

Note: This document is an English translation of a part of the original “Notice of the 112th Annual General Meeting of Shareholders” in Japanese. This translation is provided for your convenience only, and the Company does not assume any responsibility as to the accuracy or the completeness of the translation. Should there be any discrepancy between the original Japanese version and the translation, the original Japanese version shall prevail.

(Securities Code : 6371)

June 7, 2021

**To Those Shareholders with Voting Rights:**

Yasushi Ohara  
President & Representative Director  
Tsubakimoto Chain Co.  
3-3-3, Nakanoshima, Kita-ku,  
Osaka 530-0005 Japan

**NOTICE OF THE 112TH ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

We are pleased to announce that the 112th Annual General Meeting of Shareholders of Tsubakimoto Chain Co. (the “Company”) will be held as described below.

We will be holding this General Meeting of Shareholders while implementing measures required to prevent further spread of COVID-19; however, in consideration of the current situation, we encourage you to exercise your voting right either in writing or online, etc. in advance and refrain from attending the General Meeting of Shareholders in person, regardless of your state of health. **Should you choose to exercise your voting right online, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting right by 5:30 p.m. on Monday, June 28, 2021, Japan time.**

- 1. Date and Time:** Tuesday, June 29, 2021, at 10:00 a.m. Japan time (Reception will open at 9:00 a.m.)
- 2. Place:** “Hō S” Function Room (2F) at Hotel New Otani Osaka  
1-4-1 Shiromi, Chuo-ku, Osaka

**3. Purpose of the Meeting:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 111th Fiscal Year (April 1, 2020 - March 31, 2021) and the results of audits of the Consolidated Financial Statements by independent auditors and the Audit & Supervisory Board
  2. Non-Consolidated Financial Statements for the 111th Fiscal Year (April 1, 2020 - March 31, 2021)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

#### 4. Exercising Voting Right

##### **If you are attending the meeting**

If you will be attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

**Date and time of the meeting: Tuesday, June 29, 2021, at 10:00 a.m. Japan time**

(Reception will open at 9:00 a.m.)

##### **If you are not attending the meeting**

###### **Exercise of Voting Right in Writing**

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and ensure it reaches us before the deadline as follows.

**Voting deadline: 5:30 p.m. on Monday, June 28, 2021, Japan time**

###### **Exercise of Voting Right Online, etc.**

Please check Page 4 of the “Guide to Exercise of Voting Right Online, etc.” (Japanese version only), access the voting website, and indicate your vote for or against each of the proposals before the deadline as follows.

**Voting deadline: 5:30 p.m. on Monday, June 28, 2021, Japan time**

- If you vote both in writing and online, etc., your vote submitted online, etc. will be treated as the valid one.
- If you vote multiple times online, etc., your last vote will be treated as the valid one.

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- ◎ Please bring this Notice to the meeting with you to conserve resources.
  - ◎ Depending on the spread of COVID-19 up until the day of the General Meeting of Shareholders and/or announcements the government and the like may release, if there arises a need where the Company has to inform the shareholders in advance of matters regarding the execution of the General Meeting of Shareholders, the Company will post the information on its website (<https://www.tsubakimoto.jp/ir/meeting/>).
  - ◎ In accordance with the provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation, the “Consolidated Statements of Changes in Shareholders’ Equity” and “Notes to Consolidated Financial Statements” from the Consolidated Financial Statements, as well as the “Statement of Changes in Shareholders’ Equity” and “Notes to Non-consolidated Financial Statements” from the Non-consolidated Financial Statements, are posted on the Company’s website (<https://www.tsubakimoto.jp/ir/meeting/>) and are not provided in this Notice. These statements and notes constitute a portion of the items audited by the Audit & Supervisory Board Members and the independent auditors when preparing their respective audit reports.
  - ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report and the Consolidated and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.tsubakimoto.jp/ir/meeting/>).
  - ◎ Shareholders who wish to exercise their voting right by proxy may do so by designating a shareholder with voting right and having him/her attend the General Meeting of Shareholders as a proxy. Please note, however, that such proxy will be required to present a document evidencing the proxy’s power of representation.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of its most important management objectives.

In allocating profits, the Company's fundamental policy is to provide dividends that reflect its consolidated performance based on the perspective of pursuing shareholder-oriented management, and the Company aims for a consolidated payout ratio of 30% while comprehensively considering the status of funds, financial conditions and other factors.

In accordance with this policy, the Company proposes to pay a year-end dividend of 45 yen per share for the current fiscal year under review, in light of its consolidated performance.

Combined with the interim dividend of 30 yen per share, the annual dividend will be 75 yen per share.

Internal reserves will mainly be earmarked for measures to strengthen the Company's financial position and future business development.

#### 1. Matters related to year-end dividend

##### (1) Matters concerning the allotment of dividend property to shareholders and total amount thereof

45 yen for each share of common stock

1,665,676,170 yen in total

##### (2) Effective date of dividend from surplus

June 30, 2021

#### 2. Matters regarding appropriation of surplus

##### (1) Item and the amount of surplus to be decreased

Retained earnings brought forward      3,500,000,000 yen

##### (2) Item and the amount of surplus to be increased

General reserve      3,500,000,000 yen

**Proposal 2:** Election of Seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors, including three (3) Outside Directors.

The candidates are as follows:

No.	Name	Gender	Current Position	Attendance at Board of Directors' meetings during FY2020
1	Yasushi Ohara [Reappointment]	Male	President & Representative Director; Chief Operations Officer (COO)	100% (13 out of 13 meetings)
2	Kenji Kose [Reappointment]	Male	Director	100% (13 out of 13 meetings)
3	Tadasu Suzuki [Reappointment]	Male	Director	100% (13 out of 13 meetings)
4	Takatoshi Kimura [New appointment]	Male	Managing Executive Officer Materials Handling Systems Operations	-
5	Shuji Abe [Reappointment] [Outside] [Independent]	Male	Director	100% (13 out of 13 meetings)
6	Keiichi Ando [Reappointment] [Outside] [Independent]	Male	Director	100% (13 out of 13 meetings)
7	Hisae Kitayama [Reappointment] [Outside] [Independent]	Female	Director	100% (11 out of 11 meetings)

Note: Attendance of Ms. Hisae Kitayama is counted for the Board of Directors' meetings held after she assumed office as Director on June 26, 2020.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yasushi Ohara July 20, 1959  <u>Reappointment</u>	<p>April 1982      Joined the Company</p> <p>July 2008      President, Tsubakimoto Singapore Pte. Ltd.</p> <p>April 2013      Manager, Office of the President; Manager, Corporate Planning Department, Management Planning Center, the Company</p> <p>June 2013      Executive Officer, the Company</p> <p>June 2014      Director and Executive Officer, the Company</p> <p>June 2015      President &amp; Representative Director; Chief Operations Officer (COO), the Company (present)</p> <p>[Reasons for nomination as candidate for Director] Mr. Ohara has served as Representative Director since June 2015 and has duly formulated strategy and supervised management of the Group. He has engaged in overseas operations since he joined the Company, served as the president of an overseas subsidiary and is well versed in global business management. As he possesses comprehensive judgment with respect to overall management of the Group, the Company deems that he is apt for the role of the Company's Director and re-nominates him as a candidate for Director.</p>	7,744
2	Kenji Kose May 9, 1958  <u>Reappointment</u>	<p>April 1977      Joined the Company</p> <p>June 2013      Executive Officer, the Company</p> <p>June 2015      Senior Executive Officer, the Company</p> <p>April 2017      General Manager, Chain Manufacturing Division; Plant Manager, Kyotanabe Plant, the Company</p> <p>June 2017      Director and Senior Executive Officer, the Company</p> <p>April 2018      In charge of Chain Operations, the Company</p> <p>June 2018      Director and Managing Executive Officer, the Company</p> <p>June 2019      Director, the Company (present)</p> <p>[Significant concurrent position] • Director, Tsubaki Yamakyu Chain Co.</p> <p>[Reasons for nomination as candidate for Director] Mr. Kose has demonstrated his management skills in business expansion and in enhancing enterprise value, utilizing his versatile wealth of experience in manufacturing, engineering, product development and so on, as a top management team member since he was first elected for Director. As he possesses comprehensive judgment with respect to overall management of the Group, the Company deems that he is apt for the role of the Company's Director and re-nominates him as a candidate for Director.</p>	3,814

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Tadasu Suzuki December 1, 1955  <u>Reappointment</u>	<p>April 1978      Joined the Company</p> <p>June 2004      Executive Officer, the Company</p> <p>June 2006      Managing Executive Officer, the Company</p> <p>June 2011      Director and Managing Executive Officer, the Company</p> <p>June 2015      General Manager, Global Automotive Parts Headquarters</p> <p>June 2016      Director and Senior Managing Executive Officer, the Company</p> <p>April 2018      In charge of Automotive Parts Operations, the Company</p> <p>June 2019      Director, the Company (present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, Tsubakimoto Europe B.V.</li> <li>• Director, Tsubakimoto Chain (Shanghai) Co., Ltd.</li> <li>• Director, Tsubakimoto Automotive (Thailand) Co., Ltd.</li> </ul> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Suzuki has contributed to the Company demonstrating his business skills in the Automotive Parts Division and other in-house organizations and promoting globalization via establishing many overseas subsidiaries, as a top management team member since he was first elected for Director. As he possesses comprehensive judgment with respect to overall management of the Group, the Company deems that he is apt for the role of the Company's Director and re-nominates him as a candidate for Director.</p>	10,549
4	Takatoshi Kimura January 18, 1961  <u>New appointment</u>	<p>April 1983      Joined the Company</p> <p>October 2006    General Manager, Chain Division, in charge of Overseas Sales, the Company</p> <p>April 2009      General Manager, Power Transmission Sales, in charge of Chain and Power Transmission Units and Components Operations, the Company</p> <p>January 2012    Chairman, Tsubakimoto Chain Trading (Shanghai) Co., Ltd. (now Tsubakimoto Chain (Shanghai) Co., Ltd.)</p> <p>June 2015      Executive Officer, the Company</p> <p>June 2016      Manager, Management Planning Center; Manager, Osaka Office, the Company</p> <p>April 2018      General Manager, Materials Handling Division, in charge of Material Handling Systems Operations and Sales; Manager, Osaka Office, the Company</p> <p>June 2018      Senior Executive Officer; the Company</p> <p>General Manager, Materials Handling Division, in charge of Materials Handling Systems Operations, the Company</p> <p>April 2020      Managing Executive Officer, the Company (present)</p> <p>Material Handling Systems Operations, the Company (present)</p> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Kimura has demonstrated his business skills mainly in the field of sales, and assumed office as Executive Officer after management of sales operations, including overseas operations. He has exercised leadership in Headquarters Operations and Materials Handling Divisions, etc., including as a manager of our overseas subsidiary, contributing to the expansion of the Company's business since he joined the Company. As he possesses comprehensive judgment with respect to overall management of the Group, the Company deems that he is apt for the role of the Company's Director and nominates him as a candidate for Director.</p>	825

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Shuji Abe February 3, 1944 <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	<p>June 1997 Director, Yanmar Diesel Co., Ltd. (now Yanmar Holdings Co., Ltd.)</p> <p>June 1999 Managing Director, Yanmar Diesel Co., Ltd.</p> <p>June 2001 Senior Managing Director, Yanmar Diesel Co., Ltd.</p> <p>June 2005 Executive Vice President, Yanmar Co., Ltd. (now Yanmar Holdings Co., Ltd.)</p> <p>June 2007 President, Yanmar Agricultural Equipment Co., Ltd. (now Yanmar Agribusiness Co., Ltd.)</p> <p>February 2009 Retired from the post of President, Yanmar Agricultural Equipment Co., Ltd. (now Yanmar Agribusiness Co., Ltd.)</p> <p>June 2010 Retired from the post of Executive Vice President, Yanmar Co., Ltd. (now Yanmar Holdings Co., Ltd.)</p> <p>June 2013 Outside Director, the Company (present)</p> <p>[Reasons for nomination as candidate for Outside Director and overview of expected roles]            Mr. Abe possesses a wealth of knowledge and experience as the head of a manufacturing company, and has duly supervised management, such as by providing relevant and precise advice concerning the Company's three core areas of technology, development and manufacturing. Going forward, the Company deems that he will continue to supervise the Company's management from an objective and neutral standpoint and re-nominates him as a candidate for Outside Director.</p>	0
6	Keiichi Ando November 5, 1951 <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	<p>April 2009 Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2010 Representative Director, Deputy President, and Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>March 2012 Retired from the post of Representative Director, Deputy President, and Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2012 Representative Director, President, NEW KANSAI INTERNATIONAL AIRPORT COMPANY, LTD.</p> <p>July 2012 Representative Director, President, and CEO, NEW KANSAI INTERNATIONAL AIRPORT COMPANY, LTD.</p> <p>June 2016 Retired from the post of Representative Director, President, and CEO, NEW KANSAI INTERNATIONAL AIRPORT COMPANY, LTD.</p> <p>June 2016 Representative Director and President, GINSEN CO., LTD.</p> <p>June 2017 Outside Director, the Company (present)</p> <p>June 2019 Retired from the post of Representative Director and President, GINSEN CO., LTD.</p> <p>[Significant concurrent positions]            • Outside Director, Shionogi &amp; Co., Ltd.            • Outside Director, DAIHEN Corporation</p> <p>[Reasons for nomination as candidate for Outside Director and overview of expected roles]            Mr. Ando possesses a wealth of knowledge and experience as executive officer of a financial institution, etc., and has duly supervised management, such as by providing relevant and precise advice in the fields of finance and governance. Going forward, the Company deems that he will continue to supervise the Company's management from an objective and neutral standpoint and re-nominates him as a candidate for Outside Director.</p>	0

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Hisae Kitayama August 30, 1957  <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	<p>October 1982    Joined Asahi Accounting Company (now KPMG AZSA LLC)</p> <p>March 1986    Registered as a Certified Public Accountant</p> <p>May 1999      Partner, Asahi Accounting Company (now KPMG AZSA LLC)</p> <p>July 2013      Managing Executive Director, KPMG AZSA LLC</p> <p>June 2019      Chair, Kinki Chapter of Japanese Institute of Certified Public Accountants(present)</p> <p>July 2019      Senior Executive Director, KPMG AZSA LLC</p> <p>July 2019      Deputy Chair, Japanese Institute of Certified Public Accountants (present)</p> <p>June 2020      Retired from the post of Senior Executive Director, KPMG AZSA LLC</p> <p>July 2020      Outside Director, the Company (present)</p> <p>July 2020      Established Kitayama Public Accounting Office Representative (present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Representative, Kitayama Public Accounting Office, Public Certified Accountant</li> <li>• Deputy Chair, Japanese Institute of Certified Public Accountants and Chair, Kinki Chapter</li> <li>• Outside Director, EBARA CORPORATION</li> </ul> <p>[Reasons for nomination as candidate for Outside Director and overview of expected roles]</p> <p>With a wealth of experience at auditing firms as a certified public accountant, Ms. Kitayama possesses a high level of expertise in corporate accounting, and has duly supervised management, such as by providing relevant and precise advice in the fields of finance and accounting. Going forward, the Company deems that she will supervise the Company's management from an objective and neutral standpoint and re-nominates her as a candidate for Outside Director.</p>	0

Notes:

1. No special interests exist between the candidates and the Company.
2. In nominating each candidate, the Voluntary Nomination and Remuneration Committee, of which majority is composed of Outside Directors, first reviews and selects the candidates for the Board of Directors, and then the Board of Directors elects the final candidate.
3. Pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance agreement with an insurance company to cover damages that may arise due to the insured Directors assuming responsibility for the execution of their duties or receipt of claims related to the pursuit of such responsibility. If the candidates assume office as Director, they will be covered by the insurance agreement, which will be renewed during their terms of office.
4. At the conclusion of this General Meeting of Shareholders, Mr. Shuji Abe, Mr. Keiichi Ando and Ms. Hisae Kitayama will have served as Outside Director of the Company for 8 years, 4 years and 1 year, respectively.
5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Shuji Abe, Mr. Keiichi Ando and Ms. Hisae Kitayama to limit their liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of liability under these agreements is the amount stipulated by laws and regulations. Should their appointments be approved as proposed, the Company plans to continue said agreements with them.
6. The Company has designated Mr. Shuji Abe, Mr. Keiichi Ando and Ms. Hisae Kitayama as Independent Officers as stipulated by the Tokyo Stock Exchange. Should their appointments be approved as proposed, the Company plans to continue to designate them as Independent Officers.



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

The term of office of Audit & Supervisory Board Member Mr. Hidefumi Naito will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Hidefumi Naito November 19, 1961 <u>Reappointment</u>  <u>Outside</u>  <u>Independent</u>	<p>March 1990 Registered as an attorney (Osaka Bar Association) Joined Kitahama Partners</p> <p>October 1997 Resigned from Kitahama Partners</p> <p>April 2000 Established Naito Law Office Representative Attorney (present)</p> <p>April 2012 Vice President, Osaka Bar Association</p> <p>March 2013 Retired from the post of Vice President, Osaka Bar Association</p> <p>June 2017 Outside Audit &amp; Supervisory Board Member, the Company (present)</p> <p>[Significant concurrent position] - Representative Attorney, Naito Law Office</p> <p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member] Mr. Naito possesses a high level of expertise in corporate legal affairs owing to his many years of experience as an attorney and has audited the management of the Company aptly. Going forward, the Company deems that he will continue to audit the Company's management from an expert's viewpoint, as well as an objective and neutral standpoint, and re-nominates him as a candidate for Outside Audit &amp; Supervisory Board Member.</p>	0

## Notes:

- No special interests exist between the candidate and the Company.
- Pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance agreement with an insurance company to cover damages that may arise due to the insured Audit & Supervisory Board Members assuming responsibility for the execution of their duties or receipt of claims related to the pursuit of such responsibility. If the candidate assumes office as Audit & Supervisory Board Member, he will be covered by the insurance agreement, which will be renewed during his term of office.
- The term of office of Mr. Hidefumi Naito as Outside Audit & Supervisory Board Member will be four (4) years at the conclusion of this General Meeting of Shareholders.
- Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hidefumi Naito to limit his liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of liability under this agreement is the amount stipulated by laws and regulations. Should his appointment be approved as proposed, the Company plans to continue said agreements with him.
- The Company has designated Mr. Hidefumi Naito as an Independent Officer as stipulated by the Tokyo Stock Exchange. Should his appointment be approved as proposed, the Company plans to continue to designate him as an Independent Officer.

**Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

The advance election of one (1) Substitute Audit & Supervisory Board Member is proposed to provide for a shortfall in the number of Audit & Supervisory Board Members prescribed by laws and regulations.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Koji Hayashi September 18, 1959	<p>April 1990 Registered as an attorney (Kobe Bar Association (now Hyogo-ken Bar Association)) Joined Kitayama Law Office (now Kobe Kyobashi Legal Profession Corporation)</p> <p>May 2009 Deputy Head, Kobe Kyobashi Law Office (now Kobe Kyobashi Legal Profession Corporation)</p> <p>April 2012 President, Hyogo-ken Bar Association</p> <p>March 2013 Retired from the post of President, Hyogo-ken Bar Association</p> <p>January 2017 Representative Partner and Head, Kobe Kyobashi Legal Profession Corporation (present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>- Representative Partner and Head, Kobe Kyobashi Legal Profession Corporation, Attorney</li> <li>- Outside Director (Audit and Supervisory Committee Member), TEIKOKU ELECTRIC MFG. CO., LTD.</li> </ul> <p>[Reasons for nomination as candidate for Substitute Outside Audit &amp; Supervisory Board Member] Mr. Hayashi possesses a high level of expertise in corporate legal affairs owing to his many years of experience as an attorney. The Company deems that he can aptly carry out the duties of an Outside Audit &amp; Supervisory Board Member from an expert's viewpoint, as well as an objective and neutral standpoint. For the reasons stated above, the Company nominates him as a candidate for Substitute Outside Audit &amp; Supervisory Board Member.</p>	0

## Notes:

1. No special interests exist between the candidate and the Company.
2. Pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance agreement with an insurance company to cover damages that may arise due to the insured Audit & Supervisory Board Members assuming responsibility for the execution of their duties or receipt of claims related to the pursuit of such responsibility. If the candidate assumes office as Audit & Supervisory Board Member, he will be covered by the insurance agreement, which will be renewed during his term of office.
3. If Mr. Koji Hayashi is elected as Outside Audit & Supervisory Board Member, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of liability under this agreement is the amount stipulated by laws and regulations.
4. In the event Mr. Koji Hayashi is elected as per this proposal and assumes the office of Outside Audit & Supervisory Board Member, the Company shall appoint him as an Independent Officer as stipulated by the Tokyo Stock Exchange.