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Securities Code: 7246

June 7, 2021

Dear Shareholders,

Tetsushi Mino  
Representative Director  
**PRESS KOGYO CO., LTD.**  
1-1-1 Shiohama, Kawasaki-ku,  
Kawasaki-shi, Kanagawa

## Notice of the 119th Annual Shareholders' Meeting

We are pleased to announce that the 119th Annual Shareholders' Meeting of Press Kogyo Co., Ltd. (the "Company") will be held on June 29, 2021 as detailed below.

### Details

1. Date and Time: Tuesday, June 29, 2021, at 10:00 a.m. (JST)
2. Place: Conference Room of the Company's Head Office  
1-1-1 Shiohama, Kawasaki-ku, Kawasaki-shi, Kanagawa
3. Purpose of the Meeting  
Matters to be reported:
  1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 119th Fiscal Year (from April 1, 2020 to March 31, 2021)
  2. Non-Consolidated Financial Statements for the 119th Fiscal Year (from April 1, 2020 to March 31, 2021)

### Matters to be resolved:

- Proposal 1: Appropriation of Surplus  
Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)  
Proposal 3: Payment of Bonuses to Officers

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

## **Information About Exercising Your Voting Rights**

You may exercise your voting rights using one of the following three methods.

### **Exercise of voting rights by attending the Meeting**

Please present the enclosed voting form at the reception. (No seal is necessary.)

Date and time: Tuesday, June 29, 2021, at 10:00 a.m. (JST)  
(The reception desk will open at 9:00 a.m.)  
Place: Conference Room of the Company's Head Office  
1-1-1 Shiohama, Kawasaki-ku,  
Kawasaki-shi, Kanagawa

### **Exercise of voting rights by mail**

Please indicate your approval or disapproval for each proposal on the enclosed voting form and return it without affixing a stamp.

Deadline: To be received by Monday, June 28, 2021, at 5:00 p.m. (JST)

### **Exercise of voting rights via the Internet**

Access the voting website (<https://evote.tr.mufg.jp/>) through a personal computer, smartphone or mobile phone, and enter the "voting rights exercise code" and "temporary password" which are provided on the enclosed voting form, and indicate your approval or disapproval for each proposal by following the instructions displayed on the screen.

Deadline: No later than Monday, June 28, 2021, at 5:00 p.m. (JST)

If you exercise your voting rights multiple times, the vote exercised last will be recorded as the effective vote. If you exercise your voting rights in duplicate through a personal computer and a mobile phone, the vote exercised last will be recorded as the effective vote. Also, in case you exercise your voting rights in duplicate in writing and via the Internet, the vote exercised via the Internet will be recorded as the effective vote.

### **Electronic Voting Platform**

Trust banks and other nominee shareholders (including standing proxies) who have applied in advance to use the electronic voting platform operated by ICJ, Inc. may use this platform instead of the exercise of voting rights via the Internet above.

## Reference Documents for the Shareholders' Meeting

### Proposal 1: Appropriation of Surplus

Regarding the year-end dividends for the 119th fiscal year, after taking into comprehensive consideration the performance for the current fiscal year and future capital demands among other factors, in accordance with the capital policy of the Company, we propose to pay as described below.

- (1) Type of dividend property:

We will pay in cash.

- (2) Item concerning allocation of dividend property and its total amount:

We propose the year-end dividend of 7.5 yen per common share of the Company (total amount of dividends: 813,002,063 yen).

- (3) Effective date of dividend of surplus:

We propose the effective date of dividend to be June 30, 2021.

### (Reference: 1) Capital policy of the Company

The fundamental policy of the Press Kogyo Group is to aim for sustainable growth and to increase corporate value over the medium- to long-term through business activities, while maintaining the necessary level of shareholders' equity and providing sustainable and stable returns to shareholders.

The medium-term target for total shareholder return is 35% or more.

1. Maintenance of necessary shareholders' equity level

Financial soundness shall be ensured by comprehensively considering investment for growth, the ability to respond to operational risks, maintenance of ratings, etc.

2. Dividend policy

The dividend amount for each period is determined by comprehensively considering performance and capital demands, among other factors. The frequency of dividend payments shall be twice a year, in principle.

3. Acquisition of treasury shares, etc.

Changes in the business environment will be responded to flexibly, and financial measures leading to increased corporate value, such as the acquisition or cancellation of treasury shares, will be implemented.

### (Reference: 2) Change in dividends per share

(Unit: yen)

	116th fiscal year (Fiscal year ended March 31, 2018)	117th fiscal year (Fiscal year ended March 31, 2019)	118th fiscal year (Fiscal year ended March 31, 2020)	119th fiscal year (current) (Fiscal year ended March 31, 2021)
Interim dividends per share	6.00	6.50	6.50	0.00
Year-end dividends per share	6.00	7.50	6.50	7.50 (planned)
Annual dividends per share	12.00	14.00	13.00	7.50 (planned)
Consolidated dividend payout ratio	22.3%	20.3%	38.0%	54.6% (planned)
Total return ratio	22.3%	20.3%	56.7%	54.6% (planned)

**Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)**

All seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Director(s)”) will retire from office due to expiration of their terms of office at the conclusion of this Shareholders’ Meeting.

Accordingly, we propose the election of seven (7) Directors.

Decisions to select the Director candidates are made by the Board of Directors upon consulting with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and considering the Committee’s submission.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that each candidate in this proposal is qualified.

The candidates for Director are as follows:

No.	Name	Reelected/ Newly appointed	Current position and areas of responsibility in the Company	Attendance at meetings of the Board of Directors
1	Tetsushi Mino	Reelected	Representative Director, President & CEO In charge of Internal Audit Dept.	16/16 (100.0%)
2	Satoru Murayama	Reelected	Representative Director, Executive Vice President & CTO Management of Management Planning Dept. and Business Planning Dept. Overseeing of Engineering & Development Division, Manufacturing Division and Overseas Operations	16/16 (100.0%)
3	Noboru Masuda	Reelected	Director, Executive Managing Officer In charge of Manufacturing Division	16/16 (100.0%)
4	Hiroshi Yahara	Reelected	Director, Executive Managing Officer Overseeing of General Affairs Dept., Personnel Dept. and Employee Relations Dept.	13/13 (100.0%)
5	Takekazu Karaki	Newly appointed	Executive Managing Officer & CFO Overseeing of Management Planning Dept. and Business Planning Dept. In charge of Accounting Dept.	
6	Yuki Shimizu	Newly appointed	Executive Managing Officer In charge of Business Development and Administration Division	
7	Masahiko Sato	Newly appointed	Executive Managing Officer In charge of Engineering & Development Division	

Note: As candidate Mr. Yahara was appointed at the 118th Annual Shareholders’ Meeting held on June 26, 2020, the total number of meetings shown in his attendance at meetings of the Board of Directors reflects the number of meetings held after his appointment.

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
1 <u>Reelected</u>	Tetsushi Mino (April 24, 1957)  Attendance at meetings of the Board of Directors 16/16 (100.0%)	<p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, President of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Internal Audit Dept.</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Mino has mainly held key positions in the Sales and Purchasing Departments of the Company, and has been responsible for the overall management of the Company and the Group as Representative Director and President since June 2018. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	88,300
2 <u>Reelected</u>	Satoru Murayama (October 9, 1956)  Attendance at meetings of the Board of Directors 16/16 (100.0%)	<p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, Senior Executive Managing Officer of the Company</p> <p>April 2019 Representative Director, Executive Vice President of the Company (to the present)</p> <p><i>Responsibilities</i> Management of Management Planning Dept. and Business Planning Dept. Overseeing of Engineering &amp; Development Division, Manufacturing Division and Overseas Operations</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Murayama has mainly held key positions in the Engineering &amp; Development and Manufacturing Departments of the Company, and has been responsible for the management of the Company and the Group as Representative Director and Senior Executive Managing Officer since June 2018 and as Representative Director and Executive Vice President since April 2019. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	88,200

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
3 Reelected	Noboru Masuda (April 13, 1959)  Attendance at meetings of the Board of Directors 16/16 (100.0%)	<p>April 1982 Joined the Company</p> <p>April 2015 Executive Officer of the Company</p> <p>April 2017 Senior Executive Officer of the Company</p> <p>April 2018 Executive Managing Officer of the Company</p> <p>June 2019 Director, Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Manufacturing Division</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Masuda has experience mainly in the Tool &amp; Machinery Engineering and Factory Departments of the Company and has deep knowledge and achievements in the Company's tool &amp; machinery and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	35,200
4 Reelected	Hiroshi Yahara (April 7, 1960)  Attendance at meetings of the Board of Directors 13/13 (100.0%)	<p>April 1984 Joined the Company</p> <p>April 2014 Executive Officer of the Company</p> <p>April 2016 Senior Executive Officer of the Company</p> <p>April 2018 Executive Managing Officer of the Company</p> <p>June 2020 Director, Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>Overseeing of General Affairs Dept., Personnel Dept. and Employee Relations Dept.</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Yahara has experience mainly in the Sales, Purchasing and General Affairs Departments of the Company and has deep knowledge and achievements in the Company's sales, purchasing and general affairs business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	43,600
5 Newly appointed	Takekazu Karaki (February 21, 1962)	<p>April 1986 Joined the Company</p> <p>February 2009 General Manager of Overseas Operations Dept. of the Company</p> <p>April 2015 General Manager of Accounting Dept. of the Company</p> <p>April 2016 Executive Officer of the Company</p> <p>April 2018 Senior Executive Officer of the Company</p> <p>April 2020 Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>Overseeing of Management Planning Dept. and Business Planning Dept. In charge of Accounting Dept.</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Karaki has experience mainly in the Overseas Operations and Accounting Departments of the Company and has deep knowledge and achievements in the Company's overseas and accounting business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and nominates him as a candidate for Director.</p>	27,300

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
6 Newly appointed	Yuki Shimizu (June 25, 1962)	<p>April 1986 Joined the Company</p> <p>October 2009 General Manager of Sales Dept. 1 of the Company</p> <p>October 2011 Representative Director, President of PT. PK Manufacturing Indonesia</p> <p>March 2016 Retired as Representative Director, President of PT. PK Manufacturing Indonesia</p> <p>April 2016 Executive Officer of the Company</p> <p>April 2018 Senior Executive Officer of the Company</p> <p>April 2020 Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Business Development and Administration Division</p>	32,200
7 Newly appointed	Masahiko Sato (September 28, 1962)	<p>April 1985 Joined the Company</p> <p>April 2009 General Manager of Engineering Dept. of the Company</p> <p>April 2017 Executive Officer of the Company</p> <p>April 2019 Senior Executive Officer of the Company</p> <p>April 2020 Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Engineering &amp; Development Division</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Sato has experience mainly in the Production Engineering and Engineering Departments of the Company and has deep knowledge and achievements in the Company's engineering &amp; development and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and nominates him as a candidate for Director.</p>	21,200

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance policy with an insurance company that classifies the Company's Directors, Executive Officers, and company officers of domestic and overseas subsidiaries and affiliates (excluding PK U.S.A., INC.) as the insureds, and the insureds are covered for losses that may arise from their assumption of liability incurred in the course of their performance of duties, or receipt of claims pertaining to the pursuit of such liability.
- However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality.
- Each candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

### **Proposal 3: Payment of Bonuses to Officers**

In the fiscal year ended March 31, 2021, domestic and overseas demand for trucks and construction machineries decreased significantly due to the spread of the novel coronavirus (COVID-19). As a result, the production activities of the Group companies in Japan and overseas received significant impact, as they were forced to adjust or shut down production in the first half of the fiscal year. Under these circumstances, the Group has been working to improve profitability by flexibly responding to changes in production, as well as through cost reduction and rationalization activities. As a result of these profitability improvement measures and a recovery in the demand for trucks and construction machineries in the second half of the fiscal year, the Group achieved net income attributable to owners of the parent for the full fiscal year's performance.

Taking into consideration the business environment and performance of the current fiscal year, among other factors, we propose to pay "Bonuses to officers" at the amount of 65 million yen to seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as "Director(s)") in office as of the end of the current fiscal year. Note that the Company plans to entrust the decision of individual amounts to be paid to each Director to the discretion of the Board of Directors.

Regarding the amount of remuneration to be paid to Directors, a resolution that this amount should not exceed 400 million yen per year (provided that this amount does not include the employee salary portion) was resolved at the 114th Annual Shareholders' Meeting held on June 29, 2016. We request that shareholders approve this proposal in a separate frame from the aforementioned annual remuneration amount.

This proposal is made by the Board of Directors upon consulting with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and considering the Committee's submission.

The Company has in place a Policy for Determining Directors' Remuneration, etc. (see the Attachment), which was resolved at the Board of Directors meeting held on February 23, 2021, after consulting with the Nomination & Remuneration Committee and considering the Committee's submission. The Board of Directors considers that this proposal adheres to the contents of this policy and that it is appropriate.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that this proposal is appropriate.



Policy for Determining Directors' Remuneration, etc.

<Matters pertaining to policy regarding the determination of Officer remuneration, etc. and its calculation method>

The Company will determine the policy for remuneration, etc. for Executive Directors, Non-executive Directors and Directors who are Audit & Supervisory Committee Members as follows.

Directors' (excluding Directors who are Audit & Supervisory Committee Members) remuneration, etc. is determined upon ensuring objectivity and transparency through deliberation with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and opinions from the Audit & Supervisory Committee each fiscal year.

< Remuneration, etc., for Executive Directors >

1. Remuneration, etc., for executive directors, from among the Company's Directors (excluding Directors Who Are Audit & Supervisory Committee Members), shall be determined taking into consideration the ratio of fixed compensation and performance-based compensation (bonuses for Officers, etc.), as well as the appropriate ratio of cash compensation and share-based compensation.
2. The allocation of remuneration, etc., for individual executive directors is entrusted to Representative Director, President by the Board of Directors and determined within the limits of the aggregate amount resolved at the Shareholders' meetings.

<Remuneration, etc., for Non-executive Directors>

1. Remuneration, etc., for non-executive directors who will advise and supervise the management of the Company from an independent standpoint shall only be fixed compensation from the viewpoint of securing independence.
2. The allocation of remuneration, etc., for individual non-executive directors is entrusted to Representative Director, President by the Board of Directors and determined within the limits of the aggregate amount resolved at the Shareholders' meetings.

<Remuneration, etc., for Directors Who Are Audit & Supervisory Committee Members>

1. Remuneration, etc., for Directors Who Are Audit & Supervisory Committee Members shall only be fixed compensation from the viewpoint of securing the appropriateness of their duties including conducting audits and supervising the execution of business.
2. The allocation of remuneration, etc., for individual Directors Who Are Audit & Supervisory Committee Members shall be determined by consultation of Audit & Supervisory Committee Members, within the limits of the aggregate amount resolved at the Shareholders' meetings.

<Policy regarding the determination of the amount of personal compensation, etc. for fixed compensation>

Fixed compensation is based on the basic compensation decided by position, and is paid monthly upon its resolution within the scope of the remuneration limit of 400 million yen per year for Directors (excluding Directors who are Audit & Supervisory Committee Members) (resolved at the 114th Annual Shareholders' Meeting held on June 29, 2016), and 60 million yen per year for Directors who are Audit & Supervisory Committee Members (resolved at the 114th Annual Shareholders' Meeting held on June 29, 2016).

<Policy regarding the determination of the calculation method for performance-based compensation, etc., and policy regarding the determination of the amount of their personal compensation, etc. for performance-based compensation>

The payment of bonuses for Officers as performance-based compensation for executive directors is considered each fiscal year, and if it is paid, the Company will decide the details of the proposal (eligible Directors, total amount of bonuses for Officers, etc.) for the Annual Shareholders' Meeting at a meeting of the Board of Directors.

Bonuses for Officers are decided at each Annual Shareholders' Meeting in a separate frame from the remuneration limit of 400 million yen per year for Directors (excluding Directors who are Audit & Supervisory Committee Members) (resolved at the 114th Annual Shareholders' Meeting held on June 29, 2016).

The total amount of bonuses for Officers takes performance and other factors for each fiscal year into consideration. However, the main reference indicators pertaining to bonuses for Officers include profit attributable to owners of parent and annual dividends per share. Furthermore, bonuses will be paid to eligible Directors upon consideration of position and personal level of contribution.

The Company has not introduced mid- to long-term performance-based compensation or share-based compensation, but all Executive Directors purchase shares in the Company through Press Kogyo Officers' Shareholdings. This gives them a common interest with all shareholders, providing an incentive to conduct business in a way that is conscious of the Company's share price and to improve corporate value.

End