

(Securities Code: 6486)

June 4, 2021

To our shareholders:

Tetsuji Tsuru
Representative Director and President
Eagle Industry Co., Ltd.
(Location of the Head Office)
1-12-15 Shiba-Daimon, Minato-ku, Tokyo
(Location of the Headquarters)
14F, Shiba-Park Bldg.-B, 2-4-1, Shiba-koen, Minato-ku,
Tokyo

NOTICE OF THE FY2020 ORDINARY GENERAL MEETING OF SHAREHOLDERS

The FY2020 Ordinary General Meeting of Shareholders of Eagle Industry Co., Ltd. (the “Company”) will be held as described below.

In light of the spread of the novel coronavirus disease (COVID-19), this year we would like to ask that you exercise your voting rights in writing or via the Internet, etc. prior to the meeting rather than attending in person if possible. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:15 p.m., Wednesday, June 23, 2021 (JST).

1. Date and Time: Thursday, June 24, 2021 at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

2. Venue: Conference Room, 2F, Head Office, NOK CORPORATION

1-12-15 Shiba-Daimon, Minato-ku, Tokyo

(Please note that the venue is different from that of the previous year.)

* The venue may not be available due to the impact of the COVID-19. If the venue is changed, information will be provided on the Company’s website. (<https://www.ekkeagle.com/jp/>)

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the FY2020 (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the FY2020 (from April 1, 2020 to March 31, 2021)

Items to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Election of six (6) Directors

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company would like to propose to appropriate surplus for the fiscal year under review as described below:

Matters related to year-end dividends

For FY2020, the Company proposes to pay a year-end dividend of 25 yen per share by taking into account the business performance of the current fiscal year, future business development, etc.

As 25 yen per share was paid as an interim dividend, total dividends per share for the fiscal year will be 50 yen.

1. Type of dividend property
Cash
2. Allocation of dividend property and total amount thereof
25 yen per common share of the Company
Total amount of dividends: 1,227,095,650 yen
3. Effective date of distribution of dividends of surplus
June 25, 2021

Proposal 2: Election of six (6) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of six (6) Directors, reducing the number of Directors by one (1) in order to establish a flexible management strategy system.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities		Number of the Company's shares owned
1	Tetsuji Tsuru (August 16, 1949) Reelection Board meeting attendance 12/12 meetings	Apr. 1972	Joined NOK CORPORATION	136,333
		June 1977	Director and Vice President, NOK INC.	
		June 1979	Director, the Company	
		June 1981	MBA, Sloan School of Management, Massachusetts Institute of Technology	
		Jan. 1982	Managing Director, the Company	
		Apr. 1984	Senior Managing Director, the Company	
		June 1985	Representative Director and Vice President, the Company	
		June 1989	Representative Director and President, the Company	
		June 2006	Director, NOK CORPORATION	
		June 2018	Representative Director, Chairman of the Board and President, the Company (incumbent)	
		[Significant concurrent positions outside the Company] Representative Director and Chairman, EagleBurgmann Japan Co., Ltd.		
		Reasons for nomination as a candidate for Director Tetsuji Tsuru has worked as the Company's Representative Director and President for many years and, based on his plentiful knowledge and experience from that business management activity, we have made him a candidate for Director and ask for his reelection.		
2	Masaki Nakao (April 9, 1955) Reelection Board meeting attendance 12/12 meetings	Apr. 1980	Joined the Company	15,300
		June 2005	Director, the Company	
		June 2009	Operating Officer, the Company	
		Jan. 2011	Senior Operating Officer and General Manager, Corporate Strategic Planning Office, the Company	
		June 2018	Senior Managing Director and General Manager, Corporate Strategic Planning Office, the Company	
		Oct. 2020	Representative Director and Vice President and General Manager Corporate Strategic Planning Office, the Company (incumbent)	
		Reasons for nomination as a candidate for Director Masaki Nakao has plentiful experience and results related to conducting the Group's overseas business and corporate planning, and we have made him a candidate for Director and ask for his reelection.		

No.	Name (Date of birth)	Career summary, position and responsibilities		Number of the Company's shares owned
3	Shinji Abe (January 14, 1959) Reelection Board meeting attendance 12/12 meetings	Apr. 1981 Oct. 2004	Joined NOK CORPORATION Branch Manager, Anjo Branch I, Corporate Sales & Marketing Division, NOK CORPORATION	35,300
		June 2007 June 2008 June 2009 June 2010 Apr. 2020	Director, the Company Managing Director, the Company Senior Operating Officer, the Company Senior Managing Director and General Manager, Corporate Sales & Marketing Division, the Company Senior Managing Director and General Manager, Global Quality and Environmental Control Office (currently General Manager, Safety, Environmental and Quality Control Office), the Company (incumbent)	
Reasons for nomination as a candidate for Director Shinji Abe has plentiful experience and results in business and sales activities of our Group's products. Taking advantage of his knowledge in these areas, we have made him a candidate for Director and ask for his reelection to further promote quality control of our Group's products and services and health, safety and environmental management activities.				
4	Norio Uemura (February 24, 1959) Reelection Board meeting attendance 12/12 meetings	Mar. 1989 June 2010 Jan. 2014 June 2014	Joined NOK CORPORATION Operating Officer, the Company Senior Operating Officer, the Company Senior Managing Director and General Manager, Engineering Division, the Company (incumbent)	16,200
		Mar. 2016	Doctor of Engineering	
Reasons for nomination as a candidate for Director Norio Uemura has plentiful experience and results with our Group's products and service technology and has deep insight as a Doctor of Engineering. Therefore, we have made him a candidate for Director and ask for his reelection.				
5	Kensaku Hogen (August 2, 1941) Reelection Outside Director Board meeting attendance 12/12 meetings	Apr. 1964 Mar. 1998 Apr. 2001 Jan. 2005 June 2015	Joined the Ministry of Foreign Affairs Under-Secretary-General, the United Nations Ambassador of Japan to Canada Retired from the Ministry of Foreign Affairs Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent)	2,800
		[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION		
Reasons for nomination as a candidate for Outside Director and overview of expected roles Kensaku Hogen is expected to provide supervision and counsel on the execution of duties by the Company's Directors from an objective, broad and advanced perspective based on his vast amount of experience in foreign policy and high principles, and we have made him a candidate for Outside Director and ask for his reelection. Also, he is not involved in corporate management other than as an Outside Officer so we believe he can appropriately carry out the duties of an Outside Director. If reelected, he will continue to be involved in selection of candidates for officer positions and determination of officer compensation from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.				

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
6	Makoto Fujioka (March 27, 1950) Reelection Outside Director Board meeting attendance 12/12 meetings	<p>Apr. 1972 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>June 1996 Deputy Director-General, Trade & Economic Affairs, the Ministry of International Trade and Industry</p> <p>Feb. 2001 Ambassador of Japan to the United Arab Emirates</p> <p>Sept. 2003 Retired from the Ministry of Economy, Trade and Industry</p> <p>June 2004 Director and Executive Officer, Nippon Light Metal Company, Ltd.</p> <p>June 2007 Director and Senior Executive Officer, Nippon Light Metal Company, Ltd.</p> <p>June 2013 Director and Executive Vice President, Nippon Light Metal Company, Ltd.</p> <p>July 2015 Director General, Japan Association for Chemical Innovation</p> <p>June 2016 Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent) Outside Director, Nippon Paper Industries Co., Ltd. (incumbent)</p> <p>[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION Outside Director, Nippon Paper Industries Co., Ltd.</p>	3,000
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>Makoto Fujioka has a track record of corporate management based on his vast amount of experience in industrial and foreign policy and high principles. We expect him to continue providing supervision and counsel on the execution of duties by the Company's Directors from an objective, broad and advanced perspective and so have made him a candidate for Outside Director and ask for his reelection. If reelected, he will continue to be involved in selection of candidates for officer positions and determination of officer compensation from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>			

- (Notes)
1. Candidate Tetsuji Tsuru also serves as Representative Director and Chairman of EagleBurgmann Japan Co., Ltd., and the Company has a business relationship, selling and purchasing products, etc., with this company.
 2. Kensaku Hogen and Makoto Fujioka are candidates for Outside Director.
 3. Kensaku Hogen and Makoto Fujioka are concurrently Outside Directors of NOK CORPORATION, and the Company has a business relationship, selling and purchasing products, etc., with this company.
 4. Kensaku Hogen is currently an Outside Director of the Company and at the conclusion of this Meeting, he will have been a Director for six years.
 5. Makoto Fujioka is currently an Outside Director of the Company and at the conclusion of this Meeting, he will have been a Director for five years.
 6. The Company has entered into a liability insurance agreement for officers, etc. with all directors as insured as set forth in Article 430-3, Paragraph 1 of the Companies Act. It covers damages that may arise from insured directors being liable in relation to the execution of their duties or being subjected to claims pursuing such liability. It excludes damages arising from unlawful acts on the part of the insured or actions taken while recognizing that they violate the law. If the candidates assume office, they will become insured under the agreement, and the agreement will be renewed as long as they serve as director.
 7. The following is an overview of the contents of the limited liability agreements with Outside Directors.
The Company has concluded agreements with Kensaku Hogen and Makoto Fujioka under the provision of Article 427, paragraph 1 of the Companies Act to limit liability for damages as provided for in Article 423, paragraph 1 of the Act. The limit of liability as provided for in the agreements is the amount specified by laws and regulations and if their reelection is approved, the Company plans to renew the aforementioned agreements with them.
 8. The Company has registered Kensaku Hogen and Makoto Fujioka as Independent Directors according to the regulations of the Tokyo Stock Exchange, Inc.
 9. There are no special interests between the other candidates and the Company.