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Securities Code: 5290

June 10, 2025

To all shareholders,

Akihide Tsuchiya, Representative Director and President

**Vertex Corporation**

5-7-2 Kojimachi, Chiyoda-ku, Tokyo

## **Notice of the 7th Ordinary General Meeting of Shareholders**

Vertex Corporation (the “Company”) is pleased to announce its 7th Ordinary General Meeting of Shareholders, which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the following website to view the information.

The Company’s website: <https://www.vertex-grp.co.jp>

(From the above website, select “Investor Relations,” “Stock Information,” and then “Shareholders’ Meeting.”)

In addition to the Company’s website, the items subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE) which can be viewed below.

TSE website (Listed Company Search):

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

(Access the TSE website by using the Internet address shown above, enter “Vertex Corporation” in “Issue name (company name)” or the Company’s securities code “5290” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

**If you do not wish to attend on the day of the event, you can still exercise your voting rights via the Internet, etc. or in writing (by mail). Please read the “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights, by no later than Thursday, June 26, 2025, at 5:45 p.m. (JST).**

**1. Date and Time** Friday, June 27, 2025, 10:00 a.m. (Reception to begin at 9:00 a.m.) (JST)

**2. Location** Square Kojimachi, 3F meeting room  
6-6 Kojimachi, Chiyoda-ku, Tokyo

**3. Meeting Objectives**

**Items to Report**

1. Business Report and Consolidated Financial Statements for the 7th Term (from April 1, 2024 to March 31, 2025), as well as the results of the audit of the Consolidated Financial Statements by the Financial Auditor and Audit and Supervisory Committee
2. Non-consolidated Financial Statement reports for the 7th Term (from April 1, 2024 to March 31, 2025)

**Matters to be Resolved**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Three Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

**4. Matters Decided Prior to the Convocation (Information on the Exercising of Voting Rights)**

- (1) If there is no clear indication of approval or disapproval for an agenda item on your voting form when you exercise your voting rights in writing (by mail), it will be treated as an indication of approval.
- (2) If you exercise your voting rights multiple times via the Internet, etc., only the most recent vote will be treated as valid.
- (3) If you exercise your voting rights through both the Internet, etc. and in writing (by mail), the vote made through the Internet, etc. will be treated as valid, regardless of the date and time they were received.
- (4) If you exercise your voting rights by proxy, one other shareholder with voting rights may attend the General Meeting of Shareholders as your proxy. However, please note that your proxy will be required to submit a document certifying your authority of representation.

- ◎ If attending on the day of the event, please submit your enclosed voting form to the reception desk.  
In order to save resources, please also bring this notice of convocation.
- ◎ Please note that we will not be offering any gifts for those who attend this meeting.
- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted (in Japanese only) on the Company's website and the TSE website shown above.
- ◎ In principle, the Company asks you to check the items subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the items only to shareholders who request the delivery of paper-based documents by the record date. However, for this General Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation, "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are not provided in the paper-based documents delivered to shareholders.

The "Consolidated Financial Statements" and "Non-consolidated Financial Statements" included in such documents (in Japanese only) are a part of the "Consolidated Financial Statements" and "Non-consolidated Financial Statements" audited by the Financial Auditor and the Audit and Supervisory Committee when preparing the accounting audit report and audit report.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company's basic policy is to pay stable and continuous dividends with a target payout ratio of 30%, by considering the comprehensive factors such as the financial structure strengthening and future business development, while also positioning the return of profits to shareholders as one of the important management challenges. For the current fiscal year, considering the upward revision of the consolidated business results forecast, the Company would like to propose an increase from the initially forecasted dividend per share of ¥50 by ¥10, resulting in ¥60, as follows:

#### Year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and total amount  
¥60 per share of common stock, for a total amount of ¥1,531,885,200.
- (3) Effective date for dividends of surplus  
The effective date for dividends will be June 30, 2025.



Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
2	Akihide Tsuchiya (January 19, 1962)	<p>Apr. 1984      Joined SUZUKI MOTOR CORPORATION</p> <p>July 2005      Joined Nippon Zenith Pipe Co., Ltd. (now Vertex Co., Ltd.), General Manager of Sales Promotion Department</p> <p>Sept. 2006      General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>Aug. 2007      Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Nagoya Branch</p> <p>Apr. 2009      Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Aug. 2009      Managing Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Apr. 2011      Director, Managing Executive Officer, General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>June 2013      Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014      Managing Director of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017      Representative Director and President (current position)</p> <p>June 2017      Representative Director and President of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018      Representative Director and President of the Company (current position) (Up to date)</p>	40,324 shares
3	Yuzuru Yamamoto (October 23, 1968)	<p>Apr. 1987      Joined Nippon Zenith Pipe Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2004      General Manager of Nagoya Sales Office</p> <p>Apr. 2009      General Manager of Nagoya Branch, General Manager of Mikawa Sales Office, General Manager of Shizuoka Sales Office</p> <p>Apr. 2013      General Manager of Osaka Branch, General Manager of Nagoya Branch</p> <p>Apr. 2014      General Manager of Osaka Branch, General Manager of Hyogo Sales Office, General Manager of Kyoto Sales Office of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017      Director, General Manager of Sales Department at the Head Office</p> <p>June 2017      Director, Managing Executive Officer, General Manager of Sales Department at the Head Office</p> <p>June 2017      Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018      Director of the Company</p> <p>Apr. 2022      Managing Executive Officer of the Company Managing Director of Vertex Co., Ltd. (current position)</p> <p>June 2024      Director of the Company (current position) (Up to date)</p>	14,444 shares

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. The number of the Company's shares owned includes the portion held by the executive shareholders' association.
  3. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act, with each of the candidates for Director being one of the insured parties. The insurance premiums for this shall be fully borne by the Company, and covers damages that may occur as a result of the insured individuals being responsible for the execution of their duties or as a result of receiving a claim for the pursuit of such liabilities. For each of the candidates, if they are re-elected as a Director, they will continue to be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.
  4. The reason why Yoshihito Tanaka was nominated to be a candidate for Director is that he has been involved in the management of the Company as a Director since the Company's establishment and has effectively fulfilled his roles and responsibilities, as well as possessing diverse work experience, particularly in the technology, development and manufacturing departments across the Company's overall business. He has also provided appropriate management guidance and supervision as Representative Director since June 2020. The Company therefore requests approval to re-elect him as a Director.
  5. The reason why Akihide Tsuchiya was nominated to be a candidate for Director is that he has provided appropriate management guidance and supervision as a Representative Director since the Company's establishment and has effectively fulfilled his roles and responsibilities, as well as possessing abundant experience, broad insight, and extensive personal connections in corporate management, sales and marketing strategies. The Company therefore requests approval to re-elect him as a Director.
  6. The reason why Yuzuru Yamamoto was nominated to be a candidate for Director is that, in addition to his responsibilities as a Director of the Company, including management and supervision of the Company's group companies, he is engaged in management as a Director of Vertex Co., Ltd., a major subsidiary of the Company, and has effectively fulfilled his roles and responsibilities. He is contributing to the enhancement of the corporate value of the Company's group. The Company therefore requests approval to re-elect him as a Director.

## Reference

### Skill Matrix

If Proposal No. 2 is approved as proposed, the composition of the Board of Directors will be as described below.

Name	Outside Independent	Corporate Management Strategy	Sales Marketing	Development Production Technology	Financial Accounting Finance M&A	Human Resources Labor Human Resources Development	Legal Compliance Risk Management	Administrative Experience
Yoshihito Tanaka		●		●				
Akihide Tsuchiya		●	●		●			
Yuzuru Yamamoto		●	●					
Satoshi Takane					●	●	●	
Kuniyoshi Koike	★					●	●	
Hisataka Sokawa	★		●	●				●
Yutaka Mori	★				●			●
Hatsumi Matsuami	★					●	●	

## Reference

### Independence Standards for Outside Directors

The Company has established the following independence standards for Outside Directors, and if it is determined that none of the following items apply to an Outside Director, the Company deems that the Outside Director is independent from the Company with no risk of conflicts of interest with general shareholders.

- The Outside Director is not currently an officer (note 1) or employee of the Company and the Company's subsidiaries and associates (hereinafter the "Group") and has not been an officer or employee of the Group in the past.
- The Outside Director satisfies the following requirements, and economic independence and neutrality from the Group and other specified companies, etc. is ensured.
  - None of the following items apply.
    - An officer or employee of a company, etc. that is a major business partner (note 2) of the Group
    - A person or a company, etc. that is a major shareholder (note 3) of the Company, or an officer or employee of a company, etc. in which the Group is a major shareholder
    - A consultant, attorney at law, etc. who receives a large amount of money (note 4) or other properties from the Group, other than officers' remuneration
    - A financial auditor of the Group or an employee, etc. of the financial auditor in the past ten years
    - A person who receives donations of a large amount of money (note 4) or other properties from the Group, or an officer or employee of a corporation, organization, etc. that receives the donation
    - A person whose spouse or relative within second degree of kinship falls under any of (i) through (v) above
- The Outside Director satisfies the requirements for independence and neutrality set forth in these standards, and after assuming office as Director, continues to satisfy the requirements.

- Notes:
- An "officer" is a director, audit & supervisory board member, or other officer, etc.
  - A "major business partner" is a company, etc. for which the value of payments made or payments received as consideration for business and transactions with the Group in any of the last three fiscal years is 2% or more of the Group's net sales.
  - A "major shareholder" is a person or a company, etc. that directly or indirectly held 10% or more of the total voting rights in any of the last three fiscal years.
  - A "large amount" is defined as ¥10 million or more a year on average for the last three fiscal years.