

# **NOTICE OF THE 131ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

## **<Notice Regarding COVID-19>**

From the viewpoint of preventing infection and spreading of COVID-19, the seats at the venue will be set with wide space, and directors and staff will wear facial masks.

We would like to ask our shareholders for their understanding and cooperation regarding the following to prevent infection.

- When attending the meeting, please wear facial a mask and disinfect with alcohol sanitizers.
- Those who are elderly, have an underlying disease, or are pregnant, are kindly asked to consider refraining from attending the meeting.
- Whenever possible, please exercise your voting rights in writing (by mail).

## **<Regarding Souvenirs>**

- From this year, we will not distribute souvenirs to the shareholders attending the meeting.

We appreciate your understanding.

## **TAKEBISHI CORPORATION**

(Stock Exchange Code 7510)

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Stock Exchange Code 7510)  
June 5, 2020

## Notice to Shareholders

Isamu Ogura  
Representative Director & President  
TAKEBISHI CORPORATION  
29, Mameda-cho, Nishi-kyogoku,  
Ukyo-ku, Kyoto, Japan

## NOTICE OF THE 131ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform that the 131st Annual General Meeting of Shareholders of TAKEBISHI CORPORATION (the “Company” or “we”) will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing (the Voting Rights Exercise Form). In this case, please review the “Reference Documents for General Meeting of Shareholders,” indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:15 p.m. on Wednesday, June 24, 2020, Japan time. Thank you very much for your cooperation.

### Details of the Meeting

1. **Date and Time:** 10:00 a.m., Thursday, June 25, 2020
2. **Place:** 1st Floor Event Hall of Head office located at 29, Mameda-cho, Nishi-kyogoku, Ukyo-ku, Kyoto, Japan
3. **Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 131st Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 131st Fiscal Year (April 1, 2019 - March 31, 2020)

### Proposal to be resolved:

- Proposal:** Election of Nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Should the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<https://www.takebishi.co.jp/>).
  - Of the documents to be attached to the notice of convocation, the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are posted on our website (<https://www.takebishi.co.jp/company/ir/meeting.html>) in accordance with laws and regulations and Article 15 of Articles of Incorporation of the Company and accordingly are not included in this notice of convocation. The Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements have been audited as parts of the Consolidated Financial Statements and Non-consolidated Financial Statements in the preparation of the audit reports by the Audit and Supervisory Committee and the Accounting Auditor.

## Reference Documents for the General Meeting of Shareholders

**Proposal:** Election of Nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The term of office of all ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this General Meeting of Shareholders.

Accordingly, the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The Audit and Supervisory Committee has determined that all candidates for Directors are fit for their respective positions relating to this Proposal.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company
1	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Hiroyuki Fujiwara	Director & Chairman
2	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Isamu Ogura	Representative Director, President & CEO
3	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Yukihiro Hashimoto	Director & General Managing Executive Officer and General Manager of Social & Information Systems Division
4	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Takashi Kamei	Director & Senior Managing Executive Officer and Chief of Business Strategy Office
5	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Kazuhiko Sakaguchi	Director & Executive Officer and Chief of Business Promotion Office
6	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Hiroshi Okagaki	Director & Executive Officer and General Manager of Technical Development Division
7	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Katsuhiro Nakauchi	Director & Executive Officer and General Manager of Electro-Mechanical Systems Division
8	<span style="border: 1px solid black; padding: 0 2px;">Reelection</span> Takehisa Iwata	Director & Executive Adviser
9	<span style="border: 1px solid black; padding: 0 2px;">New election</span> <span style="border: 1px solid black; padding: 0 2px;">Outside</span> Toyoji Kurosawa	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1 <u>Reelection</u>	Hiroyuki Fujiwara (June 24, 1952)	April 1975	Joined the Company	26,945
		April 2002	Manager of Industrial Electro-Mechanical Department	
		June 2006	Assistant General Manager of Electro-Mechanical Systems Division, Manager of Sales Planning Department and Manager of Industrial Electro-Mechanical Department	
		June 2007	Executive Officer and General Manager of Electro-Mechanical Systems Division	
		June 2008	Director & Managing Executive Officer, and General Manager of Electro-Mechanical Systems Division	
		June 2012	Representative Director, President & CEO	
		June 2017	Director & Chairman (to present)	
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director on account of his past records of serving as the Chairman of the Board of Directors and supervising the management of the Company, as well as the extensive experience and insight developed through the leadership role that he has played in the management of the Company.				
2 <u>Reelection</u>	Isamu Ogura (July 11, 1959)	April 1982	Joined the Company	29,653
		April 2005	Assistant General Manager of Shiga Branch	
		October 2005	General Manager of Nagoya Branch	
		April 2011	Assistant Chief of Business Strategy Office	
		October 2011	Assistant Chief of Business Strategy Office and Manager of Corporate Planning Department	
		June 2012	Director & Executive Officer, Chief of Business Strategy Office, Manager of Corporate Planning Department	
			Chairman of the Board of Directors of Takebishi Electric Sales Hong Kong Limited and Chairman of the Board of Directors of Takebishi Electric Sales Shanghai Limited	
		April 2014	Director & Executive Officer and Chief of Business Strategy Office	
		June 2016	Director & Managing Executive Officer and Chief of Business Strategy Office	
		June 2017	Representative Director, President & CEO (to present)	
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director on account of his past records of serving as the Representative Director & President and demonstrating his leadership in leading the management of the Company, as well as the knowledge and experience developed by assuming management responsibilities at the Company.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3 Reelection	Yukihiro Hashimoto (June 13, 1958)	<p>April 1981      Joined the Company</p> <p>February 2005      Manager of Industry Machinery Department</p> <p>July 2007      Manager of FA Systems Department</p> <p>April 2011      Assistant General Manager of Electro-Mechanical Systems Division and Manager of Sales Administration Department</p> <p>April 2012      Assistant General Manager of Social &amp; Information Systems Division</p> <p>June 2012      Director &amp; Executive Officer and General Manager of Social &amp; Information Systems Division</p> <p>June 2015      Director &amp; Managing Executive Officer and General Manager of Social &amp; Information Systems Division</p> <p>June 2017      Director &amp; General Managing Executive Officer and General Manager of Social &amp; Information Systems Division and in charge of Electro-Mechanical Systems Division</p> <p>June 2018      Director &amp; General Managing Executive Officer and General Manager of Social &amp; Information Systems Division (to present)</p> <p>[Significant concurrent position] President of TAKEBISHI (THAILAND) CO., LTD.</p>	16,467
<p>Reason for nomination as a Director candidate</p> <p>He is considered to be fit for the position as a Director who is responsible for leading the social and information systems business of the Company on account of his experience in assuming management responsibilities at the Company serving as an Executive Officer in charge of the Social &amp; Information Systems Division, as well as his knowledge developed through the experience in sales activities.</p>			
4 Reelection	Takashi Kamei (September 11, 1958)	<p>April 1981      Joined Mitsubishi Electric Corporation</p> <p>April 2005      Manager of FA Overseas Project Division of Mitsubishi Electric Corporation</p> <p>April 2009      Manager of Industrial Mechatronics Department of Mitsubishi Electric Corporation</p> <p>April 2012      Assistant General Manager of Electro-Mechanical Systems Division of the Company</p> <p>June 2012      Director &amp; Executive Officer and General Manager of Electro-Mechanical Systems Division of the Company</p> <p>June 2015      Director &amp; Managing Executive Officer and General Manager of Electro-Mechanical Systems Division of the Company</p> <p>June 2017      Director &amp; Senior Managing Executive Officer and Chief of Business Strategy Office of the Company (to present)</p>	31,039
<p>Reason for nomination as a Director candidate</p> <p>He is considered to be fit for the position as a Director who is responsible for corporate planning and the execution of business strategies on account of his experience in assuming management responsibilities at the Company serving as an Executive Officer in charge of business strategies of the Company, as well as his extensive knowledge and insight developed through the experience in working for other companies.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5 Reelection	Kazuhiko Sakaguchi (March 31, 1962)	April 1984	Joined the Company	19,565
		July 2007	Manager of Corporate Planning Department	
		October 2011	Manager of General Affairs Department	
		October 2013	Assistant Chief of Business Promotion Office and Manager of General Affairs Department	
		June 2017	Director & Executive Officer and Chief of Business Promotion Office (to present)	
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director who is responsible for business promotion of the Company on account of his experience in assuming management responsibilities at the Company serving as an Executive Officer in charge of business promotion of the Company, as well as his extensive knowledge developed through the experience in supervising the general affairs, accounting, and information systems of the Company.				
6 Reelection	Hiroshi Okagaki (November 6, 1960)	April 1983	Joined the Company	14,810
		July 2006	Manager of Technical Development Department	
		April 2011	Manager of FA Systems Department	
		April 2016	Assistant General Manager of Technical Development Division	
		June 2017	Executive Officer and General Manager of Technical Development Division	
		June 2018	Director & Executive Officer and General Manager of Technical Development Division (to present)	
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director who is responsible for leading the technical development sections of the Company on account of his extensive knowledge developed through the experience in assuming technical development responsibilities serving as an Executive Officer in charge of the Technical Development Division of the Company.				
7 Reelection	Katsuhiro Nakauchi (July 31, 1961)	April 1984	Joined the Company	13,280
		April 2009	General Manager of Kihoku Branch	
		February 2014	Manager of Sales Administration Department, Electro-Mechanical Systems Division	
		April 2017	Assistant General Manager of Electro-Mechanical Systems Division	
		June 2017	Executive Officer and General Manager of Electro-Mechanical Systems Division	
		June 2018	Director & Executive Officer and General Manager of Electro-Mechanical Systems Division (to present)	
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director who is responsible for leading the electro-mechanical systems sections of the Company on account of his extensive experience in supervising sales activities and branch operations serving as an Executive Officer in charge of the Electro-Mechanical Systems Division of the Company.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
8 Reelection	Takehisa Iwata (January 27, 1945)	April 1969    Joined Mitsubishi Electric Corporation April 1999    Senior General Manager and General Manager of Affiliates Business Promotion Division, Mitsubishi Electric Corporation April 2003    Assistant to the President of the Company June 2003    Representative Director & President of the Company June 2006    Representative Director, President & CEO of the Company June 2012    Director & Chairman of the Company June 2017    Director & Executive Adviser of the Company (to present)		40,049
Reason for nomination as a Director candidate He is considered to be fit for the position as a Director on account of his longstanding experience and records in leading the management of the Company, as well as his extensive insight developed through the experience in working for other companies.				
9 New election Outside	Toyoji Kurosawa (June 25, 1967)	April 1990    Joined Mitsubishi Electric Corporation April 2015    Manager of FA Systems Department, Kanagawa Branch of Mitsubishi Electric Corporation April 2017    Manager of Equipment 2 Department, Head Office of Mitsubishi Electric Corporation April 2020    Assistant General Manager and Manager of Equipment 1 Department, Kansai Branch of Mitsubishi Electric Corporation (to present)		—
Reason for nomination as an Outside Director candidate He is considered to be fit for the position as an Outside Director who is responsible for the supervision of the management of the Company from the objective viewpoint because his extensive knowledge and experience developed through working for other companies would be beneficial for the management of the Company. Although he has no experience of directly involved in corporate management, for the above reason, the Company has judged that he will be able to appropriately execute his duties as Outside Director.				

(Notes)

1. Mr. Toyoji Kurosawa concurrently serves as Assistant General Manager (employee) of Kansai Branch of Mitsubishi Electric Corporation. Mitsubishi Electric Corporation is a major shareholder of the Company and has a special business relationship with the Company (Major supplier and customer).
2. No special interests exist between each of the candidates and the Company other than 1. above.
3. Mr. Toyoji Kurosawa is a candidate for Outside Director.
4. If the reelection of Messrs. Takehisa Iwata and Hiroyuki Fujiwara is approved, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to continue the liability limitation agreements that has been concluded with them, stipulated in Article 423, Paragraph 1 of the same Act. The amount of limit of liability for damages under such contract shall be 1 million yen or the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If the election of Mr. Toyoji Kurosawa is approved, the Company plans to enter into a similar liability limitation agreement with him.
5. The number of shares of the Company held by each candidate for Director includes the stocks held by each candidate in the officers shareholding association. (Fractional shares have been omitted.)