

Note: This document is a translation of a part of the original Japanese version and provided for reference purposes only. In the event of any discrepancy between the Japanese original and this English translation, the Japanese original shall prevail.

Securities Code: 5290

June 9, 2023

To all shareholders,

Akihide Tsuchiya, Representative Director and President

**Vertex Corporation**

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

## **Notice of the 5th Ordinary General Meeting of Shareholders**

Vertex Corporation (the “Company”) is pleased to announce its 5th 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> (in Japanese)

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

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 or in writing (by mail). Please read the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights, by no later than Wednesday, June 28, 2023, at 5:45 p.m. (JST).**

**1. Date and Time** Thursday, June 29, 2023, 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 5th Term (from April 1, 2022 to March 31, 2023), 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 5th Term (from April 1, 2022 to March 31, 2023)

#### **Matters to be Resolved**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Four 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, only the most recent vote will be treated as valid.
- (3) If you exercise your voting rights through both the Internet and in writing (by mail), the vote made through the Internet 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.

- ① 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.
- ① Please note that we will not be offering any gifts for those who attend this meeting.
- ① 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 on the Company's website and the TSE website shown above.
- ① In accordance with a revision of the Companies Act, in principle you are 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 those 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.

- ① In order to prevent the spread of COVID-19, staff will wear masks, alcohol disinfectant will be prepared, and other measures will be taken.

If you will be attending the meeting in person, we ask that you please carefully consider your state of health on the day of the meeting, including exercising your voting rights via the Internet or by mail.

## 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 while also securing the internal reserves necessary for future business development and the strengthening of the management structure.

For the current fiscal year, we have comprehensively taken into account the basic policy and medium- to long-term perspectives, and would like to propose the following:

#### Year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and total amount  
¥30 per share of common stock, for a total amount of ¥801,856,350.
- (3) Effective date for dividends of surplus  
The effective date for dividends will be June 30, 2023.

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

The terms of office of all four Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members. The same shall apply hereafter in this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

With regard to this proposal, the Audit and Supervisory Committee of the Company has determined that all candidates for Director are suitable.

The candidates for Director are as follows:

| Candidate No. | Name<br>(Date of Birth)             | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company  | Number of the Company's Shares Owned |
|---------------|-------------------------------------|---|--------------------------------------|
| 1             | Yoshihito Tanaka<br>(June 27, 1958) | <p>Apr. 1981      Joined Hokuriku Concrete Industry Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 1992      General Manager of Takefu Plant</p> <p>Apr. 2001      General Manager of Bio Systems Office, Environmental Business Division</p> <p>June 2006      Executive Officer, General Manager of Technology Division</p> <p>Mar. 2008      Representative Director and President of Maintenance Survey Design Co., Ltd. (now M-T Giken Co., Ltd.)</p> <p>Mar. 2011      General Manager of Technology Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2011      Director, Executive Officer, General Manager of Technology Division</p> <p>June 2013      Director, Managing Executive Officer, General Manager of Technology Division</p> <p>June 2015      Director, Senior Managing Executive Officer, General Manager of Technology Division</p> <p>Feb. 2016      Representative Director and Vice President, General Manager of Technology Division</p> <p>Oct. 2018      Director and Vice Chairman of the Company</p> <p>Mar. 2019      Representative Director and Vice President, General Manager of Environmental Business Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2019      Representative Director and President</p> <p>June 2020      Representative Director and Chairman of the Company (current position)</p> <p>Apr. 2021      Representative Director and Chairman of Vertex Co., Ltd. (current position)</p> <p>(Up to date)</p> | 46,984 shares                        |

| Candidate No. | Name<br>(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<br>(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)<br/>(Up to date)</p> | 37,524 shares                        |

| Candidate No. | Name<br>(Date of Birth)              | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company  | Number of the Company's Shares Owned |
|---------------|--------------------------------------|---|--------------------------------------|
| 3             | Satoshi Takane<br>(October 23, 1958) | <p>Apr. 1982      Joined The Kyowa Bank, Ltd. (now Resona Bank, Limited)</p> <p>July 2000      General Manager of Todoroki Branch, The Asahi Bank, Ltd. (now Resona Bank, Limited)</p> <p>June 2002      General Manager of Administration Division, HANEX Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2010      Director, General Manager of Administration Division</p> <p>Dec. 2011      Director, Managing Executive Officer</p> <p>June 2013      Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014      Representative Director and Senior Managing Director of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017      Representative Director and Chairman</p> <p>June 2017      Representative Director and Chairman of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018      Director and Vice Chairman of the Company</p> <p>June 2020      Director of the Company (current position)<br/>(Up to date)</p> | 6,572 shares                         |
| 4             | Masashi Senba<br>(February 17, 1965) | <p>Apr. 1987      Joined HANEDA CONCRETE INDUSTRIAL CO., LTD. (now Vertex Co., Ltd.)</p> <p>Sept. 1992      Senior Managing Director</p> <p>Sept. 2002      Representative Director and President</p> <p>June 2012      Representative Director and Vice President of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014      Representative Director and Vice President of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017      Director and Vice President (current position)</p> <p>Oct. 2018      Director and Vice President of the Company</p> <p>Apr. 2020      Representative Director and President of Zenith Construction Co., Ltd. (now Vertex Construction Co., Ltd.) (current position)</p> <p>June 2020      Director of the Company (current position)<br/>(Up to date)</p>  | 465,702 shares                       |

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. The number of Company 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 approved as a Director, they will be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.

**Reference  
Skill Matrix**

| Name             | Corporate Management | Marketing Sales | Manufacturing/ Technology | Development/ R&D | Human Resources/ Labor | Legal | Financial Accounting | Administrative Experience |
|------------------|----------------------|-----------------|---------------------------|------------------|------------------------|-------|----------------------|---------------------------|
| Yoshihito Tanaka | ●                    |                 | ●                         | ●                |                        |       |                      |                           |
| Akihide Tsuchiya | ●                    | ●               |                           | ●                |                        |       |                      |                           |
| Satoshi Takane   |                      |                 |                           |                  | ●                      | ●     | ●                    |                           |
| Masashi Senba    | ●                    |                 | ●                         |                  |                        |       | ●                    |                           |
| Shinji Hanamura  | ●                    |                 |                           |                  | ●                      |       | ●                    |                           |
| Joji Takayama    |                      |                 |                           |                  |                        |       | ●                    | ●                         |
| Kuniyoshi Koike  |                      |                 |                           |                  | ●                      | ●     |                      |                           |
| Hisataka Sokawa  |                      | ●               |                           |                  |                        |       |                      | ●                         |