

To: Shareholders

Sodick Co., Ltd
3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
Kenichi Furukawa
President and Representative Director

Notice of Convocation of 44th Ordinary General Shareholders' Meeting

Dear Sirs,

We wish to express our deep gratitude for your usual special consideration.

We are pleased to inform you that we will hold the 44th ordinary general shareholders' meeting as stated below and wish you to attend that general meeting.

If you are unable to attend the general meeting, you may exercise your voting right in any of the following manners. Please refer to the reference document for the general shareholders' meeting as stated below and exercise your voting right before 5:15 p.m. on Thursday March 26, 2020.

[Exercise of Voting Right in Writing]

Express approval or disapproval for proposals on the enclosed voting form and return it so that the form will reach us before the deadline mentioned above.

[Exercise of Voting Right by Electronic or Magnetic Means (via Internet, etc.)]

Enter approval or disapproval for proposals before the deadline mentioned above.

Yours Sincerely,

	Description
1. Date and Time	From 10:00 a.m. on Friday March 27, 2020 (Reception will start from 9:00)
2. Place	At the conference room on the 3rd floor of our head office building 3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama, Kanagawa, Japan
3. Purposes	
Matters to Report	1. A business report and consolidated financial statements for the 44th fiscal year (from January 1 to December 31, 2019) and a report on the results of the audit of those consolidated financial statements by financial auditors and the audit & supervisory board 2. A report on financial statements for the 44th fiscal year (from January 1 to December 31, 2019)
Matters to Resolve on	
First proposal	Disposal of surplus
Second proposal	Appointment of 10 directors

The End

- ◎ Upon attendance at the general meeting, please provide the enclosed voting form at the reception of the meeting place. Moreover, we would like you to bring this notice of convocation with you to save resources.
- ◎ In the case of attendance by proxy, designate as your proxy another shareholder having voting right at the general meeting and provide a document certifying power of proxy as well.
- ◎ Regarding documents to be provided upon giving this notice of convocation, the Notes to Consolidated Financial Statements and the Table of Individual Notes to Financial Statements are posted on our websites (<https://www.sodick.co.jp/ir/>) pursuant to the provisions of laws and regulations and Article 15 of our articles of incorporation, and are not stated in the document provided herewith. Therefore, the document provided with this notice of convocation constitutes part of the figures audited by auditors and financial auditors in drawing up the audit report.
- ◎ With regard to revisions to the reference document for the general shareholders' meeting, business report, financial statements, and consolidated financial statements, we will post those revisions, if any, on our website (<https://www.sodick.co.jp/ir/index.html>).

Reference Document for General Shareholders' Meeting

First Proposal: Disposal of Surplus

We make it our basic principle to pay dividends in a stable and steady way to shareholders who deposit their valuable capital with us while retaining the earnings that are necessary to develop future business and reinforce business structure.

Taking into account earnings, expenses, and other figures for the current fiscal year, we will pay dividends at the end of the current fiscal year as follows:

- (1) Type of dividend property
Cash
- (2) Matters concerning allotment of dividend property and total dividends
Dividend allocation: ¥13 per common share of the Company.
Total amount of dividends: ¥611,560,521
Moreover, for the current fiscal year, annual dividends including interim dividends amount to ¥25 per common share.
- (3) Effective date of dividends from surplus
March 30, 2020.

Second Proposal: Appointment of 10 Directors

The term of office of all directors (12 people) will expire at the end of this general meeting. Therefore, we would like you to appoint 10 directors, including a newly-appointed director. Candidates for director are as shown in the table below.

Candidate No.	Name	Current Post	Attribution
1	Yuji Kaneko	Chairman and Representative Director	Reappointment
2	Kenichi Furukawa	President and Representative Director	Reappointment
3	Keisuke Takagi	Vice President and Representative Director (Sales Managing Division)	Reappointment
4	Hideki Tsukamoto	Executive Managing Director (Production Management Division)	Reappointment
5	Hirofumi Maejima	Executive Managing Director (Corporate Division)	Reappointment
6	Huang Ching Hwa	Director (Sales Managing Division / South China Area)	Reappointment
7	Katsuhisa Furuta	Outside Director	Reappointment Outside
8	Ichiro Inasaki	Outside Director	Reappointment Outside
9	Kazunao Kudo	Outside Director	Reappointment Outside
10	Kenzo Nonami	---	New Appointment Outside

Reappointment	A candidate for director to be reappointed
New Appointment	A candidate for director to be newly appointed
Outside	A candidate for outside director

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions and Posts in the Company (State of Concurrent Important Posts)	Number of Shares Held
1	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Yuji Kaneko (April 7, 1957)</p>	<p>Apr. 1981: Joined Sodick Co., Ltd. Jun. 1993: Electronics Technology Department Manager of the Production Division of Sodick Co., Ltd. Jul. 1999: Research and Development Group Manager of the Research and Development Division of Sodick Co., Ltd. Feb. 2000: President and Director of Sodick America Corporation Apr. 2004: Research and Development Division Manager of Sodick Co., Ltd. Jun. 2004: Director of Sodick Co., Ltd. Jun. 2008: Executive Managing Director of Sodick Co., Ltd. Jun. 2010: Senior Executive Managing Director of Sodick Co., Ltd. Apr. 2012: Chairman and Director of Sodick America Corporation (current post) Jun. 2012: President and Representative Director of Sodick Co., Ltd. Mar. 2018: Chairman and Representative Director of Sodick Co., Ltd. (current post)</p>	142,148 shares
<p>[Reasons for Being Nominated for Director] Mr. Yuji Kaneko has been engaged in research and development operations over a long time since entry into the Company and has good knowledge and a wealth of experience. In addition, after serving as President and Director at our development subsidiary in the U.S. and as President and Director at the Company, he became engaged in management and at present is leading advanced technology as Chairman and Director of the Company. As Mr. Kaneko appropriately plays a leading role in making decisions on important management affairs and supervising execution of business while making use of his experience and performance, we consider him qualified for the post of director and have nominated him for that position.</p>			
2	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Kenichi Furukawa (August 5, 1972)</p>	<p>Aug. 1999: Joined Sodick Co., Ltd. Apr. 2007: President and Director of Tom Sodick Corporation Dec. 2007: Finance Division Manager of Sodick Co., Ltd. Apr. 2008: Corporate Planning Division Manager of Sodick Co., Ltd. Jun. 2008: Director of Sodick Co., Ltd. Jun. 2010: Executive Managing Director of Sodick Co., Ltd. Jun. 2012: Senior Executive Managing Director (Management and Corporate Planning Division) of Sodick Co., Ltd. Jul. 2012: Chairman and Director of Sodick (Thailand) Co., Ltd. (current post) Jun. 2014: Vice President and Representative Director of Sodick Co., Ltd. Mar. 2018: President and Representative Director of Sodick Co., Ltd. (current post) Aug. 2018: Chairman and Director of Sodick F.T Co., Ltd. (current post)</p>	774,115 shares
<p>[Reasons for Being Nominated for Director] Mr. Kenichi Furukawa served as Finance Division Manager and Corporate Planning Division Manager. After assuming the post of director, he has produced actual results as a manager of administrative affairs in the Business Management, Accounting, Finance, IT, Personnel, and General Affairs Departments and has a wealth of experience and performance in administration. In addition, after he served as President and Director at our subsidiary (food processing machinery segment), he is currently serving as Chairman and Director at our overseas factory and President and Representative Director at the Company and is managing overall management including the entire Group as a management executive. As Mr. Furukawa appropriately plays a leading role in making decisions on important management affairs and supervising execution of business while making use of his experience and performance, we consider him qualified for the post of director and have nominated him for that position.</p>			

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3	<p style="text-align: center;">Reappointment</p> <p>Keisuke Takagi (February 20, 1955)</p>	<p>Apr. 1978: Joined Sodick Co., Ltd. Aug. 1988: Osaka Branch Manager of Sodick Co., Ltd. Jan. 1994: President and Director of Sodick Inc. Jul. 1997: Overseas Sales Department Manager of Sodick Co., Ltd. Jun. 2001: Director of Sodick Co., Ltd. Apr. 2004: Vice President and Director of Sodick CPC Co., Ltd. Nov. 2004: Chairman of Sodick Electromechanical (Shanghai) Co., Ltd. (current post) Mar. 2009: Asia Sales Division Manager of Sodick Co., Ltd. Jun. 2009: Executive Managing Director of Sodick Co., Ltd. Jun. 2010: Senior Executive Managing Director (Sales Managing Division) of Sodick Co., Ltd. Jun. 2012: Chief Machine Tool and Industrial Machinery Sales Division Officer Jul. 2015: Senior Executive Officer of Sodick Co., Ltd. (current post) Mar. 2018: Vice President and Representative Director (Sales Managing Division) of Sodick Co., Ltd. (current post)</p>	141,258 shares
<p>[Reasons for Being Nominated for Director] Mr. Keisuke Takagi has been engaged in affairs in sales departments over a long time since entry into the Company, has a wealth of experience, and has produced actual results. In addition, he has held the posts of President and Director at our sales subsidiary in the U.S. and Vice President and Director at our sales subsidiary in China. He is presently engaged in managing the Company as Vice President and Representative Director. Thus, he has experience in global operations and has produced actual results as a company operator. As Mr. Takagi appropriately plays a leading role in making decisions on important management affairs and supervising execution of business while making use of his experience and performance, we consider him qualified and have nominated him for the post of director.</p>			
4	<p style="text-align: center;">Reappointment</p> <p>Hideki Tsukamoto (November 29, 1962)</p>	<p>Apr. 1985: Joined Sodick Co., Ltd. Jul. 1988: Dispatched on loan to Sodick (Thailand) Co., Ltd. Mar. 1998: Director of Sodick (Thailand) Co., Ltd. Apr. 2008: President and Director of Sodick (Thailand) Co., Ltd. (current post) Apr. 2012: Vice President and Director of Sodick Amoy Co., Ltd. Jul. 2012: Executive Officer (Production Management Division Vice Manager) of Sodick Co., Ltd. Jul. 2012: Director of Suzhou Sodick Special Equipment Co., Ltd. Jun. 2014: Director (Production Management Division) of Sodick Co., Ltd. Jul. 2014: Senior Executive Officer of Sodick Co., Ltd. (current post) Jun. 2015: Chairman of Suzhou Sodick Special Equipment Co., Ltd. (current post) Jun. 2015: Chairman of Sodick Amoy Co., Ltd. (current post) Jun. 2015: Executive Managing Director (Production Management Division) of Sodick Co., Ltd. (current post)</p>	29,325 shares
<p>[Reasons for Being Nominated for Director] Mr. Hideki Tsukamoto was engaged in establishing our Thailand factory in 1988 and has experience in operations in a wide range of fields, including design, development, manufacturing, and production control for products. In addition, he serves as President and Director at our Thailand factory and concurrently holds the post of Chairman at our Suzhou and Amoy factories. Thus, he has a wealth of experience and has produced actual results as a chief production management officer. As Mr. Tsukamoto is heading production operations both at home and overseas as Executive Managing Director and appropriately plays a leading role in making decisions on important management affairs and supervising execution of business while making use of his experience and performance, we consider him qualified for the post of director and have nominated him for that post.</p>			

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5	<p style="text-align: center;">Reappointment</p> <p>Hirofumi Maejima (February 7, 1961)</p>	<p>Apr. 1984: Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>May 1993: Deputy Manager of the Los Angeles Branch of The Sumitomo Bank, Limited</p> <p>Oct. 1995: Deputy Manager of the Kojimachi Branch of The Sumitomo Bank, Limited</p> <p>Apr. 1999: Senior Deputy Manager of the Shibuya Corporation Department of The Sumitomo Bank, Limited</p> <p>Jul. 2000: Cairo Representative Office Manager of The Sumitomo Bank, Limited</p> <p>Jul. 2003: Senior Promotion Officer of the Foreign Operations Department of The Sumitomo Bank, Limited</p> <p>Apr. 2006: Senior Promotion Officer of the Corporate Information Department of The Sumitomo Bank, Limited</p> <p>Jan. 2010: Dispatched on loan to Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.); Fifth Corporate Information Department Manager</p> <p>Apr. 2012: Senior Examiner of the Audit Division of Sumitomo Mitsui Banking Corporation</p> <p>Oct. 2013: Dispatched on loan to Sodick Co., Ltd.; Finance Division Manager</p> <p>May 2014: Joined Sodick Co., Ltd.; Finance Division Manager</p> <p>Jun. 2014: Executive Managing Director (Corporate Planning Division) of Sodick Co., Ltd. (current post)</p> <p>Jul. 2015: Senior Executive Officer of Sodick Co., Ltd. (current post)</p> <p>Mar. 2018: Head of Corporate Division of Sodick Co., Ltd. (current post)</p>	11,626 shares
<p>[Reasons for Being Nominated for Director]</p> <p>Since he was Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) in 1984, Mr. Hirofumi Maejima has held various important positions both at home and overseas and has specialized knowledge and experience cultivated in financial institutions as well as experience in operations in foreign countries. As Mr. Maejima has had control over business management, finance, and accounting as Executive Managing Director of the Company since 2014 and appropriately plays a leading role in making decisions on important management affairs and supervising execution of business, we consider him qualified and have nominated him for the post of director.</p>			

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6	<p style="text-align: center;">Reappointment</p> <p>Ching Hwa Huang (December 15, 1959)</p>	<p>Jan. 1990: Joined the Taiwanese Branch of Sodick Co., Ltd. Dec. 1992: Administration Manager of the Taiwanese Branch of Sodick Co., Ltd. Jan. 1997: Chairman and President and Director of Sodick (Taiwan) Co., Ltd. (current post) Dec. 2001: Chairman and President and Director of Sodick International Trading (Shenzhen) Co., Ltd. (current post) Jun. 2015: Director of Suzhou Sodick Special Equipment Co., Ltd. (current post) Jun. 2015: Director of Sodick Amoy Co., Ltd. (current post) Mar. 2019: Director (Sales Managing Division / South China Area) of Sodick Co., Ltd. (current post) Aug. 2019: Director of Sodick Enterprise (S.Z.) Co., Ltd. (current post)</p>	- shares
<p>[Reasons for Being Nominated for Director] Ms. Ching-Hwa Huang entered the Taiwanese Branch of the Company in January 1990, participated in the operation of the Taiwanese Branch, then established Sodick (Taiwan) Co., Ltd., a local subsidiary 100% owned by the Company, and assumed the post of Chairman and President and Director, and has been executing the entire management, including administration and overseas sales. After the management in Taiwan got on track, she established Sodick International Trading (Shenzhen) Co., Ltd., a subsidiary of Sodick (Taiwan) Co., Ltd., in Guangdong of China in December 2001, and has been executing the management as Chairman and President and Director. As she has global management experience and a knowledge of Taiwan, China, and Asia and, moreover, contributes greatly to diversity management affairs, including the active participation of women and non-nationals, which the Company will be further advancing in the future, we consider her qualified for the post of director and have nominated her for that position.</p>			
7	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Outside</p> <p>Katsuhisa Furuta (January 3, 1940)</p>	<p>Jun. 1970: Assistant Professor of Tokyo Institute of Technology School of Engineering Oct. 1982: Professor of Tokyo Institute of Technology School of Engineering Mar. 1997: Visiting Professor of University of California, Berkeley in the U.S. Sep. 1998: Honorary Doctorate of Helsinki Institute of Technology (currently Aalto University) in Finland Apr. 2000: Professor Emeritus of Tokyo Institute of Technology Apr. 2000: Professor of Tokyo Denki University School of Science and Engineering Jul. 2004: Director of Tokyo Denki University Apr. 2007: Professor of Tokyo Denki University School of Science and Technology for Future Life Jun. 2008: President of Tokyo Denki University Apr. 2014: Counselor of Tokyo Denki University Apr. 2016: Educational Affairs Adviser of Tokyo Denki University (current post) Jun. 2016: External Director of Sodick Co., Ltd. (current post)</p>	4,276 shares
<p>[Reasons for Being Nominated for Director] Mr. Katsuhisa Furuta has a wide knowledge of control engineering and robotics as cultivated in long-time research at universities as well as experiences of being engaged in operating organizations as president of a university and academic societies. As we consider that Mr. Furuta will give us beneficial advice on our business strategy, we have nominated him for external director. Moreover, although Mr. Furuta has not participated directly in company management, we consider, based on the above-mentioned reasons, that he will appropriately execute his duties as an external director. In addition, Mr. Furuta satisfies the requirements of Tokyo Exchange as an independent director and also meets the conditions of “Criteria for Independence of Outside Directors” established by the Company. Therefore, we registered him as an independent director. Moreover, Mr. Furuta has held the post of external director at the Company for a period of 3 years and 9 months as of the end of this general meeting.</p>			

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8	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Outside</p> <p>Ichiro Inasaki (April 3, 1941)</p>	<p>Apr. 1984: Professor of Keio University Faculty of Science and Engineering</p> <p>Mar. 1998: Visiting Professor of University of California, Berkeley in the U.S.</p> <p>Nov. 1999: Honorary Doctorate of Hannover University in Germany</p> <p>May 2001: Dean of Keio University Science and Engineering College and Chairman of the Science and Engineering Research Department of Keio University Graduate School</p> <p>Apr. 2007: Professor Emeritus of Keio University</p> <p>Apr. 2007: Professor of Chubu University and Director of Institute of Science and Technology Research of Chubu University</p> <p>Apr. 2011: Dean of Chubu University, Specially-appointed Professor thereof, and Director of Chubu Institute for Advanced Studies</p> <p>Jun. 2011: Director of Chubu Institute for Advanced Studies of Chubu University</p> <p>Mar. 2012: Outside Audit & Supervisory Board Member of Mitsubishi Pencil Co., Ltd.</p> <p>Apr. 2012: Specially-appointed Professor of Chubu University</p> <p>Jun. 2013: Outside Director of DISCO Corporation (current post)</p> <p>Apr. 2015: Professor Emeritus of Chubu University</p> <p>Mar. 2018: Outside Director of Sodick Co., Ltd. (current post)</p>	- shares
<p>[Reasons for Being Nominated for Director]</p> <p>Mr. Ichiro Inasaki has a wide knowledge of precision engineering as cultivated in long-time research at universities as well as specialized knowledge of our business field. He also has a deep understanding of our business activities. As we would like Mr. Inasaki to utilize his great knowledge for enhancing our business, we have nominated him for external director. Moreover, although Mr. Inasaki has not participated directly in company management, we consider, based on the above-mentioned reasons, that he will appropriately execute his duties as an external director. In addition, Mr. Inasaki satisfies the requirements of Tokyo Exchange as an independent director and also meets the conditions of “Standards for Independency of Outside Directors” established by the Company. Therefore, we registered him as an independent director. Moreover, Mr. Inasaki has held the post of external director at the Company for a period of 2 years as of the end of this general meeting.</p>			

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9	<div style="border: 1px solid black; padding: 2px; text-align: center;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; text-align: center; margin-top: 5px;">Outside</div> <p>Kazunao Kudo (March 8, 1953)</p>	<p>Apr. 1977: Joined Sumitomo Electric Industries, Ltd. Jan. 2000: Wire Product Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd. Jan. 2001: Production Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd. Jan. 2004: Vice President and Director of Suzhou Sumiden Automotive Wire Co., Ltd. Jun. 2007: President and Director of Suzhou Sumiden Automotive Wire Co., Ltd. Jun. 2008: Executive Officer of Sumitomo Wiring Systems, Ltd. Jun. 2015: China Supreme Adviser of Suzhou Sumiden Automotive Wire Co., Ltd. Jul. 2016: Senior Adviser of Qingdao Kyungshin Electronic Co., Ltd. Mar. 2018: Outside Director of Sodick Co., Ltd. (current post) Jun. 2018: Outside Director of SHIBAURA ELECTRONICS CO., LTD. (current post)</p>	- shares
<p>[Reasons for Being Nominated for Director] Mr. Kazunao Kudo started up a business in China and possesses not only skill in manufacturing and know-how in production but also a wealth of experience in management. As we would like Mr. Kudo to give advice on our entire production system including overseas factories, we have nominated him for outside director. Mr. Kudo belonged to Sumitomo Wiring Systems, Ltd., which is a business connection of our Group. However, the annual transaction amount for the current fiscal year is de-minimis of less than 1%, and a reasonable period has passed since his retirement and the company does not affect the Company Group's decision making. While Mr. Kudo also holds the post of an external director of SHIBAURA ELECTRONICS CO., LTD the annual transaction amount for the current fiscal year is de-minimis of less than 1% and the company does not affect the Company Group's decision making. In addition, Mr. Kudo satisfies the requirements of Tokyo Exchange as an independent director and also meets the conditions of "Standards for Independency of Outside Directors" established by the Company. Therefore, we registered him as an independent director. Moreover, Mr. Kudo has held the post of external director at the Company for a period of 2 years as of the end of this general meeting.</p>			

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10	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px; text-align: center;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px; text-align: center;">Outside</div> <p style="text-align: center;">Kenzo Nonami (February 21, 1949)</p>	<p>Mar. 1979: Doctor of Engineering of Tokyo Metropolitan University</p> <p>Feb. 1985: Research Engineer of National Aeronautics and Space Administration (NASA)</p> <p>Apr. 1988: Senior Research Engineer of National Aeronautics and Space Administration (NASA)</p> <p>Dec. 1988: Assistant Professor of Chiba University</p> <p>Apr. 1994: Professor of Chiba University</p> <p>Apr. 2008: Director and Vice-President of Chiba University (Research)</p> <p>Oct. 2012: Chairman of Mini Surveyor Consortium (currently Japan Drone Consortium) (current post)</p> <p>Nov. 2013: Representative Director and CEO of Autonomous Control Systems Laboratory Ltd.</p> <p>Apr. 2017: Professor Emeritus of Chiba University (current post)</p> <p>Sep. 2018: Chairman of the Board of Autonomous Control Systems Laboratory Ltd.</p> <p>Jun. 2019: Chairman of the Board of Advanced Robotics Foundation (current post)</p>	- shares
<p>[Reasons for Being Nominated for Director]</p> <p>Mr. Kenzo Nonami has expertise through many years of research at universities and has abundant management experience as a representative director after establishing a university venture. Based on his high level of insight and experience in venture management, we have determined that he will provide us with useful advice to strengthen the Company's business and will appropriately perform his duties as an external director. Therefore, we have nominated him for external director. In addition, Mr. Kudo satisfies the requirements of Tokyo Exchange as an independent director and also meets the conditions of "Standards for Independency of Outside Directors" established by the Company. Therefore, we intend to register him as an independent director of ours.</p>			

- (Notes) 1. None of the candidates for director has any special interest in the Company.
2. Mr. Katsuhisa Furuta, Mr. Ichiro Inasaki, Mr. Kazunao Kudo, and Mr. Kenzo Nonami are candidates for outside director. Matters concerning candidates for external director are as follows:
- Liability limitation agreements with external directors
- The Company has entered into agreements with Mr. Katsuhisa Furuta, Mr. Ichiro Inasaki, and Mr. Kazunao Kudo to limit the liability for compensation for damage as referred to in Article 423, paragraph 1 of the Companies Act pursuant to Article 427, paragraph 1 of the Act. The limit of liability for compensation for damage under the agreement shall be the minimum limit of liability as set forth in Article 425, paragraph 1 of the Companies Act. When they are reappointed, the Company is to continue the agreements. In addition, when Mr. Kenzo Nonami is appointed, the Company is to enter into a liability limitation agreement with him on the same terms.

The End