

Securities Code 6850

June 11, 2021

Dear Shareholders:

Mikio Toyoda, President and CEO

**Chino Corporation**

32-8, Kumano-cho, Itabashi-ku, Tokyo

### Notice of the 85th Ordinary General Meeting of Shareholders

Please accept our sincere gratitude for your continued support and patronage.

We write to advise you of the 85th Ordinary General Meeting of Shareholders of Chino Corporation (hereinafter the “Company”).

To prevent the spread of COVID-19, we ask our shareholders to refrain from attending this General Meeting of Shareholders in person, but to exercise their voting rights in writing (by mail) or via the Internet prior to the date of the meeting.

When exercising your voting rights in writing (by mail) or via the Internet, please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Monday, June 28, 2021 (JST).

1. Date and Time: Tuesday, June 29, 2021 at 10 a.m. Japan time  
(The reception desk is scheduled to open at 9 a.m.)
2. Place: Meeting room of the Head Office (first basement),  
32-8, Kumano-cho, Itabashi-ku, Tokyo
3. Meeting Agenda:  
Matters to be reported:
  1. The Business Report, Consolidated Financial Statements for the Company’s 85th 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 85th Fiscal Year (April 1, 2020 - March 31, 2021)

Matters to be resolved:

- Proposal 1: Election of Six (6) Directors
- Proposal 2: Presentation of Retirement Benefits to Retiring Directors
- Proposal 3: Payment of Bonuses to Directors

- ✧ Of the documents to be provided with this Notice, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are posted on the Company's website (<https://www.chino.co.jp/>) in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, and are thus not included in the documents attached to this Notice. These matters are a portion of the documents audited during the course of preparation of the Audit Report by the Corporate Auditors and the Accounting Audit Report by the Accounting Auditor.
- ✧ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements require revision, the revised versions will be posted on the Company's website (<https://www.chino.co.jp/>).

<Notice Concerning COVID-19>

The Company recommends that, to prevent the spread of COVID-19, shareholders refrain from attending this General Meeting of Shareholders and exercise their voting rights in writing or via the Internet.

Please note that the Company intends to take the following measures for this General Meeting of Shareholders.

- ✧ Capacity will be limited due to the wide spacing between seats at the venue of the General Meeting of Shareholders. If attendance is large, admission may be limited.
- ✧ Company staff may speak with those who appear to be unwell at the entrance and reserve the right to refuse admission. Shareholders coming to the venue will be required to disinfect their hands and fingers with alcohol disinfectant and wear a mask.
- ✧ The reception after the General Meeting of Shareholders will be cancelled.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Election of Six (6) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that six (6) Directors be elected. Candidates for Directors are as follows:

Number	Name	Current positions and responsibilities in the Company	Tenure	Attendance at meetings of the Board of Directors
1	Mikio Toyoda	<div>Reelection</div> President and CEO	9 years	14/ 14 meetings
2	Koichi Yoshida	<div>Reelection</div> Director and Senior Executive Officer, Executive Manager, Sales Headquarters	15 years	14/ 14 meetings
3	Takao Shimizu	<div>Reelection</div> Director and Executive Officer, General Manager, Kuki Factory	12 years	14/ 14 meetings
4	Akihiko Nishiguchi	<div>Reelection</div> Director and Executive Officer, Chinese Business Division	2 years	12/ 14 meetings
5	Tatsuyoshi Yoshiike	<div>Reelection</div> <div>Outside</div> <div>Independent</div> Director	6 years	14/ 14 meetings
6	Kazuo Ikuta	<div>Reelection</div> <div>Outside</div> <div>Independent</div> Director	5 years	14/ 14 meetings
	<div>Reelection</div> Director for reelection	<div>Outside</div> Outside Director	<div>Independent</div> Independent Director as defined by the Tokyo Stock Exchange	

Number	Name (Date of Birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's shares held
1	<div>Reelection</div> <div>Mikio Toyoda (April 11, 1957)</div>	Apr. 1981    Joined the Company Jun. 2012    Director, General Manager, Fujioka Factory, the Company Oct. 2014    Director, General Manager, Fujioka Factory, Equipment Products Development Center Jun. 2015    Director and Executive Officer, General Manager, Fujioka Factory, Equipment Products Development Center Jun. 2016    Director and Executive Officer, Executive Manager, Corporate Strategy Headquarters, Equipment Products Development Center Jun. 2017    President and CEO, Equipment Products Development Center Jun. 2019    President and CEO To the present	4,310 shares
[Significant concurrent positions] There is no items to report. [Reasons for nomination as a candidate for Director] Mr. Mikio Toyoda serves as the President and CEO of the Company after serving as factory general manager, General Manager of the Equipment Products Development Center and Executive Manager of Corporate Strategy Headquarters. As a result, the Company has judged that he is an appropriate person to promote growth strategies of the Group as the senior executive based on his wealth of experience and insight, and requests his continued election as a Director of the Company. [Interests in the Company] There is no special interest between Mr. Toyoda and the Company.			
2	<div>Reelection</div> <div>Koichi Yoshida (September 20, 1954)</div>	Apr. 1977    Joined the Company Jul. 2005    General Manager, Western Japan Sales Department, Branch Manager, Osaka Branch Jun. 2006    Director, General Manager, Western Japan Sales Department, Branch Manager, Osaka Branch Oct. 2009    Director, General Manager, Western Japan Sales Division, Branch Manager, Osaka Branch Jun. 2011    Director, Deputy Executive Manager, Sales Headquarters, General Manager, Solution Sales Division Jun. 2012    Director and Executive Officer, General Manager, Sales Strategic Management Division, General Manager, Kuki Factory Jun. 2013    Director and Executive Officer, General Manager, Kuki Factory Jun. 2015    Director and Executive Officer, General Manager, Kuki Factory Jun. 2017    Director and Senior Executive Officer, Executive Manager, Sales Headquarters, Branch Manager, Eastern Japan Branch Apr. 2020    Director and Senior Executive Officer, Executive Manager, Sales Headquarters To the present	7,685 shares
[Significant concurrent positions] There is no items to report. [Reasons for nomination as a candidate for Director] Mr. Koichi Yoshida has extensive experience and insight including his service as factory general manager and Executive Manager of Sales Headquarters. As a result, the Company has judged that he is an appropriate person to drive business expansion of the Group, and requests his continued election as a Director of the Company. [Interests in the Company] There is no special interest between Mr. Yoshida and the Company.			

Number	Name (Date of Birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's shares held
3	<div>Reelection</div> <p><b>Takao Shimizu</b> (September 28, 1953)</p>	<p>Apr. 1976    Joined the Company</p> <p>Apr. 2008    Measurement Technology Development Center</p> <p>Jun. 2009    Director, Measurement Technology Development Center</p> <p>Apr. 2011    Director, R&amp;D Center</p> <p>Jun. 2012    Director, R&amp;D Center, General Manager, SST Division</p> <p>Jun. 2013    Director and Executive Officer, R&amp;D Center, General Manager, SST Division</p> <p>Jun. 2014    Director and Executive Officer, R&amp;D Center</p> <p>Jun. 2015    Director and Executive Officer, R&amp;D Center</p> <p>Jun. 2017    Director and Executive Officer, R&amp;D Center, General Manager, Kuki Factory</p> <p>Feb. 2018    Director and Executive Officer, General Manager, Kuki Factory To the present</p>	7,265 shares
<p>[Significant concurrent positions] President of AR'S Corporation Limited President of ASAKAWA LENS WORKS CO., LTD. [Reasons for nomination as a candidate for Director] Mr. Takao Shimizu has extensive experience and insight including his service as factory and R&amp;D Center general manager. As a result, the Company has judged that he is an appropriate person to promote production innovation of the Group, and requests his continued election as a Director of the Company. [Interests in the Company] The Company has a business relationship, including the purchase of products, with AR'S Corporation Limited where Mr. Takao Shimizu concurrently serves as the Representative Director. The Company has a business relationship including the purchase of parts and materials with ASAKAWA LENS WORKS CO., LTD. where Mr. Takao Shimizu concurrently serves as the Representative Director.</p>			
4	<div>Reelection</div> <p><b>Akihiko Nishiguchi</b> (August 24, 1959)</p>	<p>Apr. 1982    Joined the Company</p> <p>Oct. 2010    Deputy Branch Manager, Osaka Branch, Osaka Sales Office Manager</p> <p>Jun. 2011    Director, Branch Manager, Osaka Branch</p> <p>Jun. 2013    Director, Branch Manager, Osaka Branch, Chinese Business Division</p> <p>Feb. 2014    Director, Managing Director, SHANGHAI DAHUA-CHINO INSTRUMENT Co., LTD. (seconded)</p> <p>Jun. 2015    Corporate Officer, Managing Director, SHANGHAI DAHUA-CHINO INSTRUMENT Co., LTD. (seconded)</p> <p>Jun. 2019    Director and Executive Officer, Chinese Business Division, Managing Director, SHANGHAI DAHUA-CHINO INSTRUMENT Co., LTD. (seconded)</p> <p>Mar. 2021    Director and Executive Officer, Chinese Business Division To the present</p>	4,563 shares
<p>[Significant concurrent positions] There is no items to report. [Reasons for nomination as a candidate for Director] Mr. Akihiko Nishiguchi has a wealth of experience and insight including his service as Branch Manager of Osaka Branch and being in charge of Chinese Business Division. As a result, the Company has judged that he is an appropriate person to promote globalization of the Group, and requests his continued election as a Director of the Company. [Interests in the Company] There is no special interest between Mr. Nishiguchi and the Company.</p>			

Number	Name (Date of Birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of the Company's shares held				
5	<table><tr><td>Reelection</td><td>Outside</td></tr><tr><td>Independent</td><td></td></tr></table> <p>Tatsuyoshi Yoshiike (May 9, 1952)</p>	Reelection	Outside	Independent		Mar. 1975	Joined HIOKI E.E. CORPORATION	
	Reelection	Outside						
	Independent							
	Mar. 2005	President, HIOKI E.E. CORPORATION						
	Jan. 2013	Chairman, HIOKI E.E. CORPORATION						
Jun. 2015	Outside Director, the Company							
Jun. 2016	Outside Director, Shinko Shoji Co., Ltd. To the present							
<p>[Significant concurrent positions] Outside Director, Shinko Shoji Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Tatsuyoshi Yoshiike has deep insight in business management cultivated through his extensive experience as a company manager and has played an important role in strengthening governance by providing opinions and suggestions on the overall management of the Group. As a result, the Company requests his continued election as an Outside Director of the Company, expecting that he will supervise the Company's management from an independent position.</p> <p>[Interests in the Company] There is no special interest between Mr. Yoshiike and the Company.</p>								
6	<table><tr><td>Reelection</td><td>Outside</td></tr><tr><td>Independent</td><td></td></tr></table> <p>Kazuo Ikuta (September 4, 1946)</p>	Reelection	Outside	Independent		Jul. 1991	Secretary General, Japan Measuring Instruments Federation	2,000 shares
	Reelection	Outside						
	Independent							
	May 1998	Executive Director and Secretary General, Japan Measuring Instruments Federation						
	May 2008	Senior Executive Director, Japan Measuring Instruments Federation						
May 2014	Special Adviser, Japan Measuring Instruments Federation							
Jun. 2016	Outside Director, the Company To the present							
<p>[Significant concurrent positions] There is no items to report.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] While Mr. Kazuo Ikuta does not have experience of being involved in business management, he has deep insight through his extensive experience of being committed to the development of the measuring instruments industry in Japan and the sophistication of measuring instruments and has played an important role by providing useful suggestions on the management of the Group. As a result, the Company requests his continued election as an Outside Director of the Company, expecting that he will supervise the Company's management from an independent position.</p> <p>[Interests in the Company] There is no special interest between Mr. Ikuta and the Company.</p>								

- (Notes)
1. Mr. Tatsuyoshi Yoshiike and Mr. Kazuo Ikuta are candidates for Outside Directors.
  2. The Company has filed Outside Directors Tatsuyoshi Yoshiike and Kazuo Ikuta as Independent Director as defined by the Tokyo Stock Exchange with the Tokyo Stock Exchange. If the reelection of both persons is approved, the Company intends to continue to designate them as Independent Directors.
  3. The number of the Company's shares held by each candidate includes their equity interest in the chiro officer's stock ownership plan.
  4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Articles of Incorporation of the Company has a provision stipulating that the Company may enter into agreements with Outside Directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, and the Company has entered into the agreement for limitation of liability with each Outside Director. If the reelection of Mr. Tatsuyoshi Yoshiike and Mr. Kazuo Ikuta is approved, the Company intends to continue the agreements with them.  
The maximum amount of liability for damages shall be the minimum amount provided for in Article 425, Paragraph 1 of the Companies Act when an Outside Director performs his duties in good faith and without gross negligence.

## Proposal 2: Presentation of Retirement Benefits to Retiring Directors

Directors Takao Kariya, Tadashi Matsumoto and Masato Fukuura will leave office at the conclusion of this Ordinary General Meeting of Shareholders due to the expiration of their term of office. Therefore, the Company proposes the presentation of retirement benefits to them to the extent reasonable in accordance with certain standards set by the Company to reward them for their distinguished service during their term.

The Company proposes leaving the decision of matters such as the specific amount and the timing and method of presentation to the discretion of the Board of Directors.

The submission of this Proposal to the General Meeting of Shareholders was decided at a meeting of the Board of Directors in accordance with the Internal Regulations on Retirement Benefits, and the Company has judged that it is appropriate.

The career summary of the retiring Directors is as follows:

Name	Career summary	
Takao Kariya	Jun. 1997	Director, the Company
	Jun. 2020	Chairman (present post)
Tadashi Matsumoto	Jun. 2006	Director, the Company
	Jun. 2019	Director and Senior Executive Officer (present post)
Masato Fukuura	Jun. 2019	Director and Executive Officer (present post)

### Proposal 3: Payment of Bonuses to Directors

To reward nine (9) Directors at the end of the fiscal year under review for their distinguished service during the fiscal year, the Company proposes the payment of bonuses totaling 23 million yen, taking performance and other factors during the fiscal year under review into consideration.

The Company proposes leaving the decision of the total amount of payment to each Director to the discretion of the Board of Directors.

The basic policy for the determination of compensation for Directors and the outline of the compensation system are as stated on the following pages.

The Company has judged that this Proposal is appropriate because it is consistent with the basic policy.