Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 82nd Ordinary General Meeting of Shareholders of UNIPRES CORPORATION. The Company provides this translation for reference and convenience purposes only and without any guarantee as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 5949) June 2, 2021

**Dear Shareholders** 

Nobuya Uranishi Representative Director

### **UNIPRES CORPORATION**

1-19-20, Shin-Yokohama, Kohoku-ku, Yokohama City, Kanagawa

# NOTICE OF CONVOCATION OF THE 82nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Please be informed that the 82nd Ordinary General Meeting of Shareholders of UNIPRES CORPORATION (the "Company") will be held as follows.

From the perspective of preventing the spread of coronavirus disease (COVID-19), we would like to ask all our shareholders to exercise your voting rights in advance in writing or via the Internet as much as possible, and refrain from attending the General Meeting of Shareholders regardless of your physical conditions. Please refer to page 2 for Notes to shareholders.

# Please review the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights.

1. Time and Date:	10 a.m., Thursday, June 24, 2021 (Reception begins at 9 a.m.) The reason why the date of the meeting is away from the date corresponding to the previous Ordinary General Meeting of Shareholders (July 30, 2020) is that the Company postponed the Ordinary General Meeting of Shareholders last year due to			
	the spread of COVID-19.			
2. Place:	Shin Yokohama Prince Hotel, 5F, Sinfonia			
	3-4, Shin-Yokohama, Kohoku-ku, Yokohama City, Kanagawa			
	(Please note that the venue is different from last year. Please refer to the map at the end of this Notice.)			
3. Objectives of the Meet	ing:			
Reports:	1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting			

Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 82nd term (From April 1, 2020, to March 31, 2021)

2. Reports on Non-Consolidated Financial Statements for the 82nd term (From April 1, 2020, to March 31, 2021)

Agenda:	
Proposal No. 1:	Appropriation of Surplus
Proposal No. 2:	Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory
	Committee Members)
Proposal No. 3:	Election of One (1) Director Serving as Audit and Supervisory Committee Member

For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

Of the documents to be included in this Notice, Notes to Consolidated Financial Statements and Notes to Nonconsolidated Financial Statements are posted on the Company's Website (https://www.unipres.co.jp/) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the documents attached to this Notice. The Consolidated and the Non-Consolidated Financial Statements that are included in the documents attached to this Notice are part of the consolidated financial statements and non-consolidated statements that were audited by the Accounting Auditor and the Audit and Supervisory Committee upon preparing the accounting audit report and audit report.

If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company's Website (https://www.unipres.co.jp/).

<Notes to shareholders>

- We may update the measures upon the situation of the spread of the disease and announcements, etc. made by the government, etc. until the day of the General Meeting of Shareholders. Please check the Company's Website (https://www.unipres.co.jp/) on the Internet for updates.
- Exercising your voting rights by Voting Rights Exercise Form will cause infection risk during the course of sending back the Form and vote counting. Therefore, if you are exercising your voting rights in advance, we would like to ask you to do so via the Internet as much as possible.
- We will accept in advance any questions regarding the objectives of this General Meeting of Shareholders. Regarding matters with many questions, we will answer the questions at the time of the question-andanswer session at the meeting on the day of this General Meeting of Shareholders, and will post the answers at a later date on the above website. For acceptance of prior questions, please apply from our website above.

<Notes to all attending shareholders>

- In order to prevent the spread of COVID-19 infection, we will be providing more space between the seats in the venue and consequently the number of seats available will be significantly less compared to the previous years. For this reason, we may ask you not to enter the venue if all seats are taken. We appreciate your understanding in this matter.
- We will take your temperature near the reception desk at the meeting. Shareholders with fever, who seem to be in a poor physical condition, or who do not bring or do not wear masks, may be asked not to enter the venue.
- We will set alcohol hand sanitizer for you to use near the reception desk at the meeting. We would like to ask all attending shareholders to use alcoholic hand sanitizer and cooperate in the measures to prevent the spread of infection.
- Operation staff of the General Meeting of Shareholders will attend our shareholders with a mask after taking their temperatures and confirming their physical condition.
- From the perspective of shortening the meeting in order to prevent the spread of COVID-19, detailed explanation on reported matters (including audit reports) and on the proposals at the meeting at the stage will be omitted. We would like to ask you to read through the Notice in advance.
- No gifts will be given to attendees of the meeting, and no social gathering for shareholders will be held. We appreciate your understanding in this matter.

### **Guide to Exercise of Voting Rights**

Voting rights are an important right for shareholders. Please review the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights. The following three methods are available to exercise voting rights.

Attending the General Meeting of Shareholders The venue is Shin Yokohama Prince Hotel. Please present the enclosed Voting Rights Exercise Form to the reception desk. Additionally, please bring this Notice with you. Date and time of General Meeting of Shareholders:10 a.m., Thursday, June 24, 2021

Mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it such that it arrives by the exercise deadline. Exercise deadline: Arrival by 6 p.m., Wednesday, June 23, 2021

Internet

Please access the designated voting rights exercise website (https://soukai.mizuho-tb.co.jp/) and indicate your vote for or against the proposals by the exercise deadline. Exercise deadline: By 6 p.m., Wednesday, June 23, 2021

To institutional investors

If use of the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. has been applied in advance, institutional investors may use said platform.

## Guide to Exercise of Voting Rights via the Internet

"Smart Exercise" of voting rights by scanning the QR code Exercise of voting rights made simple. "Smart Exercise" enabled

You do not need to enter the Voting Rights Exercise Code (ID) and password.

Please scan the QR code provided on the lower right of the enclosed Voting Rights Exercise Form with your smartphone, etc. to access the "Smart Exercise" website specified by the Company and indicate your approval or disapproval by following the instructions on the screen.

If you wish to change the contents of your vote after exercising your voting rights in "Smart Exercise," please do so by using the method described at right by entering the Voting Rights Exercise Code (ID) and password.

Exercise of voting rights by entering the Voting Rights Exercise Code (ID) and password

https://soukai.mizuho-tb.co.jp/

- 1. Access the Voting Rights Exercise Website (URL above) Click "Next"
- 2. Log in

Please enter the Voting Rights Exercise Code (ID) and password printed on the back of the enclosed Voting Rights Exercise Form.

The password must be changed upon the first login.

Please indicate your approval or disapproval according to the instructions on the screen.

Points to note

- If voting rights are exercised in duplicate both in writing and via the Internet, the voting rights exercised via the Internet will be deemed valid. If voting rights are exercised multiple times via the Internet, the most recent voting rights exercised will be deemed valid.
- The Voting Rights Exercise Code (ID) and the password (including passwords changed by shareholders) are valid only for this General Meeting. A new password will be issued for the next General Meeting of Shareholders.
- The Voting Rights Exercise Code (ID) and the password is a method to verify the identity of the person exercising the voting right. Additionally, the Company will never ask for your password.
- If the password is incorrect greater than a set number of times, the password will become locked and unusable. If it becomes locked, please follow the procedures according to the on-screen guidance.

Inquiries

For any questions, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., which is the shareholder registry administrator.

Dedicated help line for inquiries on how to use "Smart Exercise" and the Voting Rights Exercise Website, etc. 0120-768-524 (Weekdays: 9 a.m. to 9 p.m.)

\*QR code is a registered trademark of DENSO WAVE INCORPORATED.

#### **Electronic Voting Rights Exercise Platform**

If use of the Electronic Voting Rights Exercise Platform operated by ICJ, Inc., a joint venture established by Tokyo Stock Exchange, Inc., etc., has been applied in advance, nominee shareholders such as trust and custody services banks (including standing proxies) may use the said platform as an electromagnetic method to exercise voting rights at this General Meeting of Shareholders in addition to the exercise of voting rights via the Internet.

## **Reference Documents for General Meeting of Shareholders**

## **Proposals and References**

**Proposal No. 1: Appropriation of Surplus** 

Taking into account the business results for the fiscal year under review and other circumstances, the Company proposes the year-end dividend for the fiscal 82nd term as follows.

Fiscal Year-End Dividend

(1) Type of Property for Dividends:

Money

- (2) Allotment of Property for Dividends and Total Amount Thereof:
  ¥10.0 per share of the Company's common stock for a total of ¥449,992,830
  (2) Effective Detection of Example 1
- (3) Effective Date of Distribution of Surplus: June 25, 2021

# Proposal No. 2: Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The term of office of all Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this 82nd Ordinary General Meeting of Shareholders. Accordingly, we kindly ask our shareholders to elect six (6) Directors. Please note that, this Proposal has obtained the opinion of the Audit and Supervisory Committee that all of the candidates for Director are qualified for the position.

The candidates for Director are as follows:

No.	Name		Current Positions and Assignments in the Company	Attendance at Board of Directors' meetings
1	Nobuya Uranishi	Reappointment	Representative Director and President	12 out of 12 (100%)
2	Hideki Ogoshi	Reappointment	Representative Director and Executive Vice President Assistant to President Plants and Production Control, UPS Promotion Office, Transmission Parts Business	12 out of 12 (100%)
3	Shinji Shiokawa	Reappointment	Director and Executive Vice President Engineering Division, Quality Assurance and Tool & Die	12 out of 12 (100%)
4	Yukihiko Morita	Reappointment	Director and Executive Vice President Corporate Planning, Overseas Business, Finance & Accounting and Russia Project Office	12 out of 12 (100%)
5	Kenji Miura	Reappointment	Director and Executive Vice President Sales and Cost Planning	8 out of 8 (100%)
6	Masashi Imoto	New candidate Outside Non-executive	-	-

(Note) The status of attendance of Mr. Kenji Miura at the Board of Directors' meetings denotes attendance at the Board of Directors' meetings held after his appointment as Director on July 30, 2020.

Name	Brief Personal History, Positions and Assignments in the Company and		
(Date of Birth)	Significant Positions Concurrently Held		
	April 1984	Joined Nissan Motor Co., Ltd.	
	April 2007	General Manager, Project Purchasing Department No. 2	
	April 2014	Senior Vice President	
	November 2016	Joined the Company	
		Executive Vice President	
	April 2018	Executive Vice President	
	June 2018	Director and Executive Vice President	
	April 2020	Representative Director and President (current position)	
	Significant Con	current Positions	
	-	ES R&D Co., Ltd.	
	Director, Unipres	Kyushu Corporation	
	Director, Unipres	North America, Inc.	
No. 1	Director, Unipres	s U.S.A., Inc.	
	Director, Unipres	s Southeast U.S.A., Inc.	
Nobuya Uranishi	Director, UNIPRES ALABAMA, INC.		
(April 23, 1960)	Director, Unipres Mexicana, S.A. de C.V.		
	Director, Unipres (UK) Limited		
Number of Shares Held: 17,400	Director, Unipres(China)Corporation		
Director, Unipres Guangzhou Corporation			
Reappointment	Director, Unipres Zhengzhou Corporation		
	· -	WUHAN CORPORATION	
		Precision Guangzhou Corporation	
	Director, Unipres India Private Limited		
	Director, Unipres (Thailand) Co., LTD.		
	Commissioner, PT. Unipres Indonesia		
	Reasons for nomination as a candidate for Director		
	Mr. Nobuya Uranishi has been selected as a candidate for Director because of his		
		ments in Sales and Cost Planning divisions, and since April 2020	
		entative Director and President of the Company, has been	
	leading sustainable growth of the Unipres Group by promoting strengthening of		
		ure and compliance. The Company has determined that he is	
	suited to be a Dir	ector of the Company from this extensive experience and ability.	

Name	Brief Perso	onal History, Positions and Assignments in the Company and	
(Date of Birth)	Significant Positions Concurrently Held		
	March 1977	Joined Yamato Kogyo Co., Ltd. (currently UNIPRES CORPORATION)	
	April 1981	Joined Katsuyama Press Kogyo Co., Ltd. (currently Unipres Kyushu Corporation)	
	April 2005	General Manager, Manufacturing Department, Unipres Kyushu Corporation	
	June 2007	Director and Factory Manager, Unipres Kyushu Corporation	
	April 2011	Senior Vice President, the Company	
	June 2012	Director and Senior Vice President	
No. 2	April 2013	Director and Executive Vice President	
110.2	June 2015	Executive Vice President	
Hideki Ogoshi	April 2019	Executive Vice President	
(June 23, 1954)	June 2019	Director and Executive Vice President	
	April 2020	Representative Director and Executive Vice President	
Number of Shares Held: 25,100	1	Assistant to President (current position)	
Reappointment	Current Respo	nsibilities	
Reappointment	Plants and Prod	uction Control, UPS Promotion Office, Transmission Parts	
	Business		
	Significant Concurrent Positions		
	Chairman and Director, Unipres Kyushu Corporation		
	Reasons for nomination as a candidate for Director		
	Mr. Hideki Ogoshi has been selected as a candidate for Director because of his		
	business achievements in Plants and Production Control and the UPS Promotion Office, and the Company has determined that he is suited to be a Director of the		
	Company from	this extensive experience and ability.	
	April 1979	Joined Yamakawa Industrial Co., Ltd. (currently UNIPRES CORPORATION)	
	April 2007	General Manager, Sales Department	
	April 2009	General Manager, India Project Office	
	April 2011	Senior Vice President	
	April 2013	Senior Vice President, Plant Manager, Tool & Die Plant	
	June 2013	Director and Senior Vice President	
No. 3	June 2015	Senior Vice President	
	April 2019	Executive Vice President	
Shinji Shiokawa	June 2019	Director and Executive Vice President	
(August 26, 1955)	April 2020	Director and Executive Vice President (current position)	
Number of Shares Held: 28,300	Current Responsibilities		
	Engineering Division, Quality Assurance and Tool & Die		
Reappointment		ncurrent Positions	
	President and Representative Director, UNIPRES R&D Co., Ltd.		
	Reasons for nomination as a candidate for Director		
	Mr. Shinji Shiokawa has been selected as a candidate for Director because of his		
	business achievements in Engineering and Tool & Die divisions, and the		
	Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.		
	this extensive ex	xperience and ability.	

Name	Brief Personal History, Positions and Assignments in the Company and		
(Date of Birth)	Significant Positions Concurrently Held		
	April 1981	Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)	
	November 2004	General Manager, Corporate Auditors Office, Mizuho Financial Group, Inc.	
	April 2007	Joined the Company	
	-	General Manager, Corporate Planning Department	
	April 2010	Senior Vice President and General Manager, Finance & Accounting Department	
	June 2013	Director and Senior Vice President	
	June 2015	Senior Vice President	
	April 2016	Executive Vice President	
	June 2018	Director and Executive Vice President (current position)	
No. 4	<b>Current Respons</b>	· · · · ·	
Yukihiko Morita	Corporate Planning, Overseas Business, Finance & Accounting and Russia Project Office		
(March 22, 1959)	Significant Conc	urrent Positions	
(Waten 22, 1959)	Director, Unipres		
Number of Shares Held: 21,100		es(China)Corporation	
Desarrations	Director, Unipres	Guangzhou Corporation	
Reappointment		Zhengzhou Corporation	
	· -	WUHAN CORPORATION	
	· -	Precision Guangzhou Corporation	
	· -	India Private Limited	
	Director, Unipres	(Thailand) Co., LTD.	
	Director, UM Cor		
		omotive Brazil Ltd.	
		ination as a candidate for Director	
	Mr. Yukihiko Morita has been selected as a candidate for Director because of his business achievements in Corporate Planning, Overseas Business, and Finance & Accounting divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.		
	Director of the CC	Simpany from this extensive experience and ability.	
	March 1975	Joined Yamato Kogyo Co., Ltd. (currently UNIPRES CORPORATION)	
	April 2010	General Manager, Production Management Department	
	June 2011	General Manager, Indonesia Project Office	
No. 5	April 2015	General Manager, Tochigi Plant	
	April 2016	Senior Vice President and General Manager, Tochigi Plant	
Kenji Miura	April 2019	Executive Vice President	
(May 24, 1956)	July 2020	Director and Executive Vice President (current position)	
Number of Shares Held: 10,700	Current Responsibilities		
	Sales and Cost Planning Reasons for nomination as a candidate for Director		
Reappointment		has been selected as a candidate for Director because of his	
	business achievements in Production, Sales, and Cost Planning division		
	Company has dete	ermined that he is suited to be a Director of the Company from erience and ability.	
	-		

Name	Driaf Darso	nal History Desitions and Assignments in the Company and	
	Brief Personal History, Positions and Assignments in the Company and		
(Date of Birth)	Significant Positions Concurrently Held		
	April 1991	Joined NIPPON STEEL CORPORATION	
	October 2012	General Manager, Energy-Related Steel Plate Office, Plate	
		Marketing Division, Plate Unit	
	May 2015	General Manager, Plate Product Planning Office, Plate Unit	
	March 2019	General Manager, Flat Products Global Marketing Division,	
		Flat Products Unit	
No. 6	October 2020	General Manager, Steel Sheet Global Marketing Division,	
		Flat Products Unit	
Masashi Imoto	April 2021	Executive Officer and Vice Head of Unit, Flat Products Unit;	
(May 31, 1967)	11pm 2021	Commissioned General Manager, Steel Sheet and Structural	
		Steel Global Marketing Division, Flat Products Unit (current	
Number of Shares Held: 0		position)	
New candidate	Significant Concurrent Positions		
Outside	Executive Officer, NIPPON STEEL CORPORATION		
Non-executive	Reasons for nomination as a candidate for Outside Director and outline of		
	expected roles		
	Mr. Masashi Imoto has been selected as a candidate for Outside Director in the		
	expectation that his wealth of knowledge related to automotive steel sheets		
	cultivated through his career as an Executive Officer at NIPPON STEEL		
	CORPORATION will contribute to the Company's operation. Therefore, the		
	Company has determined that he is suited for the position.		
	Company has determined that he is suited for the position.		

(Notes)

- 1. Mr. Masashi Imoto concurrently serves as Executive Officer of NIPPON STEEL CORPORATION, which is a specified related business operator of the Company. The Company receives products manufactured by NIPPON STEEL CORPORATION as provision from a third-party. However, there are no direct transactions between the Company and NIPPON STEEL CORPORATION. Note that, the Company and NIPPON STEEL CORPORATION are jointly engaged in research related to press molding technology.
- 2. There is no special interest between the other candidates and the Company.
- 3. Mr. Masashi Imoto is a candidate for Outside Director.
- 4. In the case that Mr. Masashi Imoto takes office as Director, the Company plans to enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act that limits the amount of his liability as set forth in Article 423, Paragraph 1 of the same Act. The maximum amount of liability based on this agreement is the minimum liability as set forth in Article 425, Paragraph 1 of the same Act.
- 5. The Company shall conclude a directors and officers liability insurance contract stipulated by Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and the contract is designed to cover damages that may arise from the insured persons assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. However, there are certain exemptions such as damages resulting from a criminal act by the insured person or damages from knowingly committed acts of violation against laws and regulations. The candidates will be included in the insured persons of the said insurance contracts. The Company intends to renew the contracts with the same contents in the next renewal.

#### Proposal No. 3: Election of One (1) Director Serving as Audit and Supervisory Committee Member

Mr. Shigeru Asahi, Director serving as Audit and Supervisory Committee Member, will resign at the conclusion of this General Meeting of Shareholders. Accordingly, we kindly ask our shareholders to elect one (1) Director serving as Audit and Supervisory Committee Member as his substitute. In accordance with the Articles of Incorporation of the Company, the term of office of the Director serving as Audit and Supervisory Committee Member shall be through the completion of the term of office of the Director serving as Audit and Supervisory Committee Member who is resigning. This Proposal has obtained the consent of the Audit and Supervisory Committee.

	The candidate for Director serving as Audit and Supervisory Committee Member is as follows:		
Name	Brief Personal History, Positions and Assignments in the Company and		
(Date of Birth)	Significant Positions Concurrently Held		
, , , , , , , , , , , , , , , , , , ,	March 1978	Joined Yamato Kogyo Co., Ltd. (currently UNIPRES	
		CORPORATION)	
	April 2006	General Manager, Purchasing Department	
	April 2010	Senior Vice President and General Manager, Purchasing	
		Department	
	June 2012	Director and Senior Vice President	
	April 2013	Director and Executive Vice President	
	June 2015	Executive Vice President	
	April 2019	Executive Vice President, the Company	
V1 It-		Representative Director and President, Unipres Butsuryu Co.,	
Yoshio Ito		Ltd.	
(September 13, 1955)	April 2020	Representative Director and President, Unipres Butsuryu Co.,	
Number of Shares Held: 38,300		Ltd.	
	Significant Concurrent Positions		
New candidate	Audit & Supervisory Board Member, UNIPRES R&D Co., Ltd.		
	-	visory Board Member, Unipres Kyushu Corporation	
	Auditor, Unipres (China)Corporation		
	Commissioner, PT. Unipres Indonesia		
	Reasons for nomination as a candidate for Director		
	Mr. Yoshio Ito has been selected as a candidate for Director because of his		
	business achievements in Purchasing, General Administration, Human Resources,		
	and Information System divisions. The Company has determined that he is suited		
	to execute duties of administrative supervision because of the expectation that he is capable of providing overall management supervision and effective advice		
	from his extensive experience and ability.		
	nom ms exensive experience and aunity.		

(Notes)

- 1. There is no special interest between the candidate and the Company.
- 2. In the case that Mr. Yoshio Ito takes office as Director, the Company plans to enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act that limits the amount of his liability as set forth in Article 423, Paragraph 1 of the same Act. The maximum amount of liability based on this agreement is the minimum liability as set forth in Article 425, Paragraph 1 of the same Act.
- 3. The Company shall conclude a directors and officers liability insurance contract stipulated by Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and the contract is designed to cover damages that may arise from the insured persons assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. However, there are certain exemptions such as damages resulting from a criminal act by the insured person or damages from knowingly committed acts of violation against laws and regulations. The candidate will be included in the insured persons of the said insurance contracts. The Company intends to renew the contracts with the same contents in the next renewal.