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[Paper-based documents for delivery]

Securities Code: 6387

October 2, 2024

To our shareholders:

Tsukasa Kawabe, President
Samco Inc.
36 Waraya-cho, Takeda, Fushimi-ku,
Kyoto

Notice of the 45th Annual General Meeting of Shareholders

We are pleased to announce the 45th Annual General Meeting of Shareholders of Samco Inc. (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. in electronic format (items subject to measures for electronic provision), and posts this information as “Notice of the 45th Annual General Meeting of Shareholders” and “Items excluded from paper-based documents delivered to shareholders” on the Company’s website and the website for posted informational materials for the general meeting of shareholders. Note that the latter refers to the documents related to the 45th Annual General Meeting of Shareholders that were delivered to shareholders upon request. Pursuant with laws and regulations and the Company’s Articles of Incorporation concerning measures for electronic provision, shareholders may request documents to be delivered in paper-based form, but the Company may exclude certain items from those documents and make them available on the Company’s website. Please access the websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.samco.co.jp/ir/stock/meeting/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6387/teiji/> (in Japanese)

In addition to posting items subject to measures for electronic provision on the websites above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name “Samco” or the Company’s securities code “6387,” click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

Instead of attending the meeting in person, you may exercise your voting rights via the internet or in writing (by post). Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with “Instructions for Exercising Voting Rights” shown below no later than 5:00 p.m., Monday, October 21, 2024 (JST).

1. **Date and Time:** Tuesday, October 22, 2024 at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)
2. **Venue:** Inamori Hall, KYOTO PULSE PLAZA (Kyoto Trade Fair Center 3F)
5 Tobadono-cho, Takeda, Fushimi-ku, Kyoto
3. **Purpose of the Meeting:**
 - Matter to be reported:**

The Business Report and the Non-consolidated Financial Statements for the 45th fiscal year (from August 1, 2023 to July 31, 2024)
 - Matters to be resolved:**
 - Proposal No. 1** Appropriation of Surplus
 - Proposal No. 2** Amendment to the Articles of Incorporation
 - Proposal No. 3** Election of Nine Directors
 - Proposal No. 4** Election of Three Auditors
 - Proposal No. 5** Payment of Retirement Benefits to a Retiring Auditor
4. **Matters Decided for Convocation (Instructions for Exercising Voting Rights):**
 1. If there is no indication of approval or disapproval of proposals on the voting form when voting rights are exercised in writing (by post), we will treat it as an indication of approval.
 2. If voting rights are exercised more than once via the internet, the last votes cast will be regarded as valid.
 3. If voting rights are exercised both via the internet and in writing (by post), the exercise of voting rights via the internet will be treated as valid, irrespective of the arrival date or time.
 - For those attending the meeting on the day, please submit the voting form at the reception desk.
 - In the event that revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites mentioned above.
 - Among the items subject to measures for electronic provision, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents in accordance with the provisions of laws and regulations and Article 15, paragraph 2 of the Articles of Incorporation of the Company.
 - (1) “System for ensuring appropriate business practices, and its operational status” in the Business Report
 - (2) Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial StatementsTherefore, the Business Report and the Non-consolidated Financial Statements posted in such paper-based documents are part of the documents subject to audit by the Financial Auditor in preparing an accounting audit report and the Auditors in preparing an audit report.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders as a key management issue, and while maintaining stable dividends as a basic policy, and taking into consideration future business development and other factors, the Company proposes to pay year-end dividends for the fiscal year under review as follows.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥45.00 per common share of the Company Total payment: ¥361,459,800
- (3) Effective date of dividends of surplus
October 23, 2024

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the proposal

Article 18. (Number of Directors)

The Company proposes to change the number of Directors stipulated in Article 18 (Number of Directors) of the current Articles of Incorporation from eight to nine in order to allow for an increase in the number of independent outside Directors, etc. to strengthen the corporate governance system, including diversity, for the Company's continued business development and performance improvement going forward.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
Article 18. (Number of Directors) The Company shall have <u>not more than eight</u> Directors.	Article 18. (Number of Directors) The Company shall have <u>not more than nine</u> Directors.

Proposal No. 3 Election of Nine Directors

At the conclusion of this meeting, the terms of office of all eight Directors will expire. Accordingly, in order to further strengthen the corporate governance system, the Company proposes to increase the number of Directors by one, and proposes the election of nine Directors, including one new Director, subject to the approval and adoption of Proposal No. 2, “Amendment to the Articles of Incorporation,” as originally proposed.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Expertise of the candidate					
			Corporate management	Technology and R&D/ Manufacturing	Sales/ Marketing	Finance and Administration	Legal/ Internal control	Global experience
1	Osamu Tsuji	Chairman & CEO	○	○		○		○
2	Tsukasa Kawabe	President & COO	○	○	○		○	○
3	Haruhiko Yamashita	Director Senior Managing Executive Officer		○		○		
4	Shozo Miyamoto	Director Executive Officer				○	○	
5	Kiyoshi Sato	Director Executive Officer		○	○			
6	Masanori Murakami [Outside] [Independent]	Director (Outside Director)	○	○				○
7	Hidemi Takasu [Outside] [Independent]	Director (Outside Director)	○	○	○			○
8	Shizuo Fujita [Outside] [Independent]	Director (Outside Director)		○				○
9	Yoriko Yanagimoto [New election] [Outside] [Independent]	—	○					○

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Osamu Tsuji (March 7, 1942)	<p>Sept. 1979 Established the Company, President</p> <p>June 1986 Established Samco Engineering Co., Ltd., President (current position)</p> <p>Oct. 2014 Chairman & President of the Company</p> <p>Apr. 2016 Chairman of the Samco Foundation (current position)</p> <p>Oct. 2016 Chairman & CEO, Supervising New Business Development Division of the Company</p> <p>Sept. 2017 Chairman, President & CEO, Supervising New Business Development Division</p> <p>Oct. 2018 Chairman & CEO (current position)</p>	863,707 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Osamu Tsuji is the founder of the Company and has been directing the Company's management and driving its business with his strong leadership since its establishment. He also has a high level of expertise and insight into the Company's business and related industries, and plays an important role in the Board of Directors' decision-making and supervision of business execution. Therefore, the Company proposes his election as Director.</p>			
2	Tsukasa Kawabe (December 7, 1974)	<p>Apr. 1999 Joined Chubu Electric Power Co., Inc.</p> <p>July 2008 Joined the Company</p> <p>Oct. 2012 Director, Executive Officer and General Manager of OPTO Films Research Laboratory</p> <p>Nov. 2014 Director and Managing Executive Officer in charge of International Business Promotion and New Business Development</p> <p>Oct. 2016 Director, Managing Executive Officer, Supervising International Business</p> <p>Oct. 2017 Director, Senior Managing Executive Officer, Supervising International Business</p> <p>Oct. 2018 President & COO (current position)</p>	36,060 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Tsukasa Kawabe has gained experience and a track record mainly in the overseas business, and currently directs the Company's management and drives its business with his strong leadership as President. Additionally, he has driven the Company's overseas business and worked to strengthen relationships with business partners, thus enhancing the Company's corporate value. He has abundant experience and knowledge of management in general, and in order to utilize such experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Haruhiko Yamashita (April 12, 1965)	Apr. 1984	Joined ROHM Co., Ltd.	5,300 shares
		Jan. 1996	Joined the Company	
Nov. 2014	General Manager of Manufacturing Department			
Nov. 2016	Executive Officer, Deputy General Manager of Manufacturing Division and General Manager of Manufacturing Department			
Oct. 2018	Director, Executive Officer, General Manager of Manufacturing Division and General Manager of Manufacturing Department			
Oct. 2022	Director, Managing Executive Officer, General Manager of Manufacturing Division and General Manager of Manufacturing Department			
		Oct. 2023	Director, Senior Managing Executive Officer, General Manager of Manufacturing Division and General Manager of Manufacturing Department (current position)	
<p>[Reasons for nomination as candidate for Director] Haruhiko Yamashita has accumulated many years of experience and a track record in manufacturing, materials, quality assurance, production site operations. Furthermore, he is currently fulfilling his duties as the head of the manufacturing department and as Director and Senior Managing Executive Officer. In order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>				
4	Shozo Miyamoto (May 2, 1963)	Apr. 1986	Joined Hitachi, Ltd.	1,200 shares
		Apr. 2005	Joined the Company	
Sept. 2017	Deputy General Manager of Accounting Department			
Oct. 2019	Executive Officer and General Manager of Accounting Department			
Oct. 2020	Director, Executive Officer, General Manager of Administration Division and General Manager of Accounting Department (current position)			
<p>[Reasons for nomination as candidate for Director] Shozo Miyamoto has accumulated many years of experience and a track record in the accounting and finance department. Furthermore, he is currently fulfilling his duties as the head of the administration department and as Director and Executive Officer. In order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
5	Kiyoshi Sato (October 18, 1965)	Apr. 1988	Joined the Company	2,900 shares
		July 2016	Deputy General Manager of Sales Promotion Department	
Oct. 2017	Executive Officer and General Manager of Sales Promotion Department			
Oct. 2020	Director, Executive Officer, General Manager of Sales Division and General Manager of Sales Promotion Department			
Sept. 2024	Director, Executive Officer and General Manager of Sales Division (current position)			
<p>[Reasons for nomination as candidate for Director] Kiyoshi Sato has accumulated many years of experience and a track record in the Company's sales department. Furthermore, he is currently fulfilling his duties as the head of the sales department and as Director and Executive Officer. In order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>				
6	Masanori Murakami (November 28, 1943)	Apr. 1971	Research Assistant, Department of Materials Science and Engineering, Kyoto University	2,700 shares
		June 1971	Post-doctoral Fellow, University of California, Los Angeles (UCLA) in U.S.A.	
		Feb. 1975	Research Staff Member, IBM T. J. Watson Research Center, New York, U.S.A.	
		Dec. 1983	Manager, Thin Film Materials Division, IBM Watson Central Research Center, New York, U.S.A.	
		Aug. 1990	Professor, Department of Materials Science and Engineering, Kyoto University	
		Apr. 1996	Professor, Materials Science and Engineering, Graduate School of Engineering, Kyoto University	
		Mar. 2007	Professor Emeritus, Kyoto University (current position)	
		Apr. 2007	Vice Chancellor, Ritsumeikan Trust/ Professor, Ritsumeikan Global Innovation Research Organization, Ritsumeikan University	
		Oct. 2014	Outside Director of the Company (current position)	
		Jan. 2015	Assistant Trustee, Ritsumeikan Trust/ Eminent Professor, Ritsumeikan University	
		Apr. 2018	Special Assistant to the President, Ritsumeikan Trust	
		Apr. 2020	Assistant Trustee, Ritsumeikan Trust	
		Apr. 2022	Senior Research Fellow, Ritsumeikan University (current position)	
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] Although Masanori Murakami has never been directly involved in the management of a company, he has abundant knowledge and broad insight as Professor Emeritus, Kyoto University and Senior Research Fellow, Ritsumeikan University. The Company therefore proposes his election as outside Director so that he can continue to provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his advanced experience he has cultivated at overseas companies and through the management of universities. He has served as outside Director of the Company since October 2014, and his tenure as outside Director will have been ten years at the conclusion of this meeting.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
7	Hidemi Takasu (January 5, 1948)	Mar. 1971	Joined ROHM Co., Ltd.	1,200 shares
		June 1997	Director and Deputy General Manager of ULSI Research and Development Headquarters	
June 2009	Managing Director, General Manager of LSI Headquarters and in charge of Research and Development			
Oct. 2009	Managing Director and General Manager of Research and Development Headquarters			
May 2013	Managing Director in charge of Quality and General Manager of Research and Development Headquarters			
July 2013	Managing Director in charge of New Business Creation and Quality			
Aug. 2017	Advisor of the Company			
June 2019	Outside Director of SCREEN Holdings Co., Ltd. (current position)			
Oct. 2020	Outside Director of the Company (current position)			
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] Hidemi Takasu has abundant management experience as an officer in charge of technology at other companies and strong relationships with universities in Japan and abroad. The Company therefore proposes his election as outside Director so that he can continue to provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his business experience he has cultivated in the semiconductor industry. He has served as outside Director of the Company since October 2020, and his tenure as outside Director will have been four years at the conclusion of this meeting.</p>				
8	Shizuo Fujita (May 1, 1955)	Apr. 1980	Research Associate, Faculty of Engineering, Kyoto University	300 shares
		Apr. 1990	Associate Professor, Faculty of Engineering, Kyoto University	
Aug. 1994	Visiting Researcher, North Carolina State University, U.S.A.			
Apr. 2001	Professor, International Innovation Center, Kyoto University			
Apr. 2021	Professor Emeritus, Kyoto University (current position) Researcher (adjunct), Office of Society-Academia Collaboration for Innovation, Kyoto University			
Oct. 2022	Outside Director of the Company (current position)			
Apr. 2024	Researcher (adjunct), Office of Strategies for Growth, Kyoto University (current position)			
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] Although Shizuo Fujita has never been directly involved in the management of a company, he has abundant knowledge and broad insight as a professor emeritus at Kyoto University. The Company therefore proposes his election as outside Director so that he can provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his advanced experience he has cultivated as a front-line researcher in the field of compound semiconductor electronics. He has served as outside Director of the Company since October 2022, and his tenure as outside Director will have been two years at the conclusion of this meeting.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
*9	Yoriko Yanagimoto (May 28, 1961)	Apr. 1984 Joined ALL NIPPON AIRWAYS CO., LTD.	— shares
		Jan. 2003 Joined Yanaco Analysis Industry Co., Ltd. Apr. 2006 Joined Anatec Yanaco Corporation Representative Director and President of Anatec Yanaco Corporation (current position)	
[Reasons for nomination as candidate for outside Director and overview of expected roles] Yoriko Yanagimoto has abundant experience and broad insight as a senior corporate manager of a manufacturer of environmental measurement equipment with advanced technological prowess. The Company therefore newly proposes her election as outside Director so that she can provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider.			

- (Notes)
1. A new candidate for Director is indicated by an asterisk (*).
 2. There is no special interest between any of the candidates for Director and the Company.
 3. Masanori Murakami, Hidemi Takasu, Shizuo Fujita and Yoriko Yanagimoto are candidates for outside Director.
 4. The Company has entered into an agreement with Masanori Murakami, Hidemi Takasu and Shizuo Fujita to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under such agreement is the amount stipulated by laws and regulations, and the Company plans to continue such agreement with each of them if their reelection is approved. If the election of Yoriko Yanagimoto is approved, the Company plans to enter into the same limited liability agreement with her.
 5. The Company has designated Masanori Murakami, Hidemi Takasu and Shizuo Fujita as independent officers as stipulated by the Tokyo Stock Exchange and has notified the Exchange of this designation, and will continue to designate them as independent officers if their reelection is approved. Yoriko Yanagimoto also meets the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and if her election is approved, the Company plans to designate her as an independent officer.

Proposal No. 4 Election of Three Auditors

At the conclusion of this meeting, the terms of office of all three Auditors will expire. Therefore, the Company proposes the election of three Auditors.

In addition, the consent of the Board of Auditors has been obtained for this proposal.

The candidates for Auditor are as follows:

Candidate No.	Name	Current position in the Company	Expertise of the candidate					
			Corporate management	Technology and R&D/ Manufacturing	Sales/ Marketing	Finance and Administration	Legal/ Internal control	Global experience
1	Shigeru Tsujimura	Auditor				○	○	
2	Masahiro Nishio [Outside] [Independent]	Auditor (Outside Auditor)	○			○		
3	Manabu Kimura [New election] [Outside] [Independent]	—	○				○	

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Shigeru Tsujimura (March 10, 1952)	May 1975 Apr. 1991 Jan. 2006 Nov. 2011 Oct. 2012	Joined Sanoya Co., Ltd. Joined the Company General Manager of General Affairs Department Executive Officer and General Manager of General Affairs Department Full-time Auditor (current position)	8,700 shares
[Reasons for nomination as candidate for Auditor] Shigeru Tsujimura has abundant insight and experience, engaged over many years in the general affairs department of the Company since joining it, and as a full-time Auditor. The Company therefore proposes his election as Auditor so that he can continue to use this experience to provide auditing of the Company.				
2	Masahiro Nishio (September 9, 1952)	Nov. 1974 Mar. 1978 July 2001 Jan. 2012 Jan. 2015 Oct. 2016	Joined Yamato Audit and Accounting Firm (now KPMG AZSA LLC) (until December 2014) Registered as a Certified Public Accountant Senior Partner of Asahi & Co. (currently KPMG AZSA LLC) (currently Partner) Professor, Ritsumeikan University Graduate School of Management Director of Nishio CPA Firm (current position) Outside Auditor of the Company (current position)	— shares
[Reasons for nomination as candidate for outside Auditor] Masahiro Nishio does not have the experience of being directly involved in the management of a company, but he does possess long-standing specialized knowledge and experience as a certified public accountant. The Company therefore proposes his election as outside Auditor so that he can continue to use this experience to provide auditing of the Company. He has served as outside Auditor of the Company since October 2016, and his tenure as Auditor will have been eight years at the conclusion of this meeting.				

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
*3	Manabu Kimura (October 12, 1953)	<p>Apr. 1972 Administrative Officer, Kyoto Prefectural Government</p> <p>June 1998 Chief Secretary of Governor's Office, Kyoto Prefectural Government</p> <p>June 2002 Head of Coordination Office, General Affairs Department, Kyoto Prefectural Government</p> <p>July 2004 Deputy General Manager of General Affairs Department, Kyoto Prefectural Government</p> <p>June 2006 Head of Tokyo Office, Kyoto Prefectural Government</p> <p>Apr. 2008 Secretary General of Legislative Affairs, Prefectural Assembly, Kyoto Prefectural Government</p> <p>Apr. 2011 Secretary General of Chutan Wide Area Promotion Bureau (Acting Governor), Kyoto Prefectural Government</p> <p>Apr. 2013 Vice Mayor of Maizuru-shi</p> <p>June 2017 Managing Director of Kyoto Trade Fair Center (current position)</p>	— shares
<p>[Reasons for nomination as candidate for outside Auditor] Manabu Kimura does not have the experience of being directly involved in the management of a company, but he does possess abundant experience and career record in local government. The Company therefore newly proposes his election as outside Auditor so that he can use this experience to provide auditing of the Company.</p>			

- (Notes)
1. A new candidate for Auditor is indicated by an asterisk (*).
 2. There is no special interest between any of the candidates for Auditor and the Company.
 3. Masahiro Nishio and Manabu Kimura are candidates for outside Auditor.
 4. The Company has entered into an agreement with Masahiro Nishio to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under such agreement is the amount stipulated by laws and regulations, and the Company plans to continue such agreement with him if his reelection is approved. If the election of Manabu Kimura is approved, the Company plans to enter into the same limited liability agreement with him.
 5. The Company has designated Masahiro Nishio as an independent officer as stipulated by the Tokyo Stock Exchange and has notified the Exchange of this designation. If his reelection is approved, the Company plans for his designation as an independent officer to continue. Manabu Kimura also meets the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and if his election is approved, the Company plans to designate him as an independent officer.

Proposal No. 5 Payment of Retirement Benefits to a Retiring Auditor

The Company proposes the payment of retirement benefits to Takayuki Kimura, who will retire as an Auditor owing to the expiration of his term of office at the conclusion of this meeting, to reward him for his efforts during his time in office up until October 2008 when retirement benefits to part-time Directors and Auditors was abolished.

Furthermore, the Company proposes that the specific amount, timing of payment, method of payment, and other details be left to the discretion of discussions among the Auditors.

The career summary of retiring Auditor is as follows:

Name	Career summary	
Takayuki Kimura	Oct. 2001	Outside Auditor of the Company (current position)