

To: Shareholders

Sodick Co., Ltd.
3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
Kenichi Furukawa
President and Representative Director

Notice of Convocation of the 45th Ordinary General Shareholders' Meeting

Dear Sirs/Madams,

We wish to express our deep gratitude for your usual special consideration.

We are pleased to inform you that we will hold the 45th Ordinary General Shareholders' Meeting as stated below.

In order to prevent the spread of the novel coronavirus infection, we would like to ask you to exercise your voting rights in writing or via the Internet in advance and to refrain from attending the General Meeting of Shareholders in person.

In exercising your voting rights in writing or via the Internet, etc., please refer to the reference document for the General Shareholders' Meeting as stated below and exercise your voting right by 5:15 p.m. on Monday March 29, 2021.

Yours Sincerely,

1. Date and Time From 10:00 a.m. on Tuesday March 30, 2021 (Reception will start from 9:00)
2. Place At the conference room on the 3rd floor of our head office building
3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
3. Purposes
Matters to Report
 1. A business report and consolidated financial statements for the 45th fiscal year (from January 1 to December 31, 2020) and a report on the results of the audit of those consolidated financial statements by financial auditors and the Audit & Supervisory Board
 2. A report on financial statements for the 45th fiscal year (from January 1 to December 31, 2020)Matters to Resolve on
 - First proposal Disposal of surplus
 - Second proposal Appointment of one (1) audit & supervisory board member

- ◎ When attending the meeting at the venue, please submit the enclosed voting right form at the reception of the meeting place. Moreover, we would like you to bring this notice of convocation with you to save resources.
- ◎ In the case of attendance by proxy, designate as your proxy another shareholder having voting right at the General Meeting and provide a document certifying power of proxy as well.
- ◎ Regarding documents to be provided upon giving this notice of convocation, the Notes to Consolidated Financial Statements and the Table of Individual Notes to Financial Statements are posted on our websites (<https://www.sodick.co.jp/ir/>) pursuant to the provisions of laws and regulations and Article 15 of our Articles of Incorporation, and are not stated in the document provided herewith. Therefore, the document provided with this notice of convocation constitutes part of the figures audited by auditors and financial auditors in drawing up the audit report.
- ◎ With regard to revisions to the reference document for the General Shareholders' Meeting, business report, financial statements, and consolidated financial statements, we will post those revisions, if any, on our website (<https://www.sodick.co.jp/ir/index.html>).

Reference Document for General Shareholders' Meeting

First Proposal: Disposal of Surplus

We make it our basic principle to pay dividends in a stable and steady way to shareholders who deposit their valuable capital with us while retaining the earnings that are necessary to develop future business and reinforce business structure.

Taking into account earnings, expenses, and other figures for the current fiscal year, we will pay dividends at the end of the current fiscal year as follows:

- (1) Type of dividend property
Cash
- (2) Matters concerning allotment of dividend property and total dividends
Dividend allocation: ¥13 per common share of the Company.
In this case, the total amount of dividends is ¥611,681,707
The annual dividends for the current fiscal year, including interim dividend, will be ¥25 per common share.
- (3) Effective date of dividends from surplus
March 31, 2021

Second Proposal: Appointment of One (1) Audit & Supervisory Board Member

The term of office of Mr. Tomio Okuyama, External Audit & Supervisory Board Member of the Company, will expire at the end of this General Meeting. Therefore, we would like you to appoint one (1) External Audit & Supervisory Board Member.

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

A candidate for External Audit & Supervisory Board Member is as shown below.

Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Posts)	Number of Shares Held
<p style="text-align: center;">New Appointment</p> <p style="text-align: center;">Mari Otaki (August 2, 1958)</p>	<p>September 1993: Joined OKABE Co., Ltd. February 2007: Joined Wilson Learning Worldwide Inc. August 2010: Director, Internal Audit Division, Wilson Learning Worldwide Inc. June 2012: Audit & Supervisory Board Member, Wilson Learning Worldwide Inc. (current post) (Scheduled to retire on March 19, 2021)</p>	<p style="text-align: center;">- shares</p>
<p>[Reasons for Being Nominated for External Audit & Supervisory Board Member] Ms. Mari Otaki has abundant experience and wide-ranging insight gained through serving in internal audit functions and as Audit & Supervisory Board Member at other companies. The Company nominated her as a candidate for External Audit & Supervisory Board Member since she is expected to provide opinions and proposals from objective perspectives on both management and auditing, and utilize them in strengthening our Company's auditing system. In addition, Ms. Otaki satisfies the requirements of Tokyo Stock Exchange as an independent director/auditor and also meets the conditions of "Standards for Independency of Outside Directors/Auditors" established by the Company. Therefore, we intend to register her as one of our independent auditors.</p>		

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. Ms. Mari Otaki is a candidate for External Audit & Supervisory Board Member.
 3. If Ms. Mari Otaki is elected, the Company will enter into an agreement with her, pursuant to Article 427, Paragraph 1 of the Companies Act, limiting her liability for damages as provided in Article 425, Paragraph 1 of the same Act to the minimum amount of liability as provided in Article 423, Paragraph 1 of the same Act.
 4. The company has concluded an officer's liability insurance contract with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act to indemnify the insured against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If Ms. Mari Otaki is elected, she will be included in the insured of such officer's liability insurance contract.