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(Securities Code 6349)
June 5, 2020

To: Our Shareholders

Satoshi Mochida
President & Representative Director
Komori Corporation
3-11-1, Azumabashi, Sumida-ku, Tokyo

NOTICE OF CONVOCATION OF THE 74TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We are pleased to inform you of the 74th Annual General Meeting of Shareholders of Komori Corporation (the “Company”) to be held as described below.

This year, in view of the situation regarding coronavirus disease (COVID-19), we have decided to hold the meeting taking appropriate measures to prevent infection.

All shareholders are kindly requested to exercise voting rights in advance, in writing or over the Internet, where possible, and refrain from attending the meeting in person.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, June 25, 2020 (Japan time).

- 1. Date and Time:** Friday, June 26, 2020 at 10:00 a.m. (Japan time)
2. Venue: *Nishiki no ma*, 4th floor, TOBU HOTEL LEVANT TOKYO
1-2-2 Kinshi, Sumida-ku, Tokyo, Japan

3. Agenda of the Meeting:

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 74th Fiscal Year (from April 1, 2019 to March 31, 2020) and report on results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors
 2. Non-Consolidated Financial Statements for the 74th Fiscal Year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Election of Two Corporate Auditors
Proposal No. 4: Election of One Substitute Corporate Auditor
Proposal No. 5: Introduction of a Performance-Based Stock Remuneration Plan for Executive Directors

*If you are attending the Meeting in person, please submit the enclosed Voting Form to the receptionist at the venue.

*Among documents to be attached to the Notice of Convocation, matters to be presented as “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are made available on the Company’s website (<https://www.komori.co.jp/hp/>) over the Internet pursuant to the laws and regulations as well as the Articles of Incorporation of the Company, and are therefore not stated in the documents attached to the Notice of Convocation.

In addition to the matters stated in the documents attached thereto, matters to be presented as “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are included in Consolidated Financial Statements and Non-consolidated Financial Statements audited by Corporate Auditors and the Accounting Auditors in the course of preparing Audit Report and Accounting Auditors’ Report, respectively.

*If any amendments are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and/or Consolidated Financial Statements, such amendments will be posted on the Company’s website (<https://www.komori.co.jp/hp/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company considers that returning profits to its shareholders is an important policy. The Company's basic policy is to generate stable shareholder returns that reflect its operating results while improving profitability and maintaining financial soundness.

The Company hereby proposes the appropriation of surplus as follows.

1. Matters concerning year-end dividend

The Company hereby proposes the following year-end dividend for the fiscal year ended March 31, 2020, having taken all factors into consideration such as its basic policy and full-year operating results.

(1) Type of dividend property

Cash

(2) Matters concerning allocation of dividend property to shareholders and total amount thereof

10 yen per share of the Company's common stock

Total amount: 559,243,350 yen

As an interim dividend of 20 yen has been paid, the annual dividend for the fiscal year ended March 31, 2020 will be 30 yen per share.

(3) Effective date of payment of dividend

June 29, 2020

2. Other matters concerning appropriation of surplus

(1) Item of surplus to be decreased and amount thereof

General reserve	24,300,000,000 yen
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(2) Item of surplus to be increased and amount thereof

Retained earnings brought forward	24,300,000,000 yen
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Proposal No. 2: Election of Nine Directors

The terms of office of all Directors (nine Directors) will expire upon the close of this General Meeting of Shareholders. Accordingly, the election of nine Directors is proposed.

The candidates for Directors are as follows:

No.	Name	Positions and responsibilities	Attendance at the Board of Directors meetings
1	Yoshiharu Komori (Re-appointment)	Chairman	100% 13 times / 13 meetings
2	Satoshi Mochida (Re-appointment)	President, CEO and Representative Director	100% 13 times / 13 meetings
3	Eiji Kajita (Re-appointment)	Director, Managing Operating Officer, General Manager of Sales Management Division, and General Manager of DPS Business Promotion Division	100% 13 times / 13 meetings
4	Masafumi Yokoyama (Re-appointment)	Director, Managing Operating Officer, Head of Management Planning Office and Officer in charge of Personnel and General Affairs Division	100% 13 times / 13 meeting
5	Koichi Matsuno (Re-appointment)	Director, Operating Officer, General Manager of Administration Division and Leader of KNT Business Promotion Project	100% 13 times / 13 meeting
6	Isao Funabashi (Re-appointment)	Director, Operating Officer, Plant Director of Tsukuba Plant, General Manager of Technology Division, and Officer in charge of Komori's Graphic Technology Center	100% 13 times / 13 meeting
7	Harunobu Kameyama (Re-appointment) (Outside) (Independent)	Director	100% 13 times / 13 meeting
8	Kenji Sekine (Re-appointment) (Outside) (Independent)	Director	100% 13 times / 13 meeting
9	Masataka Sugimoto (Re-appointment) (Outside) (Independent)	Director	100% 10 times / 10 meeting

*Masataka Sugimoto's attendance at the Board of Directors meetings indicates the attendance since his appointment as Director on June 19, 2019.

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
1	Yoshiharu Komori (June 27, 1939) (Re-appointment))	April 1962 June 1967 August 1979 August 1987 April 1993 July 2006 June 2009 June 2014 June 2019	Joined the Company Director Managing Director Senior Managing Director and General Manager of Sales Department President and Representative Director President, CEO and Representative Director President, Chairman, CEO and Representative Director Chairman, CEO and Representative Director Chairman (to present)	1,049,573 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
2	Satoshi Mochida (August 7, 1950) (Re-appointment)	<p>April 1975 Joined the Company.</p> <p>June 1995 Director, Deputy Head of Corporate Management Office, Head of Secretary's Office and General Manager of Overseas Sales Division</p> <p>June 1998 Managing Director, Head of President's Office and General Manager of Sales Department at Head Office</p> <p>April 2000 Managing Director, General Manager of Sales Management Division and General Manager of Sales Department at Head Office</p> <p>July 2001 Managing Director, General Manager of Sales Management Division, General Manager of Sales Department at Head Office and General Manager of Overseas Sales Division</p> <p>January 2002 Managing Director, General Manager of Sales Management Division and General Manager of Overseas Sales Division</p> <p>March 2005 Managing Director and Head of Management Planning Office</p> <p>July 2006 Managing Director, Managing Operating Officer and Head of Management Planning Office</p> <p>November 2006 Senior Managing Director, COO, Representative Director and Head of Management Planning Office</p> <p>June 2007 Senior Managing Director, COO and Representative Director</p> <p>January 2009 Senior Managing Director, COO and Representative Director and Head of Management Planning Office</p> <p>June 2011 Representative Director, COO and Head of Management Planning Office</p> <p>February 2012 Representative Director, COO, Head of Management Planning Office and CSR Officer</p> <p>April 2013 Vice President, COO, Representative Director and Head of Management Planning Office</p> <p>June 2014 President, COO, Representative Director and Head of Management Planning Office</p> <p>March 2016 President, COO, Representative Director and Plant Director of Tsukuba Plant</p> <p>June 2017 President, COO and Representative Director</p> <p>June 2019 President, CEO and Representative Director (to present)</p> <p>Significant concurrent positions: President & Representative Director of SERIA CORPORATION Chairman & Representative Director of Komori America Corporation Chairman & Representative Director of Komori International (Europe) B.V. Chairman & Representative Director of Komori Indiana Private Limited</p>	57,245 common shares
Attendance at the meeting of the Board of Directors: 13 times/ 13 meetings			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
3	Eiji Kajita (September 7, 1965) (Re-appointment)	<p>April 1988 Joined Nomura Securities Co., Ltd.</p> <p>April 2008 General Manager of Osaka Capital Market Dept., Nomura Securities Co., Ltd.</p> <p>April 2009 Joined the Company.</p> <p>April 2009 General Manager of Export Dept. II, Overseas Sales Division</p> <p>January 2010 Seconded to Komori International (Europe) B.V. (President).</p> <p>April 2012 Operating Officer, seconded to Komori International (Europe) B.V. (President)</p> <p>September 2012 Operating Officer and Deputy Head of Management Planning Office</p> <p>April 2013 Operating Officer and General Manager of Sales Management Division</p> <p>June 2013 Director, Operating Officer and General Manager of Sales Management Division</p> <p>October 2015 Director, Operating Officer, General Manager of Sales Management Division and General Manager of DPS Sales Promotion Division</p> <p>March 2016 Director, Operating Officer, Head of Management Planning Office and Leader of Business Growth Strategy Promotion Project</p> <p>June 2018 Director, Managing Operating Officer, Head of Management Planning Office, and Leader of Business Growth Strategy Promotion Project</p> <p>March 2019 Director, Managing Operating Officer, General Manager of Sales Management Division, and Officer in charge of DPS Business Promotion</p> <p>February 2020 Director, Managing Operating Officer, General Manager of Sales Management Division, and General Manager of DPS Business Promotion Division (to present)</p> <p>Significant concurrent position: Acting President of Komori-Chambon S.A.S.</p>	10,900 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)			

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
4	Masafumi Yokoyama (November 8, 1953) (Re-appointment)	<p>April 1977</p> <p>April 1993</p> <p>January 1997</p> <p>June 2000</p> <p>June 2003</p> <p>April 2006</p> <p>April 2007</p> <p>April 2009</p> <p>April 2012</p> <p>April 2013</p> <p>June 2013</p> <p>June 2016</p> <p>February 2017</p> <p>June 2018</p> <p>March 2019</p>	<p>Joined Kubota Tekko K.K. (now Kubota Corporation).</p> <p>Head of Planning Section, Personnel Division, Kubota Corporation.</p> <p>Head of Human Resources Development Group, Kubota Corporation</p> <p>General Manager of Environmental Planning Division, Kubota Corporation.</p> <p>General Manager of Environmental Engineering Consolidated Division, Kubota Corporation</p> <p>General Manager of Environmental Business Development Division, Kubota Corporation</p> <p>General Manager of Membrane Solutions Business Unit, Kubota Corporation and President of Kubota Membrane Co., Ltd.</p> <p>General Manager of Air Condition Equipment Division, Kubota Corporation and President of Kubota Air Conditioner, Ltd.</p> <p>General Manager of Air Conditioning Equipment Business Unit, Kubota Corporation and President of Kubota Air Conditioner, Ltd.</p> <p>Director of Electronic Equipped Machinery Division, Kubota Corporation</p> <p>Full-time Outside Corporate Auditor of the Company</p> <p>Director, Operating Officer and Deputy General Manager of Administration and Personnel (in charge of general affairs and personnel affairs)</p> <p>Director, Operating Officer and General Manager of Personnel and General Affairs Division</p> <p>Director, Managing Operating Officer and General Manager of Personnel and General Affairs Division</p> <p>Director, Managing Operating Officer, Head of Management Planning Office and Officer in charge of Personnel and General Affairs Division (to present)</p>	5,000 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)				

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
5	Koichi Matsuno (September 7, 1960) (Re-appointment)	<p>April 1985 Joined the Company.</p> <p>March 2004 Manager, Administration Section, Administration Dept.</p> <p>November 2004 Head of Toride Plant General Manager's Office</p> <p>March 2005 General Manager of Toride Plant and Tsukuba Plant</p> <p>March 2006 General Manager of Tsukuba Plant</p> <p>February 2011 Deputy Plant Director of Tsukuba Plant and Head of Overseas Production Promotion Office</p> <p>February 2012 Deputy Plant Director of Tsukuba Plant and General Manager of Tsukuba Plant</p> <p>April 2012 Operating Officer, Deputy Plant Director of Tsukuba Plant and General Manager of Tsukuba Plant</p> <p>April 2014 Operating Officer, General Manager of Administration Division</p> <p>June 2014 Director, Operating Officer, General Manager of Administration Division and Leader of KNT Business Promotion Project (to present)</p>		8,700 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
6	Isao Funabashi (December 4, 1960) (Re-appointment)	<p>April 1983 Joined the Company.</p> <p>March 1998 Manager, Design I Section, Sheet-fed Dept.</p> <p>March 2004 Seconded to Komori Machinery Co., Ltd., Deputy Plant Director and Manager of Sheet-fed Dept.</p> <p>March 2006 General Manager of Tsukuba Design Dept.</p> <p>February 2011 Senior Project Manager of Design Dept.</p> <p>February 2012 Chief Engineer, Technology Division</p> <p>April 2014 General Manager of Technology Division and General Manager of DPS Development Dept.</p> <p>April 2015 Operating Officer and General Manager of Technology Division</p> <p>February 2017 Operating Officer, Deputy Plant Director of Tsukuba Plant and General Manager of Technology Division</p> <p>June 2017 Director, Operating Officer, Plant Director of Tsukuba Plant and General Manager of Technology Division</p> <p>March 2018 Director, Operating Officer, Plant Director of Tsukuba Plant and General Manager of Technology Division, and Officer in charge of Komori's Graphic Technology Center</p> <p>March 2019 Director, Operating Officer, Plant Director of Tsukuba Plant, and Officer in charge of Komori's Graphic Technology Center</p> <p>February 2020 Director, Operating Officer, Plant Director of Tsukuba Plant, General Manager of Technology Division, and Officer in charge of Komori's Graphic Technology Center (to present)</p>	1,000 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
7	Harunobu Kameyama (May 15, 1959) (Re-appointment) (Outside) (Independent)	<p>April 1992 Registered as attorney at law (Daiichi Tokyo BAR Association).</p> <p>April 1997 Opened Harunobu Kameyama Law Office (now Kameyama Sogo Law Office).</p> <p>June 2005 Auditor of Kyoritsu International Foundation (to present)</p> <p>June 2007 Outside Corporate Auditor of the Company</p> <p>April 2010 Civil conciliation commissioner of Tokyo Summary Court (to present)</p> <p>October 2012 Outside Director of Takaoka Toko Holdings Co., Ltd. (now Takaoka Toko Co., Ltd.) (to present)</p> <p>June 2013 Outside Director of the Company (to present)</p> <p>October 2013 Outside Corporate Auditor of SOMAR Corp. (to present)</p> <p>Significant concurrent positions: Representative of Kameyama Sogo Law Office Outside Director of Takaoka Toko Co., Ltd. Outside Corporate Auditor of SOMAR Corp.</p>	0 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)			
<p>Reason for nomination as a candidate for Outside Director: From the perspective of strengthening corporate governance, and in consideration of a balance of the overall Board of Directors, the Company endeavors to allocate individuals with management experience, expertise in laws and accounting, and technical knowledge. It is proposed that Harunobu Kameyama be elected to Outside Director for the purpose of improving the transparency of the Board of Directors and enhancing supervisory functions, in addition to having Mr. Kameyama utilize his expertise, experience, etc. gained as an attorney at law in the management of the Company upon his appointment to Director. Mr. Kameyama is a candidate for Outside Director provided for in Article 2, item (xv) of the Companies Act.</p> <p>Mr. Kameyama will have served as Outside Director for seven years at the close of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
8	Kenji Sekine (May 24, 1952) (Re-appointment) (Outside) (Independent)	April 1977 Joined Terumo Corporation. April 1998 Seconded to Terumo Beiersdorf KK January 2003 Division President, Medical Devices Division, General Hospital Company of Terumo Corporation June 2006 Executive Officer of Terumo Corporation October 2006 General Manager of Kansai Block of Terumo Corporation June 2008 Director, Executive Officer and Officer in charge of Marketing Office of Terumo Corporation June 2010 Director and Senior Executive Officer of Terumo Corporation October 2010 General Manager of India and Middle East Region of Terumo Corporation June 2013 Full-time Auditor of Terumo Corporation June 2015 Director and Audit/Supervisory Committee Member of Terumo Corporation June 2017 Advisor of Terumo Corporation (to present) June 2018 Outside Director of the Company (to present)		0 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%)				
Reason for nomination as a candidate for Outside Director: From the perspective of strengthening corporate governance, and in consideration of a balance of the overall Board of Directors, the Company endeavors to allocate individuals with management experience, expertise in laws and accounting, and technical knowledge. Kenji Sekine is engaging in a wide range of business operations including overseas operation in a general medical equipment manufacturer. It is proposed that Kenji Sekine be elected to Outside Director for the purpose of improving the transparency of the Board of Directors and enhancing supervisory functions, in addition to having Mr. Sekine utilize his broad experience, insight, etc. in the management of the Company upon his appointment to Director. Mr. Sekine is a candidate for Outside Director provided for in Article 2, item (xv) of the Companies Act. Mr. Sekine will have served as Outside Director for two years at the close of this General Meeting of Shareholders.				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
9	Masataka Sugimoto (March 22, 1970) (Re-appointment) (Outside) (Independent)	<p>April 1994 Joined CHISSO PETROCHEMICAL CORPORATION</p> <p>April 2002 Principal researcher of Polymer Research Institute, CHISSO PETROCHEMICAL CORPORATION</p> <p>April 2003 Assistant, Faculty of Engineering, Yamagata University</p> <p>August 2004 Overseas researcher, North Carolina State University</p> <p>October 2007 Assistant professor (Polymer Science), Graduate School of Science and Engineering, Yamagata University</p> <p>December 2007 Associate professor (Polymer Science), Graduate School of Science and Engineering, Yamagata University</p> <p>April 2018 Professor (Polymer Science), Graduate School of Organic Materials Science, Yamagata University (to present)</p> <p>June 2019 Outside Director of the Company (to present)</p> <p>Significant concurrent positions: Professor, Graduate School of Organic Materials Science, Yamagata University</p>	0 common shares
Attendance at the meeting of the Board of Directors: 10 times / 10 meetings (100%)			
<p>Reason for nomination as a candidate for Outside Director: From the perspective of strengthening corporate governance, and in consideration of a balance of the overall Board of Directors, the Company endeavors to allocate individuals with management experience, expertise in laws and accounting, and technical knowledge. It is proposed that Masataka Sugimoto be elected to Outside Director for the purpose of improving the transparency of the Board of Directors and enhancing supervisory functions, in addition to having Mr. Sugimoto utilize his extensive academic experience, broad insight, etc. relating to new functional materials and leading-edge molding processing technology in the management of the Company upon his appointment to Director. Mr. Sugimoto is a candidate for Outside Director provided for in Article 2, item (xv) of the Companies Act.</p> <p>Mr. Sugimoto will have served as Outside Director for one year at the close of this General Meeting of Shareholders.</p>			

Notes:

- Neither do any of the candidates have any special interest in the Company, nor does the Company have any special interest in any of the candidates.
- Harunobu Kameyama, Kenji Sekine and Masataka Sugimoto are candidates for Independent Officers who are unlikely to have conflicts of interest with general shareholders prescribed by the Tokyo Stock Exchange, Inc.
- The Company has concluded an agreement with Harunobu Kameyama, Kenji Sekine and Masataka Sugimoto to limit their liability for damages provided for in Article 423, paragraph 1 of the Companies Act.
The Company plans to extend said agreement if their election is approved.
The liability for damages pursuant to said liability limitation agreement is limited in amount to the Minimum Liability Amount provided for in Article 425, paragraph 1 of the Companies Act.

Proposal No. 3: Election of Two Corporate Auditors

Corporate Auditor Yuji Asakura will resign and the terms of office of Corporate Auditors Shinji Amako and Masakazu Kawabata will expire upon the close of this General Meeting of Shareholders. Accordingly, the election of two Corporate Auditors is proposed.

For the submission of this Proposal, the Board of Corporate Auditors' consent has been obtained in advance.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
1	Shinji Amako (April 21, 1956) (Re-appointment) (Outside) (Independent)	<p>April 1979 Joined Kubota Tekko K.K. (now Kubota Corporation)</p> <p>April 1998 Head of Technology Group, Cast Steel Manufacturing Division, Hirakata Plant, Kubota Corporation</p> <p>October 2002 Head of Overseas Group, Cast Steel Sales Division, Kubota Corporation</p> <p>July 2005 General Manager of Cast Steel Sales Division, Kubota Corporation</p> <p>April 2009 Director, Kubota Corporation</p> <p>April 2010 General Manager of Raw Materials Sales Division, Kubota Corporation</p> <p>April 2012 General Manager of Raw Materials Business Unit, Kubota Corporation</p> <p>April 2013 President of Kubota Materials Canada Corporation</p> <p>June 2016 Outside Corporate Auditor of the Company (to present)</p>	0 common shares
Attendance at the meeting of the Board of Directors: 13 times / 13 meetings (100%) Attendance at the meeting of the Board of Corporate Auditors: 13 times / 13 meetings (100%)			
Reason for nomination as a candidate for Outside Corporate Auditor: It is proposed that Shinji Amako be elected to Outside Corporate Auditor, having determined that he will be able to execute audits from an outsider's perspective to a greater degree as Outside Corporate Auditor by utilizing the broad insight, etc. he has gained through his extensive experience in operations and overseas assignments and as a management executive of a manufacturer in a different industry. Mr. Amako will have served as Outside Corporate Auditor for four years at the close of this General Meeting of Shareholders.			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
2	Muneaki Kiyota (April 3, 1957) (New appointment) (Outside) (Independent)	<p>April 1981 Joined The Fuji Bank, Limited (now Mizuho Bank, Ltd.)</p> <p>January 1997 Deputy General Manager of Financial Product Development Department, The Fuji Bank, Limited</p> <p>January 1998 Deputy General Manager of Derivatives Operation Development Department, The Fuji Bank, Limited</p> <p>May 1999 Associate General Manager of Derivatives Operation Development Department, The Fuji Bank, Limited</p> <p>April 2002 Seconded to Fuji Capital Markets (HK) Limited Associate General Manager of Market Planning Department, Mizuho Corporate Bank, Ltd. Seconded to Mizuho Capital Markets (HK) Limited</p> <p>June 2004 General Manager of International Exchange Department, Mizuho Corporate Bank, Ltd.</p> <p>April 2007 General Manager of Bangkok Branch, Mizuho Corporate Bank, Ltd.</p> <p>April 2009 Executive Officer of Mizuho Securities Co., Ltd. and President of Mizuho Bank (Switzerland) Ltd</p> <p>April 2010 Associate Officer of Mizuho Securities Co., Ltd.</p> <p>June 2010 Full-Time Corporate Auditor of Okaya Electric Industries, Co., Ltd.</p> <p>June 2012 Managing Executive Officer of Okaya Electric Industries, Co., Ltd.</p> <p>June 2014 Director and Managing Executive Officer of Okaya Electric Industries, Co., Ltd.</p> <p>April 2018 Director and Senior Managing Executive Officer of Okaya Electric Industries, Co., Ltd.</p> <p>April 2020 Director of Okaya Electric Industries, Co., Ltd. (to present)</p>	0 common shares
<p>Reason for nomination as a candidate for Outside Corporate Auditor:</p> <p>It is proposed that Muneaki Kiyota be elected to Outside Corporate Auditor, having determined that he will be able to execute audits from an outsider's perspective to a greater degree as Outside Corporate Auditor by utilizing the broad insight, etc. he has gained through his extensive experience in operations and as a management executive of financial institutions and a company in a different industry.</p>			

Notes:

- Neither do any of the candidates have any special interest in the Company, nor does the Company have any special interest in any of the candidates.
- Shinji Amako and Muneaki Kiyota are candidates for Outside Corporate Auditors provided for in Article 2, item (xvi) of the Companies Act, and are also candidates for Independent Officers unlikely to have conflicts of interest with general shareholders prescribed by the Tokyo Stock Exchange, Inc.
- The Company plans to conclude an agreement with Muneaki Kiyota to limit his liability for damages provided for in Article 423, paragraph 1 of the Companies Act if his election is approved.
The liability for damages pursuant to said liability limitation agreement is limited in amount to the Minimum Liability Amount provided for in Article 425, paragraph 1 of the Companies Act.

Proposal No. 4: Election of One Substitute Corporate Auditor

To prepare for a contingency in which the Company does not have the number of Corporate Auditors required by laws and regulations, it is proposed to elect one Substitute Corporate Auditor in advance.

The election of the Substitute Corporate Auditor shall be effective until the time of the commencement of the next Annual General Meeting of Shareholders, but may be annulled before the Substitute Corporate Auditor takes office of Corporate Auditor, by resolution of the Board of Directors, after obtaining the consent of the Board of Corporate Auditors.

For the submission of this Proposal, the Board of Corporate Auditors' consent has been obtained in advance.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
Takeshi Ito (October 2, 1971) (New appointment) (Outside) (Independent)	2000 Registered as an attorney at law (Tokyo Bar Association) 2013 Established Takeshi Ito Law Office 2018 Established Ginza Minami Law Offices (joint offices) (to present)	0 common shares
Reason for nomination as a candidate for Substitute Outside Corporate Auditor: It is proposed that Takeshi Ito be elected to Substitute Outside Corporate Auditor, having determined that he will be able to execute audits from an outsider's perspective to a greater degree as an Outside Corporate Auditor, utilizing the specialized knowledge and experience that he has gained as an attorney.		

Notes:

1. Takeshi Ito does not have any special interest in the Company, nor does the Company have any special interest in him.
2. Takeshi Ito is a candidate for Substitute Outside Corporate Auditor.
3. The Company plans to conclude an agreement with Takeshi Ito to limit his liability for damages provided for in Article 423, paragraph 1 of the Companies Act if his election is approved and he takes office as an Outside Corporate Auditor. The liability for damages pursuant to said liability limitation agreement is limited in amount to the Minimum Liability Amount provided for in Article 425, paragraph 1 of the Companies Act.
4. Takeshi Ito fulfills the requirements for Independent Officer prescribed by the Tokyo Stock Exchange, Inc. If he takes office as Outside Corporate Auditor, the Company plans to register him with the said exchange as an Independent Officer.

Proposal No. 5: Introduction of a Performance-Based Stock Remuneration Plan for Executive Directors

1. Reasons for the proposal and its justification

Under this proposal, approval is requested to introduce a new performance-based stock remuneration plan, the “Board Benefit Trust (BBT)” (the “Plan”) for Executive Directors.

This proposal is aimed at increasing Executive Directors’ awareness of enhancing performance in the medium to long term and contributing to growing corporate value, by clarifying the link between Executive Directors’ remuneration and the Company’s performance and share price, and allowing them to share with all shareholders not only in the benefits of share price increases but also the risks of share price declines. The Company considers the details of this proposal appropriate in view of this aim.

Remuneration under this proposal is in addition to the amount of remuneration (240 million yen per annum, not including remuneration received in the capacity of an employee, for Directors who also serve as employees) approved by the 54th Annual General Meeting of Shareholders of the Company held on June 29, 2000. Approval is requested regarding the method of calculation and the details of a new amount of remuneration, etc. in order to pay stock remuneration to the Company’s Executive Directors. The Company wishes decisions on details of the Plan be delegated to the Board of Directors, within the scope indicated in 2. below.

At present, the Company has five Executive Directors eligible for the Plan.

2. Specific method of calculation and details of remuneration, etc. under the Plan

(1) Overview of the Plan

The Plan is a performance-based stock remuneration plan, where shares of the Company are acquired by a trust (the trust established based on the Plan, hereinafter the “Trust”) using funds contributed by the Company. Through the Trust, Executive Directors shall receive shares of the Company and money equivalent to the fair value of shares of the Company (the “Company’s shares, etc.”), based on the Regulations on the Granting of Shares to Officers established by the Company. As a rule, each Executive Director shall receive the Company’s shares, etc. at the time of his or her retirement.

(2) Officers eligible under the Plan

Executive Directors (Outside Directors and Corporate Auditors are not eligible for the Plan.)

(3) Trust period

From August 2020 (planned) until the Trust terminates (No specific termination date shall be set for the trust period, and the Trust shall continue to exist until the Plan is terminated. The Plan shall be terminated in the event that the Company’s shares are delisted, or through abolition of the Regulations on the Granting of Shares to Officers, etc.)

(4) Trust amount

Subject to approval of this proposal, the Company shall introduce the Plan for a period of five fiscal years, commencing from fiscal year ended March 31, 2020 and concluding in the fiscal year ending March 31, 2024, (the initial period of five fiscal years is hereinafter referred to as the “Initial Plan Period,” and each five fiscal year period subsequent to the expiration of the Initial Plan Period is referred to as a “Plan Period”) and each Plan Period thereafter. The Company shall contribute the following amounts of money as funds for the acquisition of shares of the Company by the Trust, for the purposes of granting the Company’s shares, etc. to Executive Directors. Each Plan Period shall correspond with the period of the medium-term management plans established by the Company. In the event that the period of a medium-term management plan is revised in the future, the Plan Period shall be revised accordingly.

Initially, at the time of the establishment of the Trust in August, 2020 (planned), the Company shall contribute an appropriate amount based on the expected funding needs for the Initial Plan Period, to establish the Trust. As described in (6) below, the maximum number of provisional points initially granted to each Executive Director based on the Plan shall be 42,000 points each fiscal year. At the conclusion of each medium-term management plan, this number shall be adjusted by multiplying it by a factor not exceeding 1.2, in accordance with the degree to which the quantitative targets of the medium-term management plan have been achieved. Therefore, in establishing the Trust, the Company shall contribute the amount of money necessary to acquire up to 252,000 shares, based on a rational estimation taking into account the closing price

of the Company's common stock on the Tokyo Stock Exchange. For reference, if the closing price for May 13, 2020, of 750 yen were applied, then the necessary funding would be approximately 189 million yen.

After the expiration of the Initial Plan Period, as a rule, the Company shall contribute additional funds in each subsequent Plan Period, of an amount necessary for the Trust to acquire shares of the Company in advance, based on a rational estimation of the number of shares to be granted to Executive Directors under the Plan. However, where, at the time of contribution of additional funds, the assets held by the Trust still contain shares of the Company (except in the case of shares of the Company equivalent to the provisional points or confirmed points granted to Executive Directors during each preceding Plan Period, where the corresponding shares have not yet been fully granted) or money ("Remaining Shares, etc."), the Remaining Shares, etc. shall be used as funds to grant shares to Executive Directors based on the Plan, in the next Plan Period. The amount of funds to be contributed by the Company for the next Plan Period shall be calculated taking into account the Remaining Shares, etc.

The Company shall make appropriate and timely disclosure of any decision to contribute additional funds.

(5) Method of acquiring shares of the Company, and the number of shares to be acquired

Shares of the Company shall be acquired by the Trust in open market transactions on a stock exchange, or through acceptance of disposal of the Company's treasury stock, and funded using the money contributed in accordance with the provisions of (4) above. No new shares shall be issued for this purpose. For the Initial Plan Period, the Trust shall acquire up to 252,000 shares of the Company promptly after it is established. The details of acquisition of shares of the Company by the Trust shall be disclosed in an appropriate and timely manner.

(6) Method for calculating the number of the Company's shares, etc. to be granted to Executive Directors

Each fiscal year, Executive Directors shall be granted a number of provisional points in accordance with rank, to be determined based on the Regulations on the Granting of Shares to Officers. At the conclusion of the medium-term management plan, the number of these provisional points shall be adjusted and confirmed, based on the degree to which the quantitative targets of the medium-term management plan have been achieved. The total number of provisional points to be granted to Executive Directors in any fiscal year shall not exceed 42,000 points. The factor used to adjust the number of points at the conclusion of each medium-term management plan shall be determined for each numerical plan under the medium-term management plan, within the range of 0 to 1.2 (0% to 120%). The adjustment factor shall be 0 (0%) for quantitative targets under any numerical plan that have not been achieved. These numbers have been determined upon comprehensive consideration of the current levels of officers' remuneration, trends in the number of Directors, and forecasts for the future, and are deemed appropriate.

The number of points adjusted and confirmed, after they are granted to Executive Directors, shall be converted at the ratio of 1 share of the Company's common stock for each point for the granting of the Company's shares, etc. in accordance with the provisions of (7) below (however, where, subsequent to approval of this proposal, the shares of the Company undergo a stock split, gratis allotment of shares or reverse stock split, etc., the maximum number of provisional points and the number of provisional points already granted or confirmed, or the ratio for conversion into shares, shall be adjusted within reasonable bounds, based on the ratio of the stock split, etc.).

The number of points pertaining to each Executive Director, which forms basis for the grant of the Company's shares, etc. in (7) below, shall, as a rule, be the number of points granted to that Executive Director up until the time of his/her retirement, after adjustment and confirmation, multiplied by a predetermined factor corresponding to the reason for retirement not exceeding 1 (the number of points thus calculated are hereinafter referred to as the "Number of Eligible Points").

(7) Specific method used to calculate the granting of the Company's shares, etc. and the amount of remuneration, etc.

Retiring Executive Directors who have fulfilled the requirements for beneficiaries stipulated in the Regulations on the Granting of Shares to Officers, shall, as a rule, receive from the Trust a number of the shares of the Company based on the Number of Eligible Points determined in accordance with the provisions of (6) above, after retirement, and upon the completion of certain procedures to confirm beneficiary status. However, in cases where the requirements established in the Regulations on the Granting of Shares to Officers have been fulfilled, Executive Directors shall receive a certain proportion in money in place of shares of the Company, in an amount equivalent to the fair value of the shares. The Trust may sell shares of the Company

in order to pay this money.

The amount of remuneration, etc. received by Executive Directors shall be determined, at the time when provisional points are granted, based on the total number of provisional points granted to Executive Directors, multiplied by the book value per share of the shares of the Company held by the Trust (however, where the shares of Company undergo a stock split, gratis allotment of shares or reverse stock split, etc., this number shall be reasonably adjusted in accordance with the stock split ratio, etc. The same applies hereinafter). In addition, where, as a result of adjustment at the conclusion of a medium-term management plan in accordance with the degree to which the quantitative targets of the medium-term management plan have been achieved, the number of confirmed points is greater than the number of provisional points, addition shall be made in an amount equal to the difference in the number of points, multiplied by the book value per share of the Company's shares held by the Trust. Where, as an exception, an Executive Director receives money in place of shares of the Company in accordance with the provisions of the Regulations on the Granting of Shares to Officers, if it is deemed appropriate, the amount of money shall be increased accordingly.

(8) Exercise of voting rights

The voting rights of shares of the Company held within the account of the Trust shall not be exercised altogether, under the direction of the administrator of the Trust. This method is designed to ensure the neutrality of the exercise of voting rights held in the Trust account, with respect to the Company's management.

(9) Treatment of dividends

Dividends pertaining to shares of the Company held within the account of the Trust shall be received by the Trust, and shall be allocated to pay for the acquisition of shares of the Company, as well as for trust fees payable to the trustee of the Trust. On the termination of the Trust, as a rule, any dividend monies, etc. remaining in the Trust shall be distributed to the Executive Directors in office at that time, in proportion to the number of points (including provisional points) held by each, in accordance with the Regulations on the Granting of Shares to Officers.

(10) Treatment on termination of the Trust

The Trust shall terminate in the event that the shares of the Company are delisted, or due to reasons such as the abolition of the Regulations on the Granting of Shares to Officers. At the time of the termination of the Trust, it is planned that all shares of the Company among the residual assets of the Trust shall be acquired by the Company without consideration, and canceled by resolution of the Board of Directors. Money among the residual assets of the Trust shall be paid to the Company, excluding the money to be paid to Executive Directors in accordance with the provisions of (9) above.

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