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(Securities code: 5191)

May 26, 2021

**To Shareholders with Voting Rights:**

Kazushi Shimizu  
President & CEO  
Sumitomo Riko Company Limited  
1 Higashi 3-chome, Komaki, Aichi, Japan

**CONVOCATION NOTICE FOR  
THE 133RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We wish to inform you that the 133rd Ordinary General Meeting of Shareholders of Sumitomo Riko Company Limited (the “Company”) will be held for the purposes as described below.

In order to prevent the spread of COVID-19, we strongly encourage shareholders to refrain from attending the meeting in person, and exercise their voting rights in advance in writing or by electromagnetic means (via the Internet, etc.).

For the exercise of voting rights, please review the attached Reference Documents for the General Meeting of Shareholders, read the guidance below, and exercise your voting rights by 5:15 p.m. on Wednesday, June 16, 2021, Japan standard time.

**1. Date and Time:** Thursday, June 17, 2021 at 10 a.m. Japan standard time

**2. Place:** Kinsen Banquet Room, 5F, Hilton Nagoya located at  
3-3 Sakae 1-chome, Naka-ku, Nagoya, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 133rd Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 133rd Fiscal Year (April 1, 2020 - March 31, 2021)

**Matters to be resolved:**

- First Item:** Appropriation of Surplus  
**Second Item:** Election of Eight (8) Directors

#### **4. Guidance on Exercise of Voting Rights**

##### **(1) Exercise of voting rights in writing**

Please indicate your vote for or against each of the agenda items on the enclosed Voting Rights Exercise Form and return it by 5:15 p.m., Wednesday, June 16, 2021 (time of receipt).

##### **(2) Exercise of voting rights via the Internet**

Please refer to the Instructions for the Exercise of Voting Rights via the Internet (available in Japanese only) and exercise your voting rights by 5:15 p.m., Wednesday, June 16, 2021.

##### **(3) Electronic voting platform**

Institutional investors may exercise their voting rights for this General Meeting of Shareholders by using the electronic voting platform operated by ICJ, Inc.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In accordance with the provisions of the Articles of Incorporation of the Company, in the case of exercise of voting rights by proxy, the proxy must present a document evidencing authority of the proxy (letter of attorney etc.) to act as such. (A form of a letter of attorney is available at the Company's website at <https://www.sumitomoriko.co.jp/>.)

Of the documents required to be appended to this Convocation Notice as attachments, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website in accordance with laws and regulations and Article 13 of the Articles of Incorporation of the Company, and are therefore not included in the attachments.

The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor consist of the documents appended to this Convocation Notice as well as the Consolidated Statement of Changes in Equity, the Notes to the Consolidated Financial Statements, the Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements.

Should attachments to this Convocation Notice and the Reference Documents for the General Meeting of Shareholders require revisions, the revisions will be posted on the Company's website.

# Reference Documents for the General Meeting of Shareholders

## Agenda Items and References

**First Item:** Appropriation of Surplus

With regard to the year-end dividend for the 133rd fiscal year, in consideration of the business results for this fiscal year, future business development, and other matters, the Company proposes to distribute in the amount of seven (7) yen per share.

1. Type of properties to be distributed  
Cash
2. Matters concerning the allocation of properties to be distributed and the total amount thereof  
Seven (7) yen per share of common stock of the Company  
Total amount: 726,786,361 yen
3. Effective date of distribution of surplus  
June 18, 2021

**Second Item:** 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 Company proposes the election of eight (8) Directors (including three (3) Outside Directors), thereby reducing the number of Directors by one (1) to enhance efficiency of the management structure.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Tetsu Matsui (June 20, 1954)	<p>April 1979    Joined the Company</p> <p>February 1999    General Manager of Engineering Department No. 2, Anti-Vibration Products Engineering Headquarters, Automotive Engineering Business Unit of the Company</p> <p>June 2001    General Manager of Automotive Anti-Vibration Products Engineering Headquarters, Automotive Anti- Vibration Products Business Unit of the Company</p> <p>June 2004    Director, General Manager of Automotive Anti- Vibration Products Business Unit of the Company</p> <p>June 2005    Executive Officer of the Company</p> <p>June 2007    President of DTR Tennessee, Inc. (currently SumiRiko Tennessee, Inc.)</p> <p>June 2009    Managing Executive Officer of the Company</p> <p>June 2011    President of TRI USA, Inc. (currently Sumitomo Riko America, Inc.)</p> <p>June 2013    Senior Managing Executive Officer of the Company</p> <p>March 2014    President of Automotive Products Global Sales Headquarters of the Company</p> <p>June 2014    Director, Chairperson of Diversity Committee of the Company</p> <p>June 2015    Representative Director of the Company (current)</p> <p>June 2015    President and Chief Operating Officer, Chairperson of CSR Committee of the Company</p> <p>January 2016    Chairperson of Risk Management Committee of the Company</p> <p>June 2017    President and Chief Executive Officer of the Company</p> <p>June 2020    Chairperson of the Board of the Company (current)</p>	33,671
<p>[Reasons for selection as a candidate for Director]</p> <p>After serving as the General Manager of the Automotive Anti-Vibration Products Business Unit of the Company, Mr. Tetsu Matsui served as the President of a subsidiary in the U.S. and contributed greatly to business improvement of major overseas sites. After that, serving as President and Chief Executive Officer and Chairperson of the Board, he has played a leading role in global business management, organizational management, and diversity promotion. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	Kazushi Shimizu (June 29, 1961)	<p>April 1984    Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>October 2001    Seconded to ADVICS CO., LTD.</p> <p>February 2007    General Manager, Electrical System Sales Dept. 1, Toyoda Branch of SEI</p> <p>April 2010    General Manager, Chubu District Sales Dept., Automotive Business Unit of SEI</p> <p>June 2013    Executive Officer, Deputy General Manager, Automotive Business Unit of SEI</p> <p>June 2016    Managing Executive Officer of SEI</p> <p>April 2018    Senior Managing Executive Officer of the Company</p> <p>June 2018    Vice President of Automotive Business Headquarters of the Company</p> <p>April 2019    President of Automotive Anti-Vibration Products Business Headquarters of the Company</p> <p>April 2019    Chairperson of Social Contributions Committee of the Company</p> <p>June 2019    Representative Director of the Company (current)</p> <p>June 2019    Executive Vice President of the Company</p> <p>June 2020    President and Chief Executive Officer, Chairperson of CSR Committee, Chairperson of Risk Management Committee of the Company (current)</p>	10,000
<p>[Reasons for selection as a candidate for Director]</p> <p>As the Vice President of the Automotive Business Headquarters of the Company, Mr. Kazushi Shimizu achieved substantial results in structural reforms and strengthening of the fundamentals to achieve the Group's growth. Since then, as President and Chief Executive Officer of the Company, he has demonstrated his skills across the overall business. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	Hirohisa Maeda (January 14, 1958)	<p>April 1981    Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>June 2007    General Manager of Finance Department of SEI</p> <p>January 2010    General Manager of Accounting Department of the Company</p> <p>June 2010    Executive Officer of the Company</p> <p>June 2013    Managing Executive Officer of the Company</p> <p>June 2015    Director of the Company (current)</p> <p>June 2018    Senior Managing Executive Officer of the Company (current)</p> <p>June 2018    Chairperson of Diversity Committee of the Company</p> <p>July 2018    General Manager of Accounting and Finance Division of the Company</p> <p>June 2020    Chairperson of Compliance Committee, General Manager of Human Resources and General Affairs Headquarters of the Company (current)</p> <p>[Significant concurrent positions]</p> <p>Chairperson of Sumitomo Riko (China) Co., Ltd.</p> <p>President of Sumitomo Riko (Asia Pacific) Ltd.</p>	11,148
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hirohisa Maeda served as the General Manager of Accounting Department and played a leading role in optimization of financial management throughout the Group globally. As an officer responsible for Human Resources and General Affairs, Risk Management, CSR, Legal, Public Relations and Investor Relations, Global Purchasing, etc., he has achieved substantial results in the Company's corporate organizations. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	Tsukasa Oshima (August 15, 1959)	<p>April 1984    Joined the Company</p> <p>February 2001    General Manager of Production Engineering Department, Automotive Anti-Vibration Products Production Headquarters, Automotive Anti-Vibration Products Business Unit of the Company</p> <p>March 2002    General Manager of Automotive Anti-Vibration Business Planning Department, Automotive Anti-Vibration Products Business Unit of the Company</p> <p>February 2003    Executive Coordinator of DTR Industries, Inc. (currently SumiRiko Ohio, Inc.)</p> <p>August 2010    General Manager of MONOZUKURI Research and Development Laboratories of the Company</p> <p>June 2013    Executive Officer of the Company</p> <p>June 2015    Managing Executive Officer of the Company (current)</p> <p>June 2015    President of Manufacturing and Production Engineering Headquarters of the Company</p> <p>February 2020    President of Automotive Anti-Vibration Business Headquarters of the Company (current)</p> <p>June 2020    Director, Chairperson of Environment Committee of the Company (current)</p> <p>[Significant concurrent positions] Chairperson of Tokai Rubber (Tianjin) Co., Ltd. Chairperson of Tokai Rubber (Jiaxing) Co., Ltd.</p>	9,198
<p>[Reasons for selection as a candidate for Director]</p> <p>After serving as the General Manager of MONOZUKURI Research and Development Laboratories and the President of the Production Function Headquarters, Mr. Tsukasa Oshima has led structural reforms to strengthen profitability and improve the constitution of the automotive anti-vibration business of the Company as the President of the Automotive Anti-Vibration Business Headquarters. Additionally, as the Chairperson of the Environment Committee, he demonstrated his skills in environmental management for the entire Group. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	Shinichi Waku (February 27, 1962)	<p>April 1985    Joined the Company</p> <p>June 2003    General Manager of Production Engineering Department, Chemical and Plastic Products Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>June 2007    General Manager of Chemical and Plastic Products Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>April 2013    General Manager of Chemical and Plastic Products Business Unit, IT and Electronics Industries Business Headquarters of the Company</p> <p>June 2014    Executive Officer of the Company</p> <p>January 2018    President of Electronics Industries Business Headquarters of the Company</p> <p>June 2019    Managing Executive Officer of the Company (current)</p> <p>April 2020    President of Production Function Headquarters of the Company (current)</p> <p>June 2020    Director, Chairperson of Safety and Health Committee, Chairperson of Quality Committee, General Manager of Quality Assurance Headquarters of the Company (current)</p>	7,033
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Shinichi Waku achieved substantial results in global development and structural reform of the electronics industries business as the President of the Electronics Industries Business Headquarters of the Company. After that, he has been overseeing strengthening of the entire Group's production functions as the President of the Production Function Headquarters. He is also demonstrating his skills in building and improving the quality assurance system of the Company as the General Manager of the Quality Assurance Headquarters. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			



No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	Masaaki Iritani (January 4, 1950)  [Outside Director] [Independent Director]	<p>April 1976 Registered as Attorney (Iritani Law Firm) (current)</p> <p>June 2006 Outside Audit &amp; Supervisory Board Member of the Company</p> <p>April 2008 President of Aichi Bar Association</p> <p>June 2011 Outside Director of the Company (current)</p> <p>July 2016 Chairman of Aichi Prefectural Public Safety Commission</p> <p>February 2019 Chairperson of Nomination and Remuneration Advisory Committee of the Company (current)</p> <p>July 2019 Chairman of Aichi Prefectural Personnel Commission Office (current)</p> <p>[Significant concurrent positions]</p> <p>President of Iritani Law Firm</p> <p>Chairman of Aichi Prefectural Personnel Commission Office</p> <p>Outside Audit &amp; Supervisory Board Member of CHUO SEISAKUSHO, LTD.</p> <p>Outside Director of AIPHONE CO., LTD.</p> <p>Outside Audit &amp; Supervisory Board Member of Toyo Logistics Co., Ltd.</p>	14,928
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Mr. Masaaki Iritani is a specialist in corporate legal affairs and has served as the President of the Aichi Bar Association and Chairman of the Aichi Prefectural Personnel Commission Office. He has a distinguished track record encompassing diverse fields. Moreover, with his wealth of experience and deep insight as an attorney, he is expected to facilitate dialogue between Outside Directors, management, and stakeholders including shareholders as a lead Independent Director, and to contribute to ensuring objective and transparent procedures as the Chairperson of the Nomination and Remuneration Advisory Committee of the Company. Accordingly, the Company believes that he is a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Iritani and general shareholders, and thus the Company intends to continue his appointment as Independent Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
7	Shigeru Hanagata (October 31, 1950)  [Outside Director] [Independent Director]	<p>April 1973    Joined Mitsui &amp; Co., Ltd.</p> <p>October 1989    President of Mitsui Machinery Sales (U.K.) Ltd.</p> <p>January 1996    President of Subaru Italia S.p.A.</p> <p>February 1999    General Manager of Headquarters Automobile Division No. 2 of Mitsui &amp; Co., Ltd.</p> <p>April 2004    Deputy General Manager of Headquarters Machinery Business Unit of Mitsui &amp; Co., Ltd.</p> <p>April 2006    Executive Officer of Mitsui &amp; Co., Ltd.</p> <p>April 2007    General Manager of Automobile Business Unit of Mitsui &amp; Co., Ltd.</p> <p>April 2009    Managing Executive Officer, General Manager of Chubu Office of Mitsui &amp; Co., Ltd.</p> <p>June 2014    Outside Director of the Company (current)</p> <p>June 2019    Chairperson of Governance Committee of the Company (current)</p>	9,030
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Mr. Shigeru Hanagata served for many years as an Executive Officer of a listed company operating worldwide and has a distinguished track record in corporate management and business operations in Japan and abroad. Moreover, with his wealth of experience and deep insight, he is expected to contribute to establishment and improvement of corporate and group governance structures of the Group as the Chairperson of the Governance Committee of the Company. Accordingly, the Company believes that he is a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Hanagata and general shareholders, and thus the Company intends to continue his appointment as Independent Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
8	Mariko Miyagi (December 19, 1947)  [Outside Director] [Independent Director]	<p>April 1971 Clinical psychologist, Psychiatric Department of Seibo Hospital</p> <p>April 1991 Professor of Faculty of Management Information of SANNO University</p> <p>August 1997 Visiting Research Fellow of The California State University Graduate School of Education</p> <p>April 2002 Professor of Department of Clinical Psychology, Faculty of Psychology of Risscho University</p> <p>April 2008 Professor of Faculty of Lifelong Learning and Career Studies of Hosei University; Professor of Hosei University Graduate School of Career Studies</p> <p>April 2011 Head of Hosei University Career Center</p> <p>April 2012 Director of the Japanese Society for the Study of Career Education (JSSCE)</p> <p>October 2012 Chairperson of Japanese Association of Industrial Counseling (JAIC)</p> <p>April 2015 Dean of Hosei University Graduate School of Career Studies</p> <p>April 2015 Honorary Chairperson of JAIC; Lecturer of Social Psychology of Risscho University Graduate School of Psychology (current)</p> <p>April 2018 President of Career Psychology Research Center (current)</p> <p>June 2018 Outside Director of the Company (current)</p> <p>[Significant concurrent positions] President of Career Psychology Research Center Director of ORIX Miyauchi Foundation Auditor of Ferris Jogakuin</p>	0
<p>[Reasons for selection as a candidate for Outside Director and expected roles] Ms. Mariko Miyagi previously served as the Professor of the Faculty of Lifelong Learning and Career Studies of Hosei University, Dean of Hosei University Graduate School of Career Studies and in other positions, and has achieved outstanding results in the field of psychology and career design theory. With her wealth of experience in and deep insight into the practice of clinical psychology, education research and organizational management, she is expected to contribute to promoting enhancement of the working environment for employees and diversity management as a Member of CSR Committee of the Company. Accordingly, the Company believes that she is a suitable person for the position of Director of the Company. There was or is no risk of conflict of interest arising between Ms. Miyagi and general shareholders, and thus the Company intends to continue her appointment as Independent Director.</p>			

(Notes)

1. Of the candidates for Director, responsibilities of those who currently serve as Director are described in 3. (1) “Directors’ names, positions, and responsibilities and significant concurrent positions” in the “Business Report.”
2. Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, who are candidates for Director, are candidates for Outside Director.
3. Mr. Masaaki Iritani, a candidate for Outside Director, is the President of Iritani Law Firm, but there are no special interests between him and the Company.
4. Ms. Mariko Miyagi, a candidate for Outside Director, is the President of Career Psychology Research Center, but there are no special interests between her and the Company.
5. Mr. Masaaki Iritani, a candidate for Outside Director, will have served as an Outside Director of the Company for 10 years at the conclusion of this General Meeting of Shareholders.
6. Mr. Shigeru Hanagata, a candidate for Outside Director, will have served as an Outside Director of the Company for seven years at the conclusion of this General Meeting of Shareholders.
7. Ms. Mariko Miyagi, a candidate for Outside Director, will have served as an Outside Director of the Company for three years at the conclusion of this General Meeting of Shareholders.
8. The Company has entered into an agreement with each of the candidates for Outside Director, namely, Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, to limit their liability to the minimum amount of liability pursuant to Article 427, Paragraph 1 of the Companies Act.
9. To be considered independent, Outside Directors of the Company must satisfy the independence standards prescribed by the financial instruments exchanges. In addition, Outside Directors are required to have a wealth of experience and knowledge and profound insight concerning corporate management and/or a specialized field such as legal affairs and

accounting so that they can vigorously offer constructive recommendations and proposals about the Company's management issues.

10. The Company has concluded a directors and officers liability insurance contract with an insurance company that insures all Directors. The insurance covers damages caused as a result of the insured Directors assuming liability regarding the execution of their duties or receiving claims pertaining to such liability. However, there are certain exemptions; for example, damages caused by intent or gross negligence shall not be covered. If the candidates are appointed as Director, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.