

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 identification code: 5930  
May 30, 2025

To Our Shareholders:

Toshihiko Shiozaki  
Representative Director and Chairman of  
the Board of Directors  
**Bunka Shutter Co., Ltd.**  
1-17-3, Nishikata, Bunkyo-ku, Tokyo

## NOTICE OF THE 79TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 79th Ordinary General Meeting of Shareholders of Bunka Shutter Co., Ltd. (the “Company”), which will be held as described 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 to be provided in electronic format) in electronic format, and posts this information on the Company’s website. Please access the website below by using the internet address shown below to review the information.

The Company’s website:

<https://www.bunka-s.co.jp/ir/individual/meeting/> (in Japanese)

In addition to the Company’s website, the matters to be provided in electronic format are also posted on the website of the Tokyo Stock Exchange. Please review this information from the internet address shown below.

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

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

(Access the TSE website by using the internet address shown above, enter “Bunka Shutter” in “Issue name (company name)” or the Company’s securities code “5930” 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 in writing or the Internet, etc. Should you wish to do so, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Monday, June 16, 2025 (Japan Standard Time).

**1. Date and Time:** Tuesday, June 17, 2025 at 10 a.m. (Japan Standard Time)

**2. Venue:** 2F Hall, Head Office of the Company  
1-17-3, Nishikata, Bunkyo-ku, Tokyo

### **3. Purposes:**

#### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 79th 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 79th Term (from April 1, 2024, to March 31, 2025)

#### **Items to be resolved:**

##### **<Company proposals> (Proposals 1 to 4)**

**Proposal 1:** Appropriation of surplus

**Proposal 2:** Election of nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members)

**Proposal 3:** Election of Five (5) Directors as Audit and Supervisory Committee Members

**Proposal 4:** Revision of the amount of remuneration for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members)

##### **<Shareholder proposals (Proposals 5 and 6)>**

**Proposal 5:** Acquisition of treasury shares

**Proposal 6:** Amendments to the Articles of Incorporation regarding the number of Outside Directors

### **4. Guide to Exercising Voting Rights:**

#### **(1) Exercising voting rights in writing**

Please indicate your approval or disapproval of the proposals on the voting form and return it by postal mail to reach us no later than 5:30 p.m. on Monday, June 16, 2025 (Japan Standard Time).

#### **(2) Exercising voting rights via the Internet, etc.**

If you wish to exercise your voting rights via the Internet, etc., please refer to the “Guidance for Exercising Voting Rights via the Internet, etc.” on page 4 and exercise your voting rights by 5:30 p.m. on Monday, June 16, 2025.

#### **(3) If you exercise your voting rights both in writing and via the Internet, etc., the votes made via the Internet, etc., shall prevail. If you exercise your voting rights multiple times via the Internet, etc., the vote submitted last shall prevail.**

If attending the meeting in person, please submit the voting form at the reception desk.

Note that, when convening this General Meeting of Shareholders, paper-based documents (the “documents to be delivered”) stating matters to be provided in electronic format will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents. Provided, however, that the system to ensure the properness of operations, overview of operational status of the system to ensure the properness of operations, basic policy on company control, consolidated statement of changes in shareholders’ equity, notes to consolidated financial statements, non-consolidated statement of changes in shareholders’ equity, and notes to non-consolidated financial statements are not provided in the documents to be delivered under laws and provisions of the Company’s Articles of Incorporation. The Audit and Supervisory Committee Members and financial auditor have audited the documents to be audited, including the matters listed above.

In addition, if revisions to the matters to be provided in electronic format arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

## **Guidance for the Exercise of Voting Rights**

There are three methods to exercise your voting rights as indicated below.

### **Exercise of voting rights by attending the General Meeting of Shareholders**

Please submit the voting form at the reception desk.

Date and Time: Tuesday, June 17, 2025, 10 a.m. (Japan Standard Time) (Japan Standard Time)

### **Exercise of voting rights in writing (by postal mail)**

Complete the voting form by indicating your approval or disapproval of the proposals and return it without affixing a stamp.

Exercise due date: To be received no later than 5:30 p.m. on Monday, June 16, 2025 (Japan Standard Time)

### **Exercise of voting rights via the Internet**

Indicate your approval or disapproval of the proposals in accordance with the instructions on page 5.

Exercise due date: No later than 5:30 p.m. on Monday, June 16, 2025 (Japan Standard Time)

- \* In the case that voting rights are exercised in duplicate, via both in writing (via postal mail) and via the Internet, etc., the vote via the Internet, etc. shall be deemed valid.
- \* If you exercise your voting rights multiple times via the Internet, the last vote cast shall be considered valid.

### **Exercising voting rights in writing**

Exercise due date: To be received no later than 5:30 p.m. on Monday, June 16, 2025 (Japan Standard Time)

Please indicate your approval or disapproval on the voting form and return it to us.

If you agree with the opinion of the Board of Directors of the Company, please mark  in the disapproval box in the fields for approval or disapproval of shareholder proposals.

- \* If there is no indication of approval or disapproval for each proposal, it will be treated as an indication of approval for the Company proposals and disapproval for the shareholder proposals.

### **■How to fill out the voting form**

Proposal 1 through 4 are proposals presented by the Board of Directors of the Company.

Proposal 5 and 6 are proposals made by certain shareholders.

The Board of Directors is opposed to both of these proposals. Please refer to page 27 for further details.

- If “for”: please circle “For”
- If “against”: please circle “Against”

## Guidance for the Exercise of Voting Rights via the Internet, etc.

### Method 1: Method 1: Scanning the QR Code “Smart Vote”

You can simply log in to the website for exercising voting rights without entering your voting right exercise code and password.

- 1 Please scan the QR Code located on the bottom right of the voting form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- 2 Indicate your approval or disapproval in accordance with the instructions to be shown on the screen.

#### **Please note that exercising voting rights by using “Smart Vote” method is available only once.**

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computers and log in by entering your voting right exercise code and password as listed on the voting form, and exercise your voting rights again.

\* You can access the website for personal computers by scanning the QR Code again.

### Method 2: Entering the Voting Right Exercise Code and Password

Website for exercising your voting rights: <https://www.web54.net>

- 1 Please access the website for exercising your voting rights.
- 2 Enter your voting right exercise code as listed on the voting form.
- 3 Enter the password printed on the voting form.
- 4 Please follow the on-screen guidance to enter your approval or disapproval.

If you have any questions about how to use a PC or smartphone to exercise your voting rights via the Internet, please contact us at the contact point on the right.

Sumitomo Mitsui Trust Bank, Limited

Dedicated phone line for Stock Transfer Agency Web Support

Phone number: 0120-652-031 (toll-free within Japan only)

(Business hours: 9 a.m.–9 p.m.)

\* Institutional investors may use the platform operated for institutional investors by ICJ, Inc. to electronically exercise the voting rights.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### <Company proposals> (Proposals 1 to 4)

##### **Proposal 1:** Appropriation of surplus

For the appropriation of surplus, the Company proposes the following year-end dividends for the 79th term, taking into account the Company's operating results for the current fiscal year, with a view to maintaining a stable financial base by securing sustainable profits and continuing to pay stable dividends to shareholders.

Matters related to year-end dividends

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and total amount thereof

42 yen per common share of the Company

Total amount of dividends: 3,001,094,586 yen

(The Company has already paid 32 yen per share as an interim dividend on December 1, 2024. The total dividend for the fiscal year will therefore amount to 74 yen per share.)

(3) Effective date of distribution of dividends of surplus

June 18, 2025

**Proposal 2:** Election of nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes that nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) be elected.

This proposal has been deliberated by the Nomination/Remuneration Committee, which is chaired by an independent Outside Director and the majority of whose members are independent Outside Directors, in response to the inquiry of the Board of Directors. The Audit and Supervisory Committee of the Company has determined that all candidates are qualified.

The names of the Director candidates (excluding those who concurrently serve as Audit and Supervisory Committee Members) as well as the reasons for their nomination are shown below.

No.	Name	Gender	Current position and responsibilities in the Company	
1	Toshihiko Shiozaki	Male	Representative Director and Chairman of the Board of Directors	Reelection
2	Hiroyuki Ogura	Male	Representative Director and President, Executive President	Reelection
3	Mitsuru Mita	Male	Director-Managing Operating Officer and responsible for sales, design, and construction	Reelection
4	Haruhiko Ichikawa	Male	Director-Managing Operating Officer and responsible for management operations and overseas	Reelection
5	Tadahito Ooka	Male	Director-Senior Operating Officer and responsible for manufacturing, new business, and product development	Reelection
6	Nobuki Goto	Male	Director	Reelection Outside Independent officer
7	Reiko Kusunose	Female	Director	Reelection Outside Independent officer
8	Sumie Morita	Female	–	New election Outside Independent officer
9	Kayo Murakami	Female	–	New election Outside Independent officer

Notes: 1. Nobuki Goto and Reiko Kusunose are candidates for Outside Directors, and the Company has registered them as independent officers with the Tokyo Stock Exchange. Additionally, Sumie Morita and Kayo Murakami are

candidates for new Outside Directors positions and the Company plans to register them as independent officers with the Tokyo Stock Exchange.

2. Both Nobuki Goto and Reiko Kusunose have been appointed as Outside Directors of the Company since June 2024, and their term of office will be one year at the conclusion of this Ordinary General Meeting of Shareholders.
3. The Company has entered into an agreement with Nobuki Goto and Reiko Kusunose pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The upper limit on liability for damages under the agreements will be the total of the amounts prescribed in the items of Article 425, paragraph (1) of the Companies Act, and if their reappointments are approved, the Company plans to continue the agreement with both individuals. In addition, if the elections of Sumie Morita and Kayo Murakami are approved, the Company plans to enter into similar liability limitation agreements with both individuals.
4. The Company has entered into a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and such insurance contract will cover the insured, including the Company's Directors, in cases where liability for damages is borne by the insured. In addition, such insurance contract is expected to be renewed with the same contents at the next renewal.
5. On April 20, 2024, while Reiko Kusunose, a candidate for Outside Director, was serving as an Outside Director of NIPPO CORPORATION, the company publicly announced the fact that asphalt mixtures with specifications different from those in the design documents were used in some construction projects delivered by the subsidiary of NIPPO CORPORATION. And on April 11, 2025, NIPPO CORPORATION was suspended from bidding for up to four months by the Ministry of Land, Infrastructure, Transport and Tourism's Regional Development Bureaus and other organizations. As an Outside Director of the company, Reiko Kusunose has previously pointed out the importance of compliance with laws and regulations at NIPPO CORPORATION's Board of Directors meetings, and has been involved in overseeing the operation of the internal reporting system, supervising the operation of the risk management system, and suggesting improvements. Since coming into contact with this information, she has fulfilled her responsibility to ensure compliance and reduce the risk of damage to corporate value by communicating with management, establishing an external investigation committee, and supervising the appropriate implementation of internal initiatives.
6. The name of Reiko Kusunose on her family register is Reiko Ishii.
7. The name of Kayo Murakami on her family register is Kayo Kanazawa.

No.	Name (Date of birth)	Brief history, position and responsibilities	
1	Toshihiko Shiozaki December 13, 1947 Reelection	Mar. 1970	Joined the Company
		Apr. 1984	Manager of Fukuoka Factory of the Company
		Apr. 1987	Manager of Fukuoka Office of the Company
		Apr. 1990	Manager of Chiba Office of the Company
		Apr. 1993	Manager of Systems Department of the Company
		Oct. 1998	Manager of Human Resources Department of the Company
		Apr. 2006	Operating Officer and Manager of Human Resources Department of the Company
		Apr. 2007	Operating Officer and responsible for management operations of the Company
		June 2007	Director-Senior Operating Officer and responsible for management operations of the Company
		Apr. 2009	Director-Senior Operating Officer and General Manager of Planning Administration Division of the Company
		Apr. 2011	Director-Managing Operating Officer and responsible for management operations of the Company
		June 2012	Director-Senior Operating Officer and responsible for management operations of the Company
		Apr. 2016	Representative Director and President, and Executive President of the Company
		Apr. 2021	Chairman of the Board of Directors of the Company (present position)
<p>■Significant concurrent positions outside the Company Chairman of Japan Rolling Shutters &amp; Doors Association</p> <p>■Special interest in the Company None</p> <p>■Number of the Company's shares owned 100,500</p> <p>■Reason for nomination as a candidate for Director Since joining the Company in 1970, Toshihiko Shiozaki has been responsible for production, sales, and the management of the head office, which has given him wide-ranging experience in a vast area of operations in the Group. Since assuming office of Director of the Company in 2007, he has been supervising primarily the management department and business execution in Group companies, and contributing to the expansion of the Group's business operations. Subsequently, in 2016, he assumed office of Representative Director and President, where he strongly led the implementation of the five-year Medium-Term Management Plan. Since assuming office of Representative Director and Chairman of the Board of Directors in 2021, he has discharged his directorial duties by chairing the Board of Directors and engaging in business management of the entire Group. In addition to the above, at present, he also serves as Chairman of Japan Rolling Shutters &amp; Doors Association, and works to promote and enhance social business activities related to safety and security, such as the spread and promotion of fire-protection facilities and projects. On this basis, the Company believes that Toshihiko Shiozaki remains well-suited to the task of making decisions on the Group's management policies and corporate strategy; therefore, the Company has nominated him once again for the position of Director.</p>			

No.	Name (Date of birth)	Brief history, position and responsibilities		
2	Hiroyuki Ogura March 24, 1955 Reelection	July 1980	Joined the Company	
		Apr. 2002	Manager of Minami Kyushu Office of the Company	
		Apr. 2005	Manager of Kyushu Special Sales Office of the Company	
		Apr. 2008	President of Chugoku-Shikoku Branch of the Company	
		Apr. 2010	Operating Officer and Manager of Kyushu Branch of the Company	
		Apr. 2011	Operating Officer and General Manager of West Japan Business Division of the Company	
		June 2011	Director-Senior Operating Officer and General Manager of West Japan Business Division of the Company	
		Apr. 2016	Director-Senior Operating Officer and General Manager of Building Materials Business Division of the Company	
		Apr. 2018	Director-Managing Operating Officer and responsible for sales of the Company	
		Apr. 2021	Representative Director and President, and Executive President of the Company (present position)	
■Significant concurrent positions outside the Company				
None				
■Special interest in the Company				
None				
■Number of the Company's shares owned				
35,200				
■Reason for nomination as a candidate for Director				
Since joining the Company in 1980, Hiroyuki Ogura has gained wide-ranging business experience and specialized insight primarily in sales operations. Since assuming office of Director of the Company in 2011, he has served as a supervisor of sales in West Japan and operations for major general contractors, as well as chief supervisor of the sales operations, and since assuming office of Representative Director and President in 2021, he has discharged his directorial duties by strongly leading efforts to implement the three-year Medium-Term Management Plan, as well as working on the implementation of the new Medium-Term Management Plan from 2024, and contributed to the expansion of the Group's business operations.				
On this basis, the Company believes that Hiroyuki Ogura remains well-suited to the task of making decisions on the Group's management policies and corporate strategy; therefore, the Company has nominated him once again for the position of Director.				

No.	Name (Date of birth)	Brief history, position and responsibilities		
3	Mitsuru Mita December 4, 1958 Reelection	Apr. 1982	Joined the Company	
		Apr. 2001	Manager of Tama Office of the Company	
		Apr. 2005	Manager of Kanagawa Office of the Company	
		Apr. 2009	Manager of Fukuoka Office of the Company	
		Apr. 2011	Manager of Chubu Office of the Company	
		Apr. 2013	Operating Officer and General Manager of Special Demand Division of the Company	
		Apr. 2014	Representative Director and President of Bunka Shutter Services Co., Ltd.	
		Apr. 2018	Managing Operating Officer and General Manager of Building Materials Business Division of the Company	
		June 2018	Director-Senior Operating Officer and General Manager of Building Materials Business Division of the Company	
		Apr. 2021	Director-Managing Operating Officer and General Manager of East Japan Business Division of the Company	
		Apr. 2024	Director-Managing Operating Officer and responsible for sales, design, and construction (present position)	
■ Significant concurrent positions outside the Company				
None				
■ Special interest in the Company				
None				
■ Number of the Company's shares owned				
17,900				
■ Reason for nomination as a candidate for Director				
<p>Since joining the Company in 1982, Mitsuru Mita has gained wide-ranging business experience and specialized insight primarily in sales operations. In recent years, he has contributed to the expansion of the Group's business operations; since 2013, he has been responsible for new business, and since 2014, he has served as President of a subsidiary of the Group that provides after-sales support of the Company's support. Since his appointment as Director of the Company in 2018, he has fulfilled the duties of Director, for example, he has been largely in charge of major general contractors and served as a supervisor of sales in East Japan, and since 2024, as a chief supervisor of the Company's sales, design, and construction.</p> <p>On this basis, the Company believes that Mitsuru Mita remains well-suited to the task of making decisions on the Group's management policies and corporate strategy; therefore, the Company has nominated him once again for the position of Director.</p>				

No.	Name (Date of birth)	Brief history, position and responsibilities	
4	Haruhiko Ichikawa January 27, 1960 Reelection	Apr. 1983	Joined the Company
		Apr. 2007	Manager of Human Resources Department of the Company
		Apr. 2012	Manager of Human Resources & General Affairs Department of the Company
		Apr. 2013	Operating Officer and Manager of Human Resources & General Affairs Department of the Company
		Apr. 2016	Managing Operating Officer and responsible for management operations of the Company
		June 2018	Director-Senior Operating Officer and responsible for management operations of the Company
		Apr. 2021	Director-Managing Operating Officer and responsible for management operations of the Company
		Apr. 2024	Director-Managing Operating Officer and responsible for management operations and overseas of the Company (present position)
		<p>■Significant concurrent positions outside the Company None</p> <p>■Special interest in the Company None</p> <p>■Number of the Company's shares owned 23,000</p> <p>■Reason for nomination as a candidate for Director Since joining the Company in 1983, Haruhiko Ichikawa has gained specialized insight primarily in head office management—specifically, HR and general affairs—as well as wide-ranging business experience in sales promotion. Since 2016, he has discharged his directorial duties by contributing to the expansion of the Group's business operations by supervising head office operations, including accounting, finance, and group management operations, and has continued to do so as chief supervisor of head office operations since his appointment as Director of the Company in 2018, as well as since 2024 additionally in the role of the supervisor of overseas. On this basis, the Company believes that Haruhiko Ichikawa remains well-suited to the task of making decisions on the Group's management policies and corporate strategy; therefore, the Company has nominated him once again for the position of Director.</p>	

No.	Name (Date of birth)	Brief history, position and responsibilities	
5	Tadahito Ooka April 5, 1960 Reelection	Apr. 1984	Joined the Company
		Apr. 2013	Manager of Akita Factory of the Company
		Apr. 2015	Manager of Manufacturing Planning Department of the Company
		Apr. 2018	Operating Officer and Manager of Manufacturing Planning Department of the Company
		Apr. 2020	Managing Operating Officer and responsible for manufacturing of the Company
		Apr. 2024	Managing Operating Officer and responsible for manufacturing, new business, and product development of the Company
		June 2024	Director-Senior Operating Officer and responsible for manufacturing, new business, and product development of the Company (present position)
<p>■Significant concurrent positions outside the Company None</p> <p>■Special interest in the Company None</p> <p>■Number of the Company's shares owned 4,100</p> <p>■Reason for nomination as a candidate for Director Since joining the Company in 1984, Tadahito Ooka has gained business experience and specialized insight primarily in manufacturing and technical operations. Since 2020, he has served as a chief supervisor of the Company's manufacturing operations, including manufacturing, quality assurance, and purchasing, as well as since 2024 additionally in the role of the supervisor of new business and product development, and since becoming a Director of the Company in the same year, he has been fulfilling his responsibilities as a Director, including contributing to the expansion of the Group's business. On this basis, the Company believes that Tadahito Ooka remains well-suited to the task of making decisions on the Group's management policies and corporate strategy; therefore, the Company has nominated him once again for the position of Director.</p>			

No.	Name (Date of birth)	Brief history, position and responsibilities		
6	Nobuki Goto June 13, 1960 Reelection Outside Independent officer	Apr. 1983	Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)	
		Dec. 1990	Seconded to Tokio Marine MC Asset Management Co., Ltd. (currently Tokio Marine Asset Management Co., Ltd.)	
		July 1999	Manager of Investment Department I of Tokio Marine Asset Management Co., Ltd.	
		July 2003	Manager of Investment Investigation Department of Tokio Marine Asset Management Co., Ltd.	
		Apr. 2006	Executive Officer, Head of Investment Trust Business Division of Tokio Marine Asset Management Co., Ltd.	
		July 2013	President & CEO of Tokio Marine Property Investment Management, Inc. (merged into Tokio Marine Asset Management Co., Ltd. in October 2016)	
		Oct. 2016	Managing Director and Head of Property Investment Division of Tokio Marine Asset Management Co., Ltd.	
		Apr. 2018	Managing Director and Head of Alternative Investment Division of Tokio Marine Asset Management Co., Ltd.	
		Apr. 2020	Managing Executive Officer and Head of Administration Division of Tokio Marine Asset Management Co., Ltd.	
		Apr. 2022	Managing Executive Officer and Head of Investment Division of Tokio Marine Asset Management Co., Ltd. (resigned in March 2024)	
		June 2024	Director (Outside Director) of the Company (present position)	
■ Significant concurrent positions outside the Company None				
■ Special interest in the Company None				
■ Number of the Company's shares owned 400				
■ Reasons for nomination as a candidate for Outside Director and outline of expected roles: <p>Since assuming the position of Director of the Company in 2024, Nobuki Goto has been appropriately supervising the Company's Board of Directors and the Directors' business operations, including expressing his opinions at important meetings, including the Board of Directors' meetings. In addition, he has extensive insight gained from his involvement in the management of a major asset management company, as well as a high level of expertise from the perspective of investors and shareholders. We believe that he will be able to utilize these insights to enhance the supervisory function through discussions at Board of Directors meetings from an independent and objective standpoint, and therefore he has been nominated to continue as a candidate for Outside Director.</p>				

No.	Name (Date of birth)	Brief history, position and responsibilities		
7	Reiko Kusunose October 2, 1965 Reelection Outside Independent officer	Apr. 1990	Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)	
		Aug. 1998	Joined Hyperion K.K. (currently Oracle Corporation)	
		Oct. 2001	Joined Fuji Heavy Industries Ltd. (currently SUBARU CORPORATION)	
		Oct. 2005	General Manager of Corporate Communications and Investor Relations Office of Fuji Heavy Industries Ltd.	
		July 2011	Senior Manager of North America Business Planning Department, Subaru Overseas Sales & Marketing Division 1 of Fuji Heavy Industries Ltd.	
		June 2013	CFO of Water Technology GBU of LIXIL Corporation	
		Apr. 2015	Executive Officer, CFO of LIXIL Water Technology Japan of LIXIL Corporation	
		July 2019	Director, General Manager of Accounting Standardization Promotion Department, Accounting and Finance Division of LIXIL Corporation	
		Feb. 2020	Senior Corporate Officer and Assistant CFO of Nippon Sheet Glass Co., Ltd.	
		July 2020	Senior Executive Officer and CFO of Nippon Sheet Glass Co., Ltd. (resigned in June 2023)	
		June 2024	Director (Outside Director) of the Company (present position)	
<b>■Significant concurrent positions outside the Company</b> Outside Director of NIPPO CORPORATION Outside Director of TEIJIN LIMITED				
<b>■Special interest in the Company</b> None				
<b>■Number of the Company's shares owned</b> 400				
<b>■Reasons for nomination as a candidate for Outside Director and outline of expected roles:</b> Since assuming her position as a Director of the Company in 2024, Reiko Kusunose has been appropriately supervising the Company's Board of Directors and the business operations of the directors, including expressing her opinions at important meetings, including the Board of Directors' meetings. In addition, she has extensive experience and expertise, including broad insight gained from her involvement in the management of a major manufacturer, as well as experience in overseas business, investor relations and as CFO at multiple manufacturers. We believe that she will be able to utilize these skills to enhance the supervisory function through discussions at Board of Directors meetings from an independent and objective standpoint, and therefore she has been nominated to continue as a candidate for Outside Director.				

No.	Name (Date of birth)	Brief history, position and responsibilities		
8	Sumie Morita May 8, 1960 New election Outside Independent officer	Apr. 1983	Joined Fujitsu Limited	
		July 2005	Project Manager of SEI CMMI L3 Certified Project Promotion Department, Telecommunications Division, SEI of Fujitsu Limited	
		Sept. 2006	Manager of BT21CN project promotion for the next-generation network of Fujitsu Limited	
		Oct. 2008	Project Manager, Global Product Planning Division, Network Products of Fujitsu Limited	
		Oct. 2010	General Manager of the Network Products North American Transmission Equipment Software Development Division of Fujitsu Limited	
		Apr. 2014	Chief Researcher of Software Research Laboratory of Fujitsu Laboratories Ltd.	
		Apr. 2015	Senior Researcher of Software Research Laboratory of Fujitsu Limited; Senior Director of Common Software Development Technology Division of Fujitsu Limited	
		Jan. 2018	Chief Manager of Air Conditioning System Development Department of Fujitsu General Limited	
		Apr. 2019	Executive Officer (responsible for Air Conditioning System Development) of Fujitsu General Limited	
		Apr. 2022	Professor of Department of Information Engineering, Faculty of Systems Science and Technology, Akita Prefectural University (present position)	
<p>■Significant concurrent positions outside the Company</p> <p>Professor, Department of Information Engineering, Faculty of Systems Science and Technology, Akita Prefectural University</p> <p>Outside Director, Sumitomo Heavy Industries, Ltd.</p> <p>Outside Director, Nihon Kohden Corporation</p>				
<p>■Special interest in the Company</p> <p>None</p>				
<p>■Number of the Company's shares owned</p> <p>0</p>				
<p>■Reasons for nomination as a candidate for Outside Director and outline of expected roles:</p> <p>Sumie Morita has broad insight gained from her involvement in management from a global perspective at a major information and communications company, as well as ample practical experience as a product developer in the fields of information and communications and information networks. She also has a wealth of knowledge as an information engineering expert, including currently serving as a university professor. We believe that she will be able to utilize these skills to enhance the supervisory function through discussions at Board of Directors meetings from an independent and objective standpoint, and therefore have nominated her as a new candidate for Outside Director.</p>				

No.	Name (Date of birth)	Brief history, position and responsibilities				
9	Kayo Murakami September 16,1967 New election Outside Independent officer	Dec. 1996	Establishment of M.K.Connect, Ltd.			
		May 2001	Joined Netyear Group Corporation			
		Mar. 2007	Joined Culture Convenience Club Co., Ltd. Marketing Manager of Tsutaya Online Media Division			
		Sept. 2012	Joined Rakuten, Inc. (currently Rakuten Group, Inc.) Manager of Rakuten EMOBILE, Inc.			
		Sept. 2013	Joined P.G.C.D. Japan Inc. Manager of Listing Preparation Office			
		Oct. 2016	Joined as Consultant of SYNAPSE Co., Ltd.			
		June 2020	Outside Director of en Japan Inc.			
		July 2020	Representative Partner and CEO of Kazu and Company LLC (present position)			
		<b>■Significant concurrent positions outside the Company</b> Representative Partner and CEO of Kazu and Company LLC Outside Director of SANYO SHOKAI LTD. Outside Director and Audit Committee Member of Press Kogyo Co., Ltd. Advisory Fellow at Okinawa IT Innovation Strategy Center of General Incorporated Foundation				
<b>■Special interest in the Company</b> None						
<b>■Number of the Company's shares owned</b> 0						
<b>■Reasons for nomination as a candidate for Outside Director and outline of expected roles:</b> Kayo Murakami has broad insight as a corporate executive, knowledge of a systematic management theory as a Master of Business Administration (MBA), a specialized perspective on DX (digital transformation), and abundant practical experience. We believe that she will be able to utilize these skills to enhance the supervisory function through discussions at Board of Directors meetings from an independent and objective standpoint, and have therefore nominated her as a new candidate for Outside Director.						

**Proposal 3: Election of Five (5) Directors as Audit and Supervisory Committee Members**

The terms of office of all five (5) Directors as Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes that five (5) Directors be elected as Audit and Supervisory Committee Members.

This proposal has been deliberated by the Nomination/Remuneration Committee, which is chaired by an independent Outside Director and the majority of whose members are independent Outside Directors, in response to the inquiry of the Board of Directors. In addition, this proposal has been consented to by the Audit and Supervisory Committee Members.

The names of the Director candidates who concurrently serve as Audit and Supervisory Committee Members as well as the reasons for their nomination are shown below.

No.	Name	Gender	Current position in the Company	
1	Motoi Uesaka	Male	Manager of Information Systems Department of the Company	New election
2	Shozo Fujita	Male	Director-Audit and Supervisory Committee Member	Reelection Outside Independent officer
3	Kazufumi Abe	Male	Director-Audit and Supervisory Committee Member	Reelection Outside Independent officer
4	Yoshihiko Hayasaka	Male	Director-Audit and Supervisory Committee Member	Reelection Outside Independent officer
5	Kazue Shimamura	Female	Director-Audit and Supervisory Committee Member	Reelection Outside Independent officer

Notes:

1. Shozo Fujita, Kazufumi Abe, Yoshihiko Hayasaka and Kazue Shimamura are candidates for new Outside Directors, and the Company plans to register them as independent officers with the Tokyo Stock Exchange.
2. Both Shozo Fujita and Kazufumi Abe have been appointed as Outside Directors of the Company since June 2017, and their term of office will be eight years at the conclusion of this Ordinary General Meeting of Shareholders. Both individuals served as Outside Corporate Auditors of the Company from June 2016 to June 2017, a term of office of one year. In addition, Yoshihiko Hayasaka has been an Outside Director of the Company since June 2021, and his term of office will be four years at the time of the conclusion of this Ordinary General Meeting of Shareholders, and Kazue Shimamura has been an Outside Director of the Company since June 2023, and his term of office will be two years at the time of the conclusion of this Ordinary General Meeting of Shareholders.
3. The Company has entered into an agreement with Shozo Fujita, Kazufumi Abe, Yoshihiko Hayasaka, and Kazue Shimamura, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The upper limit on liability for damages under such agreements will be the total of the amounts prescribed in the item of Article 425, paragraph (1) of the Companies Act. And if their reappointments are approved, the Company plans to continue the agreement with both individuals. In addition, if the election of Motoi Uesaka is approved, the Company plans to enter into a similar liability limitation agreement with him. The upper limit on liability for damages under the agreements will be the total of the amounts prescribed in the items of Article 425, paragraph (1) of the Companies Act.
4. The Company has entered into a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and such insurance contract will cover the insured, including the Company's Directors, in cases where liability for damages is borne by the insured. In addition, such insurance contract is expected to be renewed with the same contents at the next renewal.

No.	Name (Date of birth)	Brief history, position and responsibilities	
1	Motoi Uesaka September 27, 1968 New election	Apr. 1992	Joined the Company
		Oct. 2013	General Manager of Operations Department, East Japan Business Division of the Company
		Apr. 2018	General Manager of Operations Department, West Japan Business Division of the Company
		Apr. 2023	General Manager of Information System Department of the Company (present position)
<p>■Significant concurrent positions outside the Company None</p> <p>■Special interest in the Company None</p> <p>■Number of the Company's shares owned 4,000</p> <p>■Reasons for nomination as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member: Since joining the Company in 1992, Motoi Uesaka has served as a manager in the operational departments of the Company's business headquarters and branches. In addition to having abundant knowledge and experience based on his wide-ranging work experience, such as sales and accounts receivable management, budget management and the operation of internal control systems, he also has practical experience and insight as a department manager in charge of overseeing the construction and operation of the Company's information systems. For these reasons, we have determined that he will be an effective member of the management team and have nominated him as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Brief history, position and responsibilities		
2	Shozo Fujita August 1, 1948 Reelection Outside Independent officer	Apr. 1976	Appointment to office	
		Apr. 1986	First Secretary, Permanent Mission of Japan to the International Organizations in Geneva	
		Apr. 1990	Tokyo District Public Prosecutor's Office	
		Apr. 1997	Chief, Criminal Investigation Division, Criminal Investigation Bureau, Ministry of Justice	
		July 2001	Director of the General Affairs Department of the Tokyo District Public Prosecutors Office	
		Sept. 2003	Chief Prosecutor of the Saga District Public Prosecutors Office	
		Jan. 2008	Chief of Public Security Department, Supreme Public Prosecutor's Office	
		June 2010	Superintendent of the Hiroshima High Public Prosecutors Office	
		Dec. 2010	Superintendent of the Nagoya High Public Prosecutors Office	
		Aug. 2011	Retirement	
		Sept. 2011	Registered as an attorney (Tokyo Bar Association)	
		Apr. 2012	Director of the Resolution and Collection Corporation	
		June 2012	Representative Director and President of the Resolution and Collection Corporation	
		Oct. 2015	Resignation as Representative Director and President of the Resolution and Collection Corporation	
		Nov. 2015	Joined Okuno Law Office and Foreign Law Joint Enterprise	
		June 2016	Corporate Auditor of the Company (Outside Corporate Auditor)	
		June 2017	Outside Director-Audit and Supervisory Committee Member of the Company (present position)	
		Oct. 2018	Left Okuno Law Office and Foreign Law Joint Enterprise	
		Feb. 2019	Established Shozo Fujita Law Office (present position)	
<b>■ Significant concurrent positions outside the Company</b> Attorney at Shozo Fujita Law Office Director (Outside Director), ECOS, Inc. Corporate Auditor (Outside Corporate Auditor) of SANKI ENGINEERING CO., LTD.				
<b>■ Special interest in the Company</b> None				
<b>■ Number of the Company's shares owned</b> 8,200				
<b>■ Reasons for nomination as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member and outline of expected roles:</b> During his term as an Audit and Supervisory Board Member of the Company since 2016, and since being appointed as a Director and Audit and Supervisory Committee Member of the Company in 2017, Shozo Fujita has appropriately audited and supervised the business execution of the Board of Directors, including by expressing his opinions at important meetings such as the Board of Directors meetings. In addition, he has held important positions mainly in the legal profession and has extensive knowledge and wide-ranging insight as a legal expert. We believe that he will be able to check the Company's management from an objective and neutral standpoint, particularly in the area of compliance with laws and regulations, and therefore we have nominated him as a candidate to continue as an Outside Director and Audit and Supervisory Committee Member.				

No.	Name (Date of birth)	Brief history, position and responsibilities				
3	Kazufumi Abe April 3, 1951 Reelection Outside Independent officer	Apr. 1974	Joined Sumitomo Light Metal Industries, Ltd. (currently UACJ Corporation)			
		June 2000	General Manager of Purchasing Department of Sumitomo Light Metal Industries, Ltd.			
		Apr. 2006	Executive Officer and General Manager of Purchasing Department of Sumitomo Light Metal Industries, Ltd.			
		Apr. 2010	Managing Executive Officer and Deputy General Manager, Administration Division of Sumitomo Light Metal Industries, Ltd.			
		June 2013	Corporate Auditor of Sumitomo Light Metal Industries, Ltd			
		Oct. 2013	Standing Corporate Auditor of UACJ Corporation			
		June 2015	Retired as Standing Corporate Auditor of UACJ Corporation			
		June 2016	Corporate Auditor of the Company (Outside Corporate Auditor)			
		June 2017	Outside Director-Audit and Supervisory Committee Member of the Company (present position)			
		<b>■Significant concurrent positions outside the Company</b> None				
<b>■Special interest in the Company</b> None						
<b>■Number of the Company's shares owned</b> 9,900						
<b>■Reasons for nomination as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member and outline of expected roles:</b> During his term as an Audit and Supervisory Board Member of the Company since 2016, and since being appointed as a Director and Audit and Supervisory Committee Member of the Company in 2017, Kazufumi Abe has appropriately audited and supervised the business execution of the Board of Directors, including by expressing his opinions at important meetings such as the Board of Directors. In addition, he has ample practical experience at other companies and experience as an auditor. We believe that he will be able to check the Company's management from an objective and neutral standpoint, and therefore we have nominated him as a candidate for Outside Director who will continue to be an Audit and Supervisory Committee Member.						

No.	Name (Date of birth)	Brief history, position and responsibilities		
4	Yoshihiko Hayasaka March 5, 1953 Reelection Outside Independent officer	Apr. 1975	Joined Maeda Corporation	
		Apr. 1999	General Manager of Building Construction Department of Higashi-Kanto Branch of Maeda Corporation	
		Apr. 2005	General Manager of Higashi-Kanto Branch of Maeda Corporation	
		Jan. 2007	Executive Officer and General Manager of Kanto Branch of Maeda Corporation	
		June 2008	Managing Executive Officer, General Manager of Tokyo Branch of Maeda Corporation	
		June 2010	Director, Managing Executive Officer, Tokyo Branch Manager of Maeda Corporation	
		Apr. 2011	Director, Managing Executive Officer, General Manager of Tokyo Construction Branch of Maeda Corporation	
		Apr. 2012	Director, Senior Managing Executive Officer, General Manager of Construction Business Division of Maeda Corporation	
		July 2017	Executive Managing Director of Maeda Corporation	
		July 2017	Chairman of the Board of Directors of FBS Miyama Corporation (currently FBS Corporation)	
		Apr. 2019	Director and Advisor of FBS Miyama Corporation (currently FBS Corporation)	
		July 2019	Advisor of Maeda Corporation	
		June 2021	Outside Director-Audit and Supervisory Committee Member of the Company (present position)	
		July 2021	Adovisor of FBS Corporation	
■Significant concurrent positions outside the Company None				
■Special interest in the Company None				
■Number of the Company's shares owned 1,300				
■Reasons for nomination as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member and outline of expected roles: <p>Since assuming his position as a Director and Audit and Supervisory Committee Member of our company in 2021, Yoshihiko Hayasaka has been appropriately auditing and supervising our Board of Directors and the business execution of Directors, including expressing his opinions at important meetings, including our Board of Directors Meeting.</p> <p>In addition, he has broad insight and abundant knowledge and practical experience in the construction industry through his involvement in management at a major construction company. We believe that he will be able to check the Company's management from an objective and neutral standpoint, and therefore have nominated him as a candidate to continue as an Outside Director and Audit and Supervisory Committee Member.</p>				

No.	Name (Date of birth)	Brief history, position and responsibilities				
5	Kazue Shimamura April 11, 1955 Reelection Outside Independent officer	Apr. 1989	Lecturer at Department of Commerce, Saitama Women's Junior College			
		Apr. 1992	Associate Professor at Department of Commerce, Saitama Women's Junior College			
		Apr. 1993	Assistant Professor of School of Commerce of Waseda University			
		Apr. 1995	Associate Professor of School of Commerce of Waseda University			
		Apr. 2001	Professor of School of Commerce of Waseda University			
		Apr. 2006	Professor of Faculty of Commerce of Waseda University (present position)			
		Oct. 2008	Dupty Dean of Waseda University, Academic Affairs Division (Concurrent duties within the university until September 2012)			
		Oct. 2012	Dean of Faculty of Commerce and Dean of School of Commerce of Waseda University (through 2016)			
		June 2023	Outside Director-Audit and Supervisory Committee Member of the Company (present position)			
		<b>■Significant concurrent positions outside the Company</b> Professor of School of Commerce, Waseda University				
<b>■Special interest in the Company</b> None						
<b>■Number of the Company's shares owned</b> 1,100						
<b>■Reasons for nomination as a candidate for Director who concurrently serves as an Audit and Supervisory Committee Member and outline of expected roles:</b> Since assuming her position as a Director and Audit and Supervisory Committee Member in 2023, Kazue Shimamura has been appropriately auditing and supervising the Company's Board of Directors and the Directors' business operations, including expressing her opinions at important meetings, including the Company's Board of Directors. In addition, she has served as a professor at the Faculty of Commerce at Waseda University, and has served as Vice Director of the Academic Affairs Department, Dean of the Faculty of Commerce, and Dean of the School of Commerce. As an expert in the field of commerce, primarily in the academic world, she has extensive knowledge and wide-ranging insight. We believe that she will be able to check the Company's management from an objective and neutral standpoint, and have therefore nominated her as a candidate for Outside Director who will continue to be an Audit and Supervisory Committee Member. Although she has never been involved in company management in the past, for the reasons stated above, we believe that she will be able to properly perform the duties of an Outside Director who is also an Audit and Supervisory Committee Member.						

<Reference> Composition of the Board of Directors after this Ordinary General Meeting of Shareholders (Skill Matrix)

As a “Comfortable Environmental Solutions Group,” our mission is to contribute to social development and realize people’s happiness through human-, social-, and environment-friendly “diverse manufacturing” and their “services.”

With regard to the composition of the Board of Directors, in order to realize the above long-term vision and ensure diversity and expertise on the Board of Directors, we have appointed in-house personnel who are familiar with our business, as well as experts in digital technology development and DX promotion, as well as academic experts, etc. And we have identified the skills necessary for the management of our company after considering the balance of personnel who can demonstrate strengths in the management of each business field and personnel suitable for business management and maintaining and improving governance.

If Proposal 2 and Proposal 3 are approved in their original form at this Ordinary General Meeting of Shareholders, the composition and expertise of the Board of Directors will be as follows.

		Outside	Gender	Business Management	Industry Knowledge/ Insight	Governance, Risk Management, Internal Control	Personnel and Labor Affairs, Human Resources Development, Social Issues	Financial Accounting, Finance, M&A, Dialogue	Sales Marketing	Product Development, Quality Control, Manufacturing, Procurement	International Experience Foreign Business	Digital Technology Development DX Promotion
Director	Toshihiko Shiozaki		Male	✓	✓	✓	✓	✓	✓	✓		
	Hiroyuki Ogura		Male	✓	✓	✓	✓	✓	✓			
	Mitsuru Mita		Male	✓	✓					✓		
	Haruhiko Ichikawa		Male	✓	✓	✓	✓	✓			✓	✓
	Tadahito Ooka		Male	✓	✓						✓	
	Nobuki Goto	✓	Male	✓				✓				
	Reiko Kusunose	✓	Female	✓	✓		✓	✓				✓
	Sumie Morita	✓	Female	✓			✓			✓	✓	✓
	Kayo Murakami	✓	Female	✓			✓		✓			✓
Director-Audit and Supervisory Committee Member	Motoi Uesaka		Male		✓	✓	✓					✓
	Shozo Fujita	✓	Male	✓		✓	✓					✓
	Kazufumi Abe	✓	Male			✓	✓	✓			✓	
	Yoshihiko Hayasaka	✓	Male	✓	✓	✓			✓			
	Kazue Shimamura	✓	Female			✓	✓	✓	✓			

Note: The table does not represent all the insight and experience possessed by each person.

## For each skill

### ■ Business management

Experience as an Executive Director of the Company, other companies, etc.

### ■ Industry knowledge and expertise

Persons from the shutter industry or construction/building-related industries

### ■ Governance, risk management and internal control

Those responsible for governance, risk management, and internal control departments of the Company or other companies, etc., and those with considerable expertise in these areas.

### ■ Human resources, labor relations, human resources development, social issues

Persons in charge of human resources, labor affairs, and human resource development departments of our company, other companies, etc., and persons with considerable expertise in these areas.

Social issues include environmental response and ensuring diversity, and are defined by the department heads of our company and other companies, etc., as well as persons with considerable knowledge.

### ■ Financial accounting, finance, M&A, dialogue

Those who are responsible for or have considerable knowledge of financial accounting, finance, M&A, and capital market communication (IR/SR) in our company, other companies, etc.

### ■ Sales and marketing

For sales, those who are in charge at the level of branch manager or above at our company or other companies, etc., and those who possess a considerable degree of knowledge.

For marketing (including advertising), those who are in charge of or have considerable knowledge of the Company or other companies, etc.

### ■ Product development, quality control, manufacturing, procurement

Persons in charge of product development, quality control, manufacturing (factory), purchasing, quality-related divisions, etc. of our company, other companies, etc., and persons with considerable expertise in these areas.

### ■ International experience, international business

Those who have international experience in our company or other companies, those who are in charge of overseas business divisions, and those who possess a considerable degree of knowledge.

### ■ Digital technology development, DX promotion

Those who are in charge of digital technology development and DX promotion divisions in our company or other companies, etc., and those who have considerable expertise in these areas.

**Proposal 4:** Revision of the amount of remuneration for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members)

The amount of remuneration for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) of the Company was approved at the 78th Ordinary General Meeting of Shareholders held on June 18, 2024, as 600 million yen or less per year (of which, up to 50 million yen per year is for Outside Directors), and this amount has remained unchanged until now. If Proposal 2, “Election of nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members)” is approved in its original form at this Ordinary General Meeting of Shareholders, taking into consideration that the number of Outside Directors will increase by two (2), and that the responsibilities and required roles of Outside Directors are increasing from the perspective of further strengthening corporate governance, the Company proposes that the amount of remuneration for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) remains unchanged at the current amount of 600 million yen or less per year, of which the amount of remuneration for Outside Directors shall be newly set at 80 million yen or less per year. The amount of remuneration for Directors will continue not to include employee salaries for Directors concurrently serving as employees. In addition, remuneration for Outside Directors will consist solely of base remuneration.

This proposal has been determined by the Board of Directors after deliberation, etc. by the Nomination/Remuneration Committee, which is chaired by an independent Outside Director and the majority of whose members are independent Outside Directors, in consideration of the purpose of revising the aforementioned amount of remuneration, in response to the inquiry of the Board of Directors. In addition, the policy for determining the content of remuneration for individual Directors of the Company is as described on pages 49 to 50 of the Business Report. This proposal is necessary and rational for the payment of remuneration, etc. in accordance with this policy. Based on the above, the Company has determined that the details of this proposal are appropriate.

Separately, an amount of share-based remuneration of 600 million yen or less for the period from the fiscal year ended March 31, 2023, to the fiscal year ending March 31, 2027, for Directors (excluding Audit and Supervisory Committee Members and Outside Directors) was approved at the 76th Ordinary General Meeting of Shareholders held on June 21, 2022, and this amount remains unchanged.

If Proposal 2, “Election of nine (9) Directors (excluding those who concurrently service as Audit and Supervisory Committee Members)” is approved in its original form, the number of Directors (excluding those who concurrently service as Audit and Supervisory Committee Members) will be nine (9) (including four (4) Outside Directors).

## <Shareholder proposals (Proposals 5 and 6)>

Proposals 5 and 6 are proposed by shareholders.

The headings, subjects, details and grounds for the proposals have been sorted for each proposal, and have been written as the original of the proposals submitted by the shareholders.

### <Shareholder proposals>

#### **Proposal 5:                   Acquisition of treasury shares**

##### (1) Summary of proposal

Pursuant to Article 156, paragraph (1) of the Companies Act, within one year from the conclusion of this Ordinary General Meeting of Shareholders, the Company shall acquire up to 7,220,000 shares of the Company's common shares at a total maximum acquisition price of 13,718,000,000 yen in monetary payment.

##### (2) Grounds for proposal

Although the share price of the Company has been gradually trending upward, it would be fair to say that in the market's assessment, the measures of the Company are still insufficient. Accordingly, with the aim to further increase the Company's shareholder returns and improve capital efficiency, we believe that the Company should adopt a policy whereby it acquires approximately 10% of its total outstanding shares (excluding treasury shares) as treasury shares and take measures for cancellation in accordance with Article 178 of the Companies Act.

[Opinion of the Company's Board of Directors on Proposal 5]

The Company's Board of Directors is **opposed to this Proposal 5.**

The Company recognizes that the acquisition of treasury shares is effective for enabling flexible capital measures in response to changes in the business environment, increasing the capital efficiency of the Company, and enhancing shareholder returns.

In its Medium-Term Management Plan (2024–2026), the Company has positioned further promotion of capital cost management financial strategies that balance business growth and shareholder returns as priority measures aimed at achieving permanent corporate value. With a benchmark dividend payout ratio of 40%, the Company is working to further enhance shareholder returns. As a result, for the fiscal year ended March 31, 2025, the annual dividend per share will be 74 yen, an increase of 19 yen from the previous year. In addition, the Company plans to flexibly acquire treasury shares with the primary objectives of enhancing corporate value, improving capital efficiency, and expanding shareholder returns, while taking into consideration market conditions and cash flow, etc., in addition to making capital investments and strategic investments to respond to medium- to long-term changes in the business environment. Specifically, the Company plans to acquire 2.0 billion yen's worth of treasury shares in the fiscal year ending March 31, 2026, and the total return ratio is expected to exceed 60%.

As described above, the Company recognizes the importance of improving capital efficiency and enhancing shareholder returns, but believes the acquisition of treasury shares should be determined based on our medium- to long-term management strategies and capital measures, including the total return ratio in the Medium-term Management Plan mentioned above, as well as actual business performance, and should be executed after taking into consideration the appropriate timing and amount, while taking into consideration the status of trading in the Company's shares and the share price. Article 7 of the Company's Articles of Incorporation stipulates that the Company may acquire treasury shares through market transactions, etc., by a resolution of the Board of Directors. As such, the Company will flexibly deliberate and consider the acquisition of treasury shares at meetings of the Board of Directors.

Therefore, **the Company's Board of Directors is opposed to this Shareholder Proposal.**

## <Shareholder proposals>

**Proposal 6:** Amendments to the Articles of Incorporation regarding the number of Outside Directors

### (1) Summary of proposal

In order to ensure that Outside Directors constitute a majority in the Company, Article 22 of the Articles of Incorporation shall be amended as follows.

Before amendments	After amendments
<p>Number of Directors Article 22 The Company shall have no more than nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members). The Company shall have no more than five (5) Directors who concurrently serve as Audit and Supervisory Committee Members. <u>2 (Newly established)</u></p>	<p>Number of Directors Article 22 The Company shall have no more than nine (9) Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members). The Company shall have no more than five (5) Directors who concurrently serve as Audit and Supervisory Committee Members. <u>2 A majority of the Directors of the Company shall be Outside Directors, as provided for in Article 2, paragraph (1) (xv) of the Companies Act.</u></p>

### (2) Grounds for proposal

Principle 4.8 of Japan's Corporate Governance Code states, "Independent Directors should fulfill their roles and responsibilities with the aim of contributing to sustainable growth of companies and increasing corporate value over the medium to long term. Companies listed on the Prime Market should therefore appoint at least one-third of their Directors as Independent Directors that sufficiently have such qualities. Irrespective of the above, if a company listed on the Prime Market believes it needs to appoint the majority of Directors (at least one-third of Directors if listed on other markets) as independent Directors based on a broad consideration of factors such as the industry, company size, business characteristics, organizational structure and circumstances surrounding the company, it should appoint a sufficient number of Independent Directors." In addition, Principle 4.7 of Japan's Corporate Governance Code lists "Appropriately representing the views of minority shareholders and other stakeholders in the boardroom from a standpoint independent of the management and controlling shareholders" as one of the roles and responsibilities of Independent Directors.

Although the Company satisfies the criteria of having Outside Directors account for at least one-third of all Directors, as six (6) of twelve (12) Directors are Outside Directors, we believe that, by more actively ensuring that a majority of Directors are Outside Directors, the Company will be able to improve capital efficiency and enhance shareholder returns, while also putting a corporate governance system in place that contributes to the sustainable growth of the Company and the enhancement of corporate value over the medium and long term.

The Company's Board of Directors is **opposed to this Proposal 6.**

Of the nine (9) candidates proposed for the position of Director (excluding those who concurrently serve as Audit and Supervisory Committee Members) nominated by the Board of Directors, the five (5) internal Director candidates are well-versed with the Company's business, having abundant and wide-ranging knowledge and a high level of expertise based on their work experience in various divisions of the Company. In addition, the four (4) candidates for Outside Director are those with management experience at a major asset management company, those in charge of investor relations and as a CFO (Chief Financial Officer) at a major manufacturing company, and two new candidates, one with experience in DX management consulting for a major company and one with experience in product development in the information and communications and information network fields of a major information and communications company (if the appointment of the two new candidates is approved, we plan to file them as Independent Directors as defined by the Tokyo Stock Exchange). All of these candidates have broad insight, abundant experience in their respective fields, and a high level of expertise.

In addition, the five (5) candidates for Directors who concurrently serve as Audit and Supervisory Committee Members include lawyers who are legal experts, and persons with management experience at other companies, and with academic knowledge. Each possesses a wide range of knowledge insight backed by abundant experience, and four (4) of them are candidates for Independent Outside Director.

If the appointment of all fourteen (14) Director candidates, including those who will concurrently serve as Audit and Supervisory Committee Members, is approved, the Board of Directors will include four (4) female Directors (28.5%) and Independent Outside Directors will constitute a majority (57.1%). The Board of Directors will be of an appropriate composition in terms of number, taking into account a balance of individuals who can demonstrate strengths in managing various business domains and those who are suitable for maintaining and improving business and business administration and compliance.

The Company believes that the Board of Directors, which consists of candidates for Director proposed by the Company, not only maintains sufficient independence, but also has an optimal composition that combines diversity and expertise in accordance with the Company's business environment and business characteristics, such as active discussions from various perspectives in supervising the execution of management for the sustainable growth of the Group and the enhancement of its corporate value over the medium to long term.

At the same time, the Company believes that the establishment of such a provision in the Articles of Incorporation as proposed in the Shareholder Proposal may actually limit the scope of selection of candidates for Director and hinder the maintenance of an optimal composition of the Board of Directors.

Therefore, **the Company's Board of Directors is opposed to this Shareholder Proposal.**

## **Business Report**

(From April 1, 2024, to March 31, 2025)

### **1. Business Progress and Achievements of the Corporate Group**

#### **(1) Overview of business during the fiscal year**

##### **1) Business activities and results**

During the consolidated fiscal year under review, the Japanese economy continued to show a moderate recovery trend due to an improved employment and income environment resulting from wage increases and other factors backed by improved corporate earnings, as well as an expansion of capital investment.

At the same time, the future outlook remains uncertain due to soaring energy and raw material prices caused by the ongoing depreciation of the yen, labor shortages, and increasing uncertainty in overseas economies.

In the areas of the construction and housing industries in which the Bunka Shutter Group operates, although private capital expenditure is recovering and construction demand remains firm, the number of new housing starts has weakened amid soaring construction costs, resulting in an uncertain outlook.

Under these circumstances, the Bunka Shutter Group posted net sales of ¥228,419 million (up 3.3% year-over-year). With regard to profits, as a result of all Group segments exerting the utmost effort to secure profits by increasing sales, cutting costs, and other measures, operating income increased 1.8% year-over-year to ¥14,726 million, ordinary income decreased 7.3% year-over-year to ¥14,777 million, and net income attributable to owners of the parent also was up 24.4% year-over-year to ¥13,158 million.

An overview of business segments is provided below:

#### **(Shutter Business)**

In the shutter business, the inclusion of Windsor Doors Limited and three other companies and SPRINT ROLLER SHUTTERS PTY LTD. in the scope of consolidation led to an increase in net sales of 2.3% year-over-year to ¥93,196 million, as well as an increase in operating income of 11.3% year-over-year to ¥9,705 million.

#### **(Construction-Related Materials Business)**

In the construction-related materials business, the sluggish performance of steel doors for large commercial complexes, factories and warehouses led to an increase in net sales of 2.4% year-over-year to ¥89,979 million, but a decrease in operating income of 22.7% year-over-year to ¥3,420 million.

#### **(Service Business)**

The service business saw strong performance in emergency repairs and periodic maintenance services. Including the performance of a consolidated subsidiary Bunka Shutter Service Co., Ltd., net sales increased 6.9% year-over-year to ¥31,122 million, and operating income also increased 6.9% year-over-year to ¥5,643 million.

#### **(Refurbishment Business)**

In the remodeling business, the Company focused on the renewal business, which includes building renovations, and the residential remodeling business, net sales increased 8.9% year-over-year to ¥6,506 million and operating income was ¥47 million yen, going from a loss in the previous fiscal year to a profit.

### (Other Business)

In other business, the water-sealing business, which handles water-sealing equipment for dealing with the social problems of torrential rain, etc., remained strong, so net sales increased 8.4% year-over-year to ¥7,615 million, and operating income also rose 15.3% year-over-year to ¥1,263 million.

#### 2) Capital investments

Capital investments during the fiscal year under review totaled ¥6,232 million, and the main costs were for the renewal and maintenance of buildings and equipment at the factories of the Company and its subsidiaries.

#### 3) Financing

For the three years from October 2023 to October 2026, the Company entered into commitment line agreements with financial institutions with a lending limit of ¥7.0 billion in order to raise funds efficiently and stabilize its financial base.

#### 4) Business transfer, and absorption-type split or incorporation-type split

Not applicable.

#### 5) Acquisition of business of other companies

Not applicable.

#### 6) Succession of rights and obligations concerning business of other juridical persons, etc. by absorption-type merger or absorption-type split

Not applicable.

#### 7) Acquisition or disposal of shares or other equity interests of other companies or share acquisition rights, etc.

Not applicable.

### (2) Issues to be addressed

The Japanese economy is expected to continue its gradual recovery, with domestic demand such as consumer spending and capital investment remaining strong. However, the outlook remains unclear due to growing uncertainty in the overseas economy and trends in commodity and resource prices.

Under these circumstances, in fiscal year 2024, the Bunka Shutter Group launched a new three-year Medium-Term Management Plan under the underlying basic theme of “Aiming to Create Permanent Corporate Value.” We will prioritize the visualization of tasks as we work to create a mechanism for permanently creating profits and developing human resources for the next generation.

For fiscal year 2024, the first year of the plan, we have set a theme of “thorough visualization of business processes.” Based on this theme, we will continuously implement basic activities in the sales process with the aim of strengthening sales capabilities and improving customer satisfaction. We will also work on measures, such as further strengthening sales of disaster prevention, mitigation, and environmental products, building a production system infrastructure, reducing manufacturing costs in response to changes in the social environment, improving skills in design, installation, and construction; and investing in human capital to maximize BX Group value.

In fiscal 2025, the second year of the plan, the core theme will be “building efficient business processes.” In response to the issues that hinder productivity and growth that emerged from the previous year’s “thorough visualization of business processes,” we will rebuild our profit-generating mechanisms with new awareness, ideas and perspectives. By visualizing business processes and the corresponding figures, we will verify a system that can confirm whether invested resources are being used effectively and business operations are being run efficiently, and will implement reforms to produce maximum results in fiscal 2026, the final year of the plan.

#### Responding to climate change risks

The Group considers responding to climate change to be an important issue that should be resolved immediately. We have announced the “BX Group 2050 Declaration of Decarbonization,” and are promoting full-fledged initiatives aimed at decarbonization.

As a “mitigation” aspect of our efforts to reduce greenhouse gas emissions, we obtained SBT certificate (science-based greenhouse gas emission reduction target for private companies) on October 16, 2023. We are procuring electricity from renewable energy sources at our operating sites, and enhancing loading efficiency with the introduction of “new logistics systems.”

In addition, in the field of product development, we have set “heat insulation” as a new key phrase for future growth. In the product development field, we have further expanded our lineup of environmentally friendly products, such as “Haru Cool,” a heat-shielding sheet that is effective in preventing heat stroke and improving cooling efficiency by controlling the rise in indoor temperature in extremely hot weather, and “SGD,” an environmentally friendly steel door that reduces material weight by using thinner sheets and an adhesive construction method, thereby reducing CO<sub>2</sub> emissions.

At the same time, in terms of adaptations to avoid and reduce the impact of the changing climate in the future, we will continue to make timely and accurate proposals to customers and users. For example, we will expand our lineup of water-stopping products that can be used in a variety of locations and applications as disaster prevention solutions for buildings and other structures affected by sudden downpours and torrential rain, and shutters that ensure high wind pressure resistance to protect against strong winds from typhoons, which have caused major disasters in recent years.

#### Developing human capital

For any company, human resources are a vital asset. With this in mind, we pursue various investments (measures) in human resources aimed at increasing employee satisfaction, fulfillment, and engagement. We will also maximize human resource value through enhancements in areas such as productivity and creativity, in our bid to achieve sustainable corporate growth, and in turn, increase our corporate value.

As specific measures, we will strive to create a workplace where employees can work with peace of mind (and where it is easy to work), by taking measures such as making working hours more visible to curb long working hours, working toward digital transformation to further improve work efficiency and productivity, and supporting the balancing of work and medical treatment through the expansion of our childcare and nursing care leave systems, and by expanding our personnel system to be able to flexibly respond to the lifestyles of each individual employee. In addition, as part of our efforts to reform education in order to maximize the value of our human resources, we have created career (skill) maps for each department and made career paths visible, allowing superiors and subordinates to foresee their careers with a common understanding and providing support that allows employees to understand their current position and their growth. In particular, we are promoting measures aimed at the growth of young employees.

In June 2023, the Group established its Policy on Diversity and Inclusion. Based on this policy, we will create an environment where everyone can use their individuality and maximize their abilities. By embracing various values and perspectives, we will strive to create new value, linking this to the growth of the Group.

## Respecting human rights

The Group established the Bunka Shutter Group Human Rights Policy, and has identified important human rights issues that should be addressed as a priority, taking into consideration the impact that our business activities have on stakeholders. We have formulated human rights due diligence implementation guidelines for identifying and evaluating human rights risks related to business, including the supply chain, and for reducing such risks and preventing violations from occurring.

As a concrete measure, in order to identify risks in the value chain, we conducted a human rights questionnaire survey targeting all officers and employees of our Group in fiscal 2023, and in fiscal 2024 targeting our factory partner companies. Additionally, we will encourage our suppliers to understand our procurement policies, which include human rights initiatives, and conduct self-assessments in order to promote human rights initiatives in order to practice the culture of being a “company that values people” that has been passed down by our Group.

## Promoting CSR

The Group is constantly aware of its “Corporate Motto (Honesty, Hard work, and Service),” which is the starting point of its business activities, as well as its “Management Philosophy” and “CSR Charter.” We are committed to conducting our business activities in compliance with all laws and regulations. We are strongly aware to pursuit of profit in a fair business environment. We understand that contribution to society at large through our business activities is the key to building a relationship of trust with society, and we are constantly working to improve our compliance system.

The Group will emphasize ESG (Environment, Society, Governance), which is an important topic for sustainable company growth and development, and SDGs (Sustainable Development Goals) while improving the corporate value of the Group and strengthening initiatives directed at the development of a sustainable society by actively promoting CSR (Corporate Social Responsibility) even further.

As noted above, the Group is committed to carrying out businesses geared to the resolution of constantly changing social challenges by evolving continually as a “Comfortable Environment Solutions Group.”

We remain grateful to all of our stakeholders for their ongoing assistance, advice, and support.

### (3) Policy on decisions on dividends and other appropriation of surplus

The Company’s basic dividend policy is to determine the amount of dividends in consideration of the business performance of the fiscal year, with a view to maintaining a stable financial base by securing sustainable profits and continuing to pay stable dividends to shareholders.

As part of the Company’s efforts to develop a more flexible dividend policy, the Company amended its Articles of Incorporation at the 71st Ordinary General Meeting of Shareholders of the Company held in June 2017 and, pursuant to the provisions of Article 459, paragraph (1) of the Companies Act, the Company has stipulated that dividends of surplus may be paid by resolution of the Board of Directors. With regard to dividends of surplus for the fiscal year under review (year-end dividend), the Company will submit a proposal to the General Meeting of Shareholders in accordance with the above basic policy as before and will consult with shareholders and the interim dividend will be decided at the Board of Directors Meeting.

The Company’s target for future shareholder dividends is a consolidated dividend payout ratio of 40%.

#### (4) Assets and profit and loss

##### 1) Changes in assets and profit and loss of the corporate group

(Millions of yen, unless otherwise noted)

Item	By fiscal year	76th term FY2021	77th term FY2022	78th term FY2023	79th term FY2024 (Fiscal year under review)
Net sales		182,313	199,179	221,076	228,419
Ordinary income		9,081	9,992	15,941	14,777
Profit attributable to owners of parent		6,706	7,899	10,582	13,158
Profit (loss) per share		97.97	121.66	157.11	184.95
Total assets		169,205	177,246	206,879	204,982
Net assets		82,512	82,776	103,924	113,450
Net assets per share		1,225.96	1,348.39	1,458.84	1,592.13

Notes:

1. Net income per share is calculated based on the average total number of shares outstanding during the period, excluding treasury shares.
2. Net assets per share is calculated based on the total number of shares outstanding at the end of the period, excluding treasury shares.
3. In calculating the amount of "net income per share," the Company's shares held by the trust for the share-based remuneration for Directors are included in the number of treasury shares deducted from the average number of shares outstanding during the period. They are also included in the number of treasury shares deducted from the total number of issued shares at the end of the period in calculating the amount of "net assets per share."

##### 2) Changes in assets and profit and loss of the Company

(Millions of yen, unless otherwise noted)

Item	By fiscal year	76th term FY2021	77th term FY2022	78th term FY2023	79th term FY2024 (Fiscal year under review)
Net sales		119,422	128,366	141,603	142,810
Ordinary income		6,707	9,618	9,917	10,486
Profit (loss)		5,865	9,532	7,223	11,357
Profit (loss) per share		85.64	146.76	107.21	159.58
Total assets		128,753	134,546	155,748	152,356
Net assets		66,359	66,247	82,189	88,054
Net assets per share		987.52	1,081.00	1,155.08	1,237.09

Notes:

1. Net income per share is calculated based on the average total number of shares outstanding during the period, excluding treasury shares.
2. Net assets per share is calculated based on the total number of shares outstanding at the end of the period, excluding treasury shares.
3. In calculating the amount of "net income per share," the Company's shares held by the trust for the share-based remuneration for Directors are included in the number of treasury shares deducted from the average number of shares outstanding during the period. They are also included in the number of treasury shares deducted from the total number of issued shares at the end of the period in calculating the amount of "net assets per share."

#### (5) Significant parent company and subsidiaries

##### 1) Parent company

Not applicable.

## 2) Significant subsidiaries

Name	Share capital	Shareholding ratio of the Company	Principal lines of business
BX Shinsei Seiki Co., Ltd.	200 million yen	100.0%	Manufacture and sale of electric switches, various elevators, and measuring instruments
Bunka Shutter Services Co., Ltd.	110 million yen	100.0%	Repair and inspection of various shutters, etc.
BX Yutoriform Co., Ltd.	90 million yen	100.0%	Design, construction, and contracting of refurbishment and related businesses
BX Tenpal Co., Ltd.	30 million yen	100.0%	Manufacture and sale of awnings, etc. for commercial facilities and housing
BX Nishiyama Tetsumou Co., Ltd.	10 million yen	100.0%	Manufacture and sale of foundation reinforcement units, welded wire mesh, lathes, etc. for residential use
BX BUNKA AUSTRALIA PTY LTD	110 million AUD	100.0%	Manufacture and sale of garage doors and various shutters
BX BUNKA NEW ZEALAND LIMITED	50 million NZD	100.0%	Manufacture and sale of garage doors and various shutters

Note: BX BUNKA AUSTRALIA PTY LTD and BX BUNKA NEW ZEALAND LIMITED are categorized as specified subsidiaries.

## (6) Principal lines of business (as of March 31, 2025)

The Group manufactures and sells various shutters, housing materials, building materials, construction hardware, etc., and conducts maintenance, inspection, and repair thereof, as well as the insurance agency business, and home refurbishment business.

## (7) Major offices and factories (as of March 31, 2025)

### 1) The Company's offices

Name	Location	Name	Location
Hokkaido Branch	Hokkaido	Door/Partition Business Department	Tokyo Prefecture
Tohoku Branch	Miyagi Prefecture	Shutter Business Department	Tokyo Prefecture
Kanetsu Branch	Gunma Prefecture	Water-Sealing Division	Tokyo Prefecture
Higashi Kanto Branch	Chiba Prefecture	Maintenance Business Department	Tokyo Prefecture
Metropolitan Area Branch	Tokyo Prefecture	Overseas Business Department	Tokyo Prefecture
Metropolitan Area Building Construction Materials Branch	Tokyo Prefecture	Chubu Branch	Aichi Prefecture
Renovation Branch	Tokyo Prefecture	Kansai Branch	Osaka Prefecture
East Japan Design and Construction Management Department	Tokyo Prefecture	House Construction Materials West Japan Branch	Osaka Prefecture
Door Management Department	Tokyo Prefecture	West Japan Design and Construction Management Department	Osaka Prefecture
House Construction Materials East Japan Branch	Tokyo Prefecture	Chugoku-Shikoku Branch	Hiroshima Prefecture
Sales Promotion Department	Tokyo Prefecture	Kyushu Branch	Fukuoka Prefecture

2) Factories of the Company

Name	Location	Name	Location
Chitose Factory	Hokkaido	Himeji Factory	Hyogo Prefecture
Akita Factory	Akita Prefecture	Gochaku Factory	Hyogo Prefecture
Oyama Factory	Tochigi Prefecture	Fukuoka Factory	Fukuoka Prefecture
Kakegawa Factory	Shizuoka Prefecture		

3) Major business offices of subsidiaries

Name	Location	Main lines of business
Bunka Shutter Services Co., Ltd.	Tokyo Prefecture	Sales, maintenance inspection, and repair of shutters, etc.
BX Shinsei Seiki Co., Ltd.	Hyogo Prefecture	Manufacture and sale of electric switches, various elevators, and measuring instruments
BX Tenpal Co., Ltd.	Tokyo Prefecture	Manufacture and sale of awnings, etc. for commercial facilities and housing
BX Aiwa Co., Ltd.	Tokyo Prefecture	Insurance agency, lease introduction and brokerage, and travel business
BX Kensei Co., Ltd.	Oita Prefecture	Manufacture and sale of steel fittings and steel doors
BX Okinawa Bunka Shutter Co., Ltd.	Okinawa Prefecture	Manufacture and sale of various shutters and related products
BX Bunka Panel Co., Ltd.	Osaka Prefecture	Manufacture and sale of movable partitions, toilet booths, and metal doors
BX TR Co., Ltd.	Saitama Prefecture	Manufacture and sale of metal doors, partitions, etc. for entrances of detached houses, apartments, etc.
BX Yutoriform Co., Ltd.	Tokyo Prefecture	Design, construction, and contracting of refurbishment and related businesses
BX Koun Co., Ltd.	Aichi Prefecture	Manufacture and sale of stainless steel building materials, stainless steel specified fire protection equipment, etc.
BX Tetsuya Co., Ltd.	Chiba Prefecture	Manufacture, sale, and on-site construction of steel frames, steel doors, metal window frames, and various types of construction hardware
BX Tohoku Tetsuya Co., Ltd.	Yamagata Prefecture	Manufacture, sale, and on-site construction of steel frames, steel doors, metal window frames, and various types of construction hardware
BX Asahi Kenzai Co., Ltd.	Tokushima Prefecture	Manufacture and sale of steel building materials and steel doors
BX Nishiyama Tetsumou Co., Ltd.	Tokyo Prefecture	Manufacture and sale of foundation reinforcement units, welded wire mesh, lathes, etc. for residential use
BX Kaneshin Co., Ltd.	Tokyo Prefecture	Manufacture and sale of various types of hardware for construction
BX Rootes Co., Ltd.	Osaka Prefecture	Manufacturing and sale of steel doors, etc.
ECOWOOD Co., Ltd.	Fukuoka Prefecture	Manufacture and sale of recycled wood and plastic composites
BX BUNKA VIETNAM Co., Ltd.	Socialist Republic of Viet Nam	Manufacture and sale of various shutters and doors
BX BUNKA AUSTRALIA PTY LTD	Commonwealth of Australia	Manufacture and sale of garage doors and various shutters
BX BUNKA NEW ZEALAND LIMITED	New Zealand	Manufacture and sale of garage doors and various shutters

(8) Employees (as of March 31, 2025)

1) Employees of the corporate group

Business category	Number of employees
Shutter Business	2,434 (556)
Construction-Related Materials Business	1,532 (430)
Service Business	1,036 (139)
Refurbishment Business	159 (47)
Other	116 (24)
Company-wide (common)	92 (9)
Total	5,369 (1,205)

Notes:

1. The number of employees is the number of full-time employees (excluding employees seconded from the Group to outside the Group and including employees seconded from outside the Group to the Group), and the number of temporary employees (including contract employees, part-time employees, and employees on temporary contracts, excluding dispatched employees) is indicated separately in parentheses by the average number of employees per year.
2. The number of employees listed as company-wide (common) is the number of employees belonging to administrative divisions that cannot be categorized into specific segments.

2) Employees of the Company

Number of employees	Change from the end of the previous fiscal year	Average age	Average years of service
2,225	Increase of 52	42.5 years old	15.6

Business category	Number of employees
Shutter Business	1,494 (452)
Construction-Related Materials Business	619 (229)
Service Business	6 (2)
Refurbishment Business	3 (10)
Other	11 (5)
Company-wide (common)	92 (9)
Total	2,225 (707)

Notes:

1. The number of employees is the number of full-time employees (excluding employees seconded from the Company to outside the Company and including employees seconded from outside the Company to the Company), and the number of temporary employees (including contract employees, part-time employees, and employees on temporary contracts, excluding dispatched employees) is indicated in parentheses by the average number of employees per year.
2. The number of employees listed as company-wide (common) is the number of employees belonging to administrative divisions that cannot be categorized into specific segments.

(9) Major creditors (as of March 31, 2025)

(Millions of yen)

Creditors	Loan balance
Mizuho Bank, Ltd.	1,380
Sumitomo Mitsui Trust Bank, Limited	1,120
Sumitomo Mitsui Banking Corporation	900
MUFG Bank, Ltd.	800

(10) Other important matters concerning the current status of the corporate group

1) Regarding violations of the Antimonopoly Act by the company

On June 9, 2010, the Company received a cease and desist order and surcharge payment order from the Japan Fair Trade Commission for alleged acts violating the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (“nationwide price cartel”). Subsequently, the Company submitted a request for an appeal to the Japan Fair Trade Commission, and had been fighting the above orders through the appeal procedures since 2010.

In the appeal verdict on September 1, 2020, the Company’s assertions were not recognized, and the Company therefore filed a lawsuit seeking to overturn the appeal verdict on September 30, 2020, and was disputing the verdict at the Tokyo High Court. In response to the above, on April 7, 2023, the Tokyo High Court rendered a judgment that all the Company’s claims were to be dismissed, and on April 20, 2023, in objection to this judgment, the Company filed a final appeal and petitioned for the acceptance of the final appeal at the Supreme Court. However, on February 26, 2025, the Supreme Court decided to dismiss the appeal and not to accept the petition for appeal. As a result, the Company has lost the lawsuit. To prevent similar incidents from occurring in the future, the Company will strive to further ensure compliance within the Group.

All surcharges ordered by the surcharge payment order were paid by September 10, 2010, the deadline for payment of surcharges, and were recorded as an extraordinary loss in the financial statements for the fiscal year ended March 31, 2011.

2) Judgment on a lawsuit claiming damages

In March 2015, the Company commissioned IBM Japan, Ltd. (“IBM Japan”) to build a “new sales management system” and had started a system development project, but the cancellation of this project resulted in a large amount of damage to the Company.

The Company determined that IBM Japan’s default and tort caused unforeseen damages to the Company, and on November 27, 2017, the Company filed a lawsuit for damages, and both the first instance and appellate court judgments ordered IBM Japan to compensate the Company for damages.

On May 29, 2024, the Company filed a petition to the Supreme Court to file an appeal and to accept the appeal, but on January 10, 2025, the Supreme Court dismissed the appeal and refused to accept IBM Japan’s petition for appeal, and also dismissed IBM Japan’s appeal, etc. With this decision by the Supreme Court, the judgment of the Court of Appeals (which ordered IBM Japan to pay 2,056,469,461 yen and late payment of damages) became final.

3) Merger of Consolidated Subsidiaries

At the Board of Directors meeting held on February 6, 2025, the Company resolved to merge three consolidated subsidiaries, BX TR Corporation, BX Tetsuya Corporation, and BX Tohoku Tetsuya Corporation, as well as three consolidated subsidiaries, BX Rootes Corporation, BX Kensei Corporation, and BX Bunka Panel Corporation, as follows, effective April 1, 2025.

Surviving companies	BX TR Co., Ltd.	BX Rootes Co., Ltd.
Absorbed companies	BX Tetsuya Co., Ltd. BX Tohoku Tetsuya Co., Ltd.	BX Kensei Co., Ltd. BX Bunka Panel Co., Ltd.

## 2. Current Status of the Company

### (1) Shares (as of March 31, 2025)

1) Total number of authorized shares	288,000,000
2) Total number of issued shares	72,196,487
	(including 741,854 treasury shares)
3) Number of shares per unit	100
4) Number of shareholders	5,273
5) Major shareholders (top 10 shareholders)	

Shareholder Name	Ownership of the Company's shares	
	Number of shares held	Shareholding ratio
The Master Trust Bank of Japan, Ltd. (Trust Account)	7,176,500	10.04
Bunka Shutter Affiliate Companies Holdings Association	5,331,177	7.46
The Dai-ichi Life Insurance Company, Limited	3,260,978	4.56
Bunka Shutter Employee Holdings Association	3,007,636	4.20
State Street Bank and Trust Company 505103	2,901,992	4.06
Mizuho Bank, Ltd.	2,534,873	3.54
NIPPON ACTIVE VALUE FUND PLC	2,500,000	3.49
Custody Bank of Japan, Ltd. (Trust Account)	2,188,600	3.06
Yodogawa Steel Works, Ltd.	1,669,000	2.33
The Bank of New York - Jasdic Treaty Account	1,601,600	2.24

Notes: Treasury shares (741,854 shares) are excluded when calculating shareholder ratios. Furthermore, treasury shares do not include 276,000 of the Company's shares held by Custody Bank of Japan, Ltd. (trust account) as trust assets for the "Officer Share Delivery Trust."

### 6) Shares issued to the Company's Directors and Corporate Auditors as compensation for the execution of their duties during the fiscal year under review

Surviving company	Type and number of shares	Number of grantees
Directors (excluding Audit and Supervisory Committee Members and Outside Directors)	Common shares 24,000 shares	3

### 7) Other important matters concerning the shares

Pursuant to a resolution at the 76th Ordinary General Meeting of Shareholders held on June 21, 2022, the Company introduced a performance-linked and share-based remuneration plan for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) of the Company. As of March 31, 2025, the trust account for the trust for delivering shares with the eligible persons as beneficiaries held a total of 276,000 of the Company's shares.

(2) Share acquisition rights, etc. (as of March 31, 2025)

Not applicable.

(3) Directors and Audit and Supervisory Committee Members of the Company

1) Directors (as of March 31, 2025)

Position	Name	Gender	Responsibilities in the Company and significant concurrent positions outside the Company, etc.
Representative Director and Chairman of the Board of Directors	Toshihiko Shiozaki	Male	Chairman of Japan Rolling Shutters & Doors Association
Representative Director and President	Hiroyuki Ogura	Male	Executive President
Director	Mitsuru Mita	Male	Managing Operating Officer of Sales, Design, and Construction
Director	Haruhiko Ichikawa	Male	Managing Operating Officer and Responsible for Management Operation, and Overseas
Director	Tadahito Ooka	Male	Senior Operating Officer of Manufacturing and Responsible for New Business, Product Development
Director (Outside)	Nobuki Goto	Male	
Director (Outside)	Reiko Kusunose	Female	Outside Director of NIPPO CORPORATION Outside Director of TEIJIN LIMITED
Director-Audit and Supervisory Committee Member (full-time)	Nariyuki Matsuyama	Male	
Director-Audit and Supervisory Committee Member (Outside)	Shozo Fujita	Male	Attorney at Shozo Fujita Law Office Outside Director of Eco's Co., Ltd. Outside Corporate Auditor of SANKI ENGINEERING CO., LTD.
Director-Audit and Supervisory Committee Member (Outside)	Kazufumi Abe	Male	
Director-Audit and Supervisory Committee Member (Outside)	Yoshihiko Hayasaka	Male	
Director-Audit and Supervisory Committee Member (Outside)	Kazue Shimamura	Female	Professor of School of Commerce, Waseda University

Notes: 1. Nobuki Goto, Reiko Kusunose, Shozo Fujita, Kazushi Abe, Yoshihiko Hayasaka, and Kazue Shimamura are Outside Directors.

2. The Company has designated Nobuki Goto, Reiko Kusunose, Shozo Fujita, Kazufumi Abe, Yoshihiko Hayasaka and Kazue Shimamura as Independent Directors pursuant to the provisions of the Tokyo Stock Exchange and has registered them with the exchange.
3. In order to strengthen the audit and supervisory functions of the Audit and Supervisory Committee, Director Nariyuki Matsuyama has been elected as a full-time Audit and Supervisory Committee Member in order to attend important internal meetings, collect information from Executive Directors, employees, etc., and collaborate with the Internal Audit Department.

(Reference)

Operating Officers (excluding those who concurrently serve as Directors) as of April 1, 2025, are as follows.

Managing Operating Officer	Sadayuki Shindo	Manager of Safety and Environment Department
Managing Operating Officer	Shinya Masutani	General Manager of House Construction Materials Business Division
Managing Operating Officer	Yukio Hasumi	Manager of Manufacturing Planning Department of the Company
Managing Operating Officer	Koji Takahashi	General Manager of West Japan Business Division
Managing Operating Officer	Akifumi Takahashi	Manager of Corporate Planning Department
Managing Operating Officer	Satoshi Onose	Manager of East Japan Business Division
Operating Officer	Koichiro Motoki	Manager of Design and Construction Planning Department
Operating Officer	Osamu Amano	Manager of Shutter Business Department
Operating Officer	Koichi Nishimura	Manager of Accounting Department
Operating Officer	Takashi Shimizu	Manager of Product Development Department
Operating Officer	Takahiro Goto	General Manager of Door/Partition Business Department
Operating Officer	Tadashi Takahashi	Manager of House Construction Materials East Japan Branch
Operating Officer	Norifumi Yamada	Manager of Metropolitan Area Branch
Operating Officer	Shuzo Murai	Manager of Kansai Branch
Operating Officer	Takahisa Terashima	Manager of Oyama Factory

2) Outline of the contents of the liability limitation agreement

The Company may enter into an agreement with Directors (excluding those who are Executive Directors, etc.) to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company. The maximum amount of liability for damages under such contracts is the amount stipulated by law.

3) Outline of the contents of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, in which Directors (including Directors who concurrently serve as Audit and Supervisory Committee Members) of the Company are included as insured persons. The insurance policy shall cover compensation for damages and litigation costs incurred by the insured person in case where a claim for damages is made to the insured person due to an act (including omission) based on the position of director or officer of the Company. However, to ensure that the appropriateness of the insured's performance of duties is not impaired, measures are taken so that the policy does not cover damages arising in cases caused by actions taken in the knowledge that the action violated laws or regulations. In principle, the Company pays the insurance premium.

4) Total amount of remuneration, etc. for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) and Directors who concurrently serve as Audit and Supervisory Committee Members

Category of Officers	Total amount of remuneration, etc. (Millions of yen)	Total amount of remuneration, etc. by type (millions of yen)			Number of eligible officers (persons)	
		Fixed remuneration	Performance-linked remuneration			
			Bonuses	Share-based remuneration		
Director (excluding those who concurrently serve as Audit and Supervisory Committee Members)	385	259	96	29	8	
Directors (Audit and Supervisory Committee Members) (excluding Outside Directors)	22	22	—	—	1	
Outside Directors and Outside Audit and Supervisory Committee Members	60	60	—	—	6	
<b>Total</b>	<b>468</b>	<b>343</b>	<b>96</b>	<b>29</b>	<b>15</b>	

Notes:

1. The main performance indicators for executive bonuses, which are performance-linked remuneration, are as follows:  
Net sales: ¥228,419 million, operating income: ¥14,726 million, net income: ¥13,158 million
2. The main performance indicators for share-based remuneration, which are performance-linked remuneration, are as follows:  
Net income: ¥13,158 million, ROE: 12.1%, ROIC: 7.9%
3. The amount paid to Directors does not include the portion of employee salaries of Directors concurrently serving as employees.
4. The maximum amount of monetary remuneration for Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) was approved at the 78th Ordinary General Meeting of Shareholders held on June 18, 2024, as 600 million yen or less per year (including 50 million yen per year for Outside Directors) (however, excluding the portion of employee salaries). The number of Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) as of the conclusion of the General Meeting of Shareholders was seven (7) (including 2 Outside Directors).
5. In addition, separately to the amount of monetary remuneration, an amount of share-based remuneration of 600 million yen or less and a maximum number of shares of 60,000 points or less per five (5) fiscal years were approved at the 76th Ordinary General Meeting of Shareholders held on June 21, 2022. The number of Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members) as of the conclusion of the General Meeting of Shareholders was seven (7).
6. The maximum amount of remuneration for Directors who concurrently serve as Audit and Supervisory Committee Members was approved at the 71st Ordinary General Meeting of Shareholders held on June 27, 2017, as 100 million yen or less per year. The number of Directors who concurrently serve as Audit and Supervisory Committee Members as of the conclusion of the General Meeting of Shareholders was five (5).

5) Matters pertaining to the policy on the determination of the amount of remuneration, etc. for officers or the calculation method thereof

At a meeting of the Board of Directors held on May 12, 2022, the Company passed a resolution concerning the policy for determining the content of remuneration for individual Directors (excluding Directors who concurrently serve as Audit and Supervisory Committee Members) of the Company as follows. When making this Board of Directors' resolution, the Board of Directors consulted with and received a report from the Nomination/Remuneration Committee concerning the content of the resolution in advance. In addition, at the 76th Ordinary General Meeting of Shareholders held on June 21, 2022, the introduction of a performance-linked and share-based remuneration plan was approved, with the aim of increasing Directors' awareness of enhancing performance in the medium to long term and contributing to growing enterprise value, by clarifying the link between Directors' remuneration and the Company's performance and stock value, and allowing them to share with all shareholders the risks and rewards of stock price fluctuations. In addition, at the 78th Ordinary General Meeting of Shareholders held on June 18, 2024, a revision to the amount of compensation for Directors, including Outside Directors (excluding those who concurrently serve as Audit and Supervisory Committee Members), was approved.

The Company's basic policy regarding the remuneration, etc., for Directors of the Company is to determine appropriate levels of remunerations, etc., for each individual Director based on his/her role and responsibilities, etc., within the limit of the total amount of remuneration, etc. for each monetary and share-based remuneration determined by the General Meeting of Shareholders, in order to realize the Company's management policy and ongoing medium- to long-term improvement of the Company's corporate value. Directors' remuneration consists of "monthly remuneration," "executive bonus," and "share-based remuneration." However, Directors who concurrently serve as Audit and Supervisory Committee Members are paid only monthly remuneration in view of their duties.

In addition, with regard to remuneration, etc. for each individual Director for the current fiscal year, the Board of Directors has confirmed that the method of determining the details of remuneration, etc. and the resulting details of remuneration, etc. are consistent with the decision-making policy approved by the Board of Directors, and judged that they are in line with such decision-making policy.

The policy for determining the content of remuneration, etc. for individual Directors are as follows.

#### A. Policy on base remuneration

Monthly remuneration shall be in cash, and the amount of remuneration shall be set in consideration of the position, responsibility, level of contribution, and balance with the salary of the employees.

#### B. Policy on performance-linked remuneration

Executive bonuses, which are performance-linked remuneration, shall be monetary remuneration. With regard to the total amount of executive bonuses, a base amount for the total amount of bonuses to executives is set based on the following item E., with reference to the executive compensation survey data from an external specialist institution, and a target achievement rate multiplier (0–140%) is calculated based on the achievement rate of the three indicators of sales, operating profit, and net income (allocation ratio 2:4:4). The total amount of bonuses to executives is calculated by multiplying the base amount for the total amount of bonuses by the target achievement rate.

"Total amount of executive bonuses = Standard amount of total executive bonuses × Target achievement ratio multiplier (0–140%)"

The share-based remuneration is performance-linked remuneration, the details of which are described in C below.

### C. Policy on non-monetary remuneration, etc.

Non-monetary remuneration shall be performance-linked share-based remuneration. Share-based remuneration is aimed at increasing Directors' awareness of enhancing performance in the medium to long term and contributing to growing enterprise value, by clarifying the link between Directors' remuneration and the Company's performance and stock value, and allowing them to share with all shareholders the risks and rewards of stock price fluctuations. Of the total amount of executive bonus, for each Director, the target achievement rate multiplier (0–80%) is calculated based on the fixed points for each position and the achievement rate of the three indicators of net income, ROE, and ROIC (allocation ratio 2:4:4) in consideration of the following item E. with reference to the executive compensation survey data of an external specialist institution, and the stock compensation grant points are calculated by multiplying the basic points for each position by the target achievement rate multiplier.

Points for which share-based remuneration is granted = fixed points per position + (base points per position × target achievement ratio multiplier (0–80%))

### D. The ratio of “monthly remuneration,” “executive bonus” (when 100% of the target is achieved), and “share-based remuneration” (when 100% of the target is achieved) is determined at a ratio of 6:3:1, with reference to the data, etc. from an external professional organization's survey on Directors' remuneration.

Monthly remuneration 60%	Performance-linked remuneration 30%	Performance-linked share-based compensation 10%
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### E. Policy on the timing and conditions for granting remuneration, etc.

Monthly remuneration shall be paid as one-twelfth of the annual amount for the current month in accordance with the date of payment of employee salaries, and in the case of payment of executive bonuses, such bonuses shall be paid in accordance with a. above by a resolution of the Board of Directors and paid promptly thereafter. In addition, with respect to share-based remuneration, the Company's shares shall be paid in accordance with the prescribed procedures upon retirement of a Director in proportion to the number of points granted, pursuant to the internal regulations separately stipulated in C above.

### F. Matters concerning delegation of decisions on remuneration, etc.

In order to strengthen objectivity and accountability in relation to the remuneration of Directors, the Nomination/Remuneration Committee, a majority of whose members are independent Outside Directors, deliberates individual remuneration amounts and the total amount in advance, in response to the inquiry of the Board of Directors, and submits a report concerning the total amount of remuneration, then the Board of Directors makes a decision. The specific monthly amounts of remuneration for each Director and executive bonuses are determined for each Director based on the results of deliberation by the Nomination/Remuneration Committee, while taking into consideration the Company's business performance and other factors, and the determination is therefore delegated to Representative Director and Chairman of the Board of Directors Toshihiko Shiozaki and Representative Director and President, and Executive President Hiroyuki Ogura. The reason for the delegation is that the Company has determined that the Representative Director is suitable to determine the individual amounts for each Director based on the results of deliberation by the Nomination/Remuneration Committee, while taking into consideration the Company's overall business performance and other factors.

6) Matters concerning Outside Directors and Outside Audit and Supervisory Committee Members

A. Significant concurrent positions outside the Company

- Director Reiko Kusunose is also an Outside Director of NIPPO Corporation and Teijin Limited.  
There is no special relationship between the Company and NIPPO Corporation or Teijin Limited.
- Shozo Fujita, a Director-Audit and Supervisory Committee Member, is an attorney at Law Office of Shozo Fujita, is an Outside Director of Eco's Co., Ltd., and an Outside Audit & Supervisory Board Member of SANKI ENGINEERING CO., LTD.  
There is no special relationship between the Company and Law Office of Shozo Fujita, ECOS Corporation, and SANKI ENGINEERING CO., LTD.
- Kazue Shimamura, a Director and Audit and Supervisory Committee Member, is a Professor of School of Commerce, Waseda University.  
There is no special relationship between the Company and Faculty of Commerce of Waseda University.

B. Activities of Outside Directors and Outside Audit and Supervisory Committee Members at Board of Directors meetings and Audit and Supervisory Committee meetings during the fiscal year

a. Attendance at Board of Directors Meetings and Audit and Supervisory Committee meetings held in the fiscal year

Category	Board of Directors (held nine times)		Audit and Supervisory Committee (held 12 times)	
	Number of times of attendance	Attendance rate	Number of times of attendance	Attendance rate
Nobuki Goto, Director	Six times	100.0%	—	—
Reiko Kusunose, Director	Six times	100.0%	—	—
Shozo Fujita, Director	Nine times	100.0%	Twelve times	100.0%
Kazufumi Abe, Director	Nine times	100.0%	Twelve times	100.0%
Yoshihiko Hayasaka, Director	Nine times	100.0%	Twelve times	100.0%
Kazue Shimamura, Director	Nine times	100.0%	Eleven times	91.7%

Notes: Since Directors Nobuki Goto and Reiko Kusunose were newly appointed at the Ordinary General Meeting of Shareholders held on June 18, 2024, the numbers of Board of Directors meetings and Audit and Supervisory Committee meetings differ from those for other Outside Directors. The numbers of Board of Directors meetings and Audit and Supervisory Committee meetings after their appointment as Director of the Company is six times.

b. Outline of the major activities during the fiscal year and duties performed in relation to the role expected to be fulfilled

- Goto Nobuki has broad insight and a high level of expertise from the perspective of investors and shareholders, which he has gained through his involvement in the management of a major asset management company. He utilizes such knowledge and skills to provide advice on our company's business activities and suggestions for strengthening corporate governance, including by expressing opinions at the Board of Directors meetings and other important internal meetings from an independent and objective standpoint.

Reiko Kusunose has extensive experience and expertise, including broad insight gained from her involvement in the management of a major manufacturer, as well as experience in overseas business, investor relations and CFO at multiple manufacturers. She utilizes such expertise and knowledge to provide advice on our business activities and suggestions for strengthening corporate governance, among other things, by expressing opinions at the Board of Directors meetings and other important internal meetings from an independent and objective standpoint.

- Shozo Fujita, as a former public prosecutor and lawyer, has extensive knowledge and deep insight in the legal field. He has provided advice on the Company's business activities and otherwise made proposals for strengthening corporate governance by, for example, expressing opinions at the Board of Directors meetings and other important internal meetings.

In addition, he contributes to ensuring the validity and appropriateness of the decision-making of the Company's Board of Directors and the Audit and Supervisory Committee by, for example, expressing opinions on the election of candidates for Director, and the amount of individual remuneration, etc. for each Director at the Nomination/Remuneration Committee.

- Kazufumi Abe, who has abundant practical experience at a metal materials manufacturer and deep insight gained through his work experience as an Audit & Supervisory Board Member, has provided advice on the Company's business activities and otherwise made proposals for strengthening corporate governance by, for example, expressing opinions at the Board of Directors meetings and other important internal meetings.

In addition, he contributes to ensuring the validity and appropriateness of the decision-making of the Company's Board of Directors and the Audit and Supervisory Committee by, for example, expressing opinions on the election of candidates for Director, and the amount of individual remuneration, etc. for each Director at the Nomination/Remuneration Committee.

- Yoshihiko Hayasaka has wide-ranging insight from his involvement in the management of a major construction company, as well as abundant practical experience in the construction industry. He has provided advice on the Company's business activities and otherwise made proposals for the strengthening of corporate governance by, for example, expressing opinions at the Board of Directors meetings and other important internal meetings and contributed to ensuring the adequacy and appropriateness of decision-making by the Company's Board of Directors and the Audit and Supervisory Committee. In addition, he contributes to ensuring the validity and appropriateness of the decision-making of the Company's Board of Directors and the Audit and Supervisory Committee by, for example, expressing opinions on the election of candidates for Director, and the amount of individual remuneration, etc. for each Director at the Nomination/Remuneration Committee.

Kazue Shimamura, who is Professor of the Faculty of Commerce at Waseda University, has extensive knowledge and wide-ranging insight as an expert in the field of commerce, mainly in academia. She has provided advice on the Company's business activities and otherwise made proposals for the strengthening of corporate governance by, for example, expressing opinions at the Board of Directors meetings and other important internal meetings.

In addition, she contributes to ensuring the validity and appropriateness of the decision-making of the Company's Board of Directors and the Audit and Supervisory Committee by, for example, expressing opinions on the election of candidates for Director, and the amount of individual remuneration, etc. for each Director at the Nomination/Remuneration Committee.

(4) Financial auditor

- 1) Name Crowe Toyo & Co.
- 2) Amount of remuneration, etc.

	Amount paid
1) Amount of remuneration, etc. for financial auditor for the fiscal year	60 million yen
2) Total amount of money and other economic benefits that the Company and subsidiaries should pay to the financial auditor	60 million yen

Notes: 1. Under the audit agreement between the Company and the financial auditor, the amount of audit fees, etc. for audits based on the Companies Act and those based on the Financial Instruments and Exchange Act are not categorized, and it is practically impossible to categorize them. Therefore, the amount in 1) above indicates the total amount of these fees, etc.

2. The Company's Audit and Supervisory Committee has agreed on the amount of remuneration, etc. for the financial auditor after conducting necessary verification of the content of the financial auditor's audit plan, evaluation and analysis of the audit results for the previous fiscal year, the status of the execution of accounting audit duties, and the appropriateness of the grounds for calculating the remuneration estimates.

3) Contents of non-audit services

Not applicable

4) Policy on decisions of dismissal or non-reappointment of financial auditor

If the Company's Audit and Supervisory Committee deems it necessary for such cases as due to the Company's reasons, due to matters stipulated in the Company's Regulations on Audit and Supervisory Committee and other regulations, or if the execution of duties by a financial auditor is hindered, the Company's Audit and Supervisory Committee shall make a decision on a proposal for dismissal or refusal of reappointment, and the Company's Board of Directors shall submit such proposal to the General Meeting of Shareholders based on such proposal.

In addition, if the Company's Audit and Supervisory Committee finds that the financial auditor falls under any of the items set forth in each item of Article 340, paragraph (1) of the Companies Act, the Company's Audit and Supervisory Committee shall dismiss the financial auditor based on a resolution of the Audit and Supervisory Committee. In this case, the Director who concurrently serves as an Audit and Supervisory Committee Member elected by the Company's Audit and Supervisory Committee shall report the fact of the dismissal of the financial auditor and the reason for the dismissal at the first General Meeting of Shareholders convened after the dismissal.

Notes: The amounts and the number of shares shown in this business report are rounded down to the nearest whole number.

## Consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

<b>Assets</b>		<b>Liabilities</b>	
Assets	Liabilities	Assets	Liabilities
<b>liquid assets</b>	<b>117,344</b>	<b>Current liabilities</b>	<b>55,554</b>
Cash and deposits	40,109	Notes and accounts payable - trade	11,704
Notes and accounts receivable - trade, and contract assets	45,543	Electronic Recording Debt	15,893
Electronically Recorded Receivables	9,375	Short-term loans payable	1,212
Merchandise and finished goods	9,921	Current portion of long-term borrowings	869
Work in process	1,281	Lease liabilities	1,191
Raw materials and supplies	8,451	Income taxes payable	3,585
Other current assets	3,041	Accrued consumption taxes	1,396
Allowance for doubtful accounts	(380)	Accrued expenses	7,144
<b>fixed asset</b>	<b>87,638</b>	Contract liabilities	4,503
<b>Property, plant and equipment</b>	<b>41,532</b>	Provision for bonuses	5,248
Buildings and structures	13,774	Provision for bonuses for directors (and other officers)	144
Machinery, equipment and vehicles	6,365	Provision for loss on construction contracts	603
Tools, furniture and fixtures	960	Other current liabilities	2,059
Land	13,506	<b>Fixed liabilities</b>	<b>35,977</b>
Lease assets	1,403	Bonds payable	10,000
Right-of-use assets	4,576	Long-term borrowings	2,440
Construction in progress	944	Lease liabilities	5,566
<b>Intangible assets</b>	<b>17,627</b>	Provision for retirement benefits for directors (and other officers)	256
Goodwill	10,329	Retirement benefit liability	15,409
Other intangible assets	7,298	Provision for share awards for directors (and other officers)	74
<b>Investments and other assets</b>	<b>28,478</b>	Guarantee deposits received	566
Investment securities	19,269	Asset retirement obligations	67
Retirement benefit asset	1,598	Other non-current liabilities	1,597
Deferred tax assets	5,044	<b>Total Debt</b>	<b>91,532</b>
Other investments and other assets	2,822	<b>Net assets</b>	
Allowance for doubtful accounts	(256)	<b>Shareholders' equity</b>	<b>104,183</b>
		Share capital	15,051
		Capital surplus	11,292
		Retained earnings	78,919
		Treasury shares	(1,079)
		<b>Other cumulative comprehensive income</b>	<b>9,104</b>
		Valuation difference on available-for-sale securities	4,179
		Deferred gains or losses on hedges	0
		Revaluation reserve for land	(45)
		Foreign currency translation adjustment	2,030
		Cumulative adjustments for retirement benefits	2,939
		<b>Non-controlling interests</b>	<b>162</b>
		<b>Total net assets</b>	<b>113,450</b>
<b>Total assets</b>	<b>204,982</b>	<b>Total liabilities and net assets</b>	<b>204,982</b>

## Consolidated Statements of Income

(From April 1, 2024, to March 31, 2025)

(Millions of yen)

Account	Amount
<b>Net sales</b>	<b>228,419</b>
<b>Cost of sales</b>	<b>165,936</b>
<b>Gross profit</b>	<b>62,483</b>
<b>Selling, general and administrative expenses</b>	<b>47,756</b>
<b>Operating income</b>	<b>14,726</b>
<b>Non-operating income</b>	
Interest income	97
Dividend income	347
Rental income	81
Surrender value of insurance policies	80
Share of profit of entities accounted for using equity method	514
Gain on sale of scraps	126
Other non-operating income	233
	1,481
<b>Non-operating expenses</b>	
Interest expenses	509
Foreign exchange gains	769
Other non-operating expenses	152
Ordinary income	14,777
Extraordinary income	3,997
	131
<b>Extraordinary losses</b>	
<b>Profit before income taxes</b>	<b>18,643</b>
Income taxes - current	5,989
Income taxes - deferred	(512)
<b>Profit (loss)</b>	<b>5,477</b>
<b>Profit attributable to non-controlling interests</b>	<b>13,166</b>
<b>Profit attributable to owners of parent</b>	<b>7</b>
	<b>13,158</b>

## Balance Sheet

(As of March 31, 2025)

(Millions of yen)

<b>Assets</b>		<b>Liabilities</b>	
Account	Amount	Account	Amount
<b>liquid assets</b>	<b>74,848</b>	<b>Current liabilities</b>	<b>37,381</b>
Cash and deposits	17,120	Notes payable - trade	609
Bills receivable	3,430	Electronic Recording Debt	11,361
Electronically Recorded Receivables	8,280	Accounts payable - trade	7,318
Accounts receivable - trade	24,207	Short-term loans payable	1,000
Contract assets	6,572	Current portion of long-term borrowings	800
Merchandise and finished goods	6,489	Lease liabilities	429
Work in process	436	Accounts payable - other	613
Raw materials and supplies	4,728	Income taxes payable	2,093
Advance payments to suppliers	1,202	Accrued consumption taxes	657
Prepaid expenses	384	Accrued expenses	5,338
Accounts receivable - other	528	Contract liabilities	3,049
Short-term loans receivable	1,419	Deposits received	274
Advances paid	77	Provision for bonuses	3,103
Other current assets	17	Provision for bonuses for directors (and other officers)	96
Allowance for doubtful accounts	(47)	Provision for loss on construction contracts	600
<b>fixed asset</b>	<b>77,508</b>	Notes payable - facilities	36
<b>Property, plant and equipment</b>	<b>22,126</b>	<b>Fixed liabilities</b>	<b>26,920</b>
Buildings	7,746	Bonds payable	10,000
Structures	853	Long-term borrowings	2,400
Machinery and equipment	2,772	Lease liabilities	809
Vehicles	7	Provision for retirement benefits	12,702
Tools, furniture and fixtures	564	Provision for share awards for directors (and other officers)	74
Land	8,392	Provision for loss on business of subsidiaries and associates	342
Lease assets	1,061	Guarantee deposits received	529
Construction in progress	727	Long-term unearned revenue	6
<b>Intangible assets</b>	<b>1,467</b>	Asset retirement obligations	55
Patent right	15	<b>Total Debt</b>	<b>64,301</b>
Software	1,168		
Leasehold interests in land	93		
Telephone subscription right	130		
Lease assets	35		
Other intangible assets	23		

(Millions of yen)

<b>Assets</b>		<b>Liabilities</b>	
Account	Amount	Account	Amount
<b>Investments and other assets</b>	<b>53,914</b>	<b>Net assets</b>	
Investment securities	8,154	<b>Shareholders' equity</b>	<b>84,615</b>
Shares of subsidiaries and associates	26,639	<b>Share capital</b>	<b>15,051</b>
Investments in capital	17	<b>Capital surplus</b>	<b>11,248</b>
Long-term loans receivable	13,449	Legal capital surplus	9,151
Distressed receivables	138	Other capital surplus	2,097
Long-term prepaid expenses	32	<b>Retained earnings</b>	<b>59,389</b>
Guarantee deposits	50	Other retained earnings	59,389
Business insurance funds	407	Reserve for tax-purpose reduction entry of land	31
Leasehold deposits	957	General reserve	46,000
Deferred tax assets	3,655	Retained earnings brought forward	13,358
Prepaid pension costs	1,289	<b>Treasury shares</b>	<b>(1,074)</b>
Other investments, etc.	176	<b>Valuation and translation adjustments</b>	<b>3,438</b>
Allowance for doubtful accounts	(1,053)	<b>Valuation difference on available-for-sale securities</b>	<b>3,438</b>
		<b>Total net assets</b>	<b>88,054</b>
<b>Total Assets</b>	<b>152,356</b>	<b>Total liabilities and net assets</b>	<b>152,356</b>

## Statement of Income

(From April 1, 2024, to March 31, 2025)

(Millions of yen)

Account	Amount
<b>Net sales</b>	<b>142,810</b>
<b>Cost of sales</b>	<b>109,320</b>
<b>Gross profit</b>	<b>33,489</b>
<b>Selling, general and administrative expenses</b>	<b>26,974</b>
<b>Operating income</b>	<b>6,515</b>
<b>Non-operating income</b>	
Interest income	359
Dividend income	4,162
Provision of allowance for doubtful accounts	66
Other non-operating income	224
	4,812
<b>Non-operating expenses</b>	
Interest expenses	69
Bond expenses	67
Foreign exchange gains	607
Other non-operating expenses	98
Ordinary income	842
	10,486
<b>Extraordinary income</b>	
<b>Gain on sale of non-current assets</b>	<b>7</b>
Gain on sale of investment securities	1,196
Compensation for damages received	2,782
	3,986
<b>Extraordinary losses</b>	
Loss on sale of non-current assets	1
Loss on retirement of non-current assets	32
Provision for loss on business of subsidiaries and associates	47
	80
<b>Income before income taxes</b>	<b>14,391</b>
Income taxes - current	3,150
Income taxes - deferred	(115)
<b>Profit (loss)</b>	<b>11,357</b>

## **Accounting Audit Report on the Consolidated Financial Statements**

### Independent Auditor's Report (Translation)

May 13, 2025

Bunka Shutter Co., Ltd.

To the Board of Directors

Crowe Toyo & Co.  
Tokyo Office

Designated Engagement Partner

Certified Public Accountant, Hajime Hirai

Designated Engagement Partner

Certified Public Accountant, Hiroaki Ikeda

Designated Engagement Partner

Certified Public Accountant, Akiko Shigematsu

### Report on the Audit of the Consolidated Financial Statements

#### Audit Opinion

We have audited the consolidated financial statements that are comprised of the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the related notes of Bunka Shutter Co., Ltd. (the “Company”) and its consolidated subsidiaries (collectively referred to as the “Group”), as of March 31, 2025, and for the fiscal year from April 1, 2024, to March 31, 2025, in accordance with Article 444, paragraph (4) of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period for which the consolidated financial statements were prepared, in accordance with accounting principles generally accepted in Japan.

#### Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's other information reporting process.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, including the design, implementation and maintenance of such internal control as management determines is necessary to enable the preparation and fair presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error. This includes the establishment and operation of the internal control which the management determines is necessary to prepare the consolidated financial statements that are free from material misstatements whether due to fraud or error, and to properly present it.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of the Group's ability to continue as a going concern, and disclosing matters related to a going concern as applicable in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, and design and perform audit procedures responsive to those risks. The auditor shall design and perform audit procedures that address the risk of material misstatement. The procedures selected to be applied depend on the auditor's judgment. In addition, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, in making those risk assessments, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the consolidated financial statements or, if such notes are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the presentation of the consolidated financial statements and the notes thereto are in accordance with accounting principles generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements represent the underlying transactions and accounting events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, measures taken to remove obstacles or safeguards applied in order to reduce them to an acceptable level.

#### Remuneration-related Information

The amounts of remuneration paid to the Audit Firm and persons belonging to the same network as the Audit Firm for audit attestation services and non-audit services of the Company and its subsidiaries in the current fiscal year were XX million yen and XX million yen, respectively.

#### Interest

Our firm and the designated engagement partners do not have any interest in the Group that is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

## **Accounting Audit Report on the Non-consolidated Financial Statements**

### Independent Auditor's Report (Translation)

May 13, 2025

Bunka Shutter Co., Ltd.

To the Board of Directors

Crowe Toyo & Co.  
Tokyo Office

Designated Engagement Partner

Certified Public Accountant, Hajime Hirai

Designated Engagement Partner

Certified Public Accountant, Hiroaki Ikeda

Designated Engagement Partner

Certified Public Accountant, Akiko Shigematsu

### Report on the Audit of the Non-consolidated Financial Statements

#### Audit Opinion

We have audited the non-consolidated financial statements that are comprised of the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity, the related notes and the accompanying supplemental schedules (collectively, "non-consolidated financial statements, etc.") of Bunka Shutter Co., Ltd. (the "Company"), as of March 31, 2025, and for the 79th fiscal year from April 1, 2024, to March 31, 2025, in accordance with Article 436, paragraph (2), item (i) of the Companies Act.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period for which the non-consolidated financial statements, etc. were prepared, in accordance with accounting principles generally accepted in Japan.

#### Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's other information reporting process.

Our opinion on the non-consolidated financial statements, etc. does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, etc., our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the non-consolidated financial statements, etc. or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Responsibilities of Management and the Audit and Supervisory Committee for the Non-consolidated Financial Statements, Etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan, including the design, implementation and maintenance of such internal control as management determines is necessary to enable the preparation and fair presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error. This includes the establishment and operation of the internal control which the management determines is necessary to prepare the consolidated financial statements that are free from material misstatements whether due to fraud or error, and to properly present it.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. with the assumption of the Company's ability to continue as a going concern, and disclosing matters related to a going concern as applicable in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc.

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the non-consolidated financial statements, etc. based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements, etc.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, and design and perform audit procedures responsive to those risks. The auditor shall design and perform audit procedures that address the risk of material misstatement. The procedures selected to be applied depend on the auditor's judgment. In addition, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, in making those risk assessments, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit of the non-consolidated financial statements, etc. is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the non-consolidated financial statements, etc. and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the non-consolidated financial statements, etc. or, if such notes are inadequate, to express a qualified opinion with exceptions on the

non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the presentation of the non-consolidated financial statements, etc. and the notes thereto are in accordance with accounting principles generally accepted in Japan, the overall presentation, structure and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. represent the underlying transactions and accounting events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, measures taken to remove obstacles or safeguards applied in order to reduce them to an acceptable level.

#### Remuneration-related Information

The amounts of remuneration paid to the audit firm and persons belonging to the same network as the audit firm for audit certification services and non-audit services for the Company and its subsidiaries for the fiscal year under review are XX million yen and XX million yen, respectively.

#### Interest

Our firm and the designated engagement partners do not have any interest in the Company that is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

## **Audit Report of the Audit and Supervisory Committee**

### **Audit Report**

The Audit and Supervisory Committee has audited the execution of duties by Directors for the 79th fiscal year from April 1, 2024, to March 31, 2025. We report the method and results as follows.

#### **1. Method and details of the audit**

With regard to the details of the resolutions of the Board of Directors on the matters listed in Article 399-13, paragraph (1), item (i), (b) and (c) of the Companies Act and the system (internal control system) developed based on such resolutions, the Audit and Supervisory Committee received periodic reports on the status of the relevant establishment and operation from Directors, employees, etc., requested explanations as necessary, expressed opinions, and conducted audits in the following manner.

- 1) In accordance with the Auditing, etc., Standards of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, and in accordance with the audit policy, division of duties, etc. for the fiscal year, in cooperation with the Internal Audit Department, we attended important meetings (to prevent the spread of COVID-19, including remote attendance, etc.), received reports on matters related to the execution of duties from Directors, employees, etc., requested explanations as necessary, inspected important approval documents, etc., and investigated the status of operations and assets of the head office and major business offices through audits, etc. In addition, with regard to subsidiaries, we communicated with and exchanged information with directors, etc. of subsidiaries, received business reports from subsidiaries as necessary, and investigated the status of business and assets through audits, etc.
- 2) With regard to the basic policy set forth in Article 118, item 3, (a) of the Regulations for Enforcement of the Companies Act and the initiatives set forth in (b) of the said item, which is stated in the business report, we reviewed the contents thereof in light of the status, etc. of deliberations at the meetings of the Board of Directors and other meetings.
- 3) We monitored and verified whether the financial auditor maintained an independent position and conducted appropriate audits, received reports from the financial auditor on the status of the execution of the duties, and requested explanations as necessary. In addition, we received a notice from the financial auditor that "systems for ensuring that the performance of the duties of the financial auditor are being carried out correctly" (matters listed in each item of Article 131 of the Regulations on Corporate Accounting) have been established in accordance with "Quality Control Standards for Audits" (issued by the Business Accounting Council) and other standards and requested explanations as necessary.

Based on the methods described above, we reviewed the business report and the accompanying supplementary schedules, the non-consolidated financial statements for the fiscal year under review (the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity, and the notes to consolidated financial statements) and the accompanying supplemental schedules, and the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity, and the notes to consolidated financial statements).

#### **2. Result of Audit**

##### **(1) Results of audit of business report, etc.**

- 1) We have found that the business report and the accompanying supplementary schedules accurately represent the status of the Company in accordance with laws and regulations and the Articles of Incorporation.

- 2) We have not found any misconduct or material fact in violation of laws and regulations or the Articles of Incorporation concerning the execution of duties by the Directors.
- 3) We have found that the Board of Directors' resolution on the internal control system is appropriate. In addition, we have not found any matter that should be pointed out, including internal control over financial reporting, regarding the operation status of said internal control system.
- 4) We have not found any matter that should be pointed out with regard to the basic policy on the persons who control the decision concerning financial and business policies of the Company stated in the business report.

(2) Results of audit of financial statements and the accompanying supplementary schedules

We confirm that the auditing method and results of the Independent Auditor, Crowe Toyo & Co., are appropriate.

(3) Results of audit of consolidated financial statements

We confirm that the auditing method and results of the Independent Auditor, Crowe Toyo & Co., are appropriate.

May 13, 2025

Audit and Supervisory Committee, Bunka Shutter Co., Ltd.

Audit and Supervisory Committee Member (full-time)  
Nariyuki Matsuyama (Seal)

Audit and Supervisory Committee Member  
(outside and independent officer)  
Shozo Fujita (Seal)

Audit and Supervisory Committee Member  
(outside and independent officer)  
Kazufumi Abe (Seal)

Audit and Supervisory Committee Member  
(outside and independent officer)  
Yoshihiko Hayasaka (Seal)

Audit and Supervisory Committee Member  
(outside and independent officer)  
Kazue Shimamura (Seal)

Notes: Audit and Supervisory Committee Members Shozo Fujita, Kazufumi Abe, Yoshihiko Hayasaka, and Kazue Shimamura are Outside Directors as prescribed in Article 2, item (xv) and Article 331, paragraph (6) of the Companies Act.

## Shareholder Memo

Fiscal year	From April 1 of each year to March 31 of the following year
Ordinary General Meeting of Shareholders	June
Record date	March 31 Any other certain date for which public notice is given in advance, if necessary.
Record date for dividends Year-end dividends Interim dividends	March 31 September 30
Method of public notice	Available on the Company's website (URL <a href="https://www.bunka-s.co.jp/">https://www.bunka-s.co.jp/</a> ) However, if there is an accident or other unavoidable reason that means a notice cannot be made by electronic public notice, the Company will publish it in the Nihon Keizai Shimbun. The balance sheet and the statement of income are disclosed in EDINET (electronic corporate disclosure system under the Financial Instruments and Exchange Act).
Shareholder register administrator	1-4-1 Marunouchi, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited
Account management institution for special account	1-4-1 Marunouchi, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited
Mailing address	Postal code: 168-0063 2-8-4 Izumi, Suginami-ku, Tokyo Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited
(Telephone inquiries)	Telephone: 0120-782-031 (toll-free within Japan only) Brokerage services are provided at the head office of Sumitomo Mitsui Trust Bank, Limited and its branches throughout Japan.

Applications for address change, purchase or increase of shares less than one unit, and others

Please inform the securities company with a shareholder's account.

Any shareholder who has opened a special account due to the absence of an account at a securities company is requested to submit an application to Sumitomo Mitsui Trust Bank, Limited, the account management institution for the special account.

Payment of dividends payable

Please make an application to Sumitomo Mitsui Trust Bank, Limited, the shareholder register administrator.