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(Stock Exchange Code 7315) June 5, 2020

To Our Shareholders with Voting Rights:

Kazuhiko Ito President and Representative Director IJTT Co., Ltd. 1-7 Kinkocho, Kanagawa-ku, Yokohama-shi, Kanagawa, Japan

# NOTICE OF CONVOCATION OF THE 7TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby informed that the 7th Annual General Meeting of Shareholders of IJTT Co., Ltd. (the "Company") will be held as described below.

Considering the situation that the novel coronavirus (COVID-19) infection is still continuing, in order to ensure your safety and prevent the spread of infection, we ask you to exercise your voting rights in advance in writing or via the Internet. In case you attend the meeting, please take measures such as wearing a mask. In addition, we may take necessary measures to ensure your safety and prevent the spread of infection at the venue of the meeting based on our judgement. We would appreciate it if you could cooperate with us.

We also discontinue the distribution of souvenirs and drink services at the venue on the day of the meeting. We would appreciate your kind understanding.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (close of operation on that day) on Thursday, June 25, 2020, Japan time.

[Exercise of voting rights in writing (document)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the above deadline.

[Exercise of voting rights via the Internet]

Please access the Company's voting Web site (https://evote.tr.mufg.jp/) for exercising voting rights using your PC or smartphone, follow the instructions on the screen, and enter your vote for or against each proposal using the "login ID" and the "Temporary Password" printed on the enclosed Voting Rights Exercise Form by the above deadline.

**1. Date and Time:** Friday, June 26, 2020, at 10:00 a.m. Japan time (The reception desk opens at 9:30 a.m.)

\* Please note that the opening time of the reception desk changes from last year. Nexuswind, TKP GardenCity Shinagawa, SHINAGAWA GOOS 1F, 13-3, Takanawa 3-chome, Minato-ku, Tokyo, Japan

3. Meeting Agenda: Matters to be reported:

2. Place:

1. The Business Report, Consolidated Financial Statements for the Company's 7th Fiscal Year (April 1, 2019–March 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated

#### **Financial Statements**

2. Non-consolidated Financial Statements for the Company's 7th Fiscal Year (April 1, 2019–March 31, 2020)

## Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus **Proposal 2:** Election of 1 Director

**Proposal 3:** Election of 1 Audit & Supervisory Board Member

**Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member

#### 4. Matters determined for convocation of this General Meeting of Shareholders

- (1) Handling of exercised voting rights without indication of vote for or against proposals
  If there is no indication of either for or against a proposal, the intent shall be deemed to be for the proposal.
- (2) Exercise of voting rights through a proxy
  If you are unable to attend the meeting, you can exercise your voting rights through a proxy, who must
  be another shareholder of the Company with voting rights. Such proxy will be required to submit a
  document certifying his/her authority as proxy.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the
  reception desk. Please bring this convocation notice to the meeting with you to save natural
  resources.
- The following items are posted on the Company's Web site (https://www.ijtt.co.jp/) pursuant to laws and Article 15 of the Company's Articles of Incorporation, therefore they are not described in this convocation notice.
  - (1) Notes to Consolidated Financial Statements
  - (2) Notes to Non-consolidated Financial Statements

Other than the attached documents to this convocation notice, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements, which are posted on the Company's Web site, are included in the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor.

- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's Web site (https://www.ijtt.co.jp/). In addition, we will inform you of various countermeasures for the spread of COVID-19 infection by posting the information on the website stated above.
- On the day of the Meeting, the Company will adopt "Cool Biz" attire.
- The operation staff of the meeting will wear masks while on duty after confirming their health conditions including taking their temperatures.

# Reference Documents for the General Meeting of Shareholders

### **Proposals and References**

### **Proposal 1:** Appropriation of Surplus

With regard to the appropriation of surplus, the Company intends to pay a year-end dividend for its 7th fiscal year, which ended March 31, 2020, as described below, considering such factors as business performance for the fiscal year under review and future business development.

1. Type of dividend property:

Cash

2. Matters regarding the allocation of dividend property to shareholders and its total amount:

¥9 per share (common stock of the Company) Total amount: ¥422,225,514

3. Effective date for dividends from surplus:

June 29, 2020

# Proposal 2: Election of 1 Director

The Company Director Takuma Sakai will resign from the post at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Director is proposed.

The candidate is as follows:

No.	Name (Date of birth)		Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
1	* Hidetoshi Kawamoto (October 13, 1953)	April 1980 April 2010	Joined Clarion Co., Ltd.  Deputy Senior Vice President & GM of Sales  Management Div. of Hitachi Automotive Systems,  Ltd.	
		June 2010 April 2011	Director of Clarion Co., Ltd.  Deputy Senior Vice President & GM of Sales  Management Div. of Hitachi Automotive Systems,	
		October 2011	Ltd. Director, Chairman & CEO of Hitachi Automotive Systems Asia, Ltd.	
		June 2012	Executive Director of Clarion Co., Ltd.	
		April 2013	Director, Chairman & President of Hitachi	
		August 2013	Automotive Systems Asia, Ltd. In charge of Business Structure Reform of Clarion Co., Ltd.	0
		April 2014	Representative Director, President & COO of Clarion Co., Ltd.	
		June 2016	Director, Representative Executive Officer, President & COO of Clarion Co., Ltd.	
		June 2017	Director, Representative Executive Officer, Chairman & CEO of Clarion Co., Ltd.	
		April 2018	Director, Representative Executive Officer, Chairman of Clarion Co., Ltd.	
		April 2019	Chairman of Faurecia Japan Co., Ltd.	
		April 2019	Faurecia S.E. Senior Advisor of CEO	
		June 2019	Outside Director of AGS Corporation (to present)	
	Reasons for his		i Kawamoto has long engaged in the corporate management at co	
	nomination as	including electric equipment and automobile parts manufacturers. We believe he will		
	Outside Director	reflect his experience and insight in the management of the Company.		

#### (Notes)

- 1. \* indicates a new candidate for Outside Director.
- 2. There are no special interests between the candidate for Director and the Company.
- 3. In the case Mr. Hidetoshi Kawamoto assumes office as an Outside Director, the Company plans to enter into a contract with him for limitation of indemnity liability for damages as provided in Article 423, Paragraph 1, of the Companies Act on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act. The limit of the liability under the contract shall be the amount set forth in Article 425, Paragraph 1, of the Companies Act.
- 4. Mr. Hidetoshi Kawamoto satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange. If Mr. Hidetoshi Kawamoto assumes office as an Outside Director, the Company plans to report him as an independent director to the Exchange.

# **Proposal 3:** Election of 1 Audit & Supervisory Board Member

The Company's Audit & Supervisory Board Member Junya Fujiwara will resign from the post at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)		Number of shares of the		
(=	and significant concurrent positions		Company held	
	February 1990	Joined Isuzu Motors Limited		
	February 2009	Group Leader of Management Group, Domestic Sales		
		Department of Isuzu Motors Limited		
	June 2009	Group Leader of Management Group, Domestic Business		
		Promotion Department of Isuzu Motors Limited		
	October 2009	Senior Staff, Domestic Sales Division of Isuzu Motors		
		Limited		
	April 2010	Isuzu Network Company Limited		
	April 2012	Group Leader of General Group, Sales Planning Department		
* Kenichi Asahara		of Isuzu Motors Limited	0	
(August 22, 1965)	April 2013	Group Leader of Group I, Corprate Business Planing	U	
		Department of Isuzu Motors Limited		
	April 2015	General Manager of Corprate Business Planing Department of		
		Isuzu Motors Limited		
	April 2017	Senior Expert, Asia Business Department of Isuzu Motors		
		Limited		
	May 2017	Isuzu Motors International Operations (Thailand) Co., Ltd.		
	April 2020	Associate Division Executive of Business Operations		
		Division and General Manager of Sustainability Promotion		
		Department of Isuzu Motors Limited (to present)		
Reasons for his	Mr. Kenichi Asahara has long engaged in planning operations such as corporate planning and			
nomination as Audit &				
Supervisory Board audit and take control appropriately as an Audit & Supervisory Board Member.				
Member				

#### (Notes)

- 1. \* indicates a new candidate for Audit & Supervisory Board Member.
- 2. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
- 3. Isuzu Network Company Limited is a predecessor of Isuzu Motors Sales Limited before changing its trade name on October 1, 2010.

# Proposal 4: Election of 1 Substitute Audit & Supervisory Board Member

To prepare for the event that the number of Audit & Supervisory Board Members falls below the statutory number, the prior election of 1 substitute Audit & Supervisory Board Member is proposed. The election based on this proposal can be revoked by the resolution of the Board of Directors upon approval by the Audit & Supervisory Board provided it is before the candidate takes office.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
Harukazu Ogane (April 16, 1957)	October 1992 January 1993 April 1996 August 1997 May 2007 July 2018 July 2018	Passed the essay examinations of the CPA examination Joined Meiji Audit & Co. (currently ARK LLC) Passed the final assessments of the CPA examination Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC) Partner of Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC) Established Harukazu Ogane CPA Office (to present) Outside Audit & Supervisory Board Member of J-CAST, Inc. (to present)	0

#### (Notes)

- 1. There are no special interests between the candidate for substitute Audit & Supervisory Board Member and the Company.
- 2. Mr. Harukazu Ogane is a candidate for Substitute Outside Audit & Supervisory Board Member. Mr. Harukazu Ogane possesses abundant experience as a certified public accountant and broad insight gained through his career. For Mr. Harukazu Ogane to reflect his insight in the Company's audit structure, the Company proposes to elect Mr. Harukazu Ogane as a substitute Outside Audit & Supervisory Board Member.
- 3. Although Mr. Harukazu Ogane has not been involved in corporate management directly, for the above reasons, the Company believes he will be able to fulfill the duties as Outside Audit & Supervisory Board Member appropriately.
- 4. In the case Mr. Harukazu Ogane assumes office as an Outside Audit & Supervisory Board Member, the Company plans to enter into a contract with him for limitation of indemnity liability for damages as provided in Article 423, Paragraph 1, of the Companies Act on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act. The limit of the liability under the contract shall be the amount prescribed by law.
- 5. Mr. Harukazu Ogane satisfies the requirements for an independent audit & supervisory board member as stipulated by the Tokyo Stock Exchange. If Mr. Harukazu Ogane assumes office as an Outside Audit & Supervisory Board Member, the Company plans to report him as an independent audit & supervisory board member to the Exchange.