

May 24, 2022

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## **Supplementary Explanation for Proposal 3** **of the 100th Ordinary General Meeting of Shareholders**

To provide fuller information to our shareholders, Azbil Corporation hereby offers the following supplementary explanation for Proposal 3, “Election of Twelve (12) Directors” at the 100th Ordinary General Meeting of Shareholders to be held on June 23, 2022. We would kindly ask our shareholders to review this document for their better understanding of the proposal.

### Proposal 3: Election of Twelve (12) Directors Candidate No.12: Tomoyasu Miura

*(Please refer to pages 41-42 of the **Notice of the 100th Ordinary General Meeting of Shareholders.**)*

Tomoyasu Miura, Candidate No. 12, has held important positions at a think-tank consulting firm. He possesses extensive knowledge and experience in a wide range of fields, including IT, technology innovation and new business creation. He also has considerable experience, at a public interest incorporated foundation, in the development of management human resources. We would like him to provide us with objective assessments and advice from a broad perspective, drawing on his extensive knowledge of the IT and technology fields as well as his experience in creating new businesses and in human resource development. The Company has judged him to be an appropriate and necessary person for the enhancement of sustainable enterprise value. Therefore, the Company has newly proposed him as a candidate for Outside Director.

Tomoyasu Miura is a Counselor of Nomura Research Institute, Ltd. (NRI) as well as Executive Director of Nomura School of Advanced Management (NSAM), a public interest incorporated foundation. The Company currently has transaction relationships with NRI and NSAM related to consulting and training services. However, in both the most recent fiscal year and the preceding three (3) fiscal years, the amount of transactions with NRI makes up less than 0.03% of the consolidated net sales of both the Company and NRI. As regards the Company’s relationship with NSAM, the amount of transactions (training fees paid to NSAM) as a percentage of NSAM’s net sales is less than 1.3%; in monetary terms, this is less than 9 million yen per fiscal year. Note that the Company has no sales to NSAM. Thus, neither NRI nor NSAM is a major business partner as per “the Criteria for

Independence of Outside Directors and Outside Audit & Supervisory Board Members” established by the Company.

Based on the above, the Company judges that Tomoyasu Miura has sufficient independence and there is no possibility of the occurrence of conflict of interest with general shareholders. We have reported him as an Independent Director to the Tokyo Stock Exchange.

END