

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 7299)

June 4, 2025

(Date of commencement of electronic provision measures: May 28, 2025)

To Shareholders with Voting Rights:

Satoshi Tsujimoto
President, Executive Officer
FUJI OOZX Inc.
1500-60 Misawa, Kikugawa-shi, Shizuoka,
Japan

**NOTICE OF CONVOCAION OF
THE 97th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 97th Annual General Meeting of Shareholders of FUJI OOZX Inc. (the “Company”) to be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to electronically provide information on the following website as “Notice of Convocation of the 97th Annual General Meeting of Shareholders.”

The Company website: <https://www.oozx.co.jp/ir/meeting/> (in Japanese only)

The same is also posted on the following website.

The Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter and search for the Company name (FUJI OOZX Inc.) or our securities code (7299) and select “Basic information” and “Documents for public inspection/PR information” for relevant information.

Shareholders unable to attend the meeting may exercise their voting rights by either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders provided under electronic provision measures and exercise your voting rights by the end of business hours (5:00 p.m.) on Wednesday, June 18, 2025, Japan time.

[Exercise of voting rights by mail] Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to us so that it arrives by the above-mentioned deadline.

[Exercise of voting rights via the Internet, etc.] Please review the undermentioned “Instruction Concerning the Exercise of Voting Rights via the Internet, etc.” on page 5 of the Japanese version of this document and exercise your voting rights no later than the deadline above.

1. **Date and Time:** Thursday, June 19, 2025 at 10:00 a.m., Japan time
2. **Place:** Shangri-La Suite, third floor of the Kakegawa Grand Hotel
1-3-1 Kamenoko, Kakegawa-shi, Shizuoka, Japan
(Please see the map to the venue on the Japanese version of this document.)
3. **Meeting Agenda:**
Matters to be reported: (1) The Business Report, Consolidated Financial Statements for the Company’s 97th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by

the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
(2) Non-consolidated Financial Statements for the Company's 97th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors who are not Audit and Supervisory Committee Members
Proposal 3: Election of One (1) Director who is an Audit and Supervisory Committee Member
Proposal 4: Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

*There will be a shareholder gathering at the same venue after the close of the Annual General Meeting of Shareholders.
We will be serving snacks, and hope to use this chance to get valuable opinions from shareholders who we have few opportunities to talk to.

4. Other Matters for the Convocation of General Meeting of Shareholders

- (1) If a shareholder submits the Voting Rights Exercise Form without indicating approval or disapproval of the proposals, it shall be treated as the intent of approval.
- (2) If a shareholder votes in duplicate both by mailing the Voting Rights Exercise Form and via the Internet, etc., only the vote placed via the Internet, etc. will be valid.
- (3) A shareholder may exercise his or her voting rights by proxy only in the case where the proxy is another shareholder with voting rights. In such case, please submit to the reception the Voting Rights Exercise Form of the shareholder he or she represents together with a document to prove the right of proxy (a power of attorney and the Voting Rights Exercise Form of the principal who will exercise the voting rights).

-
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - We will send documents that contain matters subject to the electronic provision measures to shareholders who requested the delivery of paper-based documents. However, in accordance with relevant laws and regulations and the Article 16 of the Company's Articles of Incorporation, the said documents do not include the following items. The said documents constitute a part of documents audited by the Audit and Supervisory Committee and Accounting Auditor upon preparation of the audit reports.
 - (1) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (2) "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - Any revisions to matters subject to the electronic provision measures will be posted on the websites where the materials are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the following regarding the appropriation of surplus.

Matters concerning year-end dividend

The Company has historically held a basic policy of providing flexible returns corresponding to business performance with a basis of stable dividends, but amid the extremely difficult management environment, the Company proposes to pay the year-end dividends for the fiscal year under review as follows in response to the continued support of shareholders.

- (1) Matters related to allocation of dividend property to shareholders and its total amount
32 yen per share of the Company's common stock; total of 326,432,160 yen
(Note) Combined with an interim dividend of 20 yen per share effective on December 5, 2024, the annual dividend will be 52 yen per share.
- (2) Effective date of distribution of the dividend
June 20, 2025

Proposal 2: Election of Seven (7) Directors who are not Audit and Supervisory Committee Members

The terms of office of all seven (7) Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors who are not Audit and Supervisory Committee Members. Furthermore, the Audit and Supervisory Committee has judged that all of the candidates in this proposal are appropriate as Directors of the Company.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows.

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1 New election	Ikuo Sugie (December 2, 1965)	Apr. 1988 Joined Daido Steel Co., Ltd. Jun. 2014 General Manager, Chita Steel Strip Plant, Stainless Steels and High Alloys Department, High Performance Material Products Division Apr. 2017 General Manager, Chita Forging Plant, Chita Plant Apr. 2019 Executive Officer and General Manager, Technical Planning & Administration Department Apr. 2023 Managing Executive Officer and General Manager, Functional Products Business Division (current position)	0 shares
2 Reelection	Akihiro Hamada (July 22, 1961)	Apr. 1984 Joined the Company Mar. 2006 General Manager, CS Promotion Division Jun. 2010 Director and General Manager, Production Division Jun. 2013 Executive Manager (President, PT.FUJI OOZX INDONESIA) Jun. 2016 Director, Executive Officer and General Manager, Technical Headquarters Jan. 2020 Director, Executive Officer (Supervision of Technical Department) Jun. 2021 Director, Executive Officer (Supervision of Technical Department and Production Department) (current position)	12,125 shares
3 New election	Shinichi Unno (August 24, 1966)	Apr. 1990 Joined the Company Jun. 2015 Director and General Manager, FUJI OOZX MEXICO, S.A. DE C.V. Jun. 2019 General Manager, Shizuoka Plant, Production Division, the Company Apr. 2021 Executive Officer, General Manager and Production Department Manager, Shizuoka Plant, Production Division Jul. 2021 Executive Officer and General Manager, Shizuoka Plant, Production Division Apr. 2022 Executive Officer, General Manager and Facilities Department Manager, Shizuoka Plant, Production Division Jun. 2023 Executive Officer and General Manager, Shizuoka Plant, Production Division (current position)	3,692 shares

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4 New election	Junji Iwamoto (July 9, 1967)	Apr. 1991 Joined Daido Steel Co., Ltd. Jun. 2016 General Manager, General Affairs Department Apr. 2019 General Manager, Personnel Department Jul. 2023 Executive Manager, the Company Oct. 2023 Executive Manager and General Manager, Management Division Apr. 2024 Executive Officer and General Manager, Management Division (current position)	1,842 shares
5 New election	Toru Ibaragi (December 11, 1967)	Feb. 1991 Joined the Company Jun. 2015 General Manager, Operation Division Jan. 2020 General Manager, Personnel and General Affairs Division Apr. 2021 Executive Officer and General Manager, Personnel and General Affairs Division (current position)	6,885 shares
6 Reelection	Toshiaki Yamashita (January 20, 1964)	Apr. 1986 Joined Daido Steel Co., Ltd. Apr. 2012 General Manager, Automotive Sales Department, Special Rods Division, Special Steel Products Headquarters Jun. 2015 General Manager, Tokyo Marketing & Sales Department, Automotive Steel Business Unit Jun. 2016 General Manager, Automotive Steel Business Unit Apr. 2017 Executive Officer and General Manager, Corporate Planning Department Apr. 2019 Executive Officer and General Manager, Automotive Steel Business Unit Apr. 2020 Managing Executive Officer and General Manager, Automotive Steel Business Unit Jun. 2020 Director, the Company (current position) Jun. 2020 Director, Managing Executive Officer and General Manager, Automotive Steel Business Unit, Daido Steel Co., Ltd. Jun. 2021 Director, Managing Executive Officer and General Manager, Steel Materials Sales Headquarters Jun. 2023 Representative Executive Director, Executive Vice President and General Manager, Steel Materials Sales Headquarters, General Manager, Tool Steel Business Division, and General Manager, Tokyo Head Office Apr. 2024 Representative Executive Director, Executive Vice President and General Manager, Tokyo Head Office (current position)	0 shares

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7 Reelection Independent Outside	Katsumi Iizuka (March 23, 1955)	Apr. 1977 Joined The Shizuoka Bank, Ltd. May 1995 General Manager, Mishima-eki-kita Branch Jun. 2001 General Manager, Corporate Administration Department Jun. 2004 Executive Officer and General Manager, Gofukucho Branch Oct. 2004 Executive Officer and General Manager, Head Office Jan. 2007 Director, Shizugin Mortgage Service Co., Ltd. Oct. 2007 Representative Director and President Jun. 2019 Outside Corporate Auditor, the Company Jun. 2020 Outside Director, the Company (current position) Jun. 2020 Auditor, SHIZUOKA FUDOSAN (current position) [Years since becoming Director of the Company] 5 years	0 shares

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Mr. Katsumi Iizuka is a candidate for Outside Director.
Furthermore, the Company has registered Mr. Iizuka as an Independent Director pursuant to the stipulations of the Tokyo Stock Exchange.
 3. Mr. Katsumi Iizuka has been selected as a candidate for Outside Director as he has many years of experience at financial institutions and a wealth of knowledge regarding finance, etc., and possesses experience in corporate management through over 10 years of service as the representative of a subsidiary of a financial institution. The Company expects him to play a role as chairperson of Governance Committee, which is an advisory body in relation to the nomination and remuneration of Directors, and in further strengthening the functions of the Board of Directors by making use of his wide insight.
 4. The Company has concluded a liability limitation agreement with Mr. Toshiaki Yamashita and Mr. Katsumi Iizuka based on Article 427, Paragraph 1 of the Companies Act to limit their liability regarding Article 423, Paragraph 1 of the Companies Act to a predefined amount of 1,000,000 yen or more or the amount stipulated by laws and regulations, whichever is greater. The Company will renew said liability limitation agreement with them if their reelection is approved.
 5. The Company has entered into a directors and officers (D&O) liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, to cover legal damages and litigation expenses to be borne by the insured. Each candidate will be included in the insured under the insurance contract. The Company plans to renew the insurance policy with the same contents at the next time of renewal.

(Reference) Opinion of the Audit and Supervisory Committee

With respect to the nomination of Directors who are not Audit and Supervisory Committee Members, the Audit and Supervisory Committee has examined the balance of knowledge, experience and competence, diversity and the number of members, etc. required for the Board of Directors to fulfill its roles and responsibilities effectively, taking into account the corporate philosophy, management strategies, etc. of the Company. The committee also has confirmed the contents of deliberations and their procedures conducted at the Governance Committee, and judged that the nomination is appropriate.

Proposal 3: Election of One (1) Director who is an Audit and Supervisory Committee Member

Mr. Kiyoto Tone, Director who is an Audit and Supervisory Committee Member will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member.

Furthermore, the Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidate for Directors who is an Audit and Supervisory Committee Member is as follows.

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1 New election	Satoshi Fukuoka (February 26, 1966)	Apr. 1988 Joined the Company Jun. 2014 President, Fuji Valve (Guangdong) Corporation Jun. 2016 General Manager, Shizuoka Plant Production Division, the Company Jun. 2018 General Manager, Management Planning Division Apr. 2020 Executive Officer and General Manager, Management Division and Overseas Division Apr. 2021 Executive Officer and General Manager, Management Division Jun. 2023 Director, Executive Officer and General Manager, Management Division Oct. 2023 Director, Executive Officer (In charge of Management Division, Quality Assurance Division, and overseas subsidiaries) (current position)	9,883 shares

(Notes) 1. There are no special interests between the candidate and the Company.

2. Mr. Satoshi Fukuoka has been selected as a candidate for Director as he has abundant experience in domestic and overseas corporate management and possesses a wealth of experience and knowledge through two years of service as President of the Company's overseas subsidiary and two years of service as Director. The Company has judged, therefore, that he will be able to fulfill his duties.

3. The Company will conclude a liability limitation agreement with Mr. Satoshi Fukuoka based on Article 427, Paragraph 1 of the Companies Act to limit his liability regarding Article 423, Paragraph 1 of the Companies Act to a predefined amount of 1,000,000 yen or more or the amount stipulated by laws and regulations, whichever is greater.

4. The Company has entered into a directors and officers (D&O) liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, to cover legal damages and litigation expenses to be borne by the insured. The candidate will be included in the insured under the insurance contract. The Company plans to renew the insurance policy with the same contents at the next time of renewal.

Skill Matrix of Director

	Name	Attributes	Corporate management	Governance	Manufacturing/ Technology/R&D	Sales/Procurement	Global experience	Finance/Accounting	Human resources/ Labor	Legal/CSR
Directors who are not Audit and Supervisory Committee Members	Ikuo Sugie		●	●	●					
	Akihiro Hamada		●	●	●		●			
	Shinichi Unno		●	●	●		●			
	Junji Iwamoto		●	●		●			●	●
	Toru Ibaragi		●	●		●		●	●	
	Toshiaki Yamashita	Part-time	●	●		●				
	Katsumi Iizuka	Part-time	●	●				●	●	●
		Independent								
Directors who are Audit and Supervisory Committee Members	Satoshi Fukuoka		●	●	●	●	●			●
	Takaaki Taketsuru	Part-time	●	●	●				●	●
	Takeki Yamada	Part-time	●	●				●		
		Independent								
	Kenji Kawasaki	Part-time	●	●			●	●	●	●
		Independent								
	Kaori Higashijima	Part-time	●	●				●		
		Independent								

This matrix does not indicate all the knowledge and experience possessed by each Director.

Proposal 4: Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

In preparation for cases where the number of Directors who are Audit and Supervisory Committee Members falls short of the number stipulated by laws and regulations or the Articles of Incorporation, the Company proposes the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member.

Furthermore, this Proposal has received the approval of the Audit and Supervisory Committee.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows.

	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Independent Outside	Masahito Kato (April 14, 1953)	Apr. 1978 Joined Nippon Gakki Co., Ltd. (current Yamaha Corporation) Mar. 1998 Managing Director of Yamaha Scandinavia AB Dec. 1999 Managing Director of Yamaha Music Central Europe GmbH Feb. 2004 Senior General Manager of Asia-Pacific Music Marketing Group, Yamaha Corporation Jun. 2007 Executive Officer and General Manager of Business Planning Division Jun. 2013 Retired Jul. 2013 Partner, Advanced Technology & Product Partners Limited. Apr. 2018 Established Lifestyle Management Limited, Representative Director and President (current position) Jun. 2020 Outside Director, Part-time Member of Audit and Supervisory Committee, the Company Jun. 2024 Retired	100 shares

(Notes) 1. There are no special interests between the candidate and the Company.

2. Mr. Masahito Kato is a candidate for Substitute Outside Director.

3. Mr. Masahito Kato has been selected as a candidate for Substitute Outside Director as he has many years of experience and a wide insight he has acquired at manufacturing companies, and is familiar with corporate management, including serving as a representative of overseas subsidiaries for more than five years. The Company has judged that he can make use of his wide insight and will be able to fulfill his duties. If Mr. Masahito Kato assumes the position of Outside Director, the Company expects him to provide appropriate advice, etc., to the Board of Directors from an objective standpoint by making use of his knowledge and wide insight.

4. If Mr. Masahito Kato assumes the position of Outside Director, the Company plans to conclude a liability limitation agreement with him based on Article 427, Paragraph 1 of the Companies Act to limit his liability regarding Article 423, Paragraph 1 of the Companies Act to a predefined amount of 1,000,000 yen or more or the amount stipulated by laws and regulations, whichever is greater.

5. Mr. Masahito Kato satisfies the requirements of an Independent Director pursuant to the stipulations of the Tokyo Stock Exchange, and if he assumes the position of Outside Director, the Company plans to submit him to said Exchange as an Independent Director.

6. The Company has entered into a directors and officers (D&O) liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, to cover legal damages and litigation expenses to be borne by the insured. If Mr. Masahito Kato assumes office as Outside Director, he will be included in the insured under the insurance contract.