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(Stock Exchange Code 6861)
May 24, 2021

To Shareholders with Voting Rights:

Yu Nakata
President and Representative Director
Keyence Corporation
1-3-14 Higashinakajima, Higashiyodogawa-
ku, Osaka City

NOTICE OF CONVOCATION OF THE 52nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially notified of the 52nd Annual General Meeting of Shareholders of Keyence Corporation (the “Company”). The meeting will be held for the purposes as described below.

From the perspective of preventing the spread of COVID-19, we ask that, where possible, shareholders exercise voting rights in advance and refrain from attending the venue this year regardless of health condition.

If you do not attend the meeting, you may exercise your voting rights in writing or by electromagnetic means. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by no later than 5:15 p.m. (JST) on Thursday, June 10, 2021.

The venue, start time, and other details may change depending on the status of COVID-19 infection up to the day of the meeting. Any such changes will be posted on the Company’s website once decided. Shareholders attending the venue are kindly requested to visit the Company’s website before departing for the venue on the day of the meeting:

<https://www.keyence.co.jp/company/financial-info>

1. **Date and Time:** Friday, June 11, 2021 at 9:30 a.m. (JST)
2. **Place:** Takatsuki Gendai Gekijo (3F Conference Room, Culture Hall)
2-33, Nomi-cho, Takatsuki City, Osaka
Please note that the venue has been changed from that of the previous general meeting of shareholders.
3. **Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 52nd Fiscal Year (March 21, 2020 - March 20, 2021)
 2. Results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 52nd Fiscal Year
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Eight (8) Directors
 - Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk. Furthermore, any revisions to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and Reference Documents for the General Meeting of Shareholders will be posted on the Company's website.
(<https://www.keyence.co.jp/company/financial-info>)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to take steps to enhance dividends to shareholders, while also maintaining a stable dividend, and at the same time securing the necessary internal reserves for future business development and the strengthening of the management structure. Based on this basic policy, the Company intends to pay a year-end dividend and otherwise distribute surplus as follows, taking into consideration trends in business performance in the fiscal year under review and the outlook for the future business environment.

1. Items Related to the Year-end Dividend

- 1) Type of dividend property
Cash

- 2) Items related to the allocation of dividend property and its total amount
100 yen per common share of the Company
Total of 24,252,653,700 yen

As the Company has paid an interim dividend of 100 yen per share, the annual dividend for the fiscal year under review will be 200 yen per share.

- 3) Effective date of distribution of surplus
June 14, 2021

2. Other Items Related to the Appropriation of Surplus

- 1) Surplus item to be increased and its amount
General reserve 129,000,000,000 yen
- 2) Surplus item to be decreased and its amount
Retained earnings brought forward 129,000,000,000 yen

Proposal 2: Election of Eight (8) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors (including two (2) Outside Directors) is proposed. The candidates for Director are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takemitsu Takizaki (June 10, 1945)	March 1972 Founded Lead Electric May 1974 Established Lead Electric Co., Ltd. (currently Keyence Corporation) President and Representative Director December 2000 Chairman and Representative Director March 2015 Honorary Chairman and Director (current position)	15,104,472
2	Yu Nakata (July 26, 1974)	April 1997 Joined the Company June 2018 General Manager, Sensor Division June 2019 Director; General Manager, Sensor Division; and General Manager, Strategic Business Development Division December 2019 President and Representative Director and General Manager, Strategic Business Development Division (current position)	—
3	Akiji Yamaguchi (April 14, 1971)	April 1994 Joined the Company August 2016 General Manager, R & D Enhancement Division June 2017 Director and General Manager, R & D Enhancement Division (current position)	—
4	Masayuki Miki (April 3, 1975)	April 1998 Joined the Company June 2009 Director, JustSystems Corporation (current position) June 2014 Director, the Company September 2018 Director and General Manager, Metrology Division (current position)	—
5	Hiroaki Yamamoto (September 24, 1973)	April 1997 Joined the Company March 2021 General Manager, Corporate Planning & Coordination Department; and General Manager, Business Support Division (current position)	—
6	Akinori Yamamoto (February 28, 1965)	April 1987 Joined the Company March 2004 General Manager, FIGNA Business Department June 2009 Director; General Manager, Strategic Business Development Division; and General Manager, MECT Business Department December 2010 President and Representative Director December 2019 Director and Senior Advisor (current position)	2,752
7	Seiichi Taniguchi (August 13, 1964)	April 1996 Registered as certified public accountant May 2010 Partner, KPMG AZSA & Co. (currently KPMG AZSA LLC) July 2017 Partner, Minori Audit Corporation (current position) June 2019 Outside Director, the Company (current position)	—
8	Kumiko Suenaga (April 1, 1969)	April 1993 Registered as attorney-at-law (Japan) January 2000 Registered as attorney-at-law (New York State, USA) April 2012 Counsel, Oh-Ebashi LPC & Partners (current position)	—

- (Notes)
1. There is no special interest between each candidate and the Company.
 2. Mr. Seiichi Taniguchi and Ms. Kumiko Suenaga are candidates for Outside Director.
 3. The Company has entered into agreements with Mr. Seiichi Taniguchi to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations. If his reelection is approved, the Company intends to maintain the agreements with him.
 4. The Company intends to enter into an agreement with Ms. Kumiko Suenaga to limit her liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations if she is elected as Director.
 5. The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, paragraph 1 of the Companies Act (hereinafter referred to as the “D&O Insurance”) with an insurance company. Under the “D&O Insurance,” damages incurred will be covered in the event that Directors or other officers become liable for damages arising from their duties. (However, this does not applied to damages that fall under the reasons for exemption stipulated in the insurance contract.) If the candidates are elected and assume the office of Directors, each of them will be insured under the D&O Insurance. The term of the D&O Insurance is one (1) year, and the entire premium is borne by the Company.
 6. Mr. Seiichi Taniguchi and Ms. Kumiko Suenaga are candidates for Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange.
 7. The Company requests the election of Mr. Seiichi Taniguchi as Outside Director since it believes that he will contribute to the management of the Company with his professional perspective and broad insight as a certified public accountant. Although Mr. Taniguchi has never been directly involved in corporate management, he is well-versed in corporate finance as a certified public accountant and has insight into corporate governance, and therefore the Company believes that he will be able to appropriately execute his duties as Outside Director.
 8. The Company does not have any business relationship with Mr. Seiichi Taniguchi or Minori Audit Corporation, where Mr. Taniguchi serves as Partner. Therefore, the Company believes that he is sufficiently independent.
 9. The Company requests the election of Ms. Kumiko Suenaga as Outside Director since she has abundant experience and expertise as an attorney, and is expected to be able to provide valuable advice, mainly from a compliance perspective. Although Ms. Suenaga has never been directly involved in corporate management, she has knowledge and experience developed as an attorney as well as a strong sense of compliance with laws and regulations, and therefore the Company believes that she will be able to appropriately execute her duties as Outside Director.
 10. The Company does not have any business relationship with Ms. Kumiko Suenaga or Oh-Ebashi LPC & Partners, where Ms. Suenaga serves as Counsel. Therefore, the Company believes that she is sufficiently independent.
 11. Mr. Seiichi Taniguchi’s term in office as Outside Director of the Company will be two (2) years at the conclusion of this General Meeting of Shareholders.
 12. Ms. Kumiko Suenaga is registered on the family register under the name of Kumiko Ukagami.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

In order to prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the election of one (1) substitute Audit & Supervisory Board Member is proposed.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Furthermore, the consent of the Audit & Supervisory Board has been obtained in regard to this proposal.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
Masaharu Yamamoto (September 23, 1953)	November 1977 Joined Shinwa Audit Corporation (currently KPMG AZSA LLC) March 1982 Registered as certified public accountant July 2016 Opened Masaharu Yamamoto Certified Public Accountants Office March 2019 Outside Audit & Supervisory Board Member, MIKIKOGYO CO., LTD. (current position) June 2019 Outside Audit & Supervisory Board Member, Kobelco Eco-Solutions Co., Ltd. (current position)	—

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Mr. Masaharu Yamamoto is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. If Mr. Masaharu Yamamoto assumes the office of Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations.
 4. The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, paragraph 1 of the Companies Act (hereinafter referred to as the “D&O Insurance”) with an insurance company. If Mr. Masaharu Yamamoto assumes the office of Audit & Supervisory Board Member, he will be insured under the D&O Insurance. The outline of the D&O Insurance is presented in (Notes) 5 on page 5.
 5. Mr. Masaharu Yamamoto is a candidate for Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange.
 6. The Company requests the election of Mr. Masaharu Yamamoto as substitute Outside Audit & Supervisory Board Member since it believes that he will contribute to the Company’s audits with his professional perspective and broad insight as a certified public accountant. Although Mr. Yamamoto has never been directly involved in corporate management, he is well-versed in corporate finance as a certified public accountant and has insight into corporate governance, and therefore the Company believes that he will be able to appropriately execute his duties as Outside Audit & Supervisory Board Member.
 7. The Company does not have any business relationship with Mr. Masaharu Yamamoto or Masaharu Yamamoto Certified Public Accountants Office and Masaharu Yamamoto Certified Public Tax Accountants Office, where Mr. Yamamoto serves as Representative. Therefore, the Company believes that he is sufficiently independent.