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Securities code: 6445
June 7, 2023

To Shareholders with Voting Rights:

Makoto Saito
President
JANOME Corporation
1463 Hazama-machi, Hachioji,
Tokyo, Japan

**NOTICE OF
THE 97th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 97th Annual General Meeting of Shareholders of JANOME Corporation (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (“electronic provision measures”) and has posted the matters subject to electronic provision measures on the following website:

The Company website:
<https://www7.janome.co.jp/global/news/1685/>

In addition to the above, it has posted the matters on the following website on the Internet:

Tokyo Stock Exchange (TSE) website (Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the matters, please access the above website, enter the name or securities code (6445) of the Company, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information” in this order.

Shareholders who are unable to attend the meeting in person may exercise their voting rights in writing or via the Internet. Please kindly read the Reference Documents for the General Meeting of Shareholders given below and vote by the end of business hours (5:30 p.m.) on June 22, 2023 (Thursday) in accordance with the “Guide to Exercising Voting Rights” on page 3 of the Japanese meeting notice document.

- 1. Date and Time:** Friday, June 23, 2023 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** Utage, 4F, Keio Plaza Hotel Hachioji,
14-1, Asahi-cho, Hachioji City, Tokyo, Japan
(Please refer to the map of the General Meeting of Shareholders venue
provided at the end of the Japanese document.)
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the

- Company's 97th Fiscal Year (April 1, 2022–March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 97th Fiscal Year (April 1, 2022–March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Notes:

1. Shareholders attending the meeting in person are kindly requested to submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
2. Any amendments to the matters subject to electronic provision measures will be posted on the websites where the matters have been posted.
3. For this General Meeting of Shareholders, the Company is delivering the printed documents that contain the matters subject to electronic provision measures to all of its shareholders regardless of whether they have requested the delivery of such documents.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to maximize shareholder returns by securing substantial equity capital, reinforcing a sound financial base, and pursuing improved capital efficiency.

The Company proposes the following appropriation of surplus for the fiscal year ended March 31, 2023 in light of the business performance of the current fiscal year and future business development.

1. Type of dividend property
Cash
2. Matters concerning allotment of dividend property to shareholders and total amount thereof
¥25 per share of the Company's common stock, for a total of ¥483,282,250
3. Effective date of distribution of surplus
June 26, 2023

Proposal 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this Meeting. Accordingly, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Taking into consideration the nomination policy, suitability of each candidate, and other factors, the Audit & Supervisory Committee expressed the opinion that the election of the candidates as Directors (excluding Directors who are Audit and Supervisory Committee Members) is appropriate.

Reference:

Method and Procedures for Selecting Candidates for Directors:

The candidates for Director were decided on from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons with abundant expertise and experience to execute and manage the businesses of the Janome Group.
- 2) Persons with thorough understanding of their social responsibilities and missions as a director and sublime self-discipline to accurately and fairly pursue the executions and management of the businesses of the Janome Group.

The candidates for Outside Director were decided on from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons deemed to possess no potential reason to have any conflict of interest with the general shareholders of JANOME Corporation.
- 2) Persons with thorough understanding of their social responsibilities and missions as directors.
- 3) Persons who understand fully the role of the outside directors, possessing the capacity to supervise the internal directors and the management as well as to voice accurate and proper opinions and advice capitalizing on their profound expertise in corporate management, economics, legal affairs, accounting, tax practice and/or audit.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2022)
1 [Reappointment]	Makoto Saito (Age: 68)	President, In charge of Internal Audit Department, In charge of Product Planning Department	18/18 (100%)
2 [Reappointment]	Toshiya Takayasu (Age: 58)	Director, Senior Managing Officer, Industrial Equipment Sales Division Head	18/18 (100%)
3 [Reappointment]	Hitoshi Doi (Age: 61)	Director, Senior Managing Officer, Home Appliance Business Division Head	18/18 (100%)

No.		Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2022)
4	[Reappointment]	Kazushi Kawaguchi (Age: 63)	Director, Managing Officer, Production Management Division Head, In charge of Quality Assurance Department	18/18 (100%)
5	[Reappointment]	Takeyuki Oshima (Age: 59)	Director, Managing Officer, Administration Division Head, Human Resource Department Head	14/14 (100%)
6	[Reappointment] [Outside] [Independent]	Fumiaki Nakajima (Age: 63)	Director	18/18 (100%)
7	[Reappointment] [Outside] [Independent]	Shoko Sugino (Age: 77)	Director	14/14 (100%)
8	[Reappointment] [Outside] [Independent]	Yasuyo Tanaka (Age: 66)	Director	14/14 (100%)

[Reappointment]: Reappointed Director, [Outside]: Outside Director, [Independent]: Independent Director in accordance with the rules of the Tokyo Stock Exchange.

Note: Ages of candidates indicate the ages as of June 23, 2023.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Makoto Saito (January 31, 1955) [Reappointment] [Number of years as Director] 6 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1978 April 2011 April 2015 June 2017 April 2018 June 2019 June 2021	Joined the Company Corporate Officer Managing Officer Director Senior Managing Officer President, In charge of Internal Audit Department (current position) In charge of Product Planning Department (current position)	54,200
	<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Makoto Saito has worked and supervised mainly in the fields of production management and R&D. He has considerable experience and an extensive track record in business, with accomplishments such as building a functional production and development system in response to globalization. As representative director, he has demonstrated strong leadership in efforts to enhance the corporate value of the entire Group. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			
2	Toshiya Takayasu (September 26, 1964) [Reappointment] [Number of years as Director] 7 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1987 April 2013 April 2016 June 2016 April 2018 June 2021 June 2023	Joined the Company Corporate Officer Managing Officer Director (current position) Senior Managing Officer (current position) Industrial Equipment Sales Division Head (current position) Chairman of Janome Industrial Equipment (Shanghai) Co., Ltd. (current position)	28,000
	<p>[Significant concurrent positions]</p> <p>Mr. Toshiya Takayasu is concurrently assuming Chairman of Janome Industrial Equipment (Shanghai) Co., Ltd., a wholly owned subsidiary of the Company, to which the Company sells its products.</p> <p>[Reason for nomination as candidate]</p> <p>Since joining the company, Mr. Toshiya Takayasu has worked and supervised mainly in the field of international business division. He has considerable experience and an extensive track record in global business, with accomplishments such as strengthening the earnings structure of overseas subsidiaries through his involvement in their management for many years. He has also contributed to building a revenue base as the Industrial Equipment Sales Division Head. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	<p>Hitoshi Doi (March 17, 1962)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 3 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 18/18 (100%)</p>	<p>April 1985</p> <p>April 2020</p> <p>June 2020</p> <p>April 2021</p> <p>June 2021</p> <p>May 2022</p>	<p>Joined Saitama Bank, Limited (currently Resona Bank, Limited)</p> <p>Managing Officer, the Company</p> <p>Director (current position)</p> <p>Senior Managing Officer (current position)</p> <p>Home Appliance Business Division Head (current position)</p> <p>Chairman of Janome Credia Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Mr. Hitoshi Doi is concurrently assuming Chairman of Janome Credia Co., Ltd., a wholly owned subsidiary of the Company, to which the Company contracts out system operation and management, etc.</p>	10,400
<p>[Reason for nomination as candidate]</p> <p>Mr. Hitoshi Doi has worked and supervised mainly in the field of management. He has considerable experience and an extensive track record in business, with accomplishments such as driving the further enhancement of corporate governance and programs to develop various skills of human resources and support their activities. In addition, as Home Appliance Business Division Head, he has been working on building up a sales structure to strengthen profitability. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>				
4	<p>Kazushi Kawaguchi (February 7, 1960)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 3 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 18/18 (100%)</p>	<p>April 1982</p> <p>April 2016</p> <p>April 2019</p> <p>June 2019</p> <p>June 2020</p> <p>April 2021</p> <p>April 2023</p>	<p>Joined the Company</p> <p>Corporate Officer</p> <p>Managing Officer</p> <p>Production Management Division Head, the Company</p> <p>Chairman of Janome Taiwan, Co., Ltd. (current position)</p> <p>Director, In charge of Quality Assurance Department, the Company (current position)</p> <p>Senior Managing Officer</p> <p>Managing Officer (current position)</p> <p>[Significant concurrent positions] Mr. Kazushi Kawaguchi is concurrently assuming Chairman of Janome Taiwan, Co., Ltd., a wholly owned subsidiary of the Company, which manufactures products of the Company and sells them to the Company and the Janome Group.</p>	6,900
<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Kazushi Kawaguchi has worked and supervised mainly in the fields of R&D and production management. He has considerable experience and an extensive track record in business, with accomplishments such as driving the reduction of manufacturing costs through strategic global procurement of parts and reconstruction of the production system. In addition, he has worked to enhance production technology as the head of the production division. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Takeyuki Oshima (October 16, 1963) [Reappointment] [Number of years as Director] 1 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 14/14 (100%)	April 1987 June 2017 June 2019 April 2021 June 2021 June 2022	Joined the Company Corporate Officer Human Resource Department Head (current position) Managing Officer (current position) Administration Division Head (current position) Director (current position)	11,000
[Reason for nomination as candidate] Mr. Takeyuki Oshima has worked and supervised mainly in the field of administrative operations since joining the Company. He has considerable experience and an extensive track record in general affairs, human resources, accounting, and other areas. In addition, he has driven human resource strategies to achieve sustainable growth and enhance corporate value in medium to long term, as well as developed and strengthened the corporate governance system as Administration Division Head. Considering his experience and knowledge, the Company proposes to reelect him as Director.				
6	Fumiaki Nakajima (November 3, 1959) [Reappointment] [Outside] [Independent] [Number of years as Director] 4 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 18/18 (100%)	April 1983 June 2016 June 2019 April 2020 January 2021	Joined Showa Electric Wire and Cable Co., Ltd. (currently SWCC Corporation) Representative Director and President Director, the Company (current position) Outside Director and Audit and Supervisory Committee Member, Tokyo Water Co., Ltd. (current position) Executive Officer, Deputy General Manager of International Division, Senshu Electric Co., Ltd. (current position) [Significant concurrent positions] Outside Director and Audit and Supervisory Committee Member, Tokyo Water Co., Ltd.; Executive Officer, Senshu Electric Co., Ltd.	0
[Reason for nomination as candidate and expected roles] Mr. Fumiaki Nakajima possesses broad insight in overall corporate management gained from his considerable experience and extensive track record as a corporate executive. In addition, as a member of the Nomination and Compensation Advisory Committee and a member of the Sustainability Advancement Committee, he has actively expressed his opinions and has significantly fulfilled his responsibilities as a member of the committee. In light of the above, the Company expects him to continue to supervise management from an objective standpoint based on his extensive experience and broad insight and proposes to reelect him as an Outside Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Shoko Sugino (August 7, 1945)	April 1973	Registered as attorney, Joined Fujibayashi Law Firm	0
	[Reappointment] [Outside] [Independent]	April 1994	Partner (current position)	
	[Number of years as Director] 1 (at the close of this Meeting)	June 2018	Corporate Auditor, Takeei Corporation (current position)	
	[Attendance at the Board of Directors meetings] 14/14 (100%)	June 2019	Outside Director, Japan Securities Finance Co., Ltd. (current position)	
		June 2022	Director, the Company (current position)	
		[Significant concurrent positions]	Partner, Fujibayashi Law Firm; Corporate Auditor, Takeei Corporation; Outside Director, Japan Securities Finance Co., Ltd.	
	[Reason for nomination as candidate and expected roles]			
	Ms. Shoko Sugino has extensive knowledge and deep insight into corporate legal affairs as an attorney. She is also a legal expert with a wealth of experience, having served as a member of many committees in the public sector. She has supervised the Company's management from an objective standpoint by drawing on her rich experience and deep insight. In light of the above, the Company proposes to reelect her as an Outside Director.			
8	Yasuyo Tanaka (August 13, 1956)	March 1979	Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corp.)	0
	[Reappointment] [Outside] [Independent]	June 2011	Representative Director & President, Asahi Kasei Ability Corp.	
	[Number of years as Director] 1 (at the close of this Meeting)	April 2014	Representative Director & President, Asahi Kasei Amidas Corp.	
	[Attendance at the Board of Directors meetings] 14/14 (100%)	February 2017	Member, Central Labour Relations Commission (current position)	
		June 2022	Director, the Company (current position), Director, The Institute for International Business Communication (current position)	
		[Significant concurrent positions]	Member, Central Labour Relations Commission; Director, The Institute for International Business Communication	
	[Reason for nomination as candidate and expected roles]			
	Ms. Yasuyo Tanaka has been promoting diversity at Asahi Kasei Corp., including expansion of woman's participation at work place. She has a deep knowledge of human resource development and work-life balance at a company. Serving as President of subsidiaries of the company, she has extensive experience and a proven track record as a business executive. She has supervised the Company's management from an objective standpoint utilizing her extensive experience and deep knowledge. In light of the above, the Company proposes to reelect her as an Outside Director.			

- Notes:
1. Attendance at the Board of Directors meetings for Mr. Takeyuki Oshima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka is their attendance at the meetings held after they assumed the office on June 24, 2022.
 2. There is no significant interest between each candidate and the Company.
 3. Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka satisfy the Independence Criteria established by the Company, and have been registered as independent directors in accordance with the rules of the Tokyo Stock Exchange. Visit the Company's website for details on the Independence Criteria for Outside Directors established by the Company.
(Corporate website: <https://www.janome.co.jp/esg/governance.html>)
 4. The Company has entered into a liability limitation agreement with Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act and Article 30 of the Articles of Incorporation. In regard to the contents of the said agreement, liability for damages in Article 423, Paragraph 1 of the Companies Act shall be within the limit established by laws and regulations. The Company will continue said agreement with each of the candidates, Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka if his or her election is approved.
 5. The Company has entered into a directors and officers liability insurance agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors as the insured persons. If this proposal is approved as proposed and each candidate is appointed Director, said candidates will be insured under said insurance policy. In the event a claim for compensation for damages is brought by shareholders, third party, or other party against an insured Director in relation to the performance of his or her duties, said insurance policy will cover costs such as damages and legal dispute expenses borne by the insured. However, there are certain exemptions: for example, damages incurred due to an act carried out with awareness that it is in violation of the law or regulation will not be covered. The Company bears the entire cost of the premium, including for riders, and the insured shall in effect bear none of the cost of the premium. When it is time to renew the policy, the Company plans to renew it with approximately the same contents.

(Reference)

Based on our corporate philosophy of “aiming to promote people’s creativity and contribute to prosperity all over the world” and “improving society and culture by consistently providing valuable products and services,” the Company aims to achieve sustainable growth and increase its corporate value over the medium to long term while flexibly responding to a rapidly changing business environment, and is committed to strengthening its governance structure and promoting management with sustainability as its main focus. Recognizing that the sharing of diverse values among the Board of Directors members is indispensable to achieve these goals, the Company’s Board of Directors is composed of individuals with skills that the entire Board should be equipped with.

If Proposal 2 is approved as originally proposed, the Board of Directors will be composed of the following Directors. The total number of Directors will be twelve (12), of which five (5) are independent Outside Directors and two (2) are female Directors.

Name	Positions at the Company	Attribute	Field of expertise and experience							
			Corporate management	Research/ Technology	Production/ Procurement	Sales/ Marketing	International experience	Finance/ Accounting	Legal affairs	Work style reforms/ D&I
Makoto Saito	President		○	○	○		○			
Toshiya Takayasu	Director, Senior Managing Officer		○			○	○			
Hitoshi Doi	Director, Senior Managing Officer					○		○		○
Kazushi Kawaguchi	Director, Managing Officer		○	○	○		○			
Takeyuki Oshima	Director, Managing Officer							○		○
Fumiaki Nakajima	Director	[Outside] [Independent]	○				○			
Shoko Sugino	Director	[Outside] [Independent]							○	
Yasuyo Tanaka	Director	[Outside] [Independent]	○							○
Mitsuhiro Sakizuki	Director Audit and Supervisory Committee Member					○		○		○
Keizo Tanaka	Director Audit and Supervisory Committee Member	[Outside] [Independent]							○	
Ryoji Shimada	Director Audit and Supervisory Committee Member	[Outside] [Independent]						○		
Mamoru Sumida	Director Audit and Supervisory Committee Member	[Outside]				○		○		