Japan Display Inc.

[Translation for reference only] ENGLISH TRANSLATION OF JAPANESE-LANGUAGE DOCUMENT This is an English translation of the original Japanese-language document and is provided for convenience only. In all cases, the Japanese-language original shall prevail.

Securities Code: 6740

June 6, 2025

To our shareholders

Scott Callon

Director

Japan Display Inc.

7-1, Nishi-Shinbashi 3-chome, Minato-ku, Tokyo

# Notice of the 23rd Annual General Meeting of Shareholders and Class Meeting by Common Shareholders

We hereby notify you that the 23rd Annual General Meeting of Shareholders of Japan Display Inc. (the "Company") (hereinafter the "Annual Meeting") will be held as indicated below.

Proposal No.1 "Approval of the Incorporation-type Company Split" will be submitted to the meeting as a proposal. This proposal requires a resolution under Article 322 of the Companies Act. Therefore, we decide to hold a Class Meeting by Common Shareholders along with the Annual Meeting (hereinafter the "Common Shareholders Meeting", together with Annual Meeting collectively referred to as the "Meeting").

In convening the Meeting, Company has taken measures for electronic provision and has posted the matters subject to electronic provision on the Company's Website. Please access the Company's Website below to see the information.

The Company's website:

https://www.j-display.com/en/ir/stockinfo/meeting.html

In addition to the Company's website, the matters subject to electronic provision are also posted on Tokyo Stock Exchange ("TSE") website. When you access to the following website, search for the Company by applying "Japan Display" in "Issue Name (Company Name)" bar, or applying the Company's securities code "6740" in "Code" bar, continue selecting "Basic Information" and "Documents for public inspection / PR Information" and choose "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" to see the matters.

The TSE's website (Listed Company Search): https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Even if you do not attend the Meeting, you can exercise your voting rights by returning the enclosed voting form or via the Internet, and we ask you to consider reference materials for the Meeting posted in the matter for electronic provision measure, and exercise your voting rights by 5:30 p.m., Friday, June 20, 2025.

- 1. Date and Time: Saturday, June 21, 2025, at 10 a.m.(Reception begins at 9 a.m.)
- 2. Venue: Bellesalle Onarimon Tower on the 3rd floor 1-1, Shibakoen 1-chome, Minato-ku, Tokyo
- 3. Purpose of the Meeting

[Annual Meeting]

Matters to be reported:

- 1. Business Report, Consolidated Financial Statements, and Audit Reports for the Consolidated Financial Statements by the Independent Auditor and the Audit Committee, for the 23rd Fiscal Year (from April 1, 2024 to March 31, 2025)
- 2. Non-consolidated Financial Statements for the 23rd Fiscal Year (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

Proposal No. 1: Approval of the Incorporation-type Company Split

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Proposal No. 3: Election of Five (5) Directors

[Common Shareholders Meeting]

Matter to be resolved:

Proposal : Approval of the Incorporation-type Company Split

- 4. Matters regarding exercise of voting rights
  - (1) If you exercise your voting rights by proxy, such proxy shall present to the receptionist a power of attorney with the voting form. Please note the proxy must be one other shareholder having voting rights in the Company.
  - (2) If the voting form does not show approval or disapproval, the Company shall treat it as an approval.
  - (3) In the event of a duplicate vote, one by submitting the voting form by post and the other cast via the Internet, the Company shall consider the vote cast via the Internet to be the valid one.
  - (4) In the event you exercise your voting rights more than once using the Internet, the Company shall consider the last vote cast to be the valid one.

- When attending the Meeting, you are kindly requested to present the enclosed voting form to the receptionist.
- In the event of any changes in matters for electronic provision measures, the Company will post changes in each website.
- Hardcopy documents sent to shareholders who request them do not include the following matters among matters for electronic provision measure in accordance with the law and Article 15 of the Company's Articles of Incorporation. Therefore, Business Report, Financial Statement and Consolidated Financial Statements contained in the hardcopy documents are part of document set that the Independent Auditor and Audit Committee audited for creating Audit Report.

"Matters regarding the Company's stock options, etc." "The Company's system and policy: (1) System to ensure appropriateness of business execution, and (2) Overview of operation status of the system to ensure appropriateness of business execution" "Notes on Consolidated Financial Statement" "Notes on Unconsolidated Financial Statements."

The Company's website (<u>https://www.j-display.com/en/ir/stockinfo/meeting.html</u>)

We will exhibit our products this time, which we would like you to view.

In consideration of fairness among shareholders, we do not provide any souvenirs to shareholders who attend the Meeting.

We would appreciate your understanding in advance.

# **Reference Documents for the General Meeting of Shareholders**

## Proposal No. 1: Approval of the Incorporation-type Company Split

1. Reason for implementing the Incorporation-type Company Split

Based on our corporate identity, "Personal Tech For A Better World", we, Japan Display Inc., hav e been providing displays for a variety of business sectors and markets. Regarding automotive dis plays, we have positioned the automotive business as a core business in "METAGROWTH2026" strategy, and from early on adopted digitalization of Cluster, CID (Center Information Display), mirrors, etc., and pursued business growth by incorporating customer needs, proposing value thro ugh various new display technologies such as 2 Vision Display (2VD), and ensuring stable supply of products. However, in the display industry, display manufacturers, particularly in China, are in creasing their production capacity leading to fierce cost competition, along with high volatility in customer demand, and rising energy and material costs. As a result, we have been struggling to m ake a profit over the long term in product fields such as smartphones and automotive displays. Un der this market environment, in November 2024 we announced the "BEYOND DISPLAY" strate gy to improve finances and company value through business expansion into sensor business and a dvanced semiconductor packaging business in addition to the display business. In this strategy, th e key principle in the display business is to achieve a structural transition toward high growth and high profitability by enhancing business competitiveness through an asset-light structure.

With this strategy, automotive business will be transferred to the newly established "AutoTech Inc.", a subsidiary of Japan Display Inc. in order to remain unaffected by Japan Display's financial situation and to facilitate the making of optimal and quick management decisions. This will enable the automotive business to achieve continuous growth by capturing business opportunities, and helps to increase the corporate value of the Japan Display Group.

The expected effects of this establishment on the automotive business are as follows:

- By specializing in design and product development, and by operating as a business entity dedicated to automotive displays, we can deepen our display technology that we have cultivated so far and further strengthen our trust relationship with customers by realizing new products, value propositions, and stable supply.
- Increase agility regarding customer needs and demand for automotive displays, and make quick management decisions on allocation and concentration of business resources.
- Strengthen product competitiveness through collaboration and alliances, and to increase the competitiveness of procurement costs. It is also possible to get external fund-raising, leading to a stable supply of management resources.
- By utilizing some external fabricating labs, the entity will have no limitation to source display panels from Ishikawa Fab, and can provide customers with more cost-competitive, high-quality automotive displays.

AutoTech Inc. is scheduled to inherit all rights and obligations, including assets and liabilities, pertaining to the automotive business.

#### 2. Outline of the Incorporation-type Company Split Plan

(The following is a copy of the Incorporation-type Company Split Plan)

### **Incorporation-type Company Split Plan**

Japan Display Inc. (hereinafter, "**Company**") will newly establish AutoTech Inc., (hereinafter, the "**Incorporated Company**"), and prepare an Incorporation-type Company Split Plan (hereinafter, the "**Plan**") which provides the rights and obligations related to Company's automotive display business (hereinafter referred to as the "**Split Business**") for the incorporation-type company split (hereinafter, the "**Incorporation-type Company Split**").

#### Article 1 (Purpose)

The Company shall conduct an Incorporation-type Company Split based on the Plan by transferring the rights and obligations held by the Company in relation to the Split Business to the Incorporated Company, in accordance with the method of Incorporation-type Company Split stipulated by the Companies Act.

Article 2 (Matters to be Included in the Incorporated Company's Articles of Incorporation)

The purpose, trade name, address of the headquarters, total number of authorized shares of the Incorporated Company and any other matters specified by the Articles of Incorporation shall be as stated in the "Articles of Incorporation of AutoTech Inc." of Exhibit 1. The address of the headquarters shall be 7-1 Nishi-Shinbashi, Minato-ku, Tokyo.

Article 3 (Names of Officers and Representative Director at Incorporation of the Incorporated Company)

1. The Officers at incorporation of the Incorporated Company shall be as follows:

- (1) Directors : Seiichi Fukunaga, Mitsuo Nomura, Ken Hirabayashi
- (2) Corporate Auditor : Toshihiro Ueki
- 2. The Representative Director at incorporation of the Incorporated Company shall be as follows: Seiichi Fukunaga

Article 4 (Matters regarding assets, liabilities, employment contracts and other rights and obligations to be succeeded)

- 1. As a result of the Incorporation-type Company Split, the Incorporated Company will succeed to the assets, obligations, agreements and any other rights and obligations set forth in the "Details of Rights and Obligations to be Succeeded" of Exhibit 2.
- 2. The succession of obligations under the provision of the preceding paragraph will be by means of a complete assumption of obligations that completely releases Company from those obligations
- 3. The Incorporated Company shall bear all expenses, including registration fees and other costs associated with procedures such as registration, recording, notifications, required for the transfer of assets, obligations, agreements and any other rights and obligations as stipulated in Paragraph 1.

#### Article 5 (Allotment of Shares)

- 1. The Incorporated Company will issue 1,000 common shares upon its incorporation, and all of those shares will be allotted and delivered to Company as the consideration for the Incorporation-type Company Split.
- 2. The Incorporated Company shall not transfer any assets other than the shares issued by the Incorporated Company as specified in the preceding paragraph to the Company in connection with the Incorporation-type Company Split.

Article 6 (Amount of Stated Capital and Reserves of the Incorporated Company)

The amounts of stated capital and capital reserve upon incorporation of the Incorporated Company shall be as follows:

(1) Stated capital: JPY 50 million

(2) Capital reserve: JPY 50 million

(3) Retained earnings reserve: JPY 0

Article 7 (Incorporation Date of the Incorporated Company)

The date of registration of incorporation of the Incorporated Company (hereinafter, the "**Date of Split**") shall be October 1, 2025; provided, however, that the Date of Split may be changed if such a change is necessary for the progress of the Incorporation-type Company Split proceedings or for any other reason.

#### Article 8 (Approval Procedure)

Company shall seek approval for the Plan at the Annual General Meeting of Shareholders and Class Meeting by Common Shareholders to be held on June 21, 2025.

#### Article 9 (Duty Not to Compete)

Company shall not assume a non-compete duty stipulated in Article 21 of the Companies Act with respect to the Split Business even after the Incorporation-type Company Split.

Article 10 (Change of Conditions of, or Cancellation of the Incorporation-type Company Split)

Upon the occurrence of any event that a material change has occurred in the financial standing or the business performance of the Company, or materially impairs the execution of the Incorporationtype Company Split or if it otherwise becomes difficult to achieve the purpose of the Plan during the period from the day of preparation of the Plan through the Date of Split, Company may change the conditions of the Incorporation-type Company Split or any other terms of the Plan or cancel the Incorporation-type Company Split.

#### Article 11 (Validity of the Plan)

The Plan shall cease to be effective in any of the following cases:

- (i) failure to obtain approval of the Plan at Company's Annual General Meeting of Shareholders and Class Meeting by Common Shareholders;
- (ii) failure to obtain any of the approvals, permits, consents, etc. of the relevant authorities that are necessary for the execution of the Incorporation-type Company Split as provided in laws and regulations

#### Article 12 (Unspecified Matters)

In addition to the matters set forth in the Plan, any matter that is required in relation to the Incorporation-type Company Split will be decided by Company in accordance with the purpose of the Plan.

#### Exhibit 1

Articles of Incorporation of AutoTech Inc.,

#### Chapter I General Provision

(Corporate Name) Article 1 The Company shall be called "Kabushiki Kaisha AutoTech" in Japanese and "AutoTech Inc.," in English.

(Corporate Purpose)

### Article 2

The purpose of the Company shall be to carry out the following businesses:

- 1. Research, development, manufacture, and sales of display devices, products and parts for automotive display business
- 2. Planning, research, development, design, manufacture, sales, maintenance, rental, leasing and providing related solution services of electrical equipment, electronic devices, software, etc. for automotive display business
- 3. Information collection services, information analysis services and information provision services including biometric information measurement using electronic technology for automotive display business
- 4. Any and all businesses related to the foregoing items

(Location of Head Office) Article 3 The Company shall have its head office in Minato-ku, Tokyo.

(Organs)

Article 4

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs.

- (1) Board of Directors
- (2) Corporate Auditor

(Method of Public Notice) Article 5 Public notice of the Company shall be published in the Official Gazette.

Chapter II Shares

(Total Number of Authorized Shares) Article 6 The total number of authorized shares of the Company shall be 1,000 shares.

(Non-issuance of Share Certificates)Article 7No share certificates shall be issued as to the shares issued by the Company.

(Restriction on Transfer of Shares) Article 8 The acquisition of shares of the Company by transfer must be subject to the approval of the Company's Board of Directors.

Chapter III General Meeting of Shareholders

(Convocation)

Article 9

The Annual General Meeting of Shareholders of the Company shall be called within three (3) months from the next day of the end of each business year, and the extraordinary general meeting shall be convened whenever necessary.

(Record Date for the Purpose of the Annual General Meeting of Shareholders) Article 10

The record date for voting at the Annual General Meeting of Shareholders of the Company shall be the end of each business year.

(Convener and Chairperson)

Article 11

Unless otherwise prescribed by relevant laws and regulations, General Meeting of Shareholders shall be convened by the President, and the President shall act as chairperson.

2. In the event the President is unable to carry out his duties, another Director shall act as chairperson in the order previously determined by the Board of Directors

(Method of Adopting Resolutions)

Article 12

Unless otherwise provided by laws, regulations or other Articles of Incorporation, resolutions at a General Meeting of Shareholders shall be adopted by majority of the votes of the shareholders who are present in such meeting and are entitled to vote.

2. Any resolution as provided in Article 309, paragraph 2 of the Companies Act shall be adopted at a General Meeting of Shareholders at which shareholders representing one-third or more of the voting rights of all the shareholders shall be present, by a majority of two-thirds or more of voting rights of the shareholders who are present in such meeting and are entitled to vote.

(Exercise of Voting Rights by Proxy)

Article 13

A shareholder may exercise voting rights by proxy who is an individual shareholder of the Company entitled to exercise voting rights.

2. The shareholder or the proxy shall submit to the Company documentation certifying the proxy rights for each General Meeting of Shareholders.

(Minutes of General Meeting of Shareholders)

Article 14

Minutes shall be prepared at each General Meeting of Shareholders as provided for in the relevant laws and regulations.

Chapter IV Directors and Board of Directors

(Number of Directors) Article 15 The total number of Directors of the Company shall be four (4) or less.

(Election of Directors)

Article 16

Directors shall be elected by the General Meeting of Shareholders.

- 2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights held by shareholders present at the meeting who represent not less than one-third of the voting rights of shareholders entitled to vote.
- 3. The election of Directors shall not be by cumulative voting.

(Term of Office)

Article 17

The Company directors' terms of office continue until the conclusion of the annual shareholders meeting at the last business year which ends within one year from the time of their election.

2. The term of office of directors elected to fill a vacancy or to increase the number of directors shall be the same as the remaining term of office of the predecessor or other directors in office

(Convener and Chairperson of Board of Directors Meetings)

Article 18

Unless otherwise prescribed by relevant laws and regulations, the Board of Directors Meetings shall be convened by the President, and the President shall act as chairperson. In the event the President is unable to carry out his duties, another Director shall act as chairperson in the order previously determined by the Board of Directors.

(Convocation of the Board of Directors Meetings)

Article 19

A notice of convocation of meeting of the Board of Directors shall be forwarded to each Director and Auditor at least three (3) days prior to the date of the meeting, however, this period may be shortened in the event of an emergency.

2. The Company may hold meeting of the Board of Directors without following the procedures for convocation when there is unanimous consent by all Directors and Corporate Auditors.

(Representative Director and Executive Director)

Article 20

The company shall select a representative director by resolution of the board of directors.

2. The company shall designate one president of the board of directors by resolution of the board of directors, and may designate one chairman of the board of directors and several other executive directors.

(Resolutions of the Board of Directors)

Article 21

A resolution of the Board of Directors shall be adopted by a majority of the Directors present at the meeting where the majority of the directors who are entitled to participate in the vote are present.

2. The Company shall deem a resolution of the Board of Directors to have been adopted when the requirements set forth in Article 370 of the Companies Act are fulfilled.

(Minutes of Meeting of the Board of Directors)

Article 22

Proceedings of a Board of Directors Meeting shall be recorded in minutes pursuant to laws and regulations, and the Company shall retain the same after the Directors and Company Auditors present thereat have affixed their signatures or names and seals, or electronic signatures thereon.

(Rules of Board of Directors)

Article 23

The administration of the Board of Directors shall be decided in accordance with the Rules of the Board of Directors set forth by the Board of Directors, in addition to provisions set forth in related laws, regulations and these Articles of Incorporation.

(Exemption of Directors from Liability)

Article 24

The Company may exempt Directors (including former Directors) from liability for damages arising from a failure to perform their duties pursuant to Article 426, paragraph 1 of the Companies Act, to the extent permitted under laws and regulations and by a resolution of the Board of Directors

2. The Company may enter into an agreement with Directors (excluding executive directors and other directors with management responsibilities) that limits their liability for damages arising from a failure to perform their duties pursuant to Article 427, paragraph 1 of the Companies Act. The liability under that agreement shall be limited to the amount provided under applicable laws or regulations.

Chapter V Corporate Auditor

(Number of Auditor) Article 25 The total number of Corporate Auditors of the Company shall be three (3) or less.

(Election of Corporate Auditors)

#### Article 26

Corporate Auditors shall be elected through resolutions of the General Meeting of Shareholders.

2. Resolutions for electing Corporate Auditors shall be made by a majority of voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.

(Term of Office of Corporate Auditors)

### Article 27

The term of office of a Corporate Auditor shall expire at the closing of the annual General Meeting of Shareholders for the last fiscal years ending within four years from his/her election.

2. The term of office of a Corporate Auditor elected to fill a vacancy for a Company Auditor who resigned from office before the expiration of his/her term of office shall expire when the term of office of the predecessor would have otherwise expired.

(Exemption of Corporate Auditors from Liability)

#### Article 28

The Company may exempt Corporate Auditors (including former Corporate Auditors) from liability for damages arising from a failure to perform their duties pursuant to Article 426, paragraph 1 of the Companies Act, to the extent permitted under laws and regulations and by a resolution of the Board of Directors.

2. The Company may enter into an agreement with Corporate Auditors that limits their liability for damages arising from a failure to perform their duties pursuant to Article 427, paragraph 1 of the Companies Act. The liability under that agreement shall be limited to the amount provided under applicable laws or regulations.

Chapter VI Accounting

(Business Year)

Article 29

The business year of the Company shall be the one (1) year period from April 1 of each year to March 31 of the following year.

(Dividends of Surplus Funds)

Article 30

The Company shall distribute Dividends of Surplus Funds to the shareholders or registered pledgees of shares entered or recorded in the final shareholder register as of end of each business year.

(Interim Dividends) Article 31 The Company may distribute Interim Dividends (referring to moneys distributed in accordance with Paragraph 5, Article 454 of the Companies Act) to the shareholders or registered pledgees of shares entered or recorded in the final shareholder register as of September 30 every year.

(Statute of Limitation of Dividends)

Article 32

In case dividends to be distributed are monetary dividends, the Company shall be exempted from obligations to pay the same in case such dividends are not received by recipients even after the lapse of three years from the date of commencement of such payments.

Supplementary Provisions

(The First Business Year) Article 1 The first business year of the Company shall be from the date of the Company's incorporation to March 31, 2026. (Deletion of Supplementary Provisions)

Article 2

These supplementary provisions shall be deleted at the time of the conclusion of the first Annual General Meeting of Shareholders of the Company.

# Exhibit 2

### Details of Rights and Obligations to be Succeeded

As of the Date of Split, the assets, obligations, agreements and any other rights and obligations to which the Incorporated Company will succeed from the Company as a result of the Incorporation-type Company Split shall be as follows. The assets and obligations to which the Incorporated Company will succeed from the Company shall be determined based on the Company's balance sheet and other financial statements as of March 31, 2025 with addition or subtraction adjustments made one day prior to the effective date of the Incorporation-type Company Split.

1. Assets

Assets belonging to the Split Business as of the Date of Split, excluding assets belonging to the Ishikawa Fab and Tottori Fab, as well as those specified separately by the Company.

2. Obligations

Liabilities belonging to the Split Business as of the Date of Split, excluding those specified separately by the Company.

3. Employment Contracts

Employment contracts with employees primarily engaged in the Split Business and employees secondarily engaged as agreed separately as of the Date of Split. Excluding employees at the Ishikawa Fab and Tottori Fab, as well as employees agreed upon separately with the Company. The working conditions stipulated in the employment contracts will be maintained as is.

- Agreements (excluding the employment contract) All contractual status related to master transaction contracts, outsourcing contracts, and other contracts concerning the Split Business, as well as all rights and obligations arising from these contracts. Excluding those specified separately by the Company.
- 5. Permits, Licenses, etc.

Permits and licenses acquired by the Company related to the Split Business that can be legally transferred from the Company to the Incorporated Company.

- 3. Summary of the contents of the matters set forth in Article 205 of the regulation for Enforcement of the Companies Act
- (1) Matters concerning the appropriateness of the consideration for Incorporation-type Company Split
  - 1. Matters concerning the appropriateness of the number of shares to be delivered The Incorporated Company will issue 1,000 common shares and also allot and deliver all of such shares to the Company as consideration for the Incorporation-type Company Split, and all of them will be allocated and transferred to the Company. Considering that the Company is deemed able to determine the number of shares at its discretion to acquire all shares issued by the Incorporated Company, taking into account the circumstances of the assets to be inherited by the Incorporated Company and other various factors, we have determined that the above number of shares is adequate.
  - 2. Matters concerning the appropriateness of the amount of stated capital and reserves The Company has decided to set the amount of stated capital and reserves of the Incorporated

Company as stated in Article 6 of the Incorporation-type Company Split Plan in accordance with Regulation on Corporate Accounting. Taking into account the assets to be inherited by the Incorporated Company and future business activities, we believe that the amount of capital and reserves is appropriate.

(2) Matters concerning the appropriateness of provisions regarding the content of Stock Acquisition Right

There are no relevant matters.

(3) Disposition of material assets, incurrence of material liability, or other events materially affecting the conditions of the corporate assets in respect of the Company that occurred after the last day of the most recent business year

There are no relevant matters.

### Proposal No. 2: Partial Amendments to the Articles of Incorporation

- 1. Reason for the Amendments
- To create more flexibility in its board structure, JDI is proposing amending Article 22 Chairperson of the Board of Directors to allow for the appointment of Directors with specific job titles. Additionally, JDI is proposing amending Article 35 Representative Executive Officers and Executive Officers with Specific Job Titles to create equivalent flexibility among Executive Officers.
- ii. Other amendments have also been proposed to clarify wording in the current AOI.
- 2. Details of the Proposed Amendments

The details of the proposed amendments are as follows.

(Underlines denote amendments)

Current Articles of Incorporation	Proposed Amendments
Chairperson of the Board of Directors	Chairperson of the Board of Directors and
Article 22	Directors with Specific Job Titles
The Board of Directors shall elect its	Article 22
Chairperson from among the Directors.	The Board of Directors shall elect its
	Chairperson from among the Directors.
	2. The Board of Directors may give specific
	job titles to Directors.
Representative Executive Officers and	Representative Executive Officers and
Executive Officers with Specific Job Titles	Executive Officers with Specific Job Titles
Article 35	Article 35
The Company shall elect Representative	The Company shall elect Representative
Executive Officers by a resolution of the	Executive Officers by a resolution of the
Board of Directors.	Board of Directors.
2. The Company may elect <u>a Chairperson</u>	2. The Company may elect Executive
and Executive Officer, a President and	Officers with specific job titles by a
Executive Officer, and other Executive	resolution of the Board of Directors.
Officers with specific job titles from among	
the Executive Officers by a resolution of the	
Board of Directors.	
Class D Preferred Shares	Class D Preferred Shares
Article 11-5	Article 11-5
(Omitted)	(No change)
8. Right to request acquisition of Common	8. Right to request acquisition of Common
Shares ( <u>Redemption</u> Right)	Shares (Conversion Right)
	-
Class E Preferred Shares	Class E Preferred Shares
Article 11-6	Article 11-6
(Omitted)	(No change)
8. Right to request acquisition of Common	8. Right to request acquisition of Common
Shares ( <u>Redemption</u> Right)	Shares (Conversion Right)

### **Proposal No. 3: Election of Five (5) Directors**

The terms of office of all Directors (Six persons) will expire at the closing of the Meeting. Therefore, in accordance with the decision of the Nominating Committee, the Company decreases the number of Directors to five, and propose the election of five Directors.

The candidates for Directors of the Company are as follows.

Candidate No.	Name		Position and Responsibility in the Company	Years in Office (as of the conclusion of this Annual General Meeting of Shareholders)
1	Scott Callon	Re-elected Non-executive	Director Chairman of the Board of Directors Chairman of the Nominating Committee Chairman of the Compensation Committee	5 years and 3 months
2	Toshihiro Ueki	Re-elected Non-executive	Director Chairman of the Audit Committee	4 years and 10 months
3	Tamane Ozeki	Re-elected External Independent	External Director Nominating Committee Member Compensation Committee Member	4 years and 10 months
4	Shiho Ito	Re-elected External Independent	External Director Audit Committee Member	3 years
5	Takatoshi Tsujimura	Re-elected External Independent	External Director Nominating Committee Member Compensation Committee Member Audit Committee Member	1 year

Candidate number	Name (Date of birth)		mary, position and responsibilities at the Company ficant concurrent positions outside the Company	Number of shares of the Company owned
1 Re-elected	Scott Callon (Dec. 6, 1964)	Apr. 1988   Sept. 1991   Mar. 1994   Aug. 1994   Mar. 1997   June 2000   May 2001   Apr. 2002   Jan. 2003   May 2006   Oct. 2008   Nov. 2008   May 2012   May 2015   July 2017   Mar. 2020   June 2020   June 2020   June 2020   June 2021   June 2025   [Significan   Chairman o	MIPS Computer Systems, Inc. Asia-Pacific Research Center, Stanford University Visiting scholar of Research Institute of Capital Formation, Japan Development Bank Tokyo branch, Bankers Trust Asia Securities Co., Ltd. Morgan Stanley Japan Limited Japan Representative, Prudential plc Representative Director, PCA Asset Management Limited (an affiliate of Prudential plc) Morgan Stanley Japan Limited Head of Equities, Morgan Stanley Japan Limited Chief Executive Officer, Ichigo Asset Management, Ltd. (current position) Chairman and Representative Statutory Executive Officer, Ichigo Inc. Chairman of Board of Directors and, Chairman and Representative Statutory Executive Officer, Ichigo Inc. (current position) External Auditor, Chiyoda Co., Ltd. Independent Director, Chiyoda Co., Ltd. Chairman and Representative Director of the Company Chairman Representative Director and Corporate Officer of the Company External Director, FUJITSU LIMITED Director, Chairman and Representative Executive Officer of the Company External Director, Chiyota Co., Ltd. Chairman, Representative Director and Corporate Officer of the Company Director, Chairman and Representative Executive Officer of the Company Director, Chairman, CEO, and Representative Executive Officer of the Company Director (current position) t concurrent positions outside the Company] nive Officer, Ichigo Asset Management, Ltd. f Board of Directors and, Chairman and ive Statutory Executive Officer, Ichigo Inc.	
	[Reason for nomination as a candidate for Director] Mr. Scott Callon has executed corporate management as Chairman of the Board of Directors, and Chairman and Representative Statutory Executive Officer of a listed company since 2008, and has experience and substantial achievements as a manager taking the lead in enhancing the enterprise value for all stakeholders. In addition, he has many years of experience as an institutional investor and has devoted himself to enhancing the enterprise value of Japanese companies as a member of the council of experts related to corporate governance and enhancement of the enterprise value of the Financial Service Agency, the Ministry of Economy, Trade and Industry, and the Tokyo Stock Exchange. Mr. Callon has been responsible for management of the Group as Representative Director and Chairman of the Company since March 2020, as Director, concurrently serving as Representative Executive Officer and Chairman of the Company since August 2020 and as CEO since January 2021, and has promoted management reform and governance reform. The Company expects that, based on his rich experience cultivated as both an enterprise manager and an institutional investor, he will contribute to executing the Company's growth strategy BEYOND DISPLAY and further enhancing the functions of the Company's Board of Directors and therefore proposes that he be elected as its Director again.			

Candidate number	Name (Date of birth)		mary, position and responsibilities at the Company ificant concurrent positions outside the Company	Number of shares of the Company owned	
2 Re-elected	Toshihiro Ueki (Mar. 1, 1956)	May 2019 Oct. 2019 June 2020 Aug. 2020 June 2021	President and Representative Director, Videocon Display Research Co., Ltd. Executive Officer and GM of technology development department, VTechnology Co., Ltd. CTO, AvanStrate Inc. President and Representative Director and CEO, AvanStrate Inc. President and Representative Director and CEO, Nippon Denkai, Ltd. Special Assignment of President's Office of the Company Corporate Officer, COO and Division Manager of Front-End Production Division of the Company Corporate Officer of the Company	Common shares 63,900	
	[Reason for nomination as a candidate for Director] Mr. Toshihiro Ueki has accumulated a wealth of management experience and many achievements in the electronics equipment field on a global scale after working at major electronics manufacturing and service companies. Following serving as COO and Division Manager of Front-End Production Division of the Company since October 2019, he has been working to enhance competitiveness in terms of cost, focusing on high-efficiency operations at production sites located in Japan and overseas, and on fostering and strengthening manufacturing technology capabilities. As a Director and a member of the Audit Committee since August 2020, and the Chairman of the Audit Committee since June 2021, Mr. Ueki has been attending the meetings of the Board of Directors and the meetings of the Audit Committee and vigorously stated opinions. As well as supervising management, he has been advising the Group's management, utilizing his experience and insights cultivated through his career, and he is playing a central role in strengthening the auditing and supervisory functions towards strengthening governance. Therefore, the Company proposes that he be elected as its Director again.				

Candidate number	Name (Date of birth)		mary, position and responsibilities at the Company ficant concurrent positions outside the Company	Number of shares of the Company owned	
		Mar. 1989	Graduated from Hitotsubashi University, Faculty of Economics; Bachelor's degree (economics)		
		Apr. 1989	Entered Industrial Bank of Japan, Limited (now Mizuho Financial Group, Inc.)		
		Mar. 2003	Graduated from School of International Corporate Strategy, Hitotsubashi University; Master's degree (management) in the Management and Finance Course (master's course)		
		Mar. 2004	Entered Belling Point Co., Ltd. (now PwC Consulting LLC.)		
		Mar. 2005	Graduated from School of International Corporate Strategy, Hitotsubashi University; Master's degree (management law) in the Legal and Public Policy Course (master's course)		
		Apr. 2005	Entered GCA Corporation		
		Aug. 2006	Representative Director, dimmi Inc.		
		Feb. 2012	Entered Innovation Drive LLC		
		Apr. 2012	Contracted Associate Professor, International College of Arts and Science, Yokohama City University		
		Mar. 2013	Graduated from School of Engineering, the University of Tokyo, department of Advanced interdisciplinary Studies (doctor's course); Doctor's degree (academic)		
		Dec. 2013	Associate-Industrial Collaboration Professor, Yamagata University, Faculty of Engineering		
	Tamane Ozeki	Jan. 2014	Director, Kyoto Stem Cell Innovation, Inc. (Kyoto SCI)	Common shares	
3 Re-elected External	(Oct. 30, 1965)	Apr. 2014	Associate Guest Professor, Faculty of Engineering, Yamagata University (current position)	139,400	
Independent		May 2014	Director, Stem Cell & Device Laboratory, Inc. (SCAD)		
		Apr. 2016	Associate Professor, Graduate School for Creative Cities, Osaka City University		
		Feb. 2018	Advisor, Stem Cell & Device Laboratory, Inc. (SCAD) (current position)		
		Apr. 2018	Associate Professor, Faculty of Commerce, Graduate School of Creative Cities, Osaka City University		
		Aug. 2020	External Director of the Company (current position)		
		Apr. 2022	Associate Professor, Graduate School of Urban Management, Osaka Metropolitan University		
		Oct. 2022	External Director, Japan Green Investment Corp. for Carbon Neutrality (current position)		
		Apr. 2024	Professor, Graduate School of Urban Management, Osaka Metropolitan University (current position)		
		[Significant	concurrent positions outside the Company]		
		Professor, C	Graduate School of Urban Management, Osaka		
		-	n University		
			em Cell & Device Laboratory, Inc. (SCAD) rector, Japan Green Investment Corp. for Carbon		
	[Reason for nomination a		e for External Director and overview of the expected	role]	
			emes such as innovation, business models, University		
	creativity as an associate professor at the Osaka Metropolitan University Graduate School and an as an				
			Yamagata University. In addition, Ms. Ozeki was invo ompanies and possesses a wealth of management exp		

advanced expertise in management. She has experience as an author who has studied examples in the field of organic EL in terms of business tie-ups and market creation; therefore, she also has insight into the display market environment. As an Independent External Director of the Company as well as a member of the Nominating Committee and a member of the Compensation Committee since August 2020, Ms. Ozeki has been attending the meetings of the Board of Directors and the meetings of these committees and vigorously stated opinions. As well as supervising management, she has provided advice and suggestions regarding the Company's overall management from an objective and broad perspective and from an unprejudiced standpoint independent from the management that executes business, and she is sufficiently fulfilling her duties as an External Director. The Company expects that she will do her utmost for sustainable growth and enhancement of corporate value of the Group, formulation of a growth strategy from a global business perspective, and strengthening of functions for management supervision, including risk management. Therefore, the Company proposes that she be elected as its External Director again.

Candidate number	Name (Date of birth)		mary, position and responsibilities at the Company ficant concurrent positions outside the Company	Number of shares of the Company owned
4 Re-elected External Independent	Shiho Ito (Dec. 27, 1963)	Certified Pu Supervisory	Entered Toyo Trust and Banking Corporation (currently Mitsubishi UFJ Trust and Banking Corporation) Entered Chuo Shinko Audit Corporation (later to become Misuzu Audit Corporation) Member of Chuo Aoyama Audit Corporation (later to become Misuzu Audit Corporation) Shin Nihon & Co. (currently Ernst & Young Shin Nihon LLC) External Director of the Company (current position) Opened Shiho Ito CPA Office Supervisory Director, Nomura Real Estate Private REIT, Inc. (current position) Director, Audit and Supervisory Committee Member, Inabata & Co., Ltd. (current position) concurrent positions outside the Company] ablic Accountant, Shiho Ito CPA Office / Director, Nomura Real Estate Private REIT, Inc. udit and Supervisory Committee Member, Inabata	
	[Reason for nomination as a candidate for External Director and overview of the expected role] Although Ms. Shiho Ito has no direct experience in corporate management, she has long been involved in audits under Companies Act and Financial Instruments and Exchange Act and internal control evaluations as a certified public accountant at a major audit firm in Japan, and has served as a member of several industry-specific committees of the Japanese Institute of Certified Public Accountants, based on her broad experience and knowledge. The Company expects that she will supervise management at meetings of the Board of Directors and the Audit Committee from an unprejudiced standpoint independent from the management that executes business, and provide advice and suggestions regarding the Company's overall management from an objective and broad perspective and from her professional perspective as a certified public accountant, and that she will do her utmost for sustainable growth and enhancement of corporate value of the Group, formulation of a growth strategy from a global business perspective, and strengthening of functions for management supervision, including risk management. Therefore, the Company proposes that she be elected as its External Director again.			

Candidate number	Name (Date of birth)		mary, position and responsibilities at the Company icant concurrent positions outside the Company	Number of shares of the Company owned	
		Apr. 1991 Apr. 1991	Graduated from Tokyo University, Department of Physics, Faculty of Science; Bachelor's degree Joined IBM Japan, Ltd.		
		Apr. 2004	Product Development Director, Kodak Japan, Ltd.		
		Aug. 2007	Senior Director, Kodak Japan, Ltd.		
		Apr. 2009	General Manager, Research and Development Division, Kodak Japan, Ltd.		
		Apr. 2010	R&D General Manager, KONICA MINOLTA, INC.		
		July. 2011	Co-Chair, SID Japan Chapter, Society for Information Display (SID)		
		Jun. 2012	SID Fellow		
		Aug. 2012 Jan. 2013	General Manager, OLED Business Promotion Center, KONICA MINOLTA, INC.		
		Jun. 2013	Chair, SID Japan Chapter		
	Takatoshi	Jan. 2015	General Manager, OLED Business Unit, KONICA MINOLTA, INC. Ph.D., Material Science, Tokyo Institute of	Common shares 17,900	
	Tsujimura (Apr. 7, 1965)	May. 2016	Technology Director, Chemical Materials Evaluation and	· ,	
		Jun. 2017	Research Base CTO, Konica Minolta Pioneer OLED Inc.		
5 Re-elected		Apr. 2018	Technology Fellow, KONICA MINOLTA, INC. (current position)		
External		Jun. 2020	President, SID		
Independent		Jan. 2021	IEEE Fellow		
		Apr. 2022	Visiting Professor, Kyushu University Global Innovation Center		
		Apr. 2024	Visiting Professor, The Interdisciplinary Graduate School of Engineering Sciences, Kyushu University		
		May. 2024	Regional Vice-President, SID Japan Region (current position)		
		Jun. 2024	External Director of the Company (current position)		
			concurrent positions outside the Company]		
	Technology Fellow, KONICA MINOLTA, INC Vice-President, SID Japan Regional				
		as a candidate	for External Director and overview of the expected		
	Mr. Takatoshi Tsujimura has extensive experience in LCD and OLED displays, and in particular, he has				
	deep insight into the establishment of manufacturing technologies suitable for mass production of OLED displays. He has also served as president of the Society for Information Display, a global academic society				
	in the display industry.				
			upervise management at meetings of the Board of liced standpoint independent from the managen		
	Audit Committee from an unprejudiced standpoint independent from the management that executes business, and provide advice and suggestions regarding the Company's overall management from an				
	objective and broad perspective and from his professional perspective as a engineer, and that he will do his				
	utmost for sustainable growth and enhancement of corporate value of the Group, formulation of a growth strategy from a global business perspective, and strengthening of functions for management supervision,				
	including risk management. Therefore, the Company proposes that he be elected as its External Director				
	again.				

Note: 1. Ichigo Asset Management Company, where Mr. Scott Callon serves as Chief Executive Officer, offers investment advice to Ichigo Asset Management International, Pte. Ltd. entrusted with the authority related to investment management by Ichigo Trust which holds 3,034,222,222 common shares equivalent to 78.19% of the number of voting rights of the Company's outstanding shares, and 5,540 Class E Preferred Shares.

2. There are no special interests between the other candidate for Director and the Company.

- 3. For Ms. Shiho Ito, the name in her professional capacity is indicated above. Her name in the family register is Shiho Sasaki.
- 4. Ms. Tamane Ozeki, Ms. Shiho Ito and Mr. Takatoshi Tsujimura are candidates for External Director.
- 5. The Company has entered into an agreement with Mr. Toshihiro Ueki, Ms. Tamane Ozeki, Ms. Shiho Ito and Mr. Takatoshi Tsujimura to limit their liabilities for damages under Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the Companies Act. The maximum amount of liabilities for damages under the said agreement is the minimum liability limitation amount stipulated in Article 425, paragraph 1 of the Companies Act. If their reelection is approved, the Company will continue the agreement with them.
- 6. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all Directors are the insured. The said insurance contract covers litigation expenses and legal damages to be borne by the insured arising from corporate litigations, third-party litigations, derivative lawsuits, or other claims. However, damage attributable to inappropriate accounting treatment is outside the scope of the insurance coverage. The insurance premiums are fully borne by the Company. If the candidates assume office as Director, they will be insured by the said insurance contract. The Company intends to renew the said insurance contract on July 1, 2025.
- 7. The Company has entered into an indemnification agreement with each Director as stipulated in Article 430-2, paragraph 1 of the Companies Act. Based on the agreement, the Company will indemnify each Director for the expenses stipulated in item 1 and losses stipulated in item 2 of the same paragraph to the extent provided by law. If each Director is reelected, the Company intends to continue such indemnification agreement with each Director.
- 8. The Company has designated Ms. Tamane Ozeki, Ms. Shiho Ito and Mr. Takatoshi Tsujimura as independent officers pursuant to the regulations of the Tokyo Stock Exchange. If their reelection is approved, the Company will continue their designations as independent officers.

#### (Reference)

[Office scheduled to be assumed by the candidates for Directors]

After being at the Meeting, the five candidates will assume office as follows.

Name	Audit Committee	Nominating Committee	Compensation Committee
Scott Callon		Chairman	Chairman
Toshihiro Ueki	Chairman		
Tamane Ozeki		Committee member	Committee member
Shiho Ito	Committee member		
Takatoshi Tsujimura	Committee member	Committee member	Committee member

[Policy for Nominating Candidates for Directors]

In nominating candidates for Directors, the Nominating Committee, whose majority consists of External Directors, deliberates on the appropriateness of candidates based on the basic qualities required for Directors and human resource requirements such as knowledge, track record, and skills. In particular, the Company selects candidates for External Directors after evaluating them from the perspective of independence and diversity.

[The Company's approach to the balance in terms of knowledge, experience, and abilities of the Board of Directors as a whole, as well as its diversity and size]

The Board of Directors is composed in a manner that balances diversity (including in terms of gender, internationality, age, and professional experience) and appropriate size, with a good balance of knowledge, experience, and ability to fulfill its roles and responsibilities.

In addition, the Company appoints several Independent External Directors to ensure that the opinions of persons with a wealth of experience and insight in various fields, such as corporate executives, academics, and persons with international knowledge and experience, are appropriately reflected in the Company's management policies. The Nominating Committee deliberates and resolves on candidates for Directors who meet the following criteria and who can appropriately fulfill the responsibilities of monitoring and supervising the execution of business and determining the direction of management strategy.

(1) Have a good character, dignity, and high ethical standards

(2) Have a high spirit of compliance

- (3) Have an ability to make objective judgments regarding management, with excellent foresight and insight
- (4) Have no interest or business relationship that may influence management decisions in JDI's main business areas

(5) Have expertise and knowledge in corporate management, investment, accounting, and industry required by the Company

The knowledge, abilities and others required for the Company's Directors are set forth in [Knowledge, Abilities, etc. Required for the Company's Directors] on the next page. In addition, the knowledge and skill matrix of the candidates

for Directors are described in [Knowledge, Skill Matrix, etc. of Candidates for Directors of the Company] on the same page.

[Independence Standards for Independent External Directors]

The Company shall elect a person unlikely to cause conflicts of interest with general shareholders (specifically, a person who does not fall under the following requirements) as Independent External Director, from among persons satisfying the requirements for External Directors set forth in the Companies Act, who have been elected as External Directors.

- a. A person whose major business partner is the Company or who executes its business
- b. A major business partner of the Company or a person who executes its business
- c. A consultant, accounting professional, or legal professional who receives a considerable amount of money or other property from the Company in addition to his or her officer compensation
- d. A person who fell under any of the above a., b., or c. until recently
- e. A relative within the second degree of kinship of a person listed in any of the following (i) through (iv)
  - (i) A person listed in a. through d. above
  - (ii) A person who executes business at a subsidiary of the Company
  - (iii) A director of a subsidiary of the Company who does not execute business
  - (iv) A person who fell under (ii) or (iii) or a person who executed business at the Company until recently

Professional know-how, knowledge and expertise in LCD, OLED, display industry and others

Know-how and knowledge that contributes to value-creating management from a financial,

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Skill	Details
Corporate management	Know-how and knowledge in corporate management
Business strategy	Know-how and knowledge in business strategy development and implementation
Industry and	Professional larger have been been determined and any other in LCD OLED display in best

accounting, and investment perspective

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Know-how and knowledge that contributes to governance

Knowledge, Ability, etc. Required for the Company's Directors

professional expertise

Governance Finance, accounting

& investment

Tamane Ozeki

Shiho Ito

Takatoshi

Tsujimura

Knowledge, Skill Matrix, etc. of Candidates for Directors of the Company								
	Knowledge and skills possessed					Diversity		
Name	Corporate management	Business strategy	Industry and professional expertise	Governance	Finance, Accounting & Investment	Gender	Nationality	
Scott Callon	•	•		•	•	Male	United States of America	
Toshihiro Ueki	•	•	•	•		Male	Japan	

•

•

•

Japan

Japan

Japan

Female

Female

Male

•

### [Class Shareholders Meeting of Common Shareholders]

### Proposal: Approval of the Incorporation-type Company Split

As this proposal is identical to proposal No.1 "Approval of the Incorporation-type Company Split" from page 4 of Reference Documents Materials for the Annual Meeting, please refer to the relevant page.

End

# **Guidance on Exercising Voting Rights**

Voting rights can be exercised through the following 3 methods.

# **Exercising Voting Rights by Mail**

Please indicate your vote for or against the proposal on the enclosed voting form, and send via post without attaching stamp.

Exercise Deadline: Must be received by 5:30 p.m. on Friday, June 20, 2025

If there is no indication on the voting form of your approval or disapproval for the proposal, it will be treated as an indication of approval.

# **Exercising Voting Rights on the Internet**

If you are using a smartphone, access the website (Smart Exercise) by reading the QR code on the enclosed voting form and vote for or against the proposal. If you are using personal computer, etc., please access the voting website (https://www.web54.net; available in Japanese only) operated by the Company's shareholder registry administrator. Once you enter into the website, enter your "Voting Rights Exercise Code" and "Password" noted on the enclosed voting form and vote for or against the proposal.

Exercise Deadline: 5:30 p.m. on Friday, June 20, 2025

For operational inquiries related to PCs, etc. Sumitomo Mitsui Trust Bank, Limited Securities Agent Web Support Hotline (dedicated line) Telephone:0120-652-031 (Business hours: 9 a.m. to 9 p.m.)

In addition, institutional investors may use the "Voting Rights Electronic Exercise Platform" operated by ICJ, Inc. for the Meeting as a means of exercising voting rights electromagnetically.

# Attendance at the Meeting

Please bring the enclosed voting form and submit it to the receptionist. (You do not need to affix your personal seal.)

Date and Time:Saturday, June 21, 2025, at 10 a.m. (Reception begins at 9 a.m.)Venue:Bellesalle Onarimon Tower on the 3rd floor

Note:

- 1. In the event of a duplicate vote, one by submitting the voting form by post and the other cast via the Internet, the Company shall consider the vote cast via the Internet to be the valid one.
- 2. In the event you exercise your voting rights more than once using the Internet, the Company shall consider the last vote cast to be the valid one.
- 3. You are responsible for paying any fees, such as connection fees to Internet providers and communication fees to telecommunications providers in order to use the website for exercising your voting rights.