

(TRANSLATION ONLY)

Securities code: 6592

March 7, 2025

To Those Shareholders with Voting Rights

Tohru TAKAHASHI
Representative Director and President
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo City, Chiba, Japan

NOTICE OF THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are informing you of the 84th Ordinary General Meeting of Shareholders (the “Meeting”) of MABUCHI MOTOR CO., LTD. (the “Company”) to be held as follows:

As of the start of this Meeting, the information regarding the Reference Documents for the Annual Shareholders’ Meeting, etc., has been subject to an electronic provision measure and has been posted on the following websites. Please confirm the information by accessing one of these websites. We have sent the REFERENCE DOCUMENTS FOR THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS, etc., by the conventional paper format to the board, including the materials provided by the electronic provision measure, irrespective of whether the individual shareholder requested the delivery of paper documents.

[Company’s website]

<https://www.mabuchi-motor.co.jp/investor/stock/meeting/>

[Tokyo Stock Exchange’s website (TSE’s listed company search)]

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

(Please access the TSE website above and enter “Mabuchi Motor” in “Company name” or the Company’s securities code 6592 in “Code” to search the Company. Click “Basic information,” then “Documents for public disclosure/PR information” and view the information under “Notice of General Shareholders Meeting/Information Materials for a General Shareholders Meeting.”)

[Website of general shareholders meeting documents]

<https://d.sokai.jp/6592/teiji/>



If you are unable to attend the Meeting at the venue, you may exercise your voting rights via the Internet or in writing. Please read the attached REFERENCE DOCUMENTS FOR THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights before 5 p.m. on Thursday, March 27, 2025.

1. Date: 10 a.m., Friday, March 28, 2025

2. Place: Large Conference Hall at Head Office
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo City, Chiba

3. Agenda:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 84th Fiscal Term (from January 1, 2024 to December 31, 2024), as well as the Audit Reports of the Independent Certified Public Accountants and the Audit and Supervisory Committee for the Consolidated Financial Statements
2. The Financial Statements for the 84th Fiscal Term (from January 1, 2024 to December 31, 2024)

Matters to be resolved:

Company Proposals

- Proposal 1:** Proposed Appropriation of Retained Earnings for the 84th Fiscal Term
- Proposal 2:** Election of Seven (7) Members of the Board (Excluding Members of the Board who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Four (4) Members of the Board who are Audit and Supervisory Committee Members

***For those attending, please present the Exercise Voting Rights Form at the reception desk upon arrival at the Meeting. In addition, please bring this “NOTICE OF THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS” with you.**

***The Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements (Japanese version only) are not included in the documents sent to shareholders who requested the delivery of paper documents (documents stating the electronic provision measure matters) pursuant to the provisions of the relevant rules and regulations and Article 15 of the Company’s Articles of Incorporation. Therefore, please note that the Business Report, the Consolidated Financial Statements and the Financial Statements stated in this “NOTICE OF THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS” are part of the subject documents audited by Independent Certified Public Accountants and the Audit and Supervisory Committee.**

***Should any change occur to the information subject to the electronic provision measure, the details of the change will be posted on the above-mentioned website.**

***We plan to upload a video on the matters to be reported, etc., on the Company’s website listed above, after the Meeting.**

Note: This document is a translation of an excerpt 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.

REFERENCE DOCUMENTS FOR THE 84TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Proposal 1: Proposed Appropriation of Retained Earnings for the 84th Fiscal Term

Our basic policy on the appropriation of retained earnings is to retain necessary earnings for sound business activities, to maintain our healthy financial strength and to ensure adequate dividends to our shareholders based on our performance for the year. Based on this policy, the Company makes it a principle to determine its dividend by comprehensively considering cash flow, business environment, as well as other factors. Considering this, the Company is targeting a dividend on equity (DOE) of 3.0% to 4.0%, which is used as the basic calculation criterion.

We plan to pay an annual dividend of 76 yen per share based on the above criterion. Because we paid an interim dividend of 38 yen per share in September 2024, we propose the year-end dividend for this fiscal year as follows:

Matters related to the year-end dividend

- (1) Type of distribution:
Money
- (2) Matters related to the disbursement of the distribution and the aggregate amount:
38 yen per common share of the Company
Aggregate dividend amount: 4,809,490,748 yen
- (3) Effective date of the distribution of retained earnings:
March 31, 2025

The remaining surplus will be used for measures aimed at further strengthening our existing businesses and investing in areas of future growth, with a view to further increasing corporate value.

Proposal 2: Election of Seven (7) Members of the Board (Excluding Members of the Board who are Audit and Supervisory Committee Members)

The term of office of all seven (7) Members of the Board (excluding Members of the Board who are audit and supervisory committee members; the same shall apply in this proposal) will expire at the conclusion of the 84th Ordinary General Meeting of Shareholders.

Shareholders are therefore requested to elect seven (7) new Members of the Board.

The candidates for the position of Member of the Board are as follows:

No.	Name	Position and assignment in the Company	
1	Hiroo OKOSHI	Representative Director and Chairman	Reappointment
2	Tohru TAKAHASHI	Representative Director and President, President and Executive Officer	Reappointment
3	Tadahito IYODA	Member of the Board, Senior Managing Executive Officer, Responsible for Internal Controls and Business Development, Head of Corporate Planning Headquarters and Smart Transformation Headquarters, General Manager - Corporate Planning Department	Reappointment
4	Tsuyoshi NAKAMURA	Managing Executive Officer, Responsible for Global Sales	New Appointment
5	Akira OKADA	Outside Member of the Board	Reappointment Outside Member of the Board Independent Director
6	Seiji SAKATA	Outside Member of the Board	Reappointment Outside Member of the Board Independent Director
7	Takako HAGIWARA		New Appointment Outside Member of the Board Independent Director

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held		Number of the Company's shares held
1	Hiroo OKOSHI (July 9, 1961) Reappointment	April 1984	Joined MABUCHI MOTOR CO., LTD.	90,720
		June 1990	Manager - Procurement Section, MABUCHI INDUSTRY CO., LTD.	
August 1996	General Manager - President Office, MABUCHI INDUSTRY CO., LTD.			
May 2002	Director, General Manager - General Affairs Department, Human Resources Department, MABUCHI INDUSTRY CO., LTD.			
October 2002	General Manager - Corporate Planning Department			
March 2003	Deputy Head of Business Platform Innovation Headquarters			
January 2004	General Manager - Corporate Planning Department			
November 2009	Executive Officer, Head of Administration Headquarters			
March 2011	Member of the Board, Executive Officer, Head of Administration Headquarters			
March 2013	Representative Director, President			
March 2019	Representative Director, President & CEO			
March 2022	Representative Director, Chairman & CEO			
March 2024	Representative Director and Chairman (Current position)			
<p>Reasons for being nominated for the position of Member of the Board: Hiroo OKOSHI has been renominated as a candidate for the position of Member of the Board because we have judged that we can rely on his ability to play a significant role in decision making regarding important matters and supervision of business execution strategies in the Group. He has dedicated his efforts to achieve steady growth and medium-to-long-term enhancement of corporate value for the Group based on his abundant experience and broad knowledge in corporate management and corporate governance. He has been leading the Group's management as Representative Director and President since March 2013, and as Representative Director and Chairman since March 2022.</p>				
2	Tohru TAKAHASHI (October 15, 1965) Reappointment	April 1988	Joined MABUCHI MOTOR CO., LTD.	19,056
		November 1993	MABUCHI MOTOR DALIAN CO., LTD	
January 2012	President, MABUCHI MOTOR DONGGUAN DAOJIAO CO., LTD.			
January 2015	President, MABUCHI MOTOR DALIAN CO., LTD.			
March 2018	General Manager - Operations Control Department, Manufacturing Headquarters			
March 2021	Head of Purchasing and Operations Control Headquarters			
March 2022	Member of the Board, Executive Officer, Head of Purchasing and Operations Control Headquarters			
March 2024	Representative Director and President, President and Executive Officer (Current position)			
<p>Reasons for being nominated for the position of Member of the Board: Tohru TAKAHASHI has been renominated as a candidate for the position of Member of the Board because we have judged that we can rely on his ability to play a significant role in decision making regarding important matters and supervision of business execution strategies in the Group. Since he assumed the position of Representative Director and President of the Company in March 2024, he has demonstrated his leadership in the execution phase of the long-term management policy. He has experience with, and insight into, the Group's business and international corporate management based on his experience managing several overseas affiliates, in addition to extensive knowledge in purchasing and production.</p>				

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
3	Tadahito IYODA (November 22, 1968) Reappointment	<p>April 1999 Joined MABUCHI MOTOR CO., LTD.</p> <p>April 2004 General Manager - President Office, MABUCHI INDUSTRY CO., LTD.</p> <p>January 2010 General Manager - Corporate Planning Department</p> <p>March 2013 Executive Officer, Head of Administration Headquarters</p> <p>March 2015 Member of the Board, Executive Officer, Head of Administration Headquarters</p> <p>March 2018 Member of the Board, Group Executive Officer, Chief Regional Officer in the Americas Chairman & President, MABUCHI MOTOR MEXICO S.A. DE C.V.</p> <p>March 2020 Member of the Board, Executive Officer, General Manager - Corporate Planning Department,</p> <p>July 2020 Member of the Board, Executive Officer, Head of Corporate Planning Headquarters, General Manager - Corporate Planning Department</p> <p>March 2021 Member of the Board, Executive Officer, Head of Corporate Planning Headquarters, General Manager - Corporate Communication Department</p> <p>March 2022 Member of the Board, Managing Executive Officer, Chief Administrative Officer, Responsible for Corporate Strategy</p> <p>January 2023 Member of the Board, Managing Executive Officer, Chief Administrative Officer, Responsible for Internal Controls and Corporate Strategy</p> <p>March 2023 Member of the Board, Managing Executive Officer, Chief Administrative Officer, Responsible for Internal Controls, Corporate Strategy and Business Development</p> <p>March 2024 Member of the Board, Senior Managing Executive Officer, Responsible for Internal Controls and Business Development, Head of Corporate Planning Headquarters and Smart Transformation Headquarters</p> <p>January 2025 Member of the Board, Senior Managing Executive Officer, Responsible for Internal Controls and Business Development, Head of Corporate Planning Headquarters and Smart Transformation Headquarters, General Manager - Corporate Planning Department (Current position)</p>	42,570
<p>Reasons for being nominated for the position of Member of the Board: Tadahito IYODA has been renominated as a candidate for the position of Member of the Board because we have judged that we can rely on his ability to play a significant role in decision making regarding important matters and supervision of business execution strategies in the Group based on his abundant experience and sophisticated knowledge in formulating and executing management strategies gained through managing an overseas subsidiary, in addition to his experience as a manager of the corporate planning and administration divisions of the head office.</p>			

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
4	<p>Tsuyoshi NAKAMURA (December 22, 1965)</p> <p>New Appointment</p>	<p>April 1988 Joined MABUCHI MOTOR CO., LTD.</p> <p>June 1992 Manager - Sales Section Department 2, MABUCHI INDUSTRY CO., LTD.</p> <p>April 2005 General Manager - Power Unit Motor Division</p> <p>March 2006 General Manager - Sales Department 3, Sales & Marketing Headquarters</p> <p>June 2007 President, MABUCHI MOTOR (EUROPE) GmbH</p> <p>August 2011 General Manager - China Market Development Promotion Department, Sales & Marketing Headquarters</p> <p>October 2012 General Manager - Sales Department 3, Sales & Marketing Headquarters</p> <p>March 2013 Executive Officer, Deputy Head of Sales & Marketing Headquarters</p> <p>March 2015 Executive Officer, Senior Head of Sales & Marketing Headquarters</p> <p>June 2017 Executive Officer, Assistant Chief Business Officer</p> <p>September 2018 Executive Officer, Assistant Chief Business Officer, Head of Medium Automotive Product Business Unit 2</p> <p>March 2019 Executive Officer, Head of Automotive Product Business Unit 2</p> <p>October 2019 Executive Officer, Responsible for Customer Relations, Head of Automotive Product Business Unit 2</p> <p>March 2020 Executive Officer, Responsible for Customer Relations</p> <p>March 2021 Managing Executive Officer, Responsible for Global Sales, Head of Consumer and Industrial Product Business Unit, Chief Regional Officer in Europe</p> <p>August 2021 Managing Executive Officer, Responsible for Global Sales, Head of Automotive Product Business Unit 2, Chief Regional Officer in Europe</p> <p>March 2022 Managing Executive Officer, Responsible for Global Sales, Head of Automotive Product Business Unit 2</p> <p>March 2024 Managing Executive Officer, Responsible for Global Sales (Current position)</p>	27,372
<p>Reasons for being nominated for the position of Member of the Board: Tsuyoshi NAKAMURA has been newly nominated as a candidate for the position of Member of the Board because we have judged that we can rely on his ability to play a significant role in decision making regarding important matters and supervision of business execution strategies in the Group. He has broad and abundant knowledge concerning businesses based on his plentiful experience being responsible for multiple business operation sections, and his track record as a business manager engaging in management of overseas subsidiaries.</p>			

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held	
5	Akira OKADA (November 14, 1955) Reappointment Outside Member of the Board Independent Director	April 1979	Joined ALL NIPPON AIRWAYS CO., LTD.	1,100
		April 2007	Executive Vice President, General Manager - Corporate Planning Department, ALL NIPPON AIRWAYS CO., LTD.	
		June 2010	Member of the Board, Executive Vice President, General Manager – Operations Oversight Division, ALL NIPPON AIRWAYS CO., LTD.	
		April 2012	Executive, Board of Directors, Executive Vice President, General Manager – Freight & Cargo Business, ALL NIPPON AIRWAYS CO., LTD.	
		April 2015	Senior Managing Director, Executive Vice President, General Manager – Freight & Cargo Business, ALL NIPPON AIRWAYS CO., LTD.	
		April 2015	Representative Director and President, ANA Cargo Inc.	
		June 2015	Outside Board Member, The Okinawa Electric Power Company, Incorporated	
		April 2016	Representative Director and President, ANA Strategic Research Institute Co., Ltd.	
		April 2021	Visiting Professor, Osaka Seikei University (Current position)	
March 2023	Outside Member of the Board, MABUCHI MOTOR CO., LTD. (Current position)			
<p>Reasons for being nominated for the position of Outside Member of the Board and expected roles: Akira OKADA has been renominated as a candidate for the position of Outside Member of the Board because we continue to expect that he will be able to provide us with appropriate supervision regarding the Company's overall management as he has contributed to the enhancement of the Company's corporate governance while providing us with appropriate supervision and advice regarding overall management. He has abundant experience and considerable insight concerning corporate governance in addition to being a person of integrity based on his many years of experience in the airline industry, where insight into changes in the external environment and establishing a high safety level are required. This is in addition to his involvement in corporate management as a Member of the Board at All Nippon Airways Co., Ltd., and its group companies.</p>				

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
6	<p>Seiji SAKATA (September 12, 1958)</p> <p>Reappointment</p> <p>Outside Member of the Board</p> <p>Independent Director</p>	<p>April 1981 Joined Ricoh Company, Ltd.</p> <p>April 2010 Corporate Vice President, General Manager of Controller Development Division, Deputy General Manager of MFP Business Group, Ricoh Company, Ltd.</p> <p>April 2012 Corporate Senior Vice President, General Manager of Human Resources Division, Ricoh Company, Ltd.</p> <p>April 2018 Corporate Executive Vice President, General Manager of Office Printing Business Group, Ricoh Company, Ltd.</p> <p>June 2018 Director, Corporate Executive Vice President, General Manager of Office Printing Business Group, Ricoh Company, Ltd.</p> <p>April 2019 Director, Corporate Executive Vice President, CTO (Chief Technology Officer), Ricoh Company, Ltd.</p> <p>April 2021 Director, Executive Corporate Officer, CTO, General Manager of Advanced Technology R&D Division, Ricoh Company, Ltd.</p> <p>June 2023 Outside Director, Hirose Electric Co., Ltd. (Current position)</p> <p>March 2024 Outside Member of the Board, MABUCHI MOTOR CO., LTD. (Current position)</p> <p>August 2024 Independent Director, Audit and Supervisory Committee Member, Satori Electric Co., Ltd. (Current position)</p> <p>(Significant Position Concurrently Held) Outside Director, Hirose Electric Co., Ltd. Independent Director, Audit and Supervisory Committee Member, Satori Electric Co., Ltd.</p>	100
<p>Reasons for being nominated for the position of Outside Member of the Board and expected roles: Seiji SAKATA has been renominated as a candidate for the position of Outside Member of the Board because we continue to expect that he will be able to provide us with appropriate supervision regarding the Company's overall management as he has contributed to the enhancement of the Company's technological strategies while providing us with appropriate supervision and advice regarding overall management. He has extensive expertise of design, development and technology, abundant experience as a corporate manager, and considerable insight in addition to being a person of integrity. He was involved in corporate management as a director at Ricoh Company, Ltd., for many years.</p>			

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
7	Takako HAGIWARA (March 12, 1961) New Appointment Outside Member of the Board Independent Director	April 1984 Joined Sony Corporation (currently Sony Group Corporation)	—
		April 2002 Executive Manager, Human Resources Division of the Network Service Business Company, Sony Corporation	
		April 2006 Executive Manager, Human Resources Development Division of the Human Resources Unit, Sony Corporation	
		April 2008 Executive Manager, Diversity Development Division of the Human Resources Unit, Sony Corporation	
		April 2014 Representative Director, Sony Hikari Corporation and Sony Kibou Corporation (currently Sony Kibou/Hikari Corporation)	
		April 2014 External Assessment Committee Member, National Women's Education Center (Current position)	
		February 2015 Director and Chief Health Officer (CHO), Green House Co., Ltd.	
		July 2020 Representative Director, DDD Co., Ltd. (Current position)	
		May 2021 Outside Director, TWINBIRD CORPORATION (Current position)	
		June 2021 Outside Director, Inabata & Co., Ltd. (Current position)	
June 2021 Outside Director, NEC Capital Solutions Limited (Current position)			
(Significant Position Concurrently Held) Representative Director, DDD Co., Ltd. Outside Director, TWINBIRD CORPORATION Outside Director, Inabata & Co., Ltd. Outside Director, NEC Capital Solutions Limited			
Reasons for being nominated for the position of Outside Member of the Board and expected roles: Takako Hagiwara has been newly nominated as a candidate for the position of Outside Member of the Board because we expect that she will provide us with appropriate supervision and advice regarding management based on her extensive experience and considerable insight as a corporate manager. She has sophisticated knowledge on human resource development based on her long-time experience as a person responsible for the human resources division at Sony Group Corporation, a global operator of multiple businesses.			

(Notes)

1. No special relationship exists between the Company and the candidates.
2. Akira OKADA, Seiji SAKATA and Takako HAGIWARA are candidates for the position of Outside Member of the Board.
3. Akira OKADA and Seiji SAKATA are currently Outside Members of the Board of the Company. Regarding their terms of office as Outside Members of the Board, Akira OKADA's term will have reached two years and Seiji SAKATA's term will have reached one year at the conclusion of the 84th Ordinary General Meeting of Shareholders.
4. As per Article 427, Paragraph 1, of the Companies Act, the Company entered into agreements with Akira OKADA and Seiji SAKATA to limit their liabilities for damages as provided in Article 423, Paragraph 1, of the Companies Act. If their reappointments are approved, the Company intends to extend said agreements with them. Additionally, the Company intends to enter into the same agreement with Takako HAGIWARA, if she is appointed. The limit of liabilities under the agreements shall be the amount set forth in Article 425, Paragraph 1, of the Companies Act.
5. The Company registered Akira OKADA and Seiji SAKATA as "independent officers," as stipulated by the Tokyo Stock Exchange. If their reappointments are approved, the Company intends to continue to designate them as "independent officers." Takako HAGIWARA also meets the requirements of an "independent officer" as stipulated by the Tokyo Stock Exchange. If her appointment is approved, the Company intends to register her as an "independent officer" with the Tokyo Stock Exchange.
6. The Company has entered into liability insurance for its officers, with all Members of the Board as the insured. The insurance compensates for any damages that may arise due to its Members of the Board, the insured, bearing responsibility for the execution of their duties or facing complaints related to inquiries into said responsibilities. If the candidates become Members of the Board, they will become the insured parties of said insurance. The insurance policy is planned to be renewed with the details unchanged at the next renewal.

Proposal 3: Election of Four (4) Members of the Board who are Audit and Supervisory Committee Members

The terms of office of all four (4) Members of the Board who are audit and supervisory committee members will expire at the conclusion of the 84th Ordinary General Meeting of Shareholders.

Shareholders are therefore requested to elect four (4) Members of the Board who are audit and supervisory committee members.

The consent of the Audit and Supervisory Committee has been obtained regarding this proposal.

The candidates for the position of Members of the Board who are audit and supervisory committee members are as follows:

No.	Name	Position and assignment in the Company	
1	Katsumi KOBAYASHI	Member of the Board (Full-time Audit and Supervisory Committee Member)	Reappointment
2	Yoko TOYOSHI	Outside Member of the Board (Audit and Supervisory Committee Member)	Reappointment Outside Member of the Board Independent Director
3	Yasuko FUKUYAMA	Outside Member of the Board (Audit and Supervisory Committee Member)	Reappointment Outside Member of the Board Independent Director
4	Atsushi KANEKO		New Appointment Outside Member of the Board Independent Director

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
1	Katsumi KOBAYASHI (August 7, 1961) Reappointment	April 1984 Joined MABUCHI MOTOR CO., LTD. October 2010 General Manager - Technology Center, Administration Headquarters April 2012 General Manager - General Affairs Department, Administration Headquarters April 2019 President, MABUCHI MOTOR TAIWAN LTD. January 2022 Head of Human Resources and General Affairs Headquarters March 2022 Executive Officer, Deputy Chief Administrative Officer, Head of Human Resources and General Affairs Headquarters March 2023 Member of the Board (Full-time Audit and Supervisory Committee Member) (Current position)	11,290
Reasons for being nominated for the position of Member of the Board who is audit and supervisory committee member: Katsumi KOBAYASHI has been renominated as a candidate for the position of Member of the Board and an audit and supervisory committee member because we have judged that he has played a significant role in the supervision of business execution strategies as full-time audit and supervisory committee member based on his abundant track record of engaging in human resources and general affairs operations of the Company for many years, managing overseas subsidiaries, and overseeing the administration divisions and accounting and finance divisions.			

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
2	<p>Yoko TOYOSHI (May 20, 1958)</p> <p>Reappointment</p> <p>Outside Member of the Board</p> <p>Independent Director</p>	<p>April 1981 Joined the Bank of Fukuoka, Ltd</p> <p>October 1989 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>December 1990 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2008 Partner, Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2013 Appointed as Chief Certified Public Accountant Audit Inspector, Certified Public Accountants and Auditing Oversight Board, Financial Services Agency</p> <p>July 2016 Joined Deloitte Touche Tohmatsu LLC</p> <p>June 2018 Outside Board Member (Audit and Supervisory Committee Member), Alps Electric Co., Ltd. (currently ALPS ALPINE CO., LTD.) (Current position)</p> <p>March 2020 Outside Audit & Supervisory Board Member, KOKUYO Co., Ltd.</p> <p>March 2021 Outside Member of the Board (Audit and Supervisory Committee Member), MABUCHI MOTOR CO., LTD. (Current position)</p> <p>March 2024 Independent Outside Director, KOKUYO Co., Ltd. (Current position)</p> <p>(Significant Positions Concurrently Held)</p> <p>Outside Board Member (Audit and Supervisory Committee Member), ALPS ALPINE CO., LTD.</p> <p>Independent Outside Director, KOKUYO Co., Ltd.</p> <p>Representative, Certified Public Accountant Yoko Toyoshi Office</p>	900
<p>Reasons for being nominated for the position of Outside Member of the Board who is audit and supervisory committee member and expected roles:</p> <p>Yoko TOYOSHI has been renominated as a candidate for the position of Outside Member of the Board and an audit and supervisory committee member because we have judged that she has played a significant role in the supervision of business execution strategies as an audit and supervisory committee member based on her many years of experience in accounting auditing at an accounting firm and a high level of expertise gained as a certified public accountant, as well as abundant experience as an outside officer of another company. We have judged, for the aforementioned reasons, that she will execute her duties appropriately as an Outside Member of the Board, despite having no previous experience in corporate management other than as an outside officer.</p>			

No.	Name (Date of birth)	Brief personal history, position, assignment and significant positions concurrently held	Number of the Company's shares held
3	Yasuko FUKUYAMA (January 27, 1973) Reappointment Outside Member of the Board Independent Director	<p>October 2001 Registered as an attorney</p> <p>January 2002 Joined Okinobu, Ishihara & Sei Law Office (currently Spring Partners)</p> <p>May 2009 Admitted to the New York State Bar Association</p> <p>January 2012 Attorney, Partner, Spring Partners (Current position)</p> <p>January 2020 Outside Board Member (Audit and Supervisory Committee Member), EARLY-AGE CO., LTD. (Current position)</p> <p>March 2023 Outside Member of the Board (Audit and Supervisory Committee Member), MABUCHI MOTOR CO., LTD. (Current position)</p> <p>March 2024 External Director (Audit & Supervisory Committee Member), BP Castrol K.K. (Current position)</p> <p>(Significant Positions Concurrently Held) Attorney, Partner, Spring Partners Outside Board Member (Audit and Supervisory Committee Member), EARLY-AGE CO., LTD. External Director (Audit & Supervisory Committee Member), BP Castrol K.K.</p>	1,200
<p>Reasons for being nominated for the position of Outside Member of the Board who is audit and supervisory committee member and expected roles:</p> <p>Yasuko FUKUYAMA has been renominated as a candidate for the position of Outside Member of the Board and audit and supervisory committee member because we have judged that she has played a significant role in the supervision of business execution strategies as an audit and supervisory committee member based on her abundant expertise and experience as an attorney in Japan and abroad, as well as insight as an outside board member and an audit and supervisory committee member of another company. We anticipate, for the aforementioned reasons, that she will execute her duties appropriately as an Outside Member of the Board, despite having no previous experience in corporate management other than as an outside officer.</p>			
4	Atsushi KANEKO (September 17, 1957) New Appointment Outside Member of the Board Independent Director	<p>April 1980 Joined K. Hattori & Co. (currently Seiko Group Corporation)</p> <p>April 2001 Senior Vice President, Chief Administration Officer, SEIKO Corporation of America</p> <p>August 2004 Manager, Accounting and Finance Department, Hattori Seiko Co., Ltd. (currently Seiko Group Corporation)</p> <p>December 2006 President, SEIKO WATCH India PVT. LTD.</p> <p>July 2009 General Manager, Accounting and Finance Department, Seiko Watch Corporation</p> <p>April 2010 Director, Head of Administration Division, Seiko Watch Corporation</p> <p>April 2011 Senior Vice President, Head of Sales Division II, Seiko Watch Corporation</p> <p>April 2012 Senior Vice President, Seiko Watch Corporation, and Chairman, SEIKO Hong Kong Ltd.</p> <p>June 2013 Senior Vice President, Seiko Watch Corporation, and President, SEIKO WATCH India PVT. LTD.</p> <p>June 2016 Director, Seiko Watch Corporation, and Chairman and President, SEIKO U.K. Ltd.</p> <p>June 2019 Full-time Corporate Auditor, Seiko Watch Corporation</p>	400
<p>Reasons for being nominated for the position of Outside Member of the Board who is audit and supervisory committee member and expected roles:</p> <p>Atsushi KANEKO has been newly nominated as a candidate for the position of Outside Member of the Board and audit and supervisory committee member because we have judged that we can rely on his ability to play a significant role in the supervision of business execution strategies as an audit and supervisory committee member. He has extensive experience, covering accounting and finance, sales, and management of overseas subsidiaries, in addition to considerable insight and global knowledge on corporate governance.</p>			

(Notes)

1. No special relationship exists between the Company and the candidates.
2. Yoko TOYOSHI, Yasuko FUKUYAMA and Atsushi KANEKO are candidates for the position of Outside Member of the Board.
3. Yasuko FUKUYAMA's name on her family register is Yasuko SATO.
4. Yoko TOYOSHI and Yasuko FUKUYAMA are currently Outside Members of the Board (Audit and Supervisory Committee Members) of the Company. Regarding their terms of office as audit and supervisory committee members, Yoko TOYOSHI's term will have reached four years and Yasuko FUKUYAMA's term will have reached two years at the conclusion of the 84th Ordinary General Meeting of Shareholders.
5. There is a trading relationship, such as sale of products, etc., between the Company and ALPS ALPINE CO., LTD., where Yoko TOYOSHI serves as an Outside Board Member (audit and supervisory committee member). However, as the trading amount for the most recent consolidated fiscal year is minor, at less than 1% of the consolidated net sales of each company, therefore, the Company has judged that the relationship will have no impact on her independence.
6. As per Article 427, Paragraph 1, of the Companies Act, the Company entered into agreements with Yoko TOYOSHI and Yasuko FUKUYAMA to limit their liabilities for damages as provided in Article 423, Paragraph 1, of the Companies Act. If their reappointments are approved, the Company intends to extend said agreements with them. If Atsushi KANEKO is elected as an Outside Member of the Board, the Company also intends to enter into the same agreement to limit his liabilities for damages. The limit of liabilities under the agreements shall be the amount set forth in Article 425, Paragraph 1, of the Companies Act.
7. The Company has registered Yoko TOYOSHI and Yasuko FUKUYAMA as "independent officers," as stipulated by the Tokyo Stock Exchange. If their reappointments are approved, the Company intends to continue to designate them as "independent officers." In addition, as Atsushi KANEKO satisfies the requirements of an "independent officer," as stipulated by the Tokyo Stock Exchange, the Company intends to register him as an "independent officer" at the Exchange if his election as an Outside Member of the Board is approved.
8. The Company has entered into liability insurance for its officers, with all Members of the Board as the insured. The insurance compensates for any damages that may arise due to its Members of the Board, the insured, bearing responsibility for the execution of their duties or facing complaints related to inquiries into said responsibility. If the candidates become Members of the Board, they will become the insured parties of said insurance. The insurance policy is planned to be renewed with the details unchanged at the next renewal.

Reference: Constitution of the Board of Directors after the 84th Ordinary General Meeting of Shareholders

How the Board of Directors is constructed in terms of expertise, if Proposal 2 and Proposal 3 are approved in their original forms at the 84th Ordinary General Meeting of Shareholders, is as follows.

Name	Corporate Management Experience*	Global Experience	Corporate Planning, Corporate Strategy	Internal Control, Governance	Legal Affairs, Risk Management	Finance, Accounting	HR Labor Management, HR Development	Business, Sales	Technology, Quality	Procurement, Production
Hiroo OKOSHI	○*	○	○	○	○	○	○	○		○
Tohru TAKAHASHI	○*	○	○	○				○		○
Tadahito IYODA	○*	○	○	○	○	○	○	○		○
Tsuyoshi NAKAMURA	○*	○		○				○		
Akira OKADA	○		○	○				○		
Seiji SAKATA	○			○			○	○	○	
Takako HAGIWARA	○			○			○			
Katsumi KOBAYASHI	○*	○		○	○	○	○			○
Yoko TOYOSHI				○	○	○				
Yasuko FUKUYAMA		○		○	○	○				
Atsushi KANEKO	○	○	○	○	○	○		○		

(Note) An asterisk (*) indicates those who have served as president of the Company or of a Group company.

Reference: Independence Criteria for Outside Officers

The Company prescribes criteria for the independence of outside officers, and outside officers that fall under any of the following shall be deemed as not being sufficiently independent from the Company:

- (1) Current or former employees or officers of the Company or its subsidiaries (collectively, the “**Mabuchi Group**”);
- (2) Business executives for whom a Major Business Partner is the Mabuchi Group, or business executives who are Major Business Partners of the Mabuchi Group (“**Major Business Partners**” means customers or suppliers of Mabuchi Group products, etc., accounting for, in either case, more than 2% of consolidated net sales for a given fiscal year);
- (3) Consultants, accounting professionals, or legal professionals who receive a Significant Sum of money or other assets, other than executive remuneration, from the Mabuchi Group, including persons who belong to a business organization if the person who receives the assets is an organization, such as a corporation or partnership (a “**Significant Sum**” means the annual total of 10 million yen or more of monetary or asset benefits other than executive remuneration);
- (4) A certified public accountant who belongs to an auditing firm that serves as the accounting auditor of the Mabuchi Group or an auditing firm’s employee, partner, member of staff, or worker;
- (5) A major shareholder who owns 10% or more of the voting rights in the Company;
- (6) A person who receives a large donation or loan, etc., amounting to 10 million yen or more, annually from the Mabuchi Group (including a person who belongs to a business organization if the person who receives the donation or loan is an organization, such as a corporation or partnership);
- (7) Business executives with which the Company has a reciprocal employment relationship as each other’s outside officers;
- (8) Persons who fall under any of (2) to (7) above in the past three years;
- (9) The close relative of a person if that person falls under (1) to (8), is a Person in an Important Position, including a spouse, a relative within the second degree of kinship, or a relative of a Person in an Important Position’s household (a “**Person in an Important Position**” means a Member of the Board other than an Outside Member of the Board, an executive officer, an associate director, or a general manager or higher ranking manager).

***Opinion of the Audit and Supervisory Committee**

As a result of examining the election and remuneration of Members of the Board who are not audit and supervisory committee members, the Audit and Supervisory Committee has concluded that there are no matters to be stated at the 84th Ordinary General Meeting of Shareholders pursuant to the Companies Act.

BUSINESS REPORT (From January 1, 2024 to December 31, 2024)

1. Current Conditions of the Mabuchi Group

(1) Business Development and Results

During the fiscal year ended December 31, 2024 (fiscal 2024), although the global economy saw inflationary pressures ease in countries around the world, prices remained high and weak retail consumption resulted in only low growth. The U.S. economy saw a gradual recovery due to solid retail consumption against a backdrop of stable environments for hiring and incomes. European economy saw a rebound in retail consumption as inflationary pressures eased, but factors including a weak manufacturing industry meant that the pace of recovery in economic activity was limited. The Japanese economy was affected by inflation, but experienced a gradual recovery on factors including a rebound in retail consumption from an improved environment for incomes and a continued recovery in demand from inbound tourism. In emerging market economies, China's solid exports were offset by sluggish domestic demand associated with protracted weakness in the real estate market, resulting in a slower pace of growth and leading to an only gradual pace of recovery for emerging market economies overall.

With regard to markets related to the Mabuchi Group's products, the automotive products market saw a recovery in automobile production, but sales were sluggish in certain regions. The life and industrial products market was solid overall, as easing inflationary pressures led to a recovery in retail consumption.

Against this backdrop, the Company has been working to address the issues including "Reconfiguring the business portfolio by providing 'mobility' solutions," "Expanding sales of motors for automotive products and life and industrial products," "Global risk management via the Mabuchi global management system," and "Sustainability initiatives." Specific achievements include winning orders for motors for power window lifters from a sixth Japanese automaker, winning orders for a variety of applications including e-bikes, merchandise display robots at convenience stores, electric screwdrivers used at manufacturing sites, surgical drills, and biological information monitors, and deciding to acquire Oki Micro Engineering's small motor business to expand our product lineup for increased sales for industrial equipment.

As a result, consolidated net sales for fiscal 2024 were 196,212 million yen (a 9.8% increase year on year), and motor sales, which account for the majority of net sales, were 196,172 million yen (a 9.8% increase year on year).

Operating income was 21,644 million yen (a 39.3% increase year on year), with positive effects from factors including a weaker yen compared with the previous year and improvements in sales prices and the product mix more than offsetting negative factors including higher costs.

Ordinary income was 32,448 million yen (a 20.2% increase year on year), from factors including a decrease in foreign exchange gains and an increase in interest income in addition to the increase in operating income. Profit before income taxes was 23,718 million yen (a 12.9% decrease year on year) due to recording of impairment losses and profit attributable to owners of parent was 12,831 million yen (a 33.9% decrease year on year).

The next section describes market trends and sales conditions categorized into separate markets for motors.

1) Automotive Products Market

Net sales rose to 152,498 million yen (an 8.9% increase year on year). Sales of medium-sized automotive motors grew overall from an increase in the number of models equipped with electric parking brakes using Mabuchi's motors and a large increase in sales of valve actuator-use motors on increased orders, with an additional boost from the weaker yen. Sales of small automotive motors also rose overall, on an increase in sales of motors for door mirrors, door lock actuators, and air conditioning damper actuators, as well as the effect from the yen's depreciation.

2) Life and Industrial Products Market

Net sales increased to 43,673 million yen (a 13.1% increase year on year). Sales of motors for personal care products declined slightly from restricted order acceptance reflecting a policy of emphasizing profitability. At the same time, however, sales of motors for health and medical devices rose significantly on solid sales of Mabuchi Oken's pump unit motors for

sphygmomanometers and of motors for electric toothbrushes, and a buildup in inventories led to a large increase in sales of motors for office equipment and several other applications. There was also an overall positive effect from the yen's depreciation.

<Consolidated sales of motors by application>

Market segment	The 84th fiscal term (the year ended December 31, 2024)	YoY (%)	Segment sales as a percentage of net sales (%)
	Amount (Millions of yen)		
Automotive Products	152,498	8.9	77.7
Life and Industrial Products	43,673	13.1	22.3
Total	196,172	9.8	100.0

(Notes)

1. The Mabuchi Group's businesses have been developed within a single business field related to small motors. Given this single business structure, segmented explanation is omitted.
2. As the Mabuchi Group sells several types of motor parts and production equipment in addition to its mainstay motor sales, the amount for consolidated net sales differs from the amount for consolidated sales of motors.
3. Amounts less than a million yen have been truncated.
4. The figures above do not include consumption tax, etc.

(2) Capital Investments

Capital investments for fiscal 2024 amounted to 14,068 million yen, which includes 940 million yen for facilities; 682 million yen for R&D facilities and equipment; 133 million yen for information technology; and 12,311 million yen for other facilities and equipment to upgrade product lines and reinforce overall productivity.

(3) Issues to be Addressed

With regard to the outlook in fiscal 2025, although inflationary pressures in various countries continue to ease, the outlook for the global economy is increasingly uncertain as heightened geopolitical risk restricts cross-border trade and investment, and a slight slowdown in the pace of growth is forecast. In the United States, a solid improvement in environments for hiring and incomes are seen underpinning consumption, but there are also elements of uncertainty and the pace of growth is expected to slow. In Europe, a rebound in retail consumption is forecast on easing inflationary pressures, and the economy is expected to show gradual recovery. A gradual pace of growth is forecast for the Japanese economy on growth in retail consumption supported by an improved income environment combined with solid demand from tourists from overseas. The pace of growth in emerging market economies is seen slowing overall, from factors including China's weak real estate market and sluggish recovery in retail consumption, as well as global inflationary pressures.

With regard to markets related to the Mabuchi Group's products, in the automotive products market, although Chinese government subsidies for automobile replacement purchases continue, automobile production volume is seen being held to the previous year's level. In other emerging market economies, automobile production in India and Brazil is expected to grow. On the other hand, with high inventory levels of completed vehicles in Europe and the United States, growth in production volume is seen as limited, with global automotive production volume expected to be flat with the previous year. In the life and industrial products market, solid sales of motors for health and medical devices are forecast against a backdrop of stable demand. However, sales of motors for home appliances, tools, housing equipment, and beauty care equipment are expected to be weak due to sluggish personal consumption and a policy of emphasizing profitability, resulting in sluggish sales overall.

Under these business conditions, the Mabuchi Group will tackle the following issues:

1) Providing "Movement" Solutions for Business Portfolio Evolution

As a manufacturer specializing in small DC motors, we use a "standardization strategy" to

provide quality motor products that achieve the true value sought by customers at a reasonable price, and have widely contributed to greater convenience, comfort, and safety in people's lives in fields ranging from automotive products to life and industrial products. Going forward, we will evolve our business portfolio for business growth by expanding our portfolio to include providing diverse "movement" solutions while maintaining motors as our core business, to increase our contribution to customers and society. To add depth to our business portfolio, we are introducing a business concept, "e-MOTO". e-MOTO is a business concept that aims to provide solutions for the diverse movements desired by our customers and society through our business activities. In response to increasing customer demand in recent years for unit-type products, we will provide diverse movements that are not limited to rotation, with the aims of expanding our business areas and enhancing added value. We also intend to make proactive use of mergers and acquisitions and tie-ups with outside parties to expand our business in unit-type products and other areas.

We intend to add the high-precision plastic gear manufacturer OB Kogyo Ltd. to the Mabuchi Group in April 2025. OB Kogyo's gear products allow for multi-axis transmission and speed change in the rotational motion generated by the motor, and with an optimal design as a motor and gear unit, we believe this will provide customers with value and enhance products' added value. By leveraging OB Kogyo's capabilities which are highly adaptable to precision molding and global one-stop systems, we will provide customers with optimal value as one group.

In particular, we are focusing on the three business areas of "mobility," "machinery," and "medical," which we have defined as the "3M areas" for future growth, and are pursuing the following initiatives in those areas.

Mobility: In the automotive products area, with the increasing shift to electric vehicles, reductions in electric power consumption are being sought to extend the distance that can be traveled with limited batteries, and we are pursuing the development, manufacturing, and sales of motors with even greater added value in terms of compactness, light weight, and high efficiency. Demand is also growing for motors used in valve actuators for cooling batteries for battery heat management, and we are using our strength in having a lineup of both brush motors and brushless motors to offer solutions that meet the needs of customers, including unit options. In the area of life and industrial products, we are winning new orders for mobility-use brushless motors for a variety of applications including e-bikes, motorized carts for the elderly, and agricultural equipment, and we will continue to work to increase sales by continuing to develop new customers and applications.

Machinery: With the robotics market forecast to grow going forward, we aim to increase our sales of motors for collaborative robots that help to address labor shortages. We are therefore expanding our lineup of products including hollow structure brushless motors, and have received orders for robots for stocking shelves at convenience stores. We will continue to work to expand this business through new applications. With regard to industrial equipment, the reduction of CO₂ emissions in manufacturing processes for things like industrial products and foods has become an urgent issue, and with a widening shift from pneumatic and hydraulic systems to electric systems with higher energy conversion efficiencies, we are offering solutions to expand our business.

Medical: In terms of applications for health and medical devices, we are focusing on products including motors for high value-added electric toothbrushes that contribute to people's health. We are stepping up our efforts in the medical devices area by acquiring Mabuchi Electromag, a manufacturer of motors for ventilators and dental care devices, through M&A in July 2021, and are using Mabuchi Electromag products to establish a foothold in medical devices in terms of product lineup and customer base. We will also work to create synergies at an early date with Mabuchi Oken, which was added to the Group in March 2023 and has strengths in small pumps for health and medical devices. With these synergies, we will work to expand our business by strengthening our capabilities in unit options and providing solutions in the area of medical devices as well as the other 3M areas.

2) Expanding Sales of Motors for Automotive Products and Life and Industrial Products

In the area of motors for power window lifters, we are working to increase further the number of models in which our products are installed and further strengthening our sales activities, with the aim of further increasing our market share. Five Japanese automakers were already using our products, and we have won new orders from a sixth. We will work to expand the business of motors for power seats further, including with major Japanese customers. By introducing new products that can be used in a variety of structures including recliners, height adjusters, and tilt

adjusters, we are working to increase our share among existing customers. In motor applications including electric parking brakes and door closers, we are developing and promoting sales of standard motors that can be used in a variety of applications, based on our standardization strategy. With regard to motors for door mirrors and other existing product areas where we have a large global market share, we are working toward further sales growth by introducing products that use new technologies that differentiate them from those of competitors.

In the area of motors for life and industrial products, we provide high value-added products for applications related to people's lives, including home appliances and health and medical devices, and for commercial and industrial applications. By adding to the Group in July 2025 the small motor business of Oki Micro Engineering Co., Ltd., with its strength in motors for industrial equipment applications, we will work to expand sales in the machinery area. Going forward, we will strive to create synergies in development, manufacturing, and sales that will lead to overall growth in the life and industrial products business.

3) Global Risk Management via the Mabuchi Global Management System

Under the "global five-pole structure," which increases the autonomy and independence of overseas business locations to achieve local production for local consumption, we are pursuing the "Mabuchi global management system" with its strength of "diversity" that connects staff across business locations and makes use of diverse values. By straightening a human resource structure that serves as a platform for the promotion of human resource interaction between the head office and business locations, sharing various types of information, and holding meetings that include multiple locations, we are promoting mutual understanding and cooperation at the Group level and strengthening ties among Group locations. In addition, we are developing policies to strengthen vertical ties within each business location and implementing training and multilevel communication measures to instill a shared understanding of the Company's policies and values. By strengthening the development, manufacturing, and sales structures at each location, we will pursue risk management at the global level to be able to offer a stable supply of high-quality products at reasonable prices despite a drastically changing market environment.

4) Sustainability Initiatives

Mabuchi views the Sustainable Development Goals (SDGs) as targets that will place an emphasis on people while also facilitating economic growth. We set sustainability targets for 2030 and continue to work proactively to address the global environment and resolve social issues through our business activities, addressing the materiality (important issues) of "corporate activities that do not sacrifice the global environment," "manufacturing that achieves an affluent society and comfortable lives for people," "an environment in which all people can actively participate," and "the fulfillment of our social responsibility." We are working to address climate change by pursuing activities to achieve carbon neutrality by 2050 and are accelerating specific measures to achieve this goal, including the greater use of renewable energy and the creation of environmentally friendly products. We also aim to acquire Science Based Targets (SBT) certification as part of our efforts to reduce greenhouse gas emissions across the entire supply chain. In terms of social issues, we are increasing sales of products that contribute to the achievement of the SDGs, implementing CSR activities across entire supply chains including suppliers, addressing human rights, and working to deepen interest in science among children, who represent the world's next generation. By contributing to the resolution of issues facing global society through our business, we are mobilizing our comprehensive Group strength toward the achievement of the objective contained in our Management Principle of "Contributing to International Society and Continuously Increasing Our Contribution."

(4) Financial Highlights

(Millions of Yen)

	81st fiscal term (FY2021)	82nd fiscal term (FY2022)	83rd fiscal term (FY2023)	84th fiscal term (FY2024)
Net sales	134,595	156,706	178,663	196,212
Ordinary income	19,570	21,473	26,994	32,448
Profit attributable to owners of parent stock	14,251	14,295	19,416	12,831
Profit per share (Yen)	108.38	110.39	150.52	101.01
ROE (%)	5.7	5.3	6.6	4.1
Total assets	285,704	307,786	336,605	354,989
Net assets	259,909	280,175	305,030	319,622
Shareholders' equity ratio (%)	90.9	91.0	90.6	90.0
Net assets per share (Yen)	1,987.67	2,166.88	2,380.90	2,540.50
Cash dividends per share (Yen)	115	135	150	76
Dividend payout ratio (%)	53.1	61.1	49.8	75.2
Dividend on equity ratio (%)	3.0	3.2	3.3	3.1

(Notes)

1. Profit per share is calculated using the average number of outstanding shares during the period. Net assets per share are calculated based on the total number of shares outstanding at the end of the period. (Treasury stock is excluded from the number of outstanding shares.)
2. Amounts less than one million yen for net sales, ordinary income, profit attributable to owners of parent stock, total assets, and net assets are omitted. Amounts of profit per share and net assets per share are rounded to two decimal places.
3. Percentages for ROE, shareholders' equity ratio, dividend payout ratio and dividend on equity ratio are rounded to one decimal place.
4. Cash dividends per share, dividend payout ratio and dividend on equity ratio for the 84th fiscal term are projected figures calculated on the assumption that the resolution will be passed on the proposal for appropriation of retained earnings at the 84th Ordinary General Meeting of Shareholders.
5. As the Company's shares held by the Mabuchi Motor Employee Ownership Association Trust and the Executive Compensation BIP Trust are treated as treasury stock, the relevant number of shares is excluded from the average number of outstanding shares during the period in the calculation of profit per share and the dividend payout ratio. Moreover, the relevant number of shares is excluded from the total number of shares outstanding at the end of the period in the calculation of net assets per share and the dividend on equity ratio.
6. As the Company's shares held by the stock-based ESOP Trust are treated as treasury stock, the relevant number of shares is excluded from the average number of outstanding shares during the period in the calculation of profit per share and the dividend payout ratio for the 83rd and 84th fiscal terms. Moreover, the relevant number of shares is excluded from the total number of shares outstanding at the end of the period in the calculation of net assets per share and the dividend on equity ratio.
7. The Company implemented a two-for-one common stock split effective January 1, 2024. Therefore, profit per share and net assets per share were calculated assuming that the relevant stock split had been conducted at the beginning of the 81st fiscal term.

(5) Major Business Conducted by the Mabuchi Group (As of December 31, 2024)

The Mabuchi Group, consisting of the Company and its 25 subsidiaries (of which 24 are consolidated subsidiaries), engages in the manufacture and sales of small motors used for automotive products, life and industrial products, etc.

2. Matters Relating to Stocks (As of December 31, 2024)

- (1) Total Number of Shares Authorized: 400,000,000
 (Note) Total number of shares authorized has been changed from 200,000,000 to 400,000,000 due to changes in the Articles of Incorporation following the stock split (one share of common stock was divided into two shares) effective January 1, 2024.
- (2) Total Number of Shares Issued: 130,324,924
 (Including 3,759,378 shares of treasury stock)
- (3) Number of Shareholders: 34,670
 (Increased by 7,666 from the end of the previous term)
- (4) Major Shareholders (Top 10)

Shareholders	Number of shares held (shares)	Percentage of shares held (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	16,139,700	12.8
Custody Bank of Japan, Ltd. (Trust Account)	11,719,300	9.3
Takaichi Mabuchi	10,001,600	7.9
Mabuchi International Scholarship Foundation, Public Interest Incorporated Foundation	6,165,000	4.9
Premiere Corporation	4,137,200	3.3
Takashi Mabuchi	4,021,200	3.2
Tamotsu Mabuchi	4,000,828	3.2
Ray Corporation Co., Ltd.	3,492,000	2.8
MUFG Bank, Ltd.	2,021,780	1.6
STATE STREET BANK AND TRUST COMPANY 505001	1,912,634	1.5

(Notes)

- The number of shares of treasury stock (3,759,378 shares) is excluded from “Percentage of shares held.” The percentages are rounded to one decimal place.
 - 298,400 shares held by the Mabuchi Motor Employee Ownership Association Trust, 254,996 shares held by the Executive Compensation BIP Trust, and 226,104 shares held by the stock-based ESOP Trust are included in the calculation of “Percentage of shares held.”
- (5) Status of Shares Granted to Members of the Board of the Company as Consideration for the Execution of Duties during the Fiscal Year under Review

Stock compensation granted during the fiscal year under review is as follows:

Category	Stock compensation	Number of shares	Number of eligible persons
Members of the Board (excluding residents of foreign countries as well as Members of the Board who are audit and supervisory committee members and Outside Member of the Board)	Performance-based stock compensation	40,148	5
	Restricted stock compensation	13,840	4

(Note) Shares are not granted to residents of foreign countries as well as Members of the Board who are audit and supervisory committee members and Outside Member of the Board.

(6) Other Significant Matters Relating to Stocks

1) Introduction of the Performance-based Stock Compensation Plan

At the 75th Ordinary General Meeting of Shareholders held on March 30, 2016, the Company resolved the introduction of a compensation system for the Company’s Members of the Board and executive officers (excluding residents of foreign countries as well as Members of the Board who are audit and supervisory committee members and Outside Members of the Board), which is closely linked to medium-term business performance (performance-based stock compensation plan), with the purpose of enhancing the motivation of Members of the Board and executive officers to

contribute to improved business performance and increased corporate value over the medium term. Based on the resolution, the Company has adopted a trust called the Executive Compensation BIP (Board Incentive Plan) Trust.

The number of shares held in the trust account of the Executive Compensation BIP Trust as of the fiscal year-end was 254,996 shares.

2) Purchase of Treasury Stock

Treasury stock purchased in accordance with a resolution at a meeting of the Board of Directors held on February 14, 2024

- Class and total number of shares purchased: 1,135,600 shares of common stock of the Company
- Total amount of purchase cost: ¥2,999,909,500
- Purchase period: from February 16, 2024 to May 9, 2024

Treasury stock purchased in accordance with a resolution at a meeting of the Board of Directors held on August 14, 2024

- Class and total number of shares purchased: 1,360,000 shares of common stock of the Company
- Total amount of purchase cost: ¥2,999,890,100
- Purchase period: from August 16, 2024 to December 16, 2024

3) Cancellation of Treasury Stock

Treasury stock cancelled in accordance with a resolution at a meeting of the Board of Directors held on February 14, 2024

- Class and total number of shares cancelled: 1,135,600 shares of common stock of the Company
- Date of cancellation: June 28, 2024

Treasury stock cancelled in accordance with a resolution at a meeting of the Board of Directors held on August 14, 2024

- Class and total number of shares cancelled: 1,360,000 shares of common stock of the Company
- Date of cancellation: December 27, 2024

4) Trust-type Employee Stock Ownership Incentive Plan

The Company has introduced a trust-type employee stock ownership incentive plan to promote the constant development of the Company by providing incentives for employees in order to enhance the Company's corporate value over the medium to long term, further improving welfare programs and boosting employees' work awareness through capital participation as shareholders.

The number of shares held in the trust account as of the fiscal year-end was 298,400 shares.

5) Stock-based ESOP Trust

The Company has introduced an incentive plan for managers, who are in the position of driving business activities as leading members of the Company, with the aim of increasing corporate value on a medium- to long-term basis by maintaining awareness at a higher level toward the achievement of the Mid-term Management Plan and improvement of corporate value.

The number of shares held in the trust account as of the fiscal year-end was 226,104.

3. Matters Concerning the Subscription Rights to Shares

Subscription Rights to Shares Held by the Company's Members of the Board as of December 31, 2024.

Designation	Date of resolution for issuance	Number of subscription rights to shares	Number of persons granted subscription rights to shares	Type and number of shares underlying subscription rights to shares	Subscription amount required in exchange for subscription rights to shares	Value of property invested in exercising subscription rights to shares	Period for exercising subscription rights to shares
1st Subscription Rights to Shares	March 28, 2013	108 units	One (1) Member of the Board of the Company (excluding audit and supervisory committee members and Outside Members of the Board)	4,320 shares of the Company's common stock (40 shares per subscription right)	Not required	One (1) yen per share	From May 21, 2013 to May 20, 2033
2nd Subscription Rights to Shares	March 28, 2014	72 units	One (1) Member of the Board of the Company (excluding audit and supervisory committee members and Outside Members of the Board)	2,880 shares of the Company's common stock (40 shares per subscription right)	Not required	One (1) yen per share	From April 22, 2014 to April 21, 2034
3rd Subscription Rights to Shares	March 27, 2015	226 units	Three (3) Members of the Board of the Company (excluding audit and supervisory committee members and Outside Members of the Board)	4,520 shares of the Company's common stock (20 shares per subscription right)	Not required	One (1) yen per share	From April 21, 2015 to April 20, 2035
4th Subscription Rights to Shares	March 30, 2016	384 units	Three (3) Members of the Board of the Company (excluding audit and supervisory committee members and Outside Members of the Board)	7,680 shares of the Company's common stock (20 shares per subscription right)	Not required	One (1) yen per share	From April 21, 2016 to April 20, 2036

5th Subscription Rights to Shares	March 30, 2017	355 units	Three (3) Members of the Board of the Company (excluding audit and supervisory committee members and Outside Members of the Board)	7,100 shares of the Company's common stock (20 shares per subscription right)	Not required	One (1) yen per share	From April 21, 2017 to April 20, 2037
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(Notes)

1. Conditions for the exercise of the subscription rights to shares are as follows:
 - 1) A person who is allotted the subscription rights to shares (hereafter "Subscription Right Holder") shall be allowed to exercise the subscription rights to shares, solely in a lump sum, only within a period of not later than ten (10) days following the next day after the date when he or she forfeits the Member of the Board's position of the Company.
 - 2) In the event a Subscription Right Holder passes away, his or her heir may exercise the subscription rights to shares, provided, however, that any person who has inherited the subscription rights to shares from the heir of an allotted person is not allowed to exercise the subscription rights to shares.
2. In keeping with the stock split that the Company conducted on January 1, 2015, in which each share of the Company's common stock was split into two shares, the "type and number of shares underlying subscription rights to shares" for the 1st and 2nd Subscription Rights to Shares have been adjusted.
3. In keeping with the stock split that the Company conducted on January 1, 2024, in which each share of the Company's common stock was split into two shares, the "type and number of shares underlying subscription rights to shares" for the 1st, 2nd, 3rd, 4th and 5th Subscription Rights to Shares have been adjusted.

4. Members of the Board of the Company

(1) Members of the Board

(As of December 31, 2024)

Position	Name	Duty and Significant Positions Concurrently Held
Representative Director and Chairman	Hiroo OKOSHI	
Representative Director and President	Tohru TAKAHASHI	President and Executive Officer
Representative Director and Executive Vice President	Hirotao KATAYAMA	Executive Vice President and Executive Officer, Chief Officer of Mabuchi Group Subsidiaries
Member of the Board	Tadahito IYODA	Senior Managing Executive Officer, Responsible for Internal Controls and Business Development, Head of Corporate Planning Headquarters and Smart Transformation Headquarters
Outside Member of the Board	Naoki MITARAI	
Outside Member of the Board	Akira OKADA	
Outside Member of the Board	Seiji SAKATA	Outside Director, Hirose Electric Co., Ltd. Independent Director, Audit and Supervisory Committee Member, Satori Electric Co., Ltd.
Member of the Board (Full-time Audit and Supervisory Committee Member)	Katsumi KOBAYASHI	
Outside Member of the Board (Audit and Supervisory Committee Member)	Takashi ASAI	Attorney, Partner of DAI-ICHI FUYO LAW OFFICE
Outside Member of the Board (Audit and Supervisory Committee Member)	Yoko TOYOSHI	Outside Board Member (Audit and Supervisory Committee Member), ALPS ALPINE CO., LTD. Independent Outside Director, KOKUYO Co., Ltd. Representative, Certified Public Accountant Yoko Toyoshi Office
Outside Member of the Board (Audit and Supervisory Committee Member)	Yasuko FUKUYAMA	Attorney, Partner of Spring Partners Outside Board Member (Audit and Supervisory Committee Member), EARLY-AGE CO., LTD. External Director (Audit & Supervisory Committee Member), BP Castrol K.K.

(Notes)

- Members of the Board Naoki MITARAI, Akira OKADA and Seiji SAKATA and Members of the Board (who are Audit and Supervisory Committee Members) Takashi ASAI, Yoko TOYOSHI and Yasuko FUKUYAMA are Outside Members of the Board. The Company has designated them as “independent officers” as stipulated by the Tokyo Stock Exchange and registered them there.
- The Company has elected Katsumi KOBAYASHI as a Full-time Audit and Supervisory Committee Member to enhance the audit and supervisory functions as well as information gathering of the Audit and Supervisory Committee and to seek cooperation with internal audit

departments.

3. Member of the Board (Full-time Audit and Supervisory Committee Member) Katsumi KOBAYASHI engaged in the management of overseas subsidiaries, before supervising the duties of administration divisions and accounting and finance divisions of the Company. He has significant knowledge of finance and accounting.
4. Member of the Board (Audit and Supervisory Committee Member) Yoko TOYOSHI is a certified public accountant and has professional knowledge of finance and accounting.
5. Members of the Board (Audit and Supervisory Committee Members) Takashi ASAI and Yasuko FUKUYAMA are attorneys. They are familiar with corporate legal affairs and have significant knowledge of finance and accounting.
6. Changes of Members of the Board during the Fiscal Year under Review
 - 1) At the 83rd Ordinary General Meeting of Shareholders held on March 28, 2024, Seiji SAKATA was elected as Member of the Board for the first time and assumed the position of Member of the Board.
 - 2) Members of the Board Shinichi TANIGUCHI, Kazuaki MIYAJIMA and Kazuhiko TSUTSUMI retired as Members of the Board due to the expiration of their terms of office at the conclusion of the 83rd Ordinary General Meeting of Shareholders held on March 28, 2024.
7. The Company reinforces business execution and supervision functions by entrusting Members of the Board with strategic decision making and supervision and giving executive officers the authority of and responsibility for ordinary business execution. The Company also adopts the executive officer system to reinforce corporate governance.

Executive officers who are not concurrently Members of the Board are as follows:

Name	Areas of responsibility
Tsuyoshi NAKAMURA	Managing Executive Officer, Responsible for Global Sales
Kazuaki MIYAJIMA	Managing Executive Officer, Chief Technology Officer, Head of Manufacturing Headquarters
Tomofumi IMAMURA	Executive Officer, Head of IT Headquarters
Hiroaki WATANABE	Executive Officer, Head of Purchasing and Operations Control Headquarters
Keiichi HAGITA	Executive Officer, Responsible for Finance and Accounting
Toshihiro KOMIZO	Executive Officer, Head of Human Resources and General Affairs Headquarters
QUAN Da Yong	Group Managing Executive Officer, Chief Regional Officer in China
Toru SHIBASAKI	Group Executive Officer, President - MABUCHI MOTOR POLAND sp. z o.o.
SHU Zheng	Group Executive Officer, Deputy Chief Regional Officer in China
HOANG Son	Group Executive Officer, Chairman & President - MABUCHI MOTOR VIETNAM LTD., Chairman - MABUCHI MOTOR DANANG LTD.
Makoto KIMURA	Group Executive Officer, President - MABUCHI MOTOR MEXICO S.A. DE C.V.
Kazuhiro ABE	Group Executive Officer, Chief Regional Officer in Europe

(2) Overview, etc., of Details of Members of the Board and Officers Liability Insurance

The Company has entered into a Members of the Board and officers liability insurance policy as prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insured of the insurance policy are Members of the Board of the Company and its subsidiaries, and the insurance premiums are fully borne by the Company. The insurance policy covers damages that may be incurred by the insured due to claims for damages relating to their responsibility for the

execution of their duties or being inquired into said responsibility.

(3) Remuneration Paid to Members of the Board

1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc.

At a meeting of its Board of Directors held on March 23, 2021, the Company passed a resolution on the policy for decision-making on the breakdown of the individual remuneration, etc. for Members of the Board. The policy had been reported to the Board of Directors following comprehensive discussions by the Remuneration Committee.

The Board of Directors deems that Members of the Boards' individual remuneration, etc. for the fiscal year under review is in line with the policy, having confirmed that the method of determining the breakdown of the remuneration, etc. and the breakdown of the remuneration, etc. that was determined are in conformity with the policy and that the report from the Remuneration Committee has been respected.

[Policy for Decision-Making on Executive Remuneration]

The Company positions executive remuneration as an incentive that makes possible the securing of highly capable management personnel who can contribute to the achievement of the Company's Management Principle and enhances the motivation of officers to contribute to the continuous growth of the Company and medium- to long-term improvement of corporate value. Remuneration is determined based on the following policies:

1. Remuneration Level

- The remuneration level is determined so as to secure a diverse range of personnel who possess the necessary experience and skills to achieve business growth on a global scale.
- To ensure the appropriateness of the remuneration level, the Company determines an appropriate level with taking account into the Company's business performance, the economic environment and industry trends, as well as by using remuneration survey data by an external survey organization as reference.

2. Remuneration Structure

- Executive remuneration consists of a fixed, basic remuneration and a performance-based remuneration, which reflects the Company's performance and the assessment of the individual.
- Performance-based remuneration takes into account the reflection of the individual's contribution to the Company's short-term business performance and medium- to long-term increase in corporate value.
- A portion of the remuneration will be stock compensation so as to further share value with shareholders and to enhance the incentive to increase corporate value from a medium- to long-term perspective.
- Remuneration for Outside Member of the Board and Members of the Board who are audit and supervisory committee members consists of a basic remuneration only from the perspective of their roles and independence.

3. Remuneration Governance

- The policy for decision-making on executive remuneration and the amount of remuneration are determined at a meeting of the Board of Directors following a report from the annual meeting of the Remuneration Committee, of which the majority of members are Outside Members of the Board, so as to ensure fairness and transparency.
- The remuneration amount for each Member of the Board is determined by the Remuneration Committee, as delegated by the Board of Directors, so as to ensure objectiveness and transparency.
- The assessment of individuals reflected in performance-based remuneration is determined by the Nominating Committee, of which the majority of members are Outside Members of the Board Members.
- Both the Remuneration Committee and the Nominating Committee consist of the following five members: Outside Member of the Board Naoki MITARAI, as the chairperson; Representative Director and Chairman Hiroo OKOSHI; Representative Director and President Tohru

TAKAHASHI; Outside Member of the Board Akira OKADA; and Outside Member of the Board Seiji SAKATA.

- Both the Remuneration Committee and the Nominating Committee seek to improve transparency by reporting the content and processes of deliberation to the Audit and Supervisory Committee from the respective chairperson.

[Overview of the Remuneration System]

Policy and overview of the remuneration system for Members of the Board (excluding Outside Member of the Board and Members of the Board who are audit and supervisory committee members) are as follows:

1. Breakdown of Remuneration

Name of remuneration	Monthly remuneration	Bonus	Trust-type stock compensation	Restricted stock compensation
Characteristics of remuneration	Basic remuneration	Short-term incentive	Medium-term incentive	Long-term incentive
Cash/stock	Monetary compensation		Stock compensation	
Link to performance	Not linked	Linked	Linked	Not linked
Timing of provision	Monthly	Annually, in March	Once every three years in principle, in the year following the final year of the medium-term plan	Annually; restrictions lifted upon retirement
Basic percentage mix	50%	30%	20%	
Maximum amount of total remuneration	550 million yen per year		600 million yen per three fiscal years (no more than 150,000 shares)	60 million yen per year (no more than 50,000 shares)

(Notes)

1. The basic percentage mix of remuneration represents the basic ratio of the design of the system and fluctuates depending on the performance of the Company or for other reasons.
2. The maximum amount of total monetary remuneration includes the basic remuneration of Outside Member of the Board (excluding Members of the Board who are audit and supervisory committee members).

2. Performance-Based Remuneration

1) Bonus

-As a short-term incentive remuneration, bonuses use consolidated profit attributable to owners of parent stock as the assessment indicator for the purpose of enhancing Members of the Boards' motivation to contribute to improved business performance each fiscal year. The remuneration amount is calculated within a range of 0 to 160% depending on the result of the assessment indicators, and is determined by reflecting the assessment of the individual.

2) Trust-Type Stock Compensation

-As a medium-term incentive remuneration, this compensation has been introduced with the aim of enhancing awareness of improved corporate value by achieving the goals of the management plan, which is linked to the attainment of indicators set out in every three-year management plan. This stock compensation consists of position points, which are granted according to the Member of the Board's position, and performance-based points, which are granted according to the attainment of performance indicators. Performance-based points are calculated within a range of 0 to 180% and determined by reflecting the assessment of the individual. The weight of each management plan indicator is the same (25%).

$$\text{Management plan indicators} = \text{Net sales} + \text{Operating income ratio} + \text{ROIC} + \text{Sustainability indicators}$$

3. Non-Monetary Remuneration, etc.

-With regard to stock compensation, restricted stock compensation has been introduced in addition to the trust-type stock compensation mentioned above for the purpose of enhancing incentives toward improving corporate value from a long-term perspective. Under this compensation system, restricted stock, calculated on the basis of the share price on a designated date according to the amount of restricted stock compensation set forth for each executive position, is allocated to Members of the Board. The restrictions will be lifted upon the Member of the Board's retirement.

4. Payment Restrictions of Stock Compensation

-Payment of stock compensation will be restricted by resolution of the Board of Directors if the recipient has been removed from the post of Member of the Board or resigned during their term of office (excluding cases where the Board of Directors has deemed to be due course), based on the deliberation and report of the Remuneration Committee. In some stock compensation cases, the Company may request that a recipient return the shares granted in the past if the case falls under the prescribed requirements.

5. Approach to Ownership of Company Shares

-Company shares granted through stock compensation are to be held throughout the recipients' term of office in principle. The Company seeks to share value with shareholders and enhance Members of the Boards' motivation to increase medium- to long-term corporate value by encouraging ownership of Company shares of more than a certain amount, based on the Guidelines to Ownership of Company Shares, set forth separately.

2) Remuneration Paid

Category	Number of persons remunerated	Total amount of remuneration paid (Millions of yen)	Total amount of remuneration paid by type (Millions of yen)			
			Basic remuneration	Performance-based		Non-performance-based
				Bonus	Trust-type stock compensation	Restricted stock compensation
Members of the Board (excluding audit and supervisory committee members) [of whom, Outside Members of the Board]	10 [4]	396 [33]	226 [33]	97 [—]	34 [—]	36 [—]
Members of the Board (audit and supervisory committee members) [of whom, Outside Member of the Board]	4 [3]	56 [33]	56 [33]	— [—]	— [—]	— [—]
Total [of whom, Outside Members of the Board]	14 [7]	452 [66]	282 [66]	97 [—]	34 [—]	36 [—]

(Notes)

1. The policy for decision making on the breakdown of the individual remuneration, etc. for Members of the Board is as described in item 1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc.

2. The amount of remuneration, etc. (basic remuneration and bonus) for Members of the Board (excluding Members of the Board who are audit and supervisory committee members) was resolved to be no more than 550 million yen per year (of which the amount of remuneration, etc. for Outside Members of the Board is no more than 50 million yen) at the 78th Ordinary General Meeting of Shareholders held on March 28, 2019. The number of Members of the Board (excluding Members of the Board who are audit and supervisory committee members) at the conclusion of said general meeting of shareholders was seven (three of whom are Outside Members of the Board).
3. With regard to performance-based remuneration, bonus and trust-type stock compensation have been established for Members of the Board excluding Outside Members of the Board and audit and supervisory committee members. The assessment indicator that serves as the calculation basis for the bonus is profit attributable to owners of parent stock. The reason for its selection and the calculation method are as described in item 1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc. The actual result of the assessment indicator was 12.8 billion yen. The trust-type stock compensation was resolved to be no more than 600 million yen per three fiscal years at the 78th Ordinary General Meeting of Shareholders held on March 28, 2019. The number of Members of the Board (excluding Outside Members of the Board and audit and supervisory committee members) at the conclusion of said general meeting of shareholders was four. The assessment indicator that serves as the calculation basis, the reason for its selection and the calculation method are as described in item 1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc. The assessment indicator is linked to the plan for the period starting from the fiscal year ended December 31, 2024, to the fiscal year ending December 31, 2026. The actual results will be finalized after the end of the final fiscal year (FY2026). The trust-type stock compensation in the table above indicates the expected amount of the Company's shares, etc. to be granted, which is 34 million yen, based on the number of points that are expected to be granted to the Members of the Board (four Members of the Board, excluding Outside Members of the Board and audit and supervisory committee members) during the fiscal year under review.
4. With regard to non-monetary remuneration, etc., restricted stock compensation has been established in addition to the trust-type stock compensation described in Note 3 above. The restricted stock compensation was resolved to be no more than 60 million yen per year at the 78th Ordinary General Meeting of Shareholders held on March 28, 2019. The number of Members of the Board (excluding Outside Members of the Board and audit and supervisory committee members) at the conclusion of said general meeting of shareholders was four. The details are as described in item 1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc.
5. The remuneration, etc. for Members of the Board who are audit and supervisory committee members was resolved to be no more than 108 million yen per year at the 78th Ordinary General Meeting of Shareholders held on March 28, 2019. The number of Members of the Board who are audit and supervisory committee members at the conclusion of said general meeting of shareholders was four.
6. In accordance with item 1) Policy for Decision-Making on Breakdown of Executive Remuneration, etc., the Board of Directors delegates to the Remuneration Committee the task of determining the amount of basic remuneration for each Member of the Board and the assessment allocation of bonuses in view of the performance of the division under the responsibility of each Member of the Board, excluding Outside Members of the Board.

(4) Matters Concerning Outside Officers

- 1) Representative Positions at Different Companies Concurrently Assumed by the Company's Officers and the Relation between those Companies and MABUCHI MOTOR CO., LTD.
 - i) Member of the Board Seiji SAKATA also serves as Outside Director of Hirose Electric Co., Ltd. and Independent Director, Audit and Supervisory Committee Member of Satori Electric Co., Ltd. There has been no trading or other special relationship between Hirose Electric Co., Ltd. or Satori Electric Co., Ltd. and the Company.
 - ii) Member of the Board (Audit and Supervisory Committee Member) Takashi ASAI also serves as Attorney, Partner of DAI-ICHI FUYO LAW OFFICE. There has been no trading or other special relationship between DAI-ICHI FUYO LAW OFFICE and the Company.

- iii) Member of the Board (Audit and Supervisory Committee Member) Yoko TOYOSHI also serves as Outside Member of the Board (Audit and Supervisory Committee Member) of ALPS ALPINE CO., LTD. There is a trading relationship between ALPS ALPINE CO., LTD. and the Company, including the sale of products. However, the transaction amount in the most recent consolidated fiscal year was insignificant, accounting for less than 1% of consolidated net sales of either company. She also serves as Representative of Certified Public Accountant Yoko Toyoshi Office and Independent Outside Director of KOKUYO Co., Ltd. There has been no trading or other special relationship between Certified Public Accountant Yoko Toyoshi Office or KOKUYO Co., Ltd. and the Company.
- iv) Member of the Board (Audit and Supervisory Committee Member) Yasuko FUKUYAMA also serves as Attorney, Partner of Spring Partners, Outside Member of the Board (Audit and Supervisory Committee Member) of EARLY-AGE CO. LTD and External Director (Audit & Supervisory Committee Member) of BP Castrol K.K. There has been no trading or other special relationship between Spring Partners, EARLY-AGE CO. LTD. or BP Castrol K.K. and the Company.

2) Major Activities during the Fiscal Year under Review

	Activities
Member of the Board Naoki MITARAI	Attended 24 of the 25 meetings of the Board of Directors held during the fiscal year under review. Based on his ample experience and deep insight as a company executive over the years and from a position independent of the Company's management, he provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution.
Member of the Board Akira OKADA	Attended all 25 meetings of the Board of Directors held during the fiscal year under review. Based on his ample experience and deep insight on corporate governance and from a position independent of the Company's management, he provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution.
Member of the Board Seiji SAKATA	Since his appointment in March 2024, attended all 19 meetings of the Board of Directors held during the fiscal year under review. Based on his ample experience as a company executive and from a position independent of the Company's management, he provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution.
Member of the Board (Audit and Supervisory Committee Member) Takashi ASAI	Attended all 25 meetings of the Board of Directors held during the fiscal year under review. Based on his ample experience and professional viewpoints on corporate legal affairs as an attorney and from a position independent of the Company's management, he provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution. He also attended all 16 meetings of the Audit and Supervisory Committee held during the fiscal year under review. Based on his professional viewpoint, he provided insightful comments such as when offering opinions on the audit results.
Member of the Board (Audit and Supervisory Committee Member) Yoko TOYOSHI	Attended 24 of the 25 meetings of the Board of Directors held during the fiscal year under review. Based on her ample experience and professional viewpoints as a certified public accountant and from a position independent of the Company's management, she provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution. She also attended all 16 meetings of the Audit and Supervisory Committee held during the fiscal year under review. Based on her professional viewpoint, she provided insightful comments such as when offering opinions on the audit results.

Member of the Board (Audit and Supervisory Committee Member) Yasuko FUKUYAMA	Attended all 25 meetings of the Board of Directors held during the fiscal year under review. Based on her ample experience as an attorney in Japan and abroad, and from the perspective as an outside director and audit and supervisory committee member at another company, and also from a position independent of the Company’s management, she provided advice and made propositions to ensure the legality, adequacy and fairness of decision making and business execution. She also attended all 16 meetings of the Audit and Supervisory Committee held during the fiscal year under review. Based on her professional viewpoint, she provided insightful comments such as when offering opinions on the audit results.
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(Note) In addition to the number of meetings of the Board of Directors stated above, there were six resolutions in writing that are considered as resolutions of the Board of Directors, pursuant to Article 370 of the Companies Act and Article 25 of the Company’s Articles of Incorporation.

3) Outline of Limited Liability Agreements

As per Article 427, Paragraph 1, of the Companies Act and the Company’s Articles of Incorporation, the Company entered into an agreement with Outside Members of the Board to limit their liabilities for damages as provided in Article 423, Paragraph 1, of the Companies Act. The limit of liabilities under the agreement shall be the amount set forth in the relevant laws and regulations.

Consolidated Balance Sheet

(As of December 31, 2024)

(Millions of yen)

Item	Amount	Item	Amount
(Assets)	354,989	(Liabilities)	35,366
Current assets	238,478	Current liabilities	28,823
Cash and bank deposits	134,944	Trade notes and accounts payable	7,692
Trade notes and accounts receivable	37,335	Accrued income taxes	6,498
Merchandises and finished goods	37,503	Accrued bonuses due to employees	227
Work in process	1,539	Accrued bonuses due to directors	177
Raw materials and supplies	20,763	Other current liabilities	14,228
Other current assets	6,471	Long-term liabilities	6,543
Allowance for doubtful accounts	(79)	Long-term loans payable	517
Fixed assets	116,511	Accrued benefits for stock payment	240
Property, plant and equipment	95,515	Liability for retirement benefits	935
Buildings and structures	26,055	Asset retirement obligations	21
Machinery, equipment and vehicles	43,435	Deferred tax liabilities-non-current	4,446
Tools, furniture and fixture	4,404	Other long-term liabilities-non-current	381
Land	7,107	(Net assets)	319,622
Construction in progress	14,513	Shareholders' equity	258,327
Intangible assets	5,892	Common stock	20,704
Goodwill	3,808	Additional paid-in capital	20,419
Other intangible assets	2,084	Retained earnings	227,314
Investments and other assets	15,103	Treasury stock	(10,111)
Investment securities	12,415	Accumulated other comprehensive income	61,232
Deferred tax assets-non-current	642	Net unrealized holding gains on securities	4,241
Retirement benefit asset	78	Foreign currency translation adjustments	56,224
Other investments and other assets	1,998	Retirement benefits liability adjustments	765
Allowance for doubtful accounts	(31)	Subscription rights to shares	62
Total assets	354,989	Total liabilities and net assets	354,989

(Note) Amounts less than one million yen have been omitted.

Consolidated Statement of Income
(For the year ended December 31, 2024)

(Millions of yen)

Item	Amount	
Net sales		196,212
Cost of sales		143,336
Gross profit		52,875
Selling, general and administrative expenses		31,230
Operating income		21,644
Non-operating income		
Interest income	2,664	
Dividend income	327	
Foreign exchange gains	5,755	
Gain on sales of raw material scrap	2,316	
Other	771	11,835
Non-operating expenses		
Stock-related expenses	192	
Depreciation	251	
Other	588	1,032
Ordinary income		32,448
Extraordinary income		
Gain on disposal of fixed assets	5	5
Extraordinary loss		
Loss on disposal of fixed assets	510	
Impairment losses	7,493	
Extraordinary retirement expenses	732	8,735
Profit before income taxes		23,718
Income taxes		
Current	10,668	
Deferred	218	10,887
Profit		12,831
Profit attributable to owners of parent stock		12,831

(Note) Amounts less than one million yen have been omitted.

Consolidated Statement of Changes in Net Assets

(For the year ended December 31, 2024)

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Beginning balance	20,704	20,419	230,335	(10,165)	261,294
Changes of items during the period					
Cash dividend (Note: 1)	—	—	(5,355)	—	(5,355)
Cash dividend (Interim dividends)	—	—	(4,861)	—	(4,861)
Profit attributable to owners of parent stock	—	—	12,831	—	12,831
Purchase of treasury stock	—	—	—	(6,001)	(6,001)
Disposal of treasury stock	—	8	—	410	418
Cancellation of treasury stock	—	(8)	(5,636)	5,645	—
Net changes of items other than shareholders' equity	—	—	—	—	—
Total changes of items during the period	—	—	(3,021)	53	(2,967)
Ending balance	20,704	20,419	227,314	(10,111)	258,327

(Millions of yen)

	Accumulated other comprehensive income				Subscription rights to shares	Total net assets
	Net unrealized holding gains or losses on securities	Foreign currency translation adjustments	Retirement benefits liability adjustments	Total accumulated other comprehensive income		
Beginning balance	3,313	40,037	321	43,672	62	305,030
Changes of items during the period						
Cash dividend (Note: 1)	—	—	—	—	—	(5,355)
Cash dividend (Interim dividends)	—	—	—	—	—	(4,861)
Profit attributable to owners of parent stock	—	—	—	—	—	12,831
Purchase of treasury stock	—	—	—	—	—	(6,001)
Disposal of treasury stock	—	—	—	—	—	418
Cancellation of treasury stock	—	—	—	—	—	—
Net changes of items other than shareholders' equity	928	16,187	444	17,560	—	17,560
Total changes of items during the period	928	16,187	444	17,560	—	14,592
Ending balance	4,241	56,224	765	61,232	62	319,622

(Notes)

1. The dividends were paid as appropriations of retained earnings based on a resolution at the 83rd ordinary general meeting of shareholders held on March 28, 2024.
2. Amounts less than one million yen have been omitted.

<Reference>

Consolidated Statement of Comprehensive Income

(For the year ended December 31, 2024)

(Millions of yen)

Item	Amount
Profit	12,831
Other comprehensive income	
Net unrealized holding gains or losses on securities	928
Foreign currency translation adjustments	16,187
Retirement benefits liability adjustments	444
Total other comprehensive income	17,560
Comprehensive income	30,391
Comprehensive income attributable to	
Comprehensive income attributable to owners of parent	30,391
Comprehensive income attributable to non-controlling interests	—

(Note) Amounts less than one million yen have been omitted.

<Reference>

Consolidated Statement of Cash Flows

(For the year ended December 31, 2024)

(Millions of yen)

Item	Amount
Cash flows from operating activities	
Profit before income taxes	23,718
Depreciation and amortization	14,208
Impairment losses	7,493
Increase (Decrease) in liability for retirement benefits	129
Interest and dividends income	(2,992)
Foreign exchange losses (gains)	(3,960)
Loss (Gain) on disposal of fixed assets	504
Extraordinary retirement expenses	732
Decrease (Increase) in trade notes and accounts receivable	(962)
Decrease (Increase) in inventories	4,351
Increase (Decrease) in trade notes and accounts payable	(1,219)
Other, net	2,282
Sub total	44,286
Interest and dividends received	3,003
Interest paid	(30)
Income taxes paid	(7,125)
Net cash provided by operating activities	40,133
Cash flows from investing activities	
Increase of time deposits	(2,625)
Proceeds from withdrawal of time deposits	2,897
Purchase of fixed assets	(14,067)
Proceeds from sales of fixed assets	42
Purchase of investment securities	(477)
Payment of conditional acquisition consideration for shares of subsidiary	(1,253)
Other, net	(267)
Net cash used in investing activities	(15,750)
Cash flows from financing activities	
Repayment of long-term loans payable	(313)
Cash dividends paid	(10,214)
Purchase of treasury stock	(6,001)
Proceeds from sales of treasury stock	345
Net cash used in financing activities	(16,183)
Effect of exchange rate changes on cash and cash equivalents	10,066
Net increase (decrease) in cash and cash equivalents	18,265
Cash and cash equivalents at beginning of period	112,301
Cash and cash equivalents at end of period	130,567

(Note) Amounts less than one million yen have been omitted.

Non-Consolidated Balance Sheet

(As of December 31, 2024)

(Millions of yen)

Item	Amount	Item	Amount
(Assets)	189,546	(Liabilities)	16,809
Current assets	80,315	Current liabilities	14,389
Cash and bank deposits	27,694	Accounts payable	7,431
Trade notes receivable	316	Accounts payable-other	1,842
Accounts receivable	40,091	Accrued expenses	681
Merchandises and finished goods	3,119	Accrued income taxes	3,612
Work in process	45	Accrued bonuses due to employees	221
Raw materials and supplies	1,045	Accrued bonuses due to directors	135
Other current assets	8,002	Other current liabilities	463
Fixed assets	109,231	Long-term liabilities	2,419
Property, plant and equipment	14,822	Long-term loans payable	517
Buildings	6,689	Accrued benefits for stock payment	240
Structures	317	Allowance for retirement benefits for employees	865
Machinery and equipment	889	Asset retirement obligations	21
Vehicles	12	Deferred tax liabilities-non-current	686
Tools, furniture and fixture	536	Other long-term liabilities-non-current	89
Land	5,990		
Construction in progress	387	(Net assets)	172,737
Intangible assets	319	Shareholders' equity	168,432
Software	304	Common stock	20,704
Software in progress	11	Additional paid-in capital	20,419
Other intangible assets	3	Legal capital surplus	20,419
Investments and other assets	94,089	Retained earnings	137,419
Investment securities	11,895	Legal retained earnings	3,819
Stocks of subsidiaries and affiliates	26,021	Other legal retained earnings	133,600
Investments in capital of subsidiaries and affiliates	46,400	Reserve for the reduction of fixed assets	73
Long-term loans receivable from subsidiaries and affiliates	9,562	General reserve	170,119
Other investments and other assets	241	Retained earnings carried forward	(36,593)
Allowance for doubtful accounts	(31)	Treasury stock	(10,111)
		Revaluation/translation adjustments	4,241
		Net unrealized holding gains on securities	4,241
		Subscription rights to shares	62
Total assets	189,546	Total liabilities and net assets	189,546

(Note) Amounts less than one million yen have been omitted.

Non-Consolidated Statement of Income

(For the year ended December 31, 2024)

(Millions of yen)

Item	Amount	
Net sales		118,339
Cost of sales		89,571
Gross profit		28,768
Selling, general and administrative expenses		19,331
Operating income		9,437
Non-operating income		
Interest income	884	
Dividend income	17,340	
Foreign exchange gains	6,483	
Other	290	24,998
Non-operating expenses		
Stock-related expenses	192	
Other	186	378
Ordinary income		34,057
Extraordinary loss		
Loss on disposal of fixed assets	50	
Impairment losses	152	
Loss on valuation of investments in capital of subsidiaries and associates	17,738	17,941
Profit before income taxes		16,115
Income taxes		
Current	4,765	
Deferred	(186)	4,578
Profit		11,537

(Note) Amounts less than one million yen have been omitted.

Non-Consolidated Statement of Changes in Net Assets

(For the year ended December 31, 2024)

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital			Retained earnings
		Legal capital surplus	Other capital surplus	Total additional paid-in capital	Legal retained earnings
Beginning balance	20,704	20,419	—	20,419	3,819
Changes of items during the period					
Cash dividend (Note: 1)	—	—	—	—	—
Cash dividend (Interim dividends)	—	—	—	—	—
Profit	—	—	—	—	—
Purchase of treasury stock	—	—	—	—	—
Disposal of treasury stock	—	—	8	8	—
Cancellation of treasury stock	—	—	(8)	(8)	—
Reversal of reserve for the reduction of fixed assets	—	—	—	—	—
Net changes of items other than shareholders' equity	—	—	—	—	—
Total changes of items during the period	—	—	—	—	—
Ending balance	20,704	20,419	—	20,419	3,819

(Millions of yen)

	Shareholders' equity			
	Retained earnings			
	Other legal retained earnings			Total retained earnings
	Reserve for the reduction of fixed assets	General reserve	Retained earnings carried forward	
Beginning balance	77	170,119	(32,280)	141,735
Changes of items during the period				
Cash dividend (Note: 1)	—	—	(5,355)	(5,355)
Cash dividend (Interim dividends)	—	—	(4,861)	(4,861)
Profit	—	—	11,537	11,537
Purchase of treasury stock	—	—	—	—
Disposal of treasury stock	—	—	—	—
Cancellation of treasury stock	—	—	(5,636)	(5,636)
Reversal of reserve for the reduction of fixed assets	(3)	—	3	—
Net changes of items other than shareholders' equity	—	—	—	—
Total changes of items during the period	(3)	—	(4,312)	(4,315)
Ending balance	73	170,119	(36,593)	137,419

(Millions of yen)

	Shareholders' equity		Revaluation/translation adjustments		Subscription rights to shares	Total net assets
	Treasury stock	Total shareholders' equity	Net unrealized holding gains or losses on securities	Total revaluation/translation adjustments		
Beginning balance	(10,165)	172,694	3,313	3,313	62	176,070
Changes of items during the period						
Cash dividend (Note: 1)	—	(5,355)	—	—	—	(5,355)
Cash dividend (Interim dividends)	—	(4,861)	—	—	—	(4,861)
Profit	—	11,537	—	—	—	11,537
Purchase of treasury stock	(6,001)	(6,001)	—	—	—	(6,001)
Disposal of treasury stock	410	418	—	—	—	418
Cancellation of treasury stock	5,645	—	—	—	—	—
Reversal of reserve for the reduction of fixed assets	—	—	—	—	—	—
Net changes of items other than shareholders' equity	—	—	928	928	—	928
Total changes of items during the period	53	(4,261)	928	928	—	(3,333)
Ending balance	(10,111)	168,432	4,241	4,241	62	172,737

(Notes)

1. The dividends were paid as appropriations of retained earnings based on a resolution at the 83rd ordinary general meeting of shareholders held on March 28, 2024.
2. Amounts less than one million yen have been omitted.