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Securities Code: 7740

March 4, 2025

To Shareholders

Shogo Sakuraba  
President & CEO  
Tamron Co., Ltd.  
1385 Hasunuma, Minuma-ku, Saitama,  
Saitama Prefecture, Japan

## NOTICE OF CONVOCATION OF THE 78th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tamron Co., Ltd. (the “Company”) hereby notifies you that the 78th Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as follows.

Upon convening this General Meeting of Shareholders, the Company will take measures for electronic provision with respect to information that constitutes the content of Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). You are kindly requested to check the information by accessing the Company website on which the information is posted.

If you do not expect to attend the Meeting, you may exercise your voting rights via the Internet or in writing (by mail). After reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights by no later than 5:20 p.m. on Tuesday, March 25, 2025 (Japan time).

[If you exercise your voting rights in writing (by mail)]

Please indicate your approval or disapproval for proposals on the Voting Rights Exercise Form, and return it so that it will be received before the above voting deadline.

[If you exercise your voting rights via the Internet, etc.]

Please exercise your rights before the above voting deadline.

1. **Date and Time** 10:00 a.m. on Wednesday, March 26, 2025 (reception starts at 9:00 a.m.)
2. **Place** 5th floor, Annex to the Head Office of Tamron Co., Ltd.  
1385 Hasunuma, Minuma-ku, Saitama, Saitama Prefecture, Japan
3. **Agenda**
  - Reports**
    1. Business Report for the 78th term (from January 1, 2024 to December 31, 2024), consolidated financial statements for the 78th term, and results of audit on the consolidated financial statements by Independent Auditors and the Audit & Supervisory Board
    2. Report on non-consolidated financial statements for the 78th term (from January 1, 2024 to December 31, 2024)
  - Resolutions**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of Seven (7) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

**4. Guide to Exercising Voting Rights**

- (1) If you exercise your voting rights in writing (by mail) without indicating your approval or disapproval for proposals, you shall be deemed to indicate your approval.
- (2) If you exercise your voting rights more than once via the Internet, the voting rights exercised for the last time shall be deemed to be valid.
- (3) If you exercise your voting rights both via the Internet and in writing (by mail), the voting rights exercised via the Internet shall be treated as valid irrespective of the arrival time and the date of the mailed vote.
- (4) If you wish to exercise your voting rights diversely, you are required to send notice providing details and your reasons in writing or electromagnetic form. Please note that you must ensure the notice arrives three (3) days prior to the day of the General Meeting of Shareholders.

End

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

While taking into account R&D and capital investment in an effort to strengthen its management structure and develop new businesses based on a long-term view, the Company endeavors to allocate profits based on business performance and has continued to allocate profits to shareholders in a stable manner with a dividend payout ratio of approximately 40%.

Furthermore, with an emphasis on continuing stable profit distribution to shareholders, the Company sets the minimum annual dividend per share of 50 yen.

In addition, in order to further enhance shareholder returns, the Company actively acquires treasury stock with a target total return ratio of approximately 60%.

Pursuant to this policy, the Company has decided to increase the year-end dividend to 105 yen per share. As a result, the dividend payout ratio (consolidated) will be 39.8%.

- (1) Type of dividend  
Cash
- (2) Matters concerning the allocation of dividends and its total amount  
105 yen per one common share of the Company  
Total amount of dividend 4,383,632,820 yen

(Notes) The Company conducted a stock split at a ratio of 2-for-1 on July 1, 2024. The interim dividend paid on June 30, 2024 (70 yen per share) is equivalent to 35 yen per share after the stock split. Accordingly, the total annual dividend per share for the fiscal year, including the year-end dividend, amounts to 140 yen per share. The effective increase in the annual dividend per share is 55 yen.

- (3) Effective date of the dividend from surplus  
March 27, 2025

**Proposal 2: Election of Seven (7) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)**

The term of office of all the eight (8) Directors (excluding Directors serving as Audit & Supervisory Committee Members, hereinafter the same in this proposal) expires at the close of this General Meeting of Shareholders. Accordingly, the Company asks its shareholders to approve the election of seven (7) candidates, reducing the number by one (1), including three (3) outside directors.

The Audit and Supervisory Committee has reviewed this proposal and has no opinions to present.

The candidate Directors are as follows:

Candidate number	Name	Candidate attribute	Current position and duty in the Company
1	Shogo Sakuraba (Male)	[Reappointment]	President & CEO in charge of the Administrative Management Unit and the Compliance
2	Tomohide Okayasu (Male)	[Reappointment]	Managing Director in charge of the Imaging Products Business Unit, Procurement Management Unit, Corporate Strategy Unit, and CSR
3	Shenghai Zhang (Male)	[Reappointment]	Managing Director in charge of the Global Production (Aomori Factory, China Factory, Vietnam Factory), Mold & Tooling Technology Center, and Risk Management
4	Makoto Otani (Male)	[Reappointment]	Managing Director in charge of the OEM Component Business Unit, Industrial Optics Business Unit, Quality Control & Assurance Supervision Unit, Optical Design & Engineering R&D Center, R&D Technology Center, and Information Management
5	Harumi Katagiri (Female)	[Reappointment] [Outside] [Independent]	Outside Director
6	Eriko Ishii (Female)	[Reappointment] [Outside] [Independent]	Outside Director
7	Yasuhiro Shirakawa (Male)	[New appointment] [Outside] [Independent]	—

[Reappointment] Candidate for reappointment as director

[Outside] Candidate for outside director

[Independent] Candidate for Independent director

[New appointment] Candidate for new appointment as director

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
1	[Reappointment]  Shogo Sakuraba (April 1, 1958)  Tenure as Director 11 years	April 1981    Joined Tamron Co., Ltd. January 2005    Executive Officer, General Manager, Optical Design & Engineering R & D Unit, Tamron Co., Ltd. January 2008    Senior Executive Officer, General Manager, Optical Design & Engineering R & D Unit, Tamron Co., Ltd. March 2014    Director, Tamron Co., Ltd. March 2016    Corporate Vice President, Tamron Co., Ltd. August 2023    President & CEO, Tamron Co., Ltd. (current post)	19,300 shares
	<p>[Reason for nomination as director]</p> <p>Mr. Shogo Sakuraba has properly supervised decisions on important business issues and directors' execution of duties as chairman of the board of directors by making good use of the experience and knowledge he has accumulated throughout his career and showing leadership in the center of the management team since 2023 when he took office as President &amp; CEO of Tamron Co., Ltd.</p> <p>The Company believes that he is adequately capable of contributing to the achievement of the continuous enhancement of the Group's corporate value in the future. Accordingly, he has been re-nominated for the position of director.</p>		
2	[Reappointment]  Tomohide Okayasu (January 30, 1975)  Tenure as Director 7 years	December 2000    Joined Tamron Co., Ltd. April 2012    Executive Officer, General Manager, Product Development Management & Administration Unit, Tamron Co., Ltd. January 2014    Executive Officer, General Manager, Imaging Products Business Unit, Tamron Co., Ltd. April 2016    Senior Executive Officer, Tamron Co., Ltd. April 2017    Senior Executive Officer, Tamron Co., Ltd. Vice Chairman, TAMRON USA, INC. March 2018    Director, Tamron Co., Ltd. March 2023    Managing Director, Tamron Co., Ltd. (current post)	4,500 shares
	<p>[Reason for nomination as director]</p> <p>After becoming a director of the Company in 2018, Mr. Tomohide Okayasu has been responsible for the management of the Company utilizing his accumulated experience, insight and knowledge, and is in charge of the Imaging Products Business Unit, Procurement Management Unit, Corporate Strategy Unit, and CSR.</p> <p>Moreover, he judiciously makes decisions on the execution of important operations as a member of the Board of Directors and monitors the execution of duties by Directors. The Company believes that he is adequately capable of contributing to the achievement of the continuous enhancement of the Group's corporate value in the future. Accordingly, he has been re-nominated for the position of director.</p>		

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
3	[Reappointment]  Shenghai Zhang (January 7, 1960)  Tenure as Director 9 years	January 1997    Joined Tamron Co., Ltd. April 2010    Executive Officer, Tamron Co., Ltd., Managing Director, TAMRON OPTICAL (FOSHAN) CO., LTD. April 2014    Senior Executive Officer, Tamron Co., Ltd., Managing Director, TAMRON OPTICAL (FOSHAN) CO., LTD. March 2016    Director, Tamron Co., Ltd. March 2020    Managing Director, Tamron Co., Ltd. (current post)	13,300 shares
	<p>[Reason for nomination as director]</p> <p>After becoming a director of the Company in 2016, Mr. Shenghai Zhang has been responsible for the management of the Company utilizing his accumulated experience, insight and knowledge, and is in charge of the Global Production (Aomori Factory, China Factory, Vietnam Factory), Mold &amp; Tooling Technology Center and Risk Management.</p> <p>Moreover, he judiciously makes decisions on the execution of important operations as a member of the Board of Directors and monitors the execution of duties by Directors. The Company believes that he is adequately capable of contributing to the achievement of the continuous enhancement of the Group's corporate value in the future. Accordingly, he has been re-nominated for the position of director.</p>		
4	[Reappointment]  Makoto Otani (January 17, 1962)  Tenure as Director 7 years	April 1984    Joined Tamron Co., Ltd. April 2012    Executive Officer, General Manager, OEM Component Business Unit, Tamron Co., Ltd. March 2015    Executive Officer, General Manager, Industrial Optics Business Unit, Tamron Co., Ltd. April 2016    Senior Executive Officer, General Manager Industrial Optics Business Unit, Tamron Co., Ltd. March 2018    Director, Tamron Co., Ltd. March 2023    Managing Director, Tamron Co., Ltd. (current post)	4,900 shares
	<p>[Reason for nomination as director]</p> <p>After becoming a director of the Company in 2018, Mr. Makoto Otani has been responsible for the management of the Company utilizing his accumulated experience, insight and knowledge, and is in charge of the OEM Component Business Unit, Industrial Optics Business Unit, Quality Control &amp; Assurance Supervision Unit, Optical Design &amp; Engineering R&amp;D Center, R&amp;D Technology Center, and Information Management.</p> <p>Moreover, he judiciously makes decisions on the execution of important operations as a member of the Board of Directors and monitors the execution of duties by Directors. The Company believes that he is adequately capable of contributing to the achievement of the continuous enhancement of the Group's corporate value in the future. Accordingly, he has been re-nominated for the position of director.</p>		

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
5	<p>[Reappointment] [Outside] [Independent]</p> <p>Harumi Katagiri (December 29, 1968)</p> <p>Tenure as Director 7 years</p>	<p>November 1993    Joined Asahi &amp; Co. (now KPMG AZSA LLC)  April 1998       Registered as a certified public accountant in Japan  March 2000      Joined Century Audit Corporation (now Ernst &amp;  Young ShinNihon LLC)  July 2009        Member of Ernst &amp; Young Shin Nihon LLC  July 2017        Opened the Harumi Katagiri CPA Office  (current post)  March 2018      Outside Director, the Company  (current post)  June 2019       Supervisory Director, Mori Trust Reit, Inc.  (current post)  June 2019       Outside Director, Audit &amp; Supervisory Committee  Member, Japan Asia Investment Co.,Ltd.  (current post)  June 2024       Outside Director, Audit &amp; Supervisory Committee  Member, Kanagawa Chuo Kotsu Co., Ltd.  (current post)</p> <p>[Important concurrent positions outside the Company]  Certified public accountant (the Harumi Katagiri CPA Office)  Supervisory Director, Mori Trust Reit, Inc.  Outside Director, Audit &amp; Supervisory Committee Member, Japan  Asia Investment Co., Ltd.  Outside Director, Audit &amp; Supervisory Committee Member,  Kanagawa Chuo Kotsu Co., Ltd.</p>	- shares
	<p>[Reasons for nomination as an outside director and expected roles]</p> <p>Ms. Harumi Katagiri has professional knowledge and insight as a certified public accountant. The Company believes that she will contribute to the achievement of the continuous enhancement of the Group's corporate value, utilizing her professional expertise. Accordingly, she has been re-nominated for the position of outside director.</p> <p>She has been involved in the management of a CPA office and has served as an outside officer in the past but has otherwise no experience in corporate management. However, the Company believes that she will properly perform her duties as an outside director for the reasons described above.</p>		

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
6	<p>[Reappointment] [Outside] [Independent]</p> <p>Eriko Ishii (January 3, 1981)</p> <p>Tenure as Director 4 years</p>	<p>October 2004 Registered as an attorney</p> <p>October 2004 Joined Mori Hamada &amp; Matsumoto LPC</p> <p>February 2011 Registered as an attorney in the State of New York</p> <p>July 2016 Partner of Shin Saiwai Law Office(current post)</p> <p>December 2018 Outside Director, Audit &amp; Supervisory Committee Member, SmartDrive Inc. (current post)</p> <p>May 2019 Supervisory Auditor, Canadian Solar Infrastructure Fund, Inc. (current post)</p> <p>June 2019 Outside Audit &amp; Supervisory Board Member, ALMAD, INC. (current post)</p> <p>March 2021 Outside Director, the Company(current post)</p> <p>March 2021 Outside Director, Audit &amp; Supervisory Committee Member, Sun Asterisk Inc. (current post)</p> <p>October 2022 Executive Director, Ichigo Hotel REIT Investment Corporation (current post)</p> <p>June 2023 Outside Audit &amp; Supervisory Board Member, erex Co., Ltd. (current post)</p> <p>[Important concurrent positions outside the Company] Attorney (Partner of Shin Saiwai Law Office) Outside Director, Audit &amp; Supervisory Committee Member, SmartDrive inc. Supervisory Director, Canadian Solar Infrastructure Fund, Inc. Outside Audit &amp; Supervisory Board Member, ALMAD, INC. Outside Director, Audit &amp; Supervisory Committee Member, Sun Asterisk Inc. Executive Director, Ichigo Hotel REIT Investment Corporation Outside Audit &amp; Supervisory Board Member, erex Co.,Ltd.</p>	1,200 shares
<p>[Reasons for nomination as outside director and expected roles]</p> <p>Ms. Eriko Ishii has professional knowledge and insight as an attorney, and is familiar with M&amp;A and corporate law, etc. The Company believes that she will contribute to the achievement of the continuous enhancement of the Group's corporate value, utilizing her professional expertise. Accordingly, she has been re-nominated for the position of outside director.</p>			



No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
7	<p>[New appointment] [Outside] [Independent]</p> <p>Yasuhiro Shirakawa (June 1, 1963)</p> <p>Tenure as Director -</p>	<p>April 1986    Joined National Police Agency (NPA)</p> <p>January 2010    Director, International Affairs Division, Commissioner-General's Secretariat, NPA</p> <p>April 2013    Chief, Miyazaki Prefectural Police</p> <p>September 2014    Director, General Affairs Division, Commissioner-General's Secretariat, NPA</p> <p>August 2015    Deputy Director-General in charge of International Affairs and Cybersecurity, NPA</p> <p>September 2016    Deputy Director-General, Security Bureau and in charge of 2020 Olympics and Paralympics, NPA</p> <p>August 2017    Director-General, Foreign Affairs and Intelligence Department, NPA</p> <p>July 2018    Director-General, Community Safety Bureau, NPA</p> <p>June 2020    Audit &amp; Supervisory Board Member, JR West Real Estate &amp; Development Company (current post)</p> <p>July 2022    Special Advisor, West Japan Railway Company (current post)</p> <p>July 2022    Audit &amp; Supervisory Board Member, JR West Real Estate Investment Advisors Co., Ltd. (current post)</p> <p>[Important concurrent positions outside the Company] -</p>	-
<p>[Reasons for nomination as outside director and expected roles]</p> <p>Mr. Yasuhiro Shirakawa has extensive experience in police administration and possesses deep expertise in legal matters related to this field. Furthermore, his tenure as an auditor at other companies has provided him with broad knowledge and keen insight.</p> <p>Especially, we expect him to provide professional guidance on risk management and compliance, oversee directors' execution of their duties, and contribute to strengthening our corporate governance. The Company believes that his expertise and experience will help achieve the sustainable enhancement of our corporate value. Accordingly, he has been selected as a candidate for outside director.</p>			

(Notes)

1. None of the candidates for directors have any special interest in the Company.
2. Ms. Harumi Katagiri, Ms. Eriko Ishii and Mr. Yasuhiro Shirakawa are candidates for outside directors.
3. Ms. Harumi Katagiri and Ms. Eriko Ishii are currently outside directors of the Company, and their term of office as outside directors will be seven years for Ms. Harumi Katagiri, and four years for Ms. Eriko Ishii at the end of this general meeting.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into a contract with Ms. Harumi Katagiri and Ms. Eriko Ishii to limit their liabilities for damages under Article 423, Paragraph 1 of the same Act. The limit of liability for damages under the contract is the minimum liability amount stipulated under Article 425, Paragraph 1 of the same Act. Moreover, when the elections of directors the above mentioned are approved, the Company plans to extend these contracts with them. Upon the approval of the appointment of Mr. Yasuhiro Shirakawa as outside director, the Company will execute an agreement for the limitation of liability as set forth in Paragraph 1, Article 423 of the Companies Act with Mr. Shirakawa according to the provisions of Paragraph 1, Article 427 of the Companies Act.
5. The Company's policy is to take out a directors and officers liability insurance policy with an insurance company as provided for in Paragraph 1, Article 430-3 of the Companies Act, and to use this insurance policy to compensate for any damages suffered by insured parties include Company's directors as a result of damages or litigation expenses borne in the event of litigation concerning compensation for damages brought by shareholders, investors or other third parties during the insurance period. Upon the approval of the elections of directors the above mentioned, the Company will be included in insured parties under this insurance policy. The Company plans to renew the policy with the same content at next renewal.
6. As Ms. Harumi Katagiri and Ms. Eriko Ishii fulfill the requirements for independent directors under the Company's standards and the rules of Tokyo Stock Exchange, Inc. for the judgment of independence, the Company applies the Tokyo Stock Exchange, Inc. of them as an independent officer in accordance with the provisions of the Tokyo Stock Exchange, Inc. Moreover, when the elections of directors the above mentioned are approved, the Company will maintain their registration as independent directors. Upon the approval of the appointment of Mr. Yasuhiro Shirakawa as outside director, he will be appointed as independent director.

**Reference: Director Skills Matrix** (in the case where the candidates are approved in this General Meeting of Shareholders)

The Company's Board of Directors is comprised of individuals who possess a variety of professional knowledge and experience and backgrounds. If Proposal 2 passes as proposed, the composition of the Board of Directors and the expertise and background of each director are as follows.

Name	Position at Tamron	Business management	Global	Production, development	Sales, marketing	Finance, accounting	Legal, risk management, compliance	ESG, Sustainability
Shogo Sakuraba	President & CEO	○		○		○	○	○
Tomohide Okayasu	Corporate Vice President	○	○	○	○		○	○
Shenghai Zhang	Senior Managing Director	○	○	○			○	
Makoto Otani	Senior Managing Director	○		○	○			
Harumi Katagiri	Outside Director					○		
Eriko Ishii	Outside Director		○				○	
Yasuhiro Shirakawa	Outside Director		○				○	
Takahiro Yamaguchi	Director [Full-time Audit & Supervisory Committee Member]					○		
Takashi Hirayama	Outside Director [Full-time Audit & Supervisory Committee Member]	○				○		
Masaya Nara	Outside Director [Audit & Supervisory Committee Member]	○	○				○	
Takashi Ueda	Outside Director [Audit & Supervisory Committee Member]	○				○		

End