

- Executive Directors who have extensive knowledge of the Group's business activities in Japan and overseas
- Outside Directors who make pertinent proposals and provide sound management advice from a wide range of perspectives
- Directors who are Audit & Supervisory Committee Members and are responsible for the audits and supervision of the execution of duties by Directors, etc.

The following table shows the composition of the Board and the major knowledge, experiences, and abilities offered by the Directors upon the approval of Proposals 2.

Name/Position	Corporate Management	Domestic Business	Development /Production	Technology /DX	HR	Legal/Risk Management	Accounting /Finance	Sustainability	International Experience /Overseas Business Experience
Motozumi Miwa Chairman of the Board & Representative Director	●	●			●	●	●	●	●
Akihiro Harada President & Representative Director	●	●	●	●	●				●
Hideo Onoe Executive Vice President & Director	●	●	●	●					●
Tomoko Fujita Director	●				●	●	●		●
Ian Jordan* Outside Director	●			●	●		●	●	●
Ikuji Ikeda* Outside Director	●		●					●	●
Koji Naito* Outside Director	●		●					●	●
Masato Inuga Director (Full-Time Audit & Supervisory Committee Member)	●	●				●			
Keiichi Kato* Outside Director (Audit & Supervisory Committee Member)						●			
Yukako Ikukawa* Outside Director (Audit & Supervisory Committee Member)							●		

*Independent Director

Proposal 3**Election of two (2) Substitute Directors who are Audit & Supervisory Committee Members**

To prepare for the event that the number of Audit & Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of substitute Directors who are Audit & Supervisory Committee Members in advance as below.

The order of priority to assume the office of Director who is an Audit & Supervisory Committee Member will be Nobuhiro Omori, followed by Tomoe Imado. If the position of Outside Director becomes vacant, however, Tomoe Imado will assume the position, as Nobuhiro Omori does not meet the requirements for an Outside Director.

The condition for Mr. Omori or Ms. Imado to assume his/her office is that the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations. The term of office will be the remaining term of the retired Director.


The resolution of this proposal will remain in effect until the commencement of the subsequent Ordinary General Meeting of Shareholders.


The election of Mr. Omori and Ms. Imado may be revoked by a resolution of the Board with the consent of the Audit & Supervisory Committee, provided that such revocation is made before the assumption of office.

The Company has obtained the consent of the Audit & Supervisory Committee for this proposal.

No	Name	Age*	Position
1	Nobuhiro Omori	57	— (General Manager of Accounting Department, Finance Headquarters of the Company)
2	Tomoe Imado Outside Director Independent Director	50	—

*Age as of the Shareholders Meeting (June 20, 2025)

1		Nobuhiro Omori 57 years old (DOB: May 28, 1968) Number of shares owned: 1,160																																	
<p>Career summary, positions and areas of responsibility:</p> <table><tr><td>Apr.</td><td>1991</td><td>Joined the Company</td></tr><tr><td>Oct.</td><td>1992</td><td>Assigned to Accounting Department</td></tr><tr><td>May</td><td>2001</td><td>Seconded to GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)</td></tr><tr><td>Jul.</td><td>2010</td><td>Manager of Consolidated Accounting Group, Accounting Department, Accounting Division of the Company</td></tr><tr><td>Apr.</td><td>2011</td><td>Corporate Auditor of GLORY Denshi Kogyo (Suzhou) Ltd.</td></tr><tr><td>Apr.</td><td>2017</td><td>General Manager of Accounting Department, Finance Headquarters of the Company (to present)</td></tr><tr><td>Jun.</td><td>2019</td><td>Corporate Auditor of FueTrek Co., Ltd. (now AI, Inc.)</td></tr><tr><td>Jun.</td><td>2021</td><td>Director (Audit & Supervisory Committee Member) of FueTrek Co., Ltd. (now AI, Inc.)</td></tr><tr><td>Jun.</td><td>2022</td><td>Corporate Auditor of GLORY Service Co., Ltd.</td></tr><tr><td>Jan.</td><td>2023</td><td>Corporate Auditor of Glory Software Vietnam Co., Ltd. (to present)</td></tr><tr><td>Jun.</td><td>2024</td><td>Director of GLORY (PHILIPPINES), INC. (to present)</td></tr></table> <p>Significant concurrent position(s): None</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as substitute Director who is an Audit & Supervisory Committee Member:</p> <p>Nobuhiro Omori has accumulated considerable knowledge in the fields of finance and accounting through his experiences as General Manager of the Accounting Department, etc. and has experiences as Corporate Auditor of the Group in Japan and overseas. We recommend the election of Mr. Omori based on our judgment that he has the experience and ability required of a Director who is an Audit & Supervisory Committee Member, whose role is to audit and supervise the Company's business management.</p>			Apr.	1991	Joined the Company	Oct.	1992	Assigned to Accounting Department	May	2001	Seconded to GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)	Jul.	2010	Manager of Consolidated Accounting Group, Accounting Department, Accounting Division of the Company	Apr.	2011	Corporate Auditor of GLORY Denshi Kogyo (Suzhou) Ltd.	Apr.	2017	General Manager of Accounting Department, Finance Headquarters of the Company (to present)	Jun.	2019	Corporate Auditor of FueTrek Co., Ltd. (now AI, Inc.)	Jun.	2021	Director (Audit & Supervisory Committee Member) of FueTrek Co., Ltd. (now AI, Inc.)	Jun.	2022	Corporate Auditor of GLORY Service Co., Ltd.	Jan.	2023	Corporate Auditor of Glory Software Vietnam Co., Ltd. (to present)	Jun.	2024	Director of GLORY (PHILIPPINES), INC. (to present)
Apr.	1991	Joined the Company																																	
Oct.	1992	Assigned to Accounting Department																																	
May	2001	Seconded to GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)																																	
Jul.	2010	Manager of Consolidated Accounting Group, Accounting Department, Accounting Division of the Company																																	
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Jun.	2022	Corporate Auditor of GLORY Service Co., Ltd.																																	
Jan.	2023	Corporate Auditor of Glory Software Vietnam Co., Ltd. (to present)																																	
Jun.	2024	Director of GLORY (PHILIPPINES), INC. (to present)																																	

2		<p>Tomoe Imado</p> <p>50 years old (DOB: March 3, 1975)</p> <p>Number of shares owned: 0</p> <p><small>*The registered name is Tomoe Yamasaki.</small></p> <div> <div>Outside Director</div> <div>Independent Director</div> </div>
<p>Career summary, positions and areas of responsibility:</p> <ul style="list-style-type: none"> Oct. 2003 Registered as Attorney-at-law Joined Mori Hamada & Matsumoto Apr. 2008 International Legal Affairs Bureau, Ministry of Foreign Affairs Jul. 2010 Joined Okuno & Partners Jan. 2019 Attorney-at-law and Partner of Miura & Partners (to present) Jul. 2019 Outside Audit & Supervisory Board Member of OneBe, Inc. Jun. 2020 Outside Director of ZENKOKU HOSHO Co., Ltd (to present) Jun. 2022 Outside Director of KANADEN CORPORATION (to present) Oct. 2023 Executive Director of Governance Innovation, Tokyo Medical and Dental University (now Institute of Science Tokyo) Oct. 2024 Executive Director of Legal Affairs, Institute of Science Tokyo (to present) <p>Significant concurrent position(s):</p> <ul style="list-style-type: none"> Attorney-at-law and Partner of Miura & Partners Outside Director of ZENKOKU HOSHO Co., Ltd Outside Director of KANADEN CORPORATION <p>Matters concerning “Independent Directors”:</p> <p>The Company plans to notify the TSE of Tomoe Imado’s appointment as “Independent Director” if she assumes her position as a Director who is an Audit & Supervisory Committee Member.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles:</p> <p>Tomoe Imado possesses highly specialized knowledge as an attorney-at-law and experience as director or audit & supervisory board member at other companies, while she has never engaged in corporate management other than as an outside director or an outside audit & supervisory board member.</p> <p>We recommend the election of Ms. Imado based on our judgment that she has the ability and insight required of an Outside Director (Audit & Supervisory Committee Member), whose role is to audit and supervise from an independent standpoint. Upon assuming the office of Outside Director who is an Audit & Supervisory Committee Member, Ms. Imado is expected to fulfill her role in strengthening the Board’s supervisory functions and in ensuring legitimacy and adequacy in the Company’s management.</p> <p>Regarding agreements for limitation of liability:</p> <p>The Company will conclude an agreement with Tomoe Imado to the effect that liability of Director be limited upon approval of her election and upon assumption of office of a Director who is an Audit & Supervisory Committee Member, to enable Ms. Imado to fully perform her expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act.</p>		

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured in the performance of their duties. The policy stipulates certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, as measures to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance under the same terms and conditions, upon resolution of the Board made prior to the expiration of the insurance period.
- If this proposal is approved, the candidates will be covered by the insurance upon commencement of his/her office of Director who is an Audit & Supervisory Committee Member. To note, Nobuhiro Omori has already been covered by the insurance as a director and a corporate auditor of the Company's subsidiaries and management-level employee of the Company.

(Reference for Proposal 2 and 3)

Independence Standards for Independent Outside Directors

Independent outside directors must not be under any of the following.

1. Any person who is currently, or at any point in the past ten years has been, an executive of the Company or any of its subsidiaries.
2. Any person who is a major client or supplier*¹ of the Company or for whom the Company is a major client or supplier (or any executing person of the said major client or supplier if the client or supplier is a legal entity).
3. Any consultant, accounting or legal professional who receives a large amount*² of monetary consideration or any other property from the Company besides compensation as a director (or a person belonging thereto if the consultant, accounting or legal professional is a legal entity).
4. Any person who receives a large amount*² of financial contributions or support from the Company (or a person belonging thereto if the person is a legal entity).
5. Any person who is a major shareholder of the Company (or any executive of the said major shareholder if the shareholder is a legal entity).
6. Any person who has fallen under any of 2. through 5. above in the past three years.
7. A spouse or any family member within the second degree of kinship of any person (excluding those not in material positions*³) listed in 1. through 5. above.

*¹ (i) A client or supplier with whom the Company's average transaction value for the past three business years exceeds 2% of the consolidated net sales of the most recent business year of the Company or the client or supplier; or

(ii) A financial institution from which the Company is borrowing money and from which the average of the amount borrowed by the Company as of the last day of the past three business years exceeds 2% of the consolidated total assets as of the last day of the most recent business year of the Company.

*² The average amount received during the past three business years exceeds (i) 10 million yen in the case of individuals or (ii) 2% of the gross revenue of the most recent business year of the said legal entity in case of a legal entity.

*³ "Material positions" means directors, audit & supervisory board members, executive officers or employees with senior management positions (such as division heads).

-End-