

This document has been translated from a part of 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code: 6315)

June 10, 2020

Dear Shareholders:

Hirokazu Okada  
President & CEO  
TOWA CORPORATION  
5, Kamichoshi-cho, Kamitoba,  
Minami-ku, Kyoto, Japan

## CONVOCATION NOTICE FOR THE 42ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 42nd Ordinary General Meeting of Shareholders of TOWA CORPORATION (the “Company”) will be held as detailed below, and your attendance is cordially requested.

In the event you are unable to attend the meeting, you can exercise your voting rights in writing (the Voting Rights Exercise Form) or via the Internet. In this case, please examine the Reference Documents for the General Meeting of Shareholders later in this translation, then exercise your voting rights in accordance with “Exercising voting rights” on page 3 by 5:30 p.m. on Thursday, June 25, 2020.

To prevent the infection and spread of the novel coronavirus disease, shareholders attending this Ordinary General Meeting of Shareholders are sincerely asked to confirm the state of infection and your health condition on that day. Also, please take measures to prevent infection by wearing a face mask and so on when coming to the meeting.

From this meeting, you can also exercise your voting rights via the Internet in addition to via mail. We highly recommend you taking these ways.

Though we handed out gifts to attendees so far, we have decided not to provide gifts from this time considering the tide and to reduce the risk of infection through contact. Your understanding is highly appreciated.

1. Date and time: June 26, 2020 (Friday) 10:00 a.m.
2. Venue: 5, Kamichoshi-cho, Kamitoba, Minami-ku, Kyoto, Japan  
Meeting room on the seventh floor of the Company’s HQ building
3. Agenda:  
Reports: 1. Business report, consolidated financial statements, and audit reports regarding the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 42nd fiscal term (from April 1, 2019 to March 31, 2020)  
2. Report of the financial statements for the 42nd fiscal term (from April 1, 2019 to March 31, 2020)

Proposals; 1. Election of Four (4) Directors who are not Audit and Supervisory Committee Members  
2. Election of Four (4) 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 Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<https://www.towajapan.co.jp>).

## Exercising voting rights

Your voting right for the shareholders meeting is important.

Please examine the Reference Documents for the General Meeting of Shareholders later in this translation, then exercise your voting rights.

There are three ways to exercise your voting rights.

### 1. Voting at the General Meeting of Shareholders

Please bring this convocation notice and the enclosed Voting Rights Exercise Form, and submit the form to the reception.

Date and time: June 26, 2020 (Friday) 10:00 a.m.

### 2. Voting via mail

Please indicate your approval or disapproval for each proposal listed on the enclosed Voting Rights Exercise Form and return it to us.

Deadline: June 25, 2020 (Thursday) 5:30 p.m.

### 3. Voting via the Internet

Please see the instructions for online voting on the next page and enter your approval or disapproval for each proposal.

Deadline: June 25, 2020 (Thursday) 5:30 p.m.

#### [Note]

If voting is conducted both in writing and via the Internet, the Internet vote will be regarded as effective.

If voting is conducted multiple times via the Internet, the most recent vote will be regarded as effective.

## If you wish to vote via the Internet, please follow the procedures below

### Reading the login QR code —Smart Exercise®—

You can login to the voting website without entering your voting code and password.

Procedures:

1. Read the QR code printed on the lower-right corner of the Voting Rights Exercise Form.  
Note: QR code is a registered trademark of Denso Wave Inc.
2. Indicate your approval or disapproval in accordance with the guidance appearing on the screen.

You can use this “Smart Exercise®” to vote only **one (1)** time.

If you want to change your vote results after you have voted, please access the website for computers by entering your voting code and password printed on the Voting Rights Exercise Form. Then vote again.

Note: You can access the website for computers by reading the QR code again.

### Entering your voting code and password

Procedures:

1. Access the website for voting: <https://soukai.mizuho-tb.co.jp/>.
2. Enter your voting code printed on the Voting Rights Exercise Form.
3. Enter the initial password printed on the Voting Rights Exercise Form.  
Then, set your own new password in accordance with the guidance appearing on the screen.
4. Indicate your approval or disapproval in accordance with the guidance appearing on the screen.

### For inquiries on exercising voting rights via the Internet

Please address any inquiries concerning exercising voting rights via the Internet, such as the operations for a computer, smartphone and mobile phone, to the following number:

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.  
Internet Help Dial  
**0120-768-524**  
(9:00 a.m. to 9:00 p.m. on weekdays)

[Note]

Please note that institutional investors can use the platform operated by ICJ, Inc. for exercising voting rights.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1. Election of Four (4) Directors who are not Audit and Supervisory Committee Members

The terms of office of all four (4) current Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that four (4) Directors who are not Audit and Supervisory Committee Members be elected.

The Audit and Supervisory Committee has previously given its opinion to this proposal that all of the candidates are suitable.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current positions and responsibilities at the Company
1	Hirokazu Okada Re-nominated	President & CEO
2	Hiroshi Uragami Re-nominated	Director, Managing Executive Officer (Chief Operating Officer, Production Division)
3	Yoshizumi Tamura Re-nominated	Director, Managing Executive Officer (Chief Operating Officer, Corporate Planning and Administration Division) Administration Division Manager
4	Koichi Ishida Re-nominated	Director, Senior Executive Officer (Chief Operating Officer, Marketing and Sales Division and New Business Promotion Division) New Business Promotion Division Manager

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
1 Re-nominated	Hirokazu Okada (August 11, 1951)	<p>April 1979 Joined the Company</p> <p>March 1988 Director</p> <p>June 2000 Senior Director</p> <p>August 2003 Director</p> <p>November 2005 Director, Department Manager of PM Market Development Dept.</p> <p>June 2006 Director, Managing Executive Officer, Department Manager of PM Market Development Dept.</p> <p>June 2008 Director, Managing Executive Officer, Division Manager of Development Div.</p> <p>April 2010 Executive Director, Chief Operating Officer of Development Div., Marketing and Sales Div. and Bandoh Memorial Research Laboratory</p> <p>April 2012 President &amp; CEO (to present)</p> <p>(Significant concurrent positions) CEO of TOWA (Nantong) Co., Ltd.</p>	181,020
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Okada joined the Company in 1979 and promoted the globalization of the Company's business. After serving as sales department manager, he was promoted to Director. Then he founded the sales and marketing system of TOWA Group's semiconductor equipment business. After that, he was appointed as the head of product development divisions such as the Development Div. After serving as Executive Director, he was promoted to President &amp; CEO in 2012. Through such various experiences in the Company's business, he acquired and possesses abundant ideas in addition to deep insights and wide connections. He continuously exerts leadership as the top management and plays the most important role in passing down the Company's technologies and culture. Therefore, we once again nominate Mr. Okada as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
2 <div>Re-nominated</div>	Hiroshi Uragami (January 31, 1958)	<div> <div>March 1983</div> <div>Joined the Company</div> </div> <div> <div>June 2013</div> <div>Director, Executive Officer Division Manager of Development Div.</div> </div> <div> <div>April 2014</div> <div>Director, Executive Officer, Chief Operating Officer of Development Div. Division Manager of Development Div.</div> </div> <div> <div>April 2016</div> <div>Director, Managing Executive Officer, Division Manager of System Products Div.</div> </div> <div> <div>October 2017</div> <div>Director, Managing Executive Officer, Division Manager of Mold Products Div. and System Products Div.</div> </div> <div> <div>October 2018</div> <div>Director, Managing Executive Officer (Chief Operating Officer, Mold and System Products Division) Division Manager of System Products Division</div> </div> <div> <div>April 2020</div> <div>Director, Managing Executive Officer, Chief Operating Officer of Production Div. (to present)</div> </div>	27,700
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Uragami joined the Company in 1983 and engaged in the design and development of system products for many years. After serving as Division Manager of the Development Div., he was promoted to Director in 2013 and contributed to technology development of the Company. He led planning and development of new products and quality improvement and led technology development based on the Company's corporate philosophy. He possesses abundant experience, achievements and insights in all business areas of the Company. He is suitable to promote R&amp;D activities and enhance corporate value of TOWA Group. Therefore, we once again nominate Mr. Uragami as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
3 Re-nominated	Yoshizumi Tamura (December 5, 1954)	<p>April 1977      Joined The Bank of Kyoto, Ltd. December 2010      Division Manager of Hanshin Area sales Div., Sales Supervising Group, The Bank of Kyoto, Ltd.</p> <p>July 2012      Joined the Company, Department Manager of Administration Dept., Administration Div.</p> <p>June 2013      Director, Chief Operating Officer of Administration Div., Department Manager of Administration Dept., Administration Div.</p> <p>October 2013      Director, Chief Operating Officer of Administration Div., Division Manager of Administration Div., Department Manager of Administration Dept., Administration Div.</p> <p>April 2014      Director, Executive Officer, Chief Operating Officer of Administration Div., Division Manager of Administration Div.</p> <p>April 2016      Director, Senior Executive Officer, Chief Operating Officer of Corporate Planning Div. and Administration Div., Division Manager of Administration Div.</p> <p>April 2017      Director, Managing Executive Officer, Chief Operating Officer of Corporate Planning Div. and Administration Div., Division Manager of Administration Div. (to present)</p> <p>(Significant concurrent positions) President and CEO of TOWA LASERFRONT Corporation</p>	18,300
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Tamura joined the Company in 2012 and supervises administrative departments by taking advantage of his abundant experience in his former job in the financial institution. He was promoted to Director in 2013 and started corporate management. He acquired deep insights and wide knowledge through his experience in the financial institution and he is suitable to strengthen the organization of the whole TOWA Group and to pursue business effectiveness of the whole TOWA Group. Therefore, we once again nominate Mr. Tamura as a candidate for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions			Number of shares of the Company in possession
4 <div>Re-nominated</div>	Koichi Ishida (October 6, 1962)	March	1985	Joined the Company	12,100
		April	2010	Executive Officer, Division Manager of Mold Products Div.	
		April	2014	Executive Officer, Division Manager of Marketing and Sales Div.	
		April	2016	Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.	
		June	2017	Director, Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.	
		April	2018	Director, Senior Executive Officer, Chief Operating Officer of Marketing and Sales Div. and New Business Promotion Div., Division Manager of New Business Promotion Div. (to present)	
《Reasons for nomination as a candidate for Director》 Mr. Ishida joined the Company in 1985 and engaged in manufacturing for many years. From 2010, he has been responsible for planning business strategies and implementing them as Executive Officer and contributed to the reinforcement of the business basis of the Company. He has served as Director since June 2017 and now he heads the Marketing and Sales Div. and New Business Promotion Div. His experience and achievements will continue to contribute significantly to the Company’s management and he is considered indispensable to the Company’s continuous development. Therefore, we once again nominate Mr. Ishida as a candidate for Director.					

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each candidate's "number of shares of the Company in possession" is as of March 31, 2020.

**Proposal 2. Election of Four (4) Directors who are Audit and Supervisory Committee Members**

The terms of office of all three (3) current Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. This time, the Company plans to increase the number of members by one (1) to enhance the auditing function. Accordingly, it is proposed that three (3) current Directors who are Audit and Supervisory Committee Members and one (1) new Director who is an Audit and Supervisory Committee Member be elected.

The Audit and Supervisory Committee has previously given its approval to this proposal.

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

Candidate No.	Name	Current positions and responsibilities at the Company
1	Hisayoshi Kobayashi Re-nominated	Director, Full-time Audit and Supervisory Committee Member
2	Hajime Kuwaki Re-nominated Outside Independent Director	Outside Director, Audit and Supervisory Committee Member (Part-time)
3	Daisuke Wake Re-nominated Outside Independent Director	Outside Director, Audit and Supervisory Committee Member (Part-time)
4	Miho Goto Newly Nominated Outside Independent Director	—

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
1 <div>Re-nominated</div>	Hisayoshi Kobayashi (June 20, 1956)	<div><div>April1980</div><div>Joined Toyo Umpanki Co., Ltd.</div><div>January1985</div><div>Joined the Company</div><div>November2003</div><div>Department Manager of Information System Dept. and Deputy Department Manager of Finance Dept., Administration Div.</div><div>May2004</div><div>Department Manager of Purchasing Dept., Administration Div.</div><div>April2005</div><div>Deputy Managing Director, TOWA (Suzhou) Co., Ltd.</div><div>November2005</div><div>Department Manager of Information System Dept., Administration Div.</div><div>April2006</div><div>Department Manager of Finance Dept., Administration Div.</div><div>September2008</div><div>Department Manager of Information System Dept., Administration Div.</div><div>June2012</div><div>Full-time Auditor</div><div>June2016</div><div>Director, Full-time Audit and Supervisory Committee Member (to present)</div></div>	18,000
<p>《Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member》</p> <p>Mr. Kobayashi joined the Company in 1985 and belonged to the Finance Dept. Besides finance and accounting, he engaged in various management and administration jobs. He served as Full-time Auditor from 2012 to 2016 and from 2016, he has been serving as Director who is Full-time Audit and Supervisory Committee Member. In addition to long-term business experience, he has enough experience and achievements as a Full-time Auditor and a Director who is Full-time Audit and Supervisory Committee Member. Therefore, we once again nominate Mr. Kobayashi as a candidate for Director who is a member of the Audit and Supervisory Committee because we believe he will suitably perform his duty as a member of the Audit and Supervisory Committee from a fair and objective point of view.</p>			

《Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member》

Mr. Kobayashi joined the Company in 1985 and belonged to the Finance Dept. Besides finance and accounting, he engaged in various management and administration jobs. He served as Full-time Auditor from 2012 to 2016 and from 2016, he has been serving as Director who is Full-time Audit and Supervisory Committee Member. In addition to long-term business experience, he has enough experience and achievements as a Full-time Auditor and a Director who is Full-time Audit and Supervisory Committee Member. Therefore, we once again nominate Mr. Kobayashi as a candidate for Director who is a member of the Audit and Supervisory Committee because we believe he will suitably perform his duty as a member of the Audit and Supervisory Committee from a fair and objective point of view.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
<b>2</b> <div>Re-nominated</div> <div>Outside</div> <div>Independent Director</div>	Hajime Kuwaki (August 5, 1944)	January 1970    Joined Price Waterhouse Accounting Firm November 1977    Joined Chuo Audit Corporation September 1993    Representative of Chuo Audit Corporation June 1994    Representative of Kyoto Office of Chuo Audit Corporation August 2007    Joined Kyoto Audit Corporation (currently PricewaterhouseCoopers Kyoto) July 2009    Resigned Kyoto Audit Corporation (currently PricewaterhouseCoopers Kyoto) September 2009    Established Kuwaki CPA firm, Representative of the firm June 2011    Director June 2016    Director, Audit and Supervisory Committee Member (to present)  (Significant concurrent positions) Representative of Kuwaki CPA firm	10,000
<p>《Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member》</p> <p>Mr. Kuwaki has abundant experience and expertise as a CPA and has suitable ability to participate in the Company's management from an objective standpoint. Based on these, though he has no experience participating in a company's management other than serving as an outside officer so far, we once again nominate Mr. Kuwaki as a candidate for Outside Director who is a member of the Audit and Supervisory Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
<b>3</b> <div>Re-nominated</div> <div>Outside</div> <div>Independent Director</div>	Daisuke Wake (August 2, 1968)	October 1998    Joined Chuo Audit Corporation January 2005    Established Wake Certified Public Accountant Office, Representative of the office (to present) June 2012    Auditor June 2016    Director, Audit and Supervisory Committee Member (to present)  (Significant concurrent positions) Representative of Wake Certified Public Accountant Office Outside Auditor of IACE Travel Corporation	5, 700
<p>《Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member》</p> <p>Mr. Wake, a CPA and licensed tax accountant, has abundant experience and achievements in corporate finance management and so on. Through these experiences, he possesses wide knowledge, deep insights and suitable ability to participate in the Company's management from an objective standpoint. Based on these, though he has no experience participating in a company's management other than serving as an outside officer so far, we nominate Mr. Wake as a candidate for Outside Director who is a member of the Audit and Supervisory Committee.</p>			
<b>4</b> <div>Newly Nominated</div> <div>Outside</div> <div>Independent Director</div>	Miho Goto (December 10, 1969)	April 1997    Registered as lawyer October 2005    Established Goto Law Office (to present)  (Significant concurrent positions) Lawyer of Goto Law Office	— (none)
<p>《Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member》</p> <p>Ms. Goto, who jointly operates a law office as a lawyer, has sufficient law expertise and experience and suitable ability to participate in the Company's management from an objective standpoint. Based on these, though she has no experience participating in a company's management so far, we newly nominate Ms. Goto as a candidate for Outside Director who is a member of the Audit and Supervisory Committee.</p>			

(Notes)

- Ms. Miho Goto is a new candidate.
- There are no special interests between each candidate and the Company.
- Mr. Hajime Kuwaki, Mr. Daisuke Wake and Ms. Miho Goto are candidates for Outside Director.
- Mr. Hajime Kuwaki and Mr. Daisuke Wake, who are currently serving as Outside Director of the Company, will have served nine (9) years and four (4) years, respectively, as of the end of this General Meeting of Shareholders.
- The Company has executed a contract for limitation of liability with Mr. Hajime Kuwaki and Mr. Daisuke Wake based on Article 423, Paragraph 1 of the Companies Act of Japan. The maximum

amount of liability that each of Mr. Hajime Kuwaki and Mr. Daisuke Wake is held accountable for against the Company shall be the minimum liability amount stipulated in the relevant Article of the Companies Act of Japan. The company intends to extend this contract if the reappointment of each candidate is approved. Also, the Company will conclude the same contract with Ms. Miho Goto if the appoint of her is approved.

6. The Company reported Mr. Hajime Kuwaki and Mr. Daisuke Wake as independent directors who meet the requirements for the position in accordance with the regulations of the Tokyo Stock Exchange. The Company intends to once again report them as independent directors if the reappointment of each candidate is approved. Also, the Company will report Ms. Miho Goto as independent director who meets the requirements for the position in accordance with the regulations of the Tokyo Stock Exchange if the appoint of her is approved.
7. Though Mr. Hajime Kuwaki once worked for Kyoto Audit Corporation (currently PricewaterhouseCoopers Kyoto), the audit corporation implements audits independently from the Company. Furthermore, he quitted the audit corporation more than ten (10) years ago, thus there is no influence to the independency.
8. Each candidate's "number of shares of the Company in possession" is as of March 31, 2020.