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Securities Code: 4238

April 2, 2021

To our shareholders:

Masatoshi Hyobu,  
President  
Miraial Co., Ltd.  
1-24-1, Higashi-Ikebukuro, Toshima-ku,  
Tokyo, Japan

## **Notice of the 53rd Annual General Meeting of Shareholders**

We are pleased to announce the 53rd Annual General Meeting of Shareholders of Miraial Co., Ltd. (the “Company”), which will be held as indicated below.

**If you are unable to attend the meeting in person, you may exercise your voting rights via the internet or in writing. Please examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Wednesday, April 21, 2021 (JST).**

- 1. Date and Time:** Thursday, April 22, 2021, at 10:00 a.m. (JST)  
(Reception starts at 9:30 a.m.)
- 2. Venue:** Hall, BELLESALLE Nishi-Shinjuku, 1st Floor, Sumitomo Fudosan Nishi-Shinjuku Building No.3, 4-15-3, Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 53rd fiscal year (from February 1, 2020 to January 31, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. The Non-consolidated Financial Statements for the 53rd fiscal year (from February 1, 2020 to January 31, 2021)

#### **Matters to be resolved**

- |                        |  |
|------------------------|--|
| <b>Proposal No. 1:</b> | Appropriation of Surplus   |
| <b>Proposal No. 2:</b> | Partial Amendments to the Articles of Incorporation  |
| <b>Proposal No. 3:</b> | Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) |
| <b>Proposal No. 4:</b> | Election of Financial Auditor  |

For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.

Of the documents to be attached to this Notice of the Annual General Meeting of Shareholders, the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are available on the Company's website (<https://www.miraial.co.jp/>) in accordance with laws and regulations, and Article 15 of the Company's Articles of Incorporation, and are therefore not included in the documents attached to this Notice.

If any changes are made to items in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.miraial.co.jp/>).

<p>The Company decided to discontinue the provision of gifts after the conclusion of the General Meeting of Shareholders starting from the meeting held last year due to various factors. We greatly appreciate your understanding.</p>
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## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

With respect to dividends, the Company has a basic policy of providing appropriate dividends according to business performance while retaining a portion of profits and strengthening our financial position, and providing for capital needs in order to develop new products for the future and promote the creation of new businesses.

The Company proposes to pay year-end dividends for the fiscal year under review as follows in consideration of matters including the business performance for the fiscal year under review and future business development. As a result, the total amount of dividends for the fiscal year under review, including the interim dividend, is ¥30 per share.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allocation of dividend property to be paid to shareholders and total amount thereof  
¥20 per common share of the Company  
Total ¥180,011,440
- (3) Effective date of dividends of surplus  
April 23, 2021

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

To prepare for expansion of the Company's business activities, the Company has newly established part of its business purposes.

2. Details of the proposed amendments

Details of the proposed amendments are as follows.

The amendments to the Articles of Incorporation in this proposal shall take effect at the conclusion of this General Meeting of Shareholders.

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Article 1. (Trade Name) (Omitted)	Article 1. (Trade Name) (Unchanged)
Article 2. (Purpose)	Article 2. (Purpose)
The purpose of the Company shall be to engage in the following business activities:	The purpose of the Company shall be to engage in the following business activities:
1. Manufacture and sale of synthetic resin products	1. Manufacture and sale of synthetic resin products
2. Manufacture and sale of metal molds for synthetic resin products	2. Manufacture and sale of metal molds for synthetic resin products
3. Manufacture and sale of semiconductor, liquid-crystal, and electroluminescent products, etc.	3. Manufacture and sale of semiconductor, liquid-crystal, and electroluminescent products, etc.
4. Manufacture and sale of semiconductor production equipment, including semiconductor testing equipment, semiconductor inspection equipment, and semiconductor transfer equipment	4. Manufacture and sale of semiconductor production equipment, including semiconductor testing equipment, semiconductor inspection equipment, and semiconductor transfer equipment
5. Manufacture and sale of water treatment devices, etc. for environment-related water, gas, etc.	5. Manufacture and sale of water treatment devices, etc. for environment-related water, gas, etc.
6. Generation and sale of electricity from solar power and other renewable energy sources	6. Generation and sale of electricity from solar power and other renewable energy sources
7. Non-life insurance agency business	7. Non-life insurance agency business
8. Leasing and management of real estate (Newly established)	8. Leasing and management of real estate
(Newly established)	9. <u>Security guard business based on the Security Services Act</u>
	10. <u>Worker dispatch business based on the Worker Dispatching Act</u>
9. All businesses that are incidental to those mentioned in the preceding items.	11. All businesses that are incidental to those mentioned in the preceding items.
Article 3. – Article 41. (Omitted)	Article 3. – Article 41. (Unchanged)

**Proposal No. 3:** Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter, the same shall apply to this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

As for this proposal, the Audit & Supervisory Committee has judged that all the candidates are qualified to serve as Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yukihiro Hyobu (March 25, 1944)	<p>Apr. 1967      Joined DAIHO SANGYO INC.</p> <p>June 1970      Joined the Company</p> <p>Apr. 1984      Kumamoto Plant Manager</p> <p>Mar. 1985      Director</p> <p>Mar. 1998      Senior Managing Director</p> <p>Mar. 2000      President</p> <p>Apr. 2013      Chairman (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director and Chairman of Sanjo Seiki Co., Ltd.</p> <p>Representative Director and Chairman of Miyamoto Jyushi Kogyo Co., Ltd.</p>	294,800
2	Masatoshi Hyobu (July 16, 1974)	<p>Apr. 1998      Joined Mitsubishi Trust and Banking Corporation (currently Mitsubishi UFJ Trust and Banking Corporation)</p> <p>Sep. 2004      Joined the Company</p> <p>June 2010      Manager of Management Planning Office</p> <p>Apr. 2012      Director</p> <p>Apr. 2015      Senior Managing Director</p> <p>Apr. 2019      President (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director and President of Sanjo Seiki Co., Ltd.</p> <p>Representative Director and President of Miyamoto Jyushi Kogyo Co., Ltd.</p>	13,200

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yoshiki Sagara (May 31, 1953)	<p>Apr. 1972      Joined Mitsui Fluorochemicals Co., Ltd.  (currently Chemours-Mitsui Fluoroproducts Co., Ltd.)</p> <p>July 2015      Joined the Company</p> <p>Feb. 2016      General Manager of Kumamoto Plant</p> <p>Feb. 2017      General Manager of Sales &amp; Marketing Dept.</p> <p>July 2019      General Manager assistant to President (current position)</p> <p>[Significant concurrent positions outside the Company]  President of Miraial (Shanghai) Co., Ltd.</p>	—
4	Hiroshi Ishido (May 4, 1960)	<p>Apr. 1983      Joined Marubeni Corporation</p> <p>Mar. 2021      Joined the Company (current position)</p>	—

- (Notes)
1. Yoshiki Sagara and Hiroshi Ishido are new candidates for Director.
  2. There is no special interest between the Company and each candidate.
  3. The Company has concluded a Directors and Officers liability insurance policy with an insurance agency, as provided for in Article 430-3, paragraph (1) of the Companies Act. This insurance policy will cover the cost of derivative lawsuits, third-party lawsuits, and other incidental expenses to be borne by the insured. Directors of the Company are insured under the said contract, paid for in full by the Company. Damages imposed by law for unlawful act of the insured such as criminal conduct are not covered by the insurance. If the election of each candidate in this proposal is approved, they will be the insured. The Company plans to renew the contract under the same terms upon the next renewal.

**Proposal No. 4: Election of Financial Auditor**

The Financial Auditor of the Company, Deloitte Touche Tohmatsu LLC, will resign from the position upon completion of its term of office at the conclusion of this Annual General Meeting of Shareholders. Shareholders are kindly requested to approve the election of Grant Thornton Taiyo LLC as successor of the aforementioned, subject to the resolution for approval by the Audit & Supervisory Committee.

1. Reason for the nomination of Grant Thornton Taiyo LLC as candidate for Financial Auditor

The Audit & Supervisory Committee decided to propose Grant Thornton Taiyo LLC as candidate for Financial Auditor as it can expect auditing from a new point of view, and because it has determined, as a result of the comprehensive consideration of factors such as quality control scheme, independence, expertise, auditing scheme and level of compensation for auditing services, that Grant Thornton Taiyo LLC has a structure that ensures that the Company's financial audits will be carried out in an appropriate and proper manner.

2. The candidate for Financial Auditor

The candidate for Financial Auditor is as follows:

Name	Grant Thornton Taiyo LLC	
Location of main office	Main office Akasaka K-tower, 1-2-7, Motoakasaka, Minato-ku, Tokyo Other offices Osaka office and 11 other offices	
History	Sep. 1971                      Established Taiyo Audit Corporation Oct. 1994                      Joined Grant Thornton International Ltd Jan. 2006                      Taiyo Audit Corporation merged with ASG Audit Corporation and changed name to Grant Thornton Taiyo ASG Audit Corporation July 2008                      Became a limited liability audit corporation and changed name to Grant Thornton Taiyo ASG LLC July 2012                      Merged with Eisho Audit Corporation Oct. 2013                      Merged with Kasumigaseki Audit Corporation Oct. 2014                      Changed name to Grant Thornton Taiyo LLC July 2018                      Merged with YUSEI Audit & Co.	
Overview	Members                      (As of December 31, 2020) Representative partners/Partners                      84 persons Specified partners                      4 persons Certified public accountants                      301 persons Passers of certified public accountant exam, etc.                      172 persons Other professionals                      201 persons Administrative staff                      86 persons Contract workers                      196 persons Total                      1,044 persons	