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Stock Exchange Code 6590  
June 7, 2021

**To Shareholders with Voting Rights:**

Shigeki Fujita  
Representative Director, President and Chief  
Executive Officer  
SHIBAURA MECHATRONICS CORPORATION  
2-5-1, Kasama, Sakae-ku, Yokohama-shi, Kanagawa, Japan

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

Dear Shareholders:

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

The 112th Annual General Meeting of Shareholders of SHIBAURA MECHATRONICS CORPORATION (the “Company”) will be held for the purposes as described below.

Recently, the Japanese government and prefectural governors have requested that people stay home in order to prevent the spread of the novel coronavirus (COVID-19) infection. In due consideration of these circumstances, the Company has decided to hold the meeting while implementing appropriate measures to prevent the spread of infection.

However, in light of preventing the spread of infection, and from the perspective of everyone’s health and safety, the Company strongly requests that shareholders exercise their voting rights in writing or via the Internet, etc. in advance as much as possible, and refrain from attending the General Meeting of Shareholders, regardless of their current physical condition.

**If you can exercise your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 23, 2021, Japan time.**

**1. Date and Time:** Thursday, June 24, 2021 at 10:00 a.m. Japan time

**2. Place:** Conference room at the Company located at  
2-5-1, Kasama, Sakae-ku, Yokohama-shi, Kanagawa, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 112th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 112th Fiscal Year (April 1, 2020 - March 31, 2021)

**Proposals to be resolved:**

- Proposal 1:** Election of 6 Directors  
**Proposal 2:** Election of 1 Corporate Auditor  
**Proposal 3:** Payment of Bonuses to Officers

- ◎ **In the event that any modification is required of the Notice, it will be disclosed immediately on the Company's website (<https://www.shibaura.co.jp/>).**
- ◎ **Please note that details of the resolutions of this General Meeting of Shareholders will be posted on the above website after the meeting is concluded.**

At the 112th Annual General Meeting of Shareholders, to prevent the spread of COVID-19 and secure the health and safety of our shareholders, we would like to inform all shareholders of the following details. We appreciate the understanding and cooperation of our shareholders in this matter.

<Request to shareholders>

- For this year's General Meeting of Shareholders, in light of preventing the spread of infection, and from the perspective of our shareholder's health and safety, the Company requests once again that shareholders exercise your voting rights in writing or via the Internet, etc. as much as possible, and refrain from attending the General Meeting of Shareholders.

< Notices for attending the General Meeting>

- We will arrange enough distance between seats, and the number of available seats will be significantly reduced in this year's General Meeting of Shareholders than usual. Therefore, to ascertain the number of shareholders who will be attending in advance, **we request that shareholders who are attending, register on our website (<https://www.shibaura.co.jp/ir/general.html>) by 5:00 p.m. on Wednesday, June 23, 2021, Japan time.**
- Please bring and wear a face mask.
- Those who have been abroad within the past 14 days and are showing symptoms of possible infection of COVID-19 (fever, cough, fatigue, difficulty in breathing, taste/smell disorder, etc.), or have been in close contact with someone with COVID-19, may be refused admission. We request that shareholders whom this is applicable to, report this information to the staff at the reception desk. Additionally, temperatures will be taken when entering the venue.
- The measures listed above may change depending on factors such as the status of the spread of infection leading up to the date of the General Meeting of Shareholders and the content of announcements by the Japanese government. Please check the information posted on our website following any relevant developments.

< Measures to prevent the spread of infection on the day of the meeting>

- Alcohol-based disinfectants will be available in various parts of the venue.
- Officers and organizing staff members of the Company will wear face masks during the meeting after their confirmation of own physical condition including taking their temperature.
- From the perspective of preventing the spread of infection and ensuring business continuity for the Company, there is a possibility that only some officers of the Company will be in attendance.
- We kindly ask for your understanding that we will not:
  - 1) arrange waiting rooms for shareholders and provide beverages
  - 2) hold social gathering with shareholders that was scheduled for after the meeting
  - 3) distribute souvenirs to our shareholders

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of 6 Directors

The terms of office of all 6 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of 6 Directors.

The candidates for Director are as follows:

No.	Name	Expertise	Current positions and responsibilities at the Company
1	Keigo Imamura [Reappointment]	[Corporate management] [Technology]	Director and Executive Vice President Assistant to President
2	Yoshitsugu Ogawa [Reappointment]	[Corporate management] [Technology]	Director and Executive Vice President Executive General Manager of Mechatronics System Division
3	Kenichi Ikeda [Reappointment]	[Corporate management] [Accounting]	Director and Senior Vice President Executive General Manager of Corporate Management Division
4	Yoshiaki Kurokawa [New appointment]	[Corporate management] [Technology]	Vice President Executive General Manager of Fine Mechatronics Division
5	Tomoko Inaba [Reappointment] [Outside] [Independent]	[Law] [Diversity]	Director
6	Yuichiro Takada [Reappointment] [Outside] [Independent]	[Corporate management]	Director

(Note) The definitions of the descriptions of expertise are as follows:

[Corporate management]: A person who has ever assumed office as an executive director or a vice president in the Company or any other company and is deemed to have knowledge and experience of corporate management

[Technology]: A person who has ever belonged to a technical affairs division in the Company and is deemed to have knowledge and experience of technology related to the business of the Company

[Accounting]: A person who has ever belonged to accounting/financial divisions in the Company or any other company and is deemed to have knowledge and experience of finance/accounting

[Law]: A person who is a qualified attorney and deemed to have knowledge and experience of law/compliance

[Diversity]: A person with diversity in attributes, such as gender, race, nationality, etc.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
1	Keigo Imamura (September 30, 1962)  [Reappointment]	April 1985      Joined Toshiba Corporation August 1996      Joined the Company April 2009      General Manager of Bonder Department, SAGAMINO Operations April 2011      Deputy Executive General Manager of Production & Procurement Division and General Manager in charge of Mechatronics System Equipment June 2014      Director, Executive General Manager of Production & Procurement Division January 2015      Director, Executive General Manager of Production & Procurement Division and General Manager in charge of Fine Mechatronics Equipment, Fine Mechatronics Division June 2017      Senior Vice President, Deputy Executive General Manager of Fine Mechatronics Division June 2019      Director and Senior Vice President, Executive General Manager of Fine Mechatronics Division June 2020      Director and Executive Vice President, Executive General Manager of Fine Mechatronics Division April 2021      Director and Executive Vice President, Assistant to President To present		32
[Reason for nomination] The term of office of Mr. Keigo Imamura as the Company's Director will be two years at the conclusion of this General Meeting of Shareholders. Mr. Keigo Imamura not only has management experience as the Company's Director, but also is familiar with the entire business as he has served as the operating officer for business operations in the fields of technology, production and sales in the positions of General Manager in charge of equipment, Executive General Manager of Production & Procurement Division and Executive General Manager of business divisions. He has been conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director and Representative Director, President and Chief Executive Officer because it believes that he is qualified to serve as Chief Executive Officer of the Company and the Group.				
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
2	Yoshitsugu Ogawa (August 27, 1960)  [Reappointment]	April 1985      Joined Toshiba Corporation August 1996      Joined the Company April 2007      General Manager of Wet Process Equipment Department, YOKOHAMA operations April 2010      Deputy Executive General Manager of Fine Mechatronics Division June 2011      Director, Deputy Executive General Manager of Fine Mechatronics Division June 2014      Managing Director, Deputy Executive General Manager of Fine Mechatronics Division April 2015      Managing Director, Executive General Manager of Mechatronics System Division June 2017      Director and Senior Vice President, Executive General Manager of Mechatronics System Division June 2018      Director and Executive Vice President, Executive General Manager of Mechatronics System Division To present		40
[Reason for nomination] The term of office of Mr. Yoshitsugu Ogawa as the Company's Director will be ten years at the conclusion of this General Meeting of Shareholders. Mr. Yoshitsugu Ogawa has ample management experience as the Company's Director. Currently, he is serving as the operating officer for business operations in the position of Executive General Manager of Mechatronics System Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
3	Kenichi Ikeda (February 13, 1963)  [Reappointment]	April 1985	Joined Toshiba Corporation	19
		May 2001	Assistant to General Manager of Accounting Department, Semiconductor Company, Toshiba Corporation	
		May 2006	Counselor of Public Relations Office Group (in charge of IR), Toshiba Corporation	
		May 2009	Assistant to General Manager of Accounting Department, Semiconductor Company, Toshiba Corporation	
		June 2012	Group Leader of Management Audit Group (in charge of Management Audit Division 4), Toshiba Corporation	
		April 2015	Assistant to President of Electric Power System Company, Toshiba Corporation	
		July 2017	Deputy Executive General Manager of Corporate Management Division, the Company	
		October 2017	Vice President, Deputy Executive General Manager of Corporate Management Division	
		June 2018	Director and Vice President, Executive General Manager of Corporate Management Division	
		June 2019	Director and Senior Vice President, Executive General Manager of Corporate Management Division	
		To present		
		[Significant concurrent positions]		
	Joint Representative Director, SHIBAURA MECHATRONICS KOREA CO., LTD.			
[Reason for nomination] The term of office of Mr. Kenichi Ikeda as the Company’s Director will be three years at the conclusion of this General Meeting of Shareholders. Mr. Kenichi Ikeda has management experience as the Company’s Director. Currently, he is serving as the operating officer in the fields of corporate planning, accounting, and finance in the position of Executive General Manager of Corporate Management Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
4	Yoshiaki Kurokawa (February 13, 1966)  [New appointment])	April 1988	Joined the Company	10
		April 2010	Manager of Technology Group No.2, Fine Mechatronics Division	
		July 2015	Deputy General Manager in charge of Fine Mechatronics Equipment, Fine Mechatronics Division	
		April 2017	General Manager in charge of Semiconductor Manufacturing Equipment, Fine Mechatronics Division	
		May 2018	Deputy Executive General Manager of Fine Mechatronics Division	
		June 2019	Vice President, Deputy Executive General Manager of Fine Mechatronics Division	
		April 2021	Vice President, Executive General Manager of Fine Mechatronics Division	
To present				
[Reason for nomination] Mr. Yoshiaki Kurokawa has ample experience in the field of semiconductor technology. Currently, he is conducting business execution in the position of Executive General Manager of Fine Mechatronics Division. The Company nominated him as a candidate for Director because it can expect him to contribute to business execution and management oversight by leveraging his experience and knowledge gained in his career and thus it believes that he is qualified to serve as Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held (hundred shares)
5	Tomoko Inaba (July 22, 1966)  [Reappointment] [Outside] [Independent]	April 1996 Registered as an attorney (Daini Tokyo Bar Association) Joined Hikari Sogoh Law Offices January 2002 Joined Tanso & Yamamoto (currently InfoTech Law Offices) June 2013 Established SHOU LAW OFFICE October 2013 Registered as a patent attorney June 2015 Outside Director, the Company August 2017 Joined TATSUMURA LAW OFFICE To present	—
	[Reason for nomination and outline of expected roles] The term of office of Ms. Tomoko Inaba as the Company's Outside Director will be six years at the conclusion of this General Meeting of Shareholders. Although Ms. Tomoko Inaba has no experience in being directly involved in corporate management, she leverages her experience and knowledge as an attorney to conduct management oversight and important decision-making. The Company nominated her as a candidate for Outside Director because it believes that she is qualified to continue serving as Outside Director. The Company expects that Ms. Tomoko Inaba will give effective advice on the general management in the position of Independent Outside Director and contribute to enhancing the corporate governance further not only in the meetings of the Board of Directors but also through her various activities including those in the Personnel and Remuneration Advisory Committee, which acts as an independent voluntary advisory body concerning nomination and remuneration-related matters of Directors and Vice Presidents.		
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held (hundred shares)
6	Yuichiro Takada (August 8, 1954)  [Reappointment] [Outside] [Independent]	April 1978 Joined Mitsui Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) April 2008 Managing Executive Officer, Sumitomo Mitsui Banking Corporation October 2009 Director and Vice President, Nikko Cordial Corporation (currently SMBC Nikko Securities Inc.) April 2012 Chairman and Representative Director, Sakura Information Systems Co., Ltd. June 2016 Outside Auditor, TAKAOKA TOKO CO., LTD. June 2018 Outside Director, the Company To present [Significant concurrent positions] Outside Director (Audit and Supervisory Committee Member), TAKAOKA TOKO CO., LTD.	—
	[Reason for nomination and outline of expected roles] The term of office of Mr. Yuichiro Takada as the Company's Outside Director will be three years at the conclusion of this General Meeting of Shareholders. Having assumed important positions such as representative director at other companies, he has ample management experience, and leverages his experience and knowledge gained in his career to conduct management oversight and important decision-making. The Company nominated him as a candidate for Outside Director because it believes that he is qualified to continue serving as Outside Director. The Company expects that Mr. Yuichiro Takada will give effective advice on the general management in the position of Independent Outside Director and contribute to enhancing the corporate governance further not only in the meetings of the Board of Directors but also through her various activities including those in the Personnel and Remuneration Advisory Committee, which acts as an independent voluntary advisory body concerning nomination and remuneration-related matters of Directors and Vice Presidents.		

(Notes)

1. There are no special interests between the candidates and the Company.
2. The number of shares of the Company held by each candidate includes shares held through Shibaura Mechatronics Officers' Shareholding Association.
3. Ms. Tomoko Inaba and Mr. Yuichiro Takada are candidates for Outside Director.
4. Ms. Tomoko Inaba and Mr. Yuichiro Takada are Independent Directors prescribed by the provisions of the Tokyo Stock Exchange. If they assume office as Outside Directors, they will continue their role as Independent Directors.
5. With the expectation that Outside Directors can fully fulfill their roles, the Company has entered into an agreement

with current Outside Directors, namely Ms. Tomoko Inaba and Mr. Yuichiro Takada, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If they assume office as Outside Directors, the Company plans to continue the said liability limitation agreement with them.

6. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance agreement covers damages that may arise when the insured assume liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the candidates assume office as Director, they will be included as the insured under this insurance agreement. In addition, the Company plans to renew this insurance agreement with the same contents at the time of next renewal.

**Proposal 2:** Election of 1 Corporate Auditor

In order to further enhance and strengthen the audit system, the Company intends to increase the number of Outside Corporate Auditors by 1, and proposes the election of 1 Corporate Auditor.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions		Number of shares of the Company held (hundred shares)
Kazuya Kaneko (August 11, 1960)  [New appointment] [Outside] [Independent]	April 1983 April 2006  May 2011  September 2015  January 2019  June 2019  [Significant concurrent positions]	Joined Toshiba Corporation General Manager of Accounting Department, Yokkaichi Plant, Toshiba Corporation General Manager of Accounting Department, Infrastructure Systems & Solutions Company, Toshiba Corporation Project Manager of Global Shared Service Promotion Project Team, Management Reform Promotion Division, Toshiba Corporation Assistant to Corporate Executive Vice President, Toshiba Corporation President & CEO, Toshiba Insurance Service Corporation To present President & CEO, Toshiba Insurance Service Corporation	—
[Reason for nomination] Mr. Kazuya Kaneko has considerable knowledge of finance and accounting based on his long career in the fields of accounting and finance, and has management experience as President and CEO in another company. He is expected to implement effective audits by leveraging his experience and knowledge gained in his career. The Company nominated him as a candidate for Outside Corporate Auditor because it believes that he is qualified to serve as Outside Corporate Auditor.			

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Kazuya Kaneko is a candidate for Outside Corporate Auditor.
3. If Mr. Kazuya Kaneko assume office as an Outside Corporate Auditor, he will be an Independent Auditor prescribed by the provisions of the Tokyo Stock Exchange.
4. With the expectation that Outside Corporate Auditors can fully fulfill their roles, the Company has entered into an agreement with current Outside Corporate Auditors, namely Mr. Kazumasa Uchida and Mr. Hiroyuki Matsumoto, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If Mr. Kazuya Kaneko assumes office as Outside Corporate Auditor, the Company plans to enter into the said liability limitation agreement with him.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance agreement covers damages that may arise when the insured assume liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If Mr. Kazuya Kaneko assumes office as Outside Corporate Auditor, he will be included as the insured under this insurance agreement. In addition, the Company plans to renew this insurance agreement with the same contents at the time of next renewal.



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

Taking into consideration the performance of the current term, among other factors, the Company proposes to pay bonuses at the total amount of ¥25,769 thousand (¥24,028 thousand for Directors and ¥1,741 thousand for Corporate Auditors) to 5 Directors (excluding Outside Directors) and 1 Corporate Auditor (excluding Outside Corporate Auditors) who have served during the fiscal year under review.

In proposing this matter to this General Meeting of Shareholders, the Company has obtained findings from the Personnel and Remuneration Advisory Committee to the effect that such payment for Directors is appropriate and based on policy for determining remuneration, etc. for individual officers established by the Company, per discussions carried out by the said committee, whose membership mainly consists of Independent Outside Directors.

The Company requests that decisions on specific amounts, timing and method of payment, etc., for Directors be left to deliberation by the Board of Directors, and those for Corporate Auditors be left to deliberation by Corporate Auditors.

(Notes)

1. The number of persons to receiving the bonuses includes 1 Director who retired from office at the conclusion of the 111th Annual General Meeting of Shareholders held on June 24, 2020.
2. An overview of the Company's policy for determining matters pertaining to remuneration, etc. for individual officers is as presented in the reference documents section of the Notice of the 112th Annual General Meeting of Shareholders (in Japanese), under "4. Matters concerning company officers," "(3) Remuneration, etc. for Directors and Corporate Auditors pertaining to the fiscal year under review," "iv. Matters concerning the policy for determining matters of remuneration, etc. for individual officers" (page 14).