

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 6798
June 9, 2025

To Shareholders with Voting Rights:

Yasumitsu Ikeda
President, Chief Executive Officer
and Chief Operating Officer
SMK Corporation
5-5, Togoshi 6-chome,
Shinagawa-ku, Tokyo-to

**NOTICE OF
THE 103rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 103rd Annual General Meeting of Shareholders of SMK Corporation (the “Company”) will be held as described below.

We would like to ask our shareholders for their continued support and encouragement.

Measures for electronic provision have been taken for the convocation of this Shareholders’ Meeting, and matters to be provided electronically are posted on the website below.

- The Company’s website: https://www.smk.co.jp/ja/ir/stock/shareholders_meeting (available in Japanese only)

In addition to the above website, matters to be provided electronically have also been posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (TSE Listed Company Search) below, enter and search for the issue name “SMK” or securities code “6798,” then select “Basic information” and “Documents for public inspection/PR information” to view.

- TSE website (TSE Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

1. Date and Time: Tuesday, June 24, 2025 at 10:00 a.m. Japan time

2. Place: GATE CITY HALL, GATE CITY OHSAKI
1-11-1 Ohsaki, Shinagawa-ku, Tokyo-to

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 103rd Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 103rd Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Two (2) Directors
Proposal 3: Granting of Retirement Benefits to a Retiring Director

4. Other matters related to this notice of convocation

- (1) If any revisions are made to the matters to be provided electronically, the revised content will be posted on each website listed above.
- (2) The documents sent to shareholders also serve as the documents listing the matters to be provided electronically based on the request for delivery of documents. In accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation, the following matters are omitted. Accordingly, the Auditors and the Accounting Auditor have audited documents subject to audit, including the following matters.
 - (a) "Business Progress and Results," "Issues to be Addressed," "Status of Assets and Profit and Loss," "Main Business Activities," "Main Sales Offices and Factories," "Status of Employees," "Main Lenders and Amounts Lent," "Matters Concerning Shares," "Main Activities of Outside Officers," "Total Remuneration, etc. of Outside Officers," "Overview of Contents of Limitation of Liability Agreements," "Matters Concerning the Accounting Auditor," and "System to Ensure the Appropriateness of Operations and Operational Status of said System" in the Business Report, (b) Consolidated Financial Statements, (c) Non-consolidated Financial Statements, and (d) Audit Report.

Reference Documents for the Shareholders' Meeting

Proposals and References

Proposal 1: Appropriation of Surplus

Dividends are determined based on consolidated financial results, taking into account medium- to long-term profitability and the status of internal reserves. We would like to propose a year-end dividend for the fiscal year under review, including 40 yen per share as a commemorative dividend for SMK 100th anniversary, as follows.

Matters concerning the year-end dividend

1. Matters concerning the allocation of dividend property to shareholders and total amount thereof
90 yen per share of common stock of the Company
Total amount: 575,164,980 yen
As we have paid an interim dividend of 50 yen per share, the annual dividend for the fiscal year under review will amount to 140 yen per share.
2. Effective date of appropriation of surplus
June 25, 2025

Proposal 2: Election of Two (2) Directors

The terms of office of Directors Mr. Tetsuo Hara and Mr. Kaoru Ishikawa will expire at the conclusion of this Annual Shareholders' Meeting. Accordingly, the Company proposes the election of two (2) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kaoru Ishikawa (November 7, 1950) [Reappointment] [Outside] [Independent]	<p>April 1972 Joined the Ministry of Foreign Affairs</p> <p>September 2002 Director-General, International Community Cooperation Department</p> <p>January 2005 Director-General, Economic Affairs Bureau</p> <p>January 2007 Ambassador Extraordinary and Plenipotentiary of Japan to Egypt</p> <p>June 2010 Ambassador Extraordinary and Plenipotentiary of Japan to Canada</p> <p>April 2013 Left the Ministry of Foreign Affairs</p> <p>June 2013 Senior Executive Director, The Japan Forum on International Relations</p> <p>April 2014 Specially Appointed Professor, Kawamura Gakuen Woman's University</p> <p>May 2014 Director, Kawamura Gakuen (current position)</p> <p>June 2015 Director, The Society for Promotion of Japanese Diplomacy (current position)</p> <p>June 2016 Outside Auditor, SHIMIZU CORPORATION (current position)</p> <p>June 2017 Director, the Company (current position)</p> <p>June 2020 Director, Mitsubishi UFJ Foundation (current position)</p> <p>[Significant concurrent positions] Outside Auditor, SHIMIZU CORPORATION Director, Kawamura Gakuen Director, The Society for Promotion of Japanese Diplomacy Director, Mitsubishi UFJ Foundation</p>	1,300
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Although he has never been directly involved in corporate management, Mr. Kaoru Ishikawa has deep insight into international affairs and a wealth of experience cultivated as a diplomat. He is expected to advise and supervise the Board of Directors by taking advantage of the expertise and knowledge based on his insight and experience and strengthen the decision making and supervisory functions of the Board. The Company has therefore renominated him as a candidate for an Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Kotomi Takahashi (January 30, 1977)	April 1999 Joined Fuji Xerox Co., Ltd. August 2005 Joined Unisys Corporation January 2006 Director, Global Strategic Alliances, Unisys Corporation September 2008 Vice President, Worldwide City Holdings Ltd. April 2023 CEO, Worldwide City Holdings Ltd. (current position) [Significant concurrent position] CEO, Worldwide City Holdings Ltd.	0
	[New appointment] [Outside] [Independent]	[Reason for nomination as candidate for Outside Director and outline of expected roles] Ms. Kotomi Takahashi has a wealth of management experience in global companies, and has also provided solutions and advice as a management advisor from the perspectives of corporate governance and the enhancement of corporate value. She is expected to advise and supervise the Board of Directors by taking advantage of the expertise and knowledge and strengthen the decision making and supervisory functions of the Board. The Company has therefore nominated her as a candidate for an Outside Director.	

- Notes:
1. There are no special interests between the candidates and the Company.
 2. The number of shares of the Company held includes the number of unit shares held under the name of Officers Shareholding Association as of March 31, 2025.
 3. Mr. Kaoru Ishikawa and Ms. Kotomi Takahashi are candidates for Outside Directors. The Company has registered them as Independent Directors/Auditors with the Tokyo Stock Exchange.
 4. Based on the provisions of the Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kaoru Ishikawa to limit his liability for damages to the amount stipulated by laws and regulations. If his reelection is approved, the Company intends to continue the said agreement. In addition, if the election of Ms. Kotomi Takahashi is approved, the Company intends to enter into a similar liability limitation agreement with her.
 5. The Company intends to enter into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3 Paragraph 1 of the Companies Act. If the candidates are elected as Directors, they will become insured persons under the insurance policy, and the insured will not bear the premiums. The insurance policy covers damages that may arise due to the insured, including Directors of the Company, assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. However, the policy includes certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws and regulations that were carried out with full knowledge of their illegality.
 6. Mr. Kaoru Ishikawa will have served as an Outside Director for eight (8) years at the conclusion of this Annual Shareholders' Meeting.

[Reference] Skill matrix of Directors and Auditors (planned) after this Annual General Meeting of Shareholders

If Proposal 2 is approved as originally proposed at this Annual General Meeting of Shareholders, the main expertise of each Director and Auditor will be as follows.

No.	Name	Positions	Gender	Main expertise possessed by Directors and Auditors						
				Management	Technology development	Sales and marketing	Global	Legal affairs (compliance)	Finance and accounting	Environment and society
1	Yasumitsu Ikeda	President, Chief Executive Officer and Chief Operating Officer	Male	○		○	○			
2	Masanobu Ikeo	Director and Executive Deputy President, Chief Technology Officer	Male	○	○					○
3	Paul Evans	Director	Male	○		○	○			
4	Toshio Nakamura	Director Outside	Male	○			○			○
5	Kaoru Ishikawa	Director Outside	Male	○			○			○
6	Kotomi Takahashi	Director Outside	Female	○		○	○			○
7	Kohei Ohgaki	Full-Time Auditor	Male	○			○	○	○	
8	Naru Nakashima	Auditor Outside	Male	○				○		○
9	Fumio Nishimura	Auditor Outside	Male	○				○	○	

Proposal 3: Granting of Retirement Benefits to a Retiring Director

Director Mr. Tetsuo Hara will retire upon the expiration of his term of office at the conclusion of this Annual General Meeting of Shareholders. In recognition of his contributions during his term of office, the Company proposes to grant retirement benefits within the scope of the amount deemed appropriate under its prescribed standards, and to entrust the Board of Directors with the decision on the specific amount, timing, and method for granting the benefits.

This proposal is in accordance with the policy on the determination of the Directors' remuneration, etc. decided by the Company's Board of Directors as described on page 14 (in Japanese only) of this notice of convocation, and its contents thereof are reasonable.

The career summary of the retiring Director is as follows.

Name	Career summary
Tetsuo Hara	June 2019 Director and Executive Vice President of the Company (current position)