

Stock Code:7250

May 30, 2025

(Measures for electronic provision have commenced on May 23, 2025)

To Our Shareholders:

Tetsushi Ogawa

President, Member of the Board



PACIFIC INDUSTRIAL CO. LTD.

100 Kyutoku-Cho, Ogaki, Gifu, Japan

NOTICE OF THE 101ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 101st ordinary general meeting of shareholders to be held as follows. For the convening of this ordinary general meeting of shareholders, information contained in the reference documents for this ordinary general meeting of shareholders, etc. (matters to be electronically provided) are provided electronically, and is posted on following website as "NOTICE OF THE 101ST ORDINARY GENERAL MEETING OF SHAREHOLDERS".

[The Company's website]

<https://www.pacific-ind.co.jp/eng/investor/meeting/>

Please access the above website and select "Notice of 101st Ordinary General Meeting of Shareholders".

Also, please review the reference documents for the general meeting of shareholders, and exercise your voting rights no later than 17:10 on Friday, June 13, 2025(JST).

In addition to the above, the information is also posted on the following website on the Internet.

[Tokyo Stock Exchange's website (Listed Company Search)]

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

To check the information, please access the Tokyo Stock Exchange website and enter "PACIFIC INDUSTRIAL" in the "Issue name (company name)" box or the company's security code "7250" in the "Code" box and click the "Search" button. Then click the "Basic Information" button and select the "Documents for public inspection/PR information" tab, and click the button under "Filed information available for public inspection," "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.")

1. Date : 10:00 am, Saturday, June 14, 2025

2. Place : The Kyokko room in the OGAKI FORUM HOTEL.
2-31 Mangoku, Ogaki, Gifu, Japan

3. Objectives of the Meeting:

Reports:

(1) Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit and Supervisory Committee Meeting for the 101st Fiscal Term (from April 1, 2024 to March 31, 2025).

(2) Financial Statements for the 101st Fiscal Term (from April 1, 2024 to March 31, 2025)

Agenda:

**Proposal : Election of 5 Members of the Board (Excluding Members of the Board
Who Are Audit and Supervisory Committee Members)**

●In the event of any revision to the matters for electronic provision measures, the revised information will be posted on the respective websites where it is posted.

●For shareholders who have not requested the delivery of written documents, the Reference Document for the General Meeting of Shareholders and a part of the Business Report will be sent together.

The following items are not included documents to be delivered to shareholders who have requested delivery of documents pursuant to laws and the provisions of the Articles of Incorporation. The Audit and Supervisory Committee Meeting and the Accounting Auditor have audited the documents subject to audit, which include the following items.

- “Matters Regarding Share Acquisition Rights of the Company,” “Status of the Accounting Auditor,” “Company Structure, Policies, and Operational Status,” and “The Policy for Determination of Dividends of Surplus” of the Business Report
- “Consolidated Statements of Changes in Equity,” “Consolidated Statement of Cash Flows (Reference)” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
- “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Proposal : Election of 5 Members of the board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members)

As the terms of office of all five (5) current Members of the board (Excluding Members of the board who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders, we propose the election of five (5) Members of the board (Excluding Members of the board who are Audit and Supervisory Committee Members) .

The nominees for Members of the Board are as follows:

Nominee NO.		Name	Gender	Current posts, assignments in the Company and attribute	Board Meeting attendance in fiscal year 2024
1	Reappointment	Shinya Ogawa	Male	Chairman, Member of the Board	12/12 (100%)
2	Reappointment	Tetsushi Ogawa	Male	President, Member of the Board Chief Officer, Corporate Planning Center,	12/12 (100%)
3	Reappointment	Hisashi Kayukawa	Male	Senior Managing Officer, Member of the Board Chief Officer, Valve & TPMS Business Group	12/12 (100%)
4	Reappointment	Terumi Noda	Male	Senior Managing Officer, Member of the Board Chief Officer, Stamping & Plastic Molding Business Group	12/12 (100%)
5	Reappointment	Masako Hayashi	Female	Outside Board Member and Independent Officer	12/12 (100%)

(Reference)Skill Matrix of Members of the board

	Name	Management/ Governance	Manufacturing/ Human Resource Development	R&D/ Technology	Environment /Energy	Finance/ Accounting	Legal/ Risk Management	International Experience	Sales and Procurement
Board Member	Shinya Ogawa	●	●			●	●	●	●
	Tetsushi Ogawa	●	●	●		●		●	
	Hisashi Kayukawa	●	●	●	●	●			
	Terumi Noda	●	●			●		●	●
Outside Board Member	Masako Hayashi	●	●					●	

(Opinion of the Audit and Supervisory Committee)

The Audit and Supervisory Committee Meetings reviewed the appointment of Directors who are not Audit and Supervisory Committee Members, considering the company's corporate philosophy and business strategy. They assessed the balance of knowledge, experience, abilities, diversity, and the number of directors to ensure that the Board of Directors effectively fulfills its roles and responsibilities. Additionally, Audit and Supervisory Committee Meetings reviewed the content of deliberations and procedures of the Nomination and Compensation Committee and deemed them appropriate. Concerning the compensation for Directors who are not Audit and Supervisory Committee Members, the Audit and Supervisory Committee Meetings verified the philosophy of the compensation system, methods for calculating compensation amounts, and the deliberations of the Nomination and Compensation Committee and found them to be appropriate.

1. Shinya Ogawa (September 8, 1947) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	April 1973:	Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation)
	January 1981:	Left Toyota Motor Co., Ltd.
	February 1981:	Joined Pacific Industrial Co., Ltd.
	June 1983:	Member of the Board
	June 1985:	Managing Officer, Member of the Board
	March 1989:	Senior Managing Officer, Member of the Board
	February 1990:	Executive Vice President, Member of the Board
	June 1996:	President, Member of the Board
	April 2023:	Chairman, Member of the Board (current position)
■ Number of the Company's shares owned: 1,480,253		
■ Reason that the Company appointed Shinya Ogawa as a candidate for Member of the Board: As President and Representative Director for many years, Shinya Ogawa implemented sustainability management with awareness of the improvement of corporate value and all stakeholders, and devoted himself to the growth and development of the company based on the corporate philosophy of technological development, respect for human rights and conservation of the global environment. Since April 2023, he has been responsible for the overall supervision of management as Chairman and Representative Director. The company has continued to nominate him as a candidate for Director because of his insight and wealth of experience as a business manager, which is backed by his track record.		

2. Tetsushi Ogawa (August 16, 1978) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	April 2005:	Joined Toyota Motor Corporation
	December 2010:	Left Toyota Motor Corporation
	January 2011:	Joined Pacific Industrial Co., Ltd.
	June 2011:	Operating Officer
	June 2013:	Managing Officer
	June 2015:	Senior Managing Officer, Member of the Board
	June 2018:	Executive Vice President, Member of the Board
	June 2021:	Vice President and Representative Director,
	April 2023:	President, Member of the Board Chief Officer, Corporate Planning Center (current position)
■ Number of the Company's shares owned: 93,565		
■ Reason that the Company appointed Tetsushi Ogawa as a candidate for Member of the Board: Tetsushi Ogawa aims to improve profitability through both growth strategies and on-site improvements, and demonstrated outstanding management capabilities in corporate restructuring based on M&A, strengthening of the governance structure and the creation of products pleasing to customers. As President and Representative Director since April 2023, he has taken on the challenge of reform as a group and worked on the creation of new value. In addition to his abundant management experience, the company has judged that his broad perspective and profound insight, including his field perspective, are essential to the management of our group and has continued to nominate him as a candidate for member of the board.		

3. Hisashi Kayukawa (October 24, 1957) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	March 1980: June 2009: June 2013: June 2015: June 2023:	Joined Pacific Industrial Co., Ltd. Operating Officer Managing Officer Managing Officer, Member of the Board Senior Managing Officer, Member of the Board Chief Officer, Valve & TPMS Business Group (current position)
■ Important post concurrently held at another corporation: President, Schrader-Bridgeport International, Inc. President, Schrader SAS President, PACIFIC INDUSTRIES EUROPE SAS		
■ Number of the Company's shares owned: 50,160		
■ Reason that the Company appointed Hisashi Kayukawa as a candidate for Member of the Board: Hisashi Kayukawa has been involved in all production related phases, from development, design, production engineering, and through to production for many years, and has worked on advanced technology development with his abundant experience and knowledge, taking the lead to enhance the Company's technology. We appointed him as a candidate, because of his abundant experience and professional knowledge in this area.		

4. Terumi Noda (November 17, 1957) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	May 1980: June 2004: June 2009: June 2015: June 2019: June 2023:	Joined Pacific Industrial Co., Ltd. President, PI System Co., Ltd. Operating Officer, President, Pacific Manufacturing Ohio, Inc. Managing Officer Managing Officer, Member of the Board Senior Managing Officer, Member of the Board Chief Officer, Stamping & Plastic Molding Business Group (current position)
■ Important post concurrently held at another corporation: President, Pacific Industries USA Inc.		
■ Number of the Company's shares owned: 60,044		
■ Reason that the Company appointed Terumi Noda as a candidate for Member of the Board: Terumi Noda has been involved in both domestic and international sales development for many years and has excellent insight for business. Also, as the President of a subsidiary in the U.S. and an IT subsidiary, he is familiar with global business environments and advanced communication business environments, etc. We selected him as a candidate for these reasons and because he has broad insight and abundant experience in the areas of corporate planning, human resources, accounting and finance, and procurement etc.		

5. Masako Hayashi (July 21, 1955) Reappointment, [Outside Board Member and Independent Officer](#)

	■ Brief personal history, posts and Important posts concurrently held at other organizations	
	October 1996:	Professor, Faculty of Regional Studies, Gifu University
	November 2003:	Visiting Professor, Institute of East Asian Studies, University of Leipzig, Federal Republic of Germany
	April 2010:	Vice president, Gifu University
	October 2015:	Member of Tokai Regional Council on State Property, Tokai Local Finance Bureau, Ministry of Finance
	April 2016:	Member of the Council of the Gifu Prefecture Support Center for the Promotion of Female Participation
	October 2017:	Member of the Gifu Region Labour Council, Gifu Labour Bureau, Ministry of Health, Labour and Welfare
	December 2017:	Chairwoman, Public Safety Commission of Gifu Prefecture (current position)
	January 2018:	Member of the Gifu Prefecture Excellent Enterprise Certification Committee for Promoting Work-Life Balance
	April 2021:	Emeritus Professor, Gifu University (current position)
	April 2022:	Member of the Comprehensive Strategy Promotion Council for the Creation of “Gifu, the Land of Clear Waters”
	June 2022:	Member of the Board, Pacific Industrial Co., Ltd.(current position)
■ Important post concurrently held at another organization: Emeritus Professor, Gifu University Chairwoman, Public Safety Commission of Gifu Prefecture		
■ The relationship between the organization that she concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organizations in which Masako Hayashi concurrently holds an important post have no capital or other business relationship.		
■ Number of the Company's shares owned: 0		
■ Reason that the Company appointed Masako Hayashi as a candidate for Outside Board Member and expected roles, etc.: Masako Hayashi has served as a Vice President and Professor of universities for many years, and has also served as a member of a Public Safety Commission, drawing on her abundant international experience and advanced social knowledge. In addition, while serving as a council member for the Ministry of Finance, the Ministry of Health, Labour and Welfare, Gifu Prefecture, etc., she has been deeply involved in female participation and the promotion of work-life balance, etc. The Company proposes that we elect Masako Hayashi as an Outside Board Member having judged that it would be optimal for the company to have her supervise the management of the company, which promotes the participation of human resources with diverse values, from a female perspective. After the election, we expect the candidates to contribute her valuable comments to the Board of Directors, etc., on the formulation, etc., of management reforms, mainly from a managerial perspective, utilizing her expertise, as well as to supervise the progress, etc., of management plans.		

(Note)

1. There is no special interest between each candidate and the Company.
2. Masako Hayashi is candidate for Outside board member. Masako Hayashi is registered as Independent Officer as stipulated by the Tokyo Stock Exchange and Nagoya Stock Exchange with the respective Exchange. When she is elected as originally proposed, she will continue to serve as Independent Officer.
3. Masako Hayashi is Outside Member of the Board now, and she will have served for 3 years in the position of Outside Member of the Board upon the expiration of her current term (at the close of this Ordinary General Meeting of Shareholders).
4. Liability limitation agreement with outside board members
 The Company stipulates in the Articles of Incorporation that it may sign an agreement with Outside Members of the Board to limit the liability for damages to the Company to a certain extent. When Masako Hayashi is elected, the Company plans to continue the agreement for limitation of liability when she assumes the post, which limits the compensation for damage to the higher of the pre-determined amount (2 million yen or higher) or the minimum liability amount stipulated by law.
5. Outline of the Directors and Officers Liability Insurance
 The Company has entered into a liability insurance contract for officers, etc. with an insurance company, which will cover damages that may arise due to the insured assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. Each candidate will be covered as an insured person under the said insurance policy.

(End)