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**For institutional investors**

**The Company participates in the electronic voting rights exercise platform operated by ICJ.**

Securities Code No. 7278

June 4, 2025

To Shareholders:

Tetsuya Yoshinaga

President and Representative Director

**EXEDY Corporation**

1-1-1 Kidamotomiya, Neyagawa-shi, Osaka

## NOTICE OF CONVOCAATION OF THE 75TH ANNUAL SHAREHOLDERS MEETING

Dear Shareholder,

Thank you for your continued interest in EXEDY Corporation (the "Company").

You are hereby notified that the 75th Annual Shareholders Meeting (the "Meeting") will be held as stated below.

In convening the Meeting, the Company has taken an electronic provision measure for providing information that constitute the Reference Documents for the General Meeting of Shareholders, etc. (measures for electronic provision of information, etc.). To review the information, please access any of these websites on which the information is posted.

[Website of the Company] <https://www.exedy.com/ja/stockholder/stockholder.html>

[Website for providing materials for the Meeting] <https://d.sokai.jp/7278/teiji/>

**Shareholders not attending the meeting in person are allowed to exercise their voting rights via the internet or by mail instead. In such case, after examining the Reference Documents for Shareholders Meeting, please duly exercise your voting rights by 5:00 p.m. on June 24, 2025 (Tuesday).**

Sincerely,

Details

1. Date and Time 10:00 a.m. June 25, 2025 (Wednesday)
2. Place EXEDY Hall, 2nd Floor, Main Building  
EXEDY Corporation  
1-1-1 Kidamotomiya, Neyagawa-shi, Osaka
3. Meeting Agenda
  - Matters to be Reported
    1. Report on the Business Report, and the Consolidated and Non-consolidated Financial Statements for the 75th Business Year (from April 1, 2024 to March 31, 2025)
    2. Report on the Audit Results of the Consolidated Financial Statements for the 75th Business Year by the Accounting Auditor and the Board of Corporate Auditors
  - Matters to be Resolved
    - Proposal No. 1: Appropriation of Surplus
    - Proposal No. 2: Election of Seven (7) Directors

Among the measures for electronic provision of information, etc., the consolidated statement of changes in equity, the notes to consolidated financial statements, the statement of changes in net assets, and the notes to financial statements are not included in the documents delivered to shareholders who have requested the delivery of documents, according to provisions of the relevant laws and regulations, and Article 14 Paragraph 2 of the Articles of Incorporation of the Company.

If any change is made to the measures for electronic provision of information, etc., such changes will be notified on the website of the Company and the website for providing materials for the Meeting.

If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist. Furthermore, to save valuable resources, please bring this “Notice of Convocation” with you when attending the Shareholders Meeting.

#### 4. Decided matters when convening the meeting

- (1) If you exercise your voting rights both via the Internet and by mail, the exercise of voting rights via the Internet will be deemed valid. If you exercise your voting rights more than once via the Internet, the last exercise of your voting rights will be considered valid.
- (2) If you do not indicate your approval or disapproval of each agenda item on the voting form you returned, we will treat it as if you had indicated your approval.

#### For Institutional Investors

The Company participates in the electronic voting platform operated by ICJ, Inc.

# Reference Documents for the Shareholders Meeting

## Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters concerning the year-end dividend

The Company aims to provide stable and continuous profit distribution in order to meet shareholder expectations, taking into consideration the capital needs and cash flow situation for future growth investments and business foundation development.

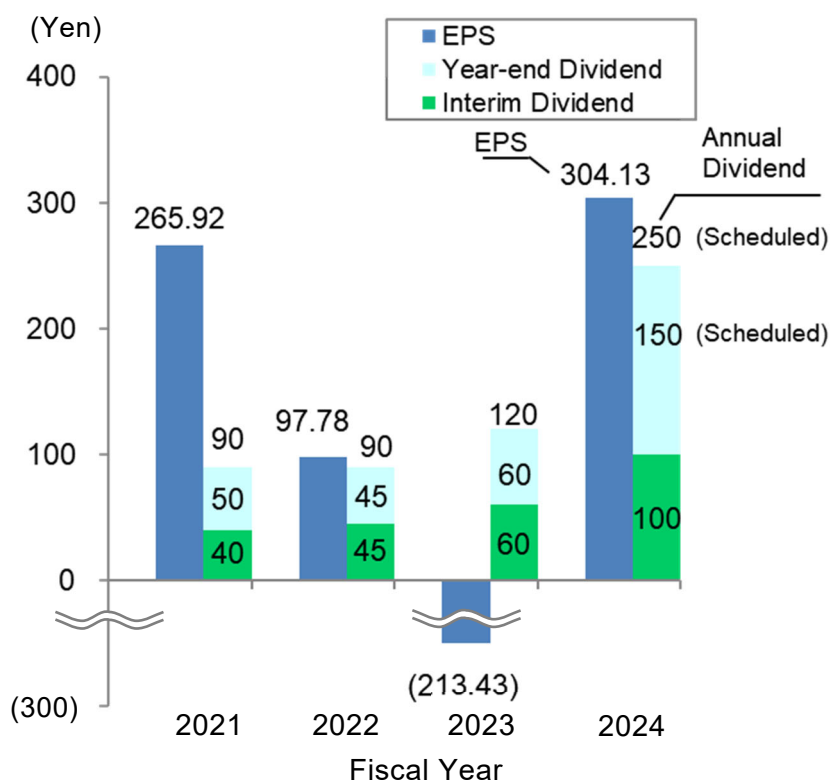
Based on the above policy, the Company proposes to pay a year-end dividend of ¥150 per share for the current fiscal year.

As a result, the annual dividend for the fiscal year will be ¥250 per share, an increase of ¥130 per share compared to the previous fiscal year, including the interim dividend of ¥100 per share paid on November 25, 2024.

1. Matters concerning and the total amount of the dividend property to be allotted to shareholders  
¥150 per share of the Company  
Total of ¥5,505,241,050
2. Effective date of dividends from the surplus  
June 26, 2025

### Dividend History

DPS (Yen)



## Proposal No. 2: Election of Seven (7) Directors

All eleven (11) Directors will complete their terms of office at the closing of this Shareholders Meeting.

In addition, Director Mr. Mitsugu Yamaguchi resigned effective March 31, 2025.

In order to further reinforce prompt decision-making and highly effective supervisory function, the Company seek to reduce the number of directors and appoint a majority of outside directors to the Board of Directors, consequently, the Company proposes the election of Seven (7) Directors, including four (4) Outside Directors.

The candidates for Directors are as follows:

Candidate No.		Name				Current position of the Company	Attendance of Board of Director's Meetings
1	Re-appointed	Tetsuya Yoshinaga		Male		Representative Director and President	13/13 (100%)
2	Re-appointed	Hiroshi Toyohara		Male		Representative Director and Senior Executive Managing Officer, Executive General Manager of Corporate Strategy Promotion Headquarters	13/13 (100%)
3	Re-appointed	Yuzuru Hirose		Male		Director and Executive Managing Officer, Executive General Manager of Strategic Business Headquarters	13/13 (100%)
4	Re-appointed	Toshiki Takano	Outside	Independent	Male	Outside Director	13/13 (100%)
5	Re-appointed	Takashi Hayashi	Outside	Independent	Male	Outside Director	13/13 (100%)
6	Re-appointed	Fukuko Inoue	Outside	Independent	Female	Outside Director	12/13 (92%)
7	Re-appointed	Kimiko Ito	Outside	Independent	Female	Outside Director	12/13 (92%)

# 1 Tetsuya Yoshinaga (January 3, 1960)

Number of shares of the Company held 10,753 shares



Re-appointed

## ▶ Career summary, position and duties at the Company (Important concurrent positions)

July 1988	Joined the Company
March 2009	President of EXEDY America Corporation
June 2009	Executive Officer of the Company
April 2016	President of EXEDY DYNAX Shanghai Co., Ltd.
April 2017	Senior Executive Officer of the Company
June 2019	Director of the company Executive General Manager, AT Manufacturing Headquarters of the Company Ueno Division General Manager of the Company
April 2020	Executive Managing Officer of the Company
April 2021	Senior Executive Managing Officer of the Company
June 2022	Representative Director and President of the Company to the present

## ▶ Reasons for candidacy for a director's position

Mr. Tetsuya Yoshinaga has long worked overseas as an expatriate and accumulated experience and achievements in China-related business operations, etc., and he was appointed Representative Director in June 2022. The Company has continued to appoint him as a candidate for a director's position because he has played a leading role in formulating the Company's Medium-to-Long-Term strategy and he is expected to contribute to enhancing corporate values with his leadership.

## 2 Hiroshi Toyohara (August 19, 1962)

Number of shares of the Company held 11,459 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

January 1995	Joined the Company
April 2010	Executive Officer of the Company
April 2011	Executive General Manager, Financial Planning Headquarters of the Company
June 2012	Director of the Company
April 2013	Senior Executive Officer of the Company Executive General Manager, Administrative Headquarters of the Company
April 2016	Executive Managing Officer of the Company
April 2020	Senior Executive Managing Officer of the Company to the present
June 2022	Representative Director of the Company to the present
April 2025	Executive General Manager, Corporate Strategy Promotion Headquarters of the Company to the present

### ▶ Reasons for candidacy for a director's position

Mr. Hiroshi Toyohara has abundant experience and achievements in general administrative operations, as head of the financial and planning departments, etc., and he was appointed as Representative Director and Senior Executive Managing Officer in June 2022. The Company has continued to appoint him as a candidate for a director's position because he is expected to contribute to the enhancement of corporate value as a promoter of of Medium-to-Long-Term strategy.

## 3 Yuzuru Hirose (February 21, 1972)

Number of shares of the Company held 7,420 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

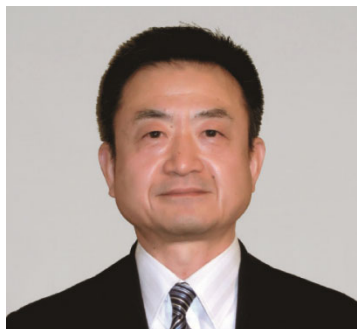
April 2001	Joined the Company
March 2011	President of EXEDY Globalparts Corporation
April 2014	Executive Officer of the Company
April 2018	Senior Executive Officer of the Company
April 2019	Executive General Manager, Sales Headquarters of the Company
June 2019	Director of the Company to the present
April 2023	Executive Managing Officer of the Company to the present
April 2025	Executive General Manager, Strategic Business Headquarters of the Company to the present

### ▶ Reasons for candidacy for a director's position

Mr. Yuzuru Hirose has long worked overseas as an expatriate and accumulated experience and achievements in sales field in general and he was appointed Director and Executive Managing Officer since April 2023. The Company has continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing corporate value through striving to create and nurture new businesses from a global perspective as the General Manager of the Strategic Business Division.

## 4 Toshiki Takano (August 31, 1954)

Number of shares of the Company held 3,000 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

January 1984    Joined ROHM Co., Ltd.  
June 2010       Director of ROHM Co., Ltd.  
June 2015       Retired from the post of director of ROHM Co., Ltd.  
June 2017       Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Toshiki Takano has long been involved in management as a director of ROHM Co., Ltd. He has extensive knowledge of corporate management and new business development and provide the Company with various suggestions and advice, mainly on how to proceed with business development. The Company has continued to appoint him as a candidate for an outside director's position because he is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## 5 Takashi Hayashi (April 22, 1956)

Number of shares of the Company held 1,400 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

March 1979    Joined Nihon Radiator Co., Ltd. (Currently MARELLI)  
June 2008       Director and Executive Vice President of the above company.  
June 2011       Representative Director, President and CEO of TOKYO RADIATOR MFG Co., Ltd.  
June 2019       Director and Chairperson of TOKYO RADIATOR MFG Co., Ltd.  
June 2020       Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Takashi Hayashi has long been involved in management as a director of TOKYO RADIATOR MFG Co., Ltd. He has extensive knowledge as a manager in the automotive parts industry, and provide the Company with various suggestions and advice, mainly on organizational management issues in the process of transforming the business portfolio. The Company has continued to appoint him as a candidate for an outside director's position because he is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.



## 6 Fukuko Inoue (October 18, 1963)

Number of shares of the Company held 400 shares



Re-appointed

Outside

Independent

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

April 1987	Joined UCC UESHIMA COFFEE CO., LTD.
Sep 1996	Human Resources Officer, Training Officer at Budget Personnel Bureau of Human Resources Department of Asian Development Bank
May 2004	Human Resources Development Manager at General Affairs and Human Resources Headquarters of Vodafone Japan Co., Ltd.
June 2006	Human Resources Manager of Tiffany & Co.
Sep 2011	Executive Officer of Human Resources, General Manager of Human Resources Headquarters of SAP Japan Co., Ltd.
Jan 2013	Section Chief, Human Resources Planning Division at Human Resources department of International Atomic Energy Agency
July 2017	Senior Human Resources Officer, Management Bureau of the above institution
April 2018	Professor, Doshisha Business School at Doshisha University to the present
June 2022	Director of the Company to the present
June 2023	Outside Director of ROHM Co., Ltd. to the present

### ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Ms. Fukuko Inoue is serving as a professor at a university after holding important positions in human resources at global companies and international organizations. She has extensive academic expertise in organizational development and human capital management and provide the Company with various suggestions and advice, mainly on human resource development and improving employee engagement. The Company has continued to appoint her as a candidate for an outside director's position because she is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## 7 Kimiko Ito (January 20, 1949)

Number of shares of the Company held 0 share



Re-appointed

Outside

Independent

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

June 1995	Representative Director and President of Tashima to the present.
April 2013	Regular executive board member of Kobe Association of Corporate Executives to the present.
Nov 2016	Deputy chairperson of the Kobe Chamber of Commerce and Industry to the present.
Sep 2017	Deputy chairperson of Kobe City University of Foreign Studies.
June 2023	Director of the Company to the present

### ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Ms. Kimiko Ito has long been involved in management as a representative director of Tashima. She has also contributed to regional promotion by serving as Deputy chairperson of the Kobe Chamber of Commerce and Industry, and provide the Company with various suggestions and advice, mainly on the progress of the business plan and governance issues. The Company has continued to appoint her as a candidate for an outside director's position because she is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.



(Notes)

1. No significant conflicts of interest exist between the Company and the proposed candidates for director..
2. Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms Kimiko Ito are candidates for Outside Directors.
3. Mr. Toshiki Takano 's term of office, as an Outside Director, will be eight (8) years at the conclusion of this Shareholders Meeting.
4. Mr. Takashi Hayashi's term of office, as an Outside Director, will be five (5) years at the conclusion of this Shareholders Meeting.
5. Ms. Fukuko Inoue's term of office, as Outside Director, will be three (3) years at the conclusion of this Shareholders Meeting.
6. Ms. Kimiko Ito's term of office, as an Outside Director, will be two (2) year at the conclusion of this Shareholders Meeting.
7. The Company has entered into the contract with Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms. Kimiko Ito pursuant to the provision of the Company's Articles of Incorporation to limit their liabilities to the Company. In the event that this proposal is approved in its original form and that they are reappointed, the Company shall continue such contracts with them respectively.  
An outline of the contents of the liability limitation contracts is as follows.
  - (1) If an Outside Director is liable to the Company for damages, the amount of such damages shall be limited to the minimum liability amount prescribed in Article 425 of the Companies Act;
  - (2) The foregoing limitation shall be limited to cases where an Outside Director is without knowledge of the act that gives rise to damages and is not grossly negligent in performing his or her duties.
8. The Company has entered into the contract with the insurance company for the directors and officers' liability insurance based on the regulation of Article 430-3, Paragraph 1 of the Companies Act, the legal damages in the event of a claim for damages due to an act (including omission) conducted by the individual insured persons including the directors of the Company based on their status, the compensation and litigation costs will be covered by the insurance contract. (However, except the case when the disclaimer applies such as criminal acts, illegal acts, fraudulent acts or acts conducted while recognizing the rules or regulations are violated) When each candidate is appointed as a director and assumed office, he or she will be insured by the insurance contract. In addition, the insurance contract will be renewed with the same contents at the next renewal.
9. Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms. Kimiko Ito are Independent Officers stipulated by the Tokyo Stock Exchange.

## (Reference) Composition of Directors and Corporate Auditors

The expertise and experience of each Director and Corporate Auditor when the second proposal is approved as originally proposed is as follows.

Name			Top Management Experience	Innovation, Knowledge in new BIZ development	knowledge in Core Business	Supply Chain Marketing	Finance	Human Resource Development	Sustainability ESG	Legal, Risk Management	Global
Directors	Tetsuya Yoshinaga		●	●	●				●		●
	Hiroshi Toyohara			●			●	●	●	●	
	Yuzuru Hirose			●	●	●					●
	Toshiki Takano	Outside	Independent	●		●			●		●
	Takashi Hayashi	Outside	Independent	●		●	●	●		●	●
	Fukuko Inoue	Outside	Independent					●	●		●
	Kimiko Ito	Outside	Independent	●	●			●			●
Auditors	Ryu Suzuki				●						●
	Tadashi Fukuda	Outside	Independent							●	
	Satoshi Tsubota	Outside	Independent				●				

Nothing below this line