

Securities Code: 6143  
March 8, 2023

To: Shareholders

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

## Notice of Convocation of the 47th Ordinary General Shareholders' Meeting

Dear Sirs/Madams,

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

We are pleased to inform you that we will hold the 47th Ordinary General Meeting of Shareholders as stated below.

The information contained in the reference documents for the General Meeting of Shareholders (matters to be provided electronically) has been provided electronically and is posted on our website as the "Notice of Convocation of the 47th Ordinary General Shareholders' Meeting." Please access our website below to confirm the information.

Our website  
<https://www.sodick.co.jp/en/ir/meeting.html>



(Please access the above website to review the materials presented at the 47th Ordinary General Shareholders' Meeting.)

Matters to be provided electronically are posted not only on our website but also on the website of the Tokyo Stock Exchange (TSE) below.

Tokyo Stock Exchange website (TSE listed company information service)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(Please access the above TSE website, enter and search "Sodick" in "Stock name (Company name)" or Securities code "6143" in "Code," choose "Basic Information" and then "Public Documents/PR Information," and finally check the "Notice of General Meeting of Shareholders/Materials of General Shareholders' Meeting" in the "Public Documents.")

In order to prevent the spread of COVID-19, we ask that you exercise your voting rights in writing (by mail) or via the Internet in advance and to refrain from attending the General Shareholders' Meeting in person. In exercising your voting rights in writing (by mail) or via the Internet, etc., please refer to the reference document for the General Shareholders' Meeting as stated below and exercise your voting right by 5:15 p.m. on Wednesday, March 29, 2023.

### **Exercise of voting rights in writing (by mail)**

Please express approval or disapproval for proposals on the voting form and return it so that the form reaches us before the deadline mentioned above.

### **Exercise of voting rights via the Internet, etc.**

Please enter approval or disapproval for proposals before the deadline mentioned above.

Yours Sincerely,

1. Date and Time From 10:00 a.m. on Thursday, March 30, 2023 (Reception will start from 9:00 a.m.)
  2. Place At the conference room on the 3rd floor of our head office building, 3-12-1, Nakamachidai, Tsuzuki-ku, Yokohama
  3. Purposes
 

Matters to report	<ol style="list-style-type: none"> <li>1. A business report and consolidated financial statements for the 47th fiscal year (from January 1 to December 31, 2022) and a report on the results of the audit of those consolidated financial statements by financial auditors and the Audit &amp; Supervisory Board</li> <li>2. A report on financial statements for the 47th fiscal year (from January 1 to December 31, 2022)</li> </ol>
Matters to be resolved	
First proposal	Disposal of surplus
Second proposal	Partial amendments to the Articles of Incorporation
Third proposal	Appointment of three (3) audit & supervisory board members
  4. Matters determined on the convocation of the meeting (Guidance on Exercise of Voting Rights)
    - (1) If you exercise your voting rights in writing (by mail) without indication of approval or disapproval of any proposal in the voting form, we will treat it as an indication of approval.
    - (2) If you exercise your voting rights both via the Internet and in writing, the exercise of your voting rights via the Internet shall be deemed valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote shall be deemed effective.
    - (3) In the case of attendance by proxy, you should designate as a proxy another shareholder having voting rights at the general meeting and should provide a document certifying power of proxy as well.
    - (4) If you wish to make a diverse exercise of your voting rights, please notify the Company in writing of your intention to make a diverse exercise of your voting rights and the reasons for doing so at least three days prior to the date of the meeting.
- ◎ When attending the meeting at the venue, please submit the enclosed voting rights form at the reception. Moreover, we would like you to bring this notice of convocation with you to save resources.
- ◎ If there is any revision to the matters to be provided electronically, a statement to that effect and the matters before and after the revision will be posted both on our website and the TSE website mentioned above.
- ◎ Shareholders who have requested the delivery of documents shall receive written documents stating matters to be provided electronically. However, the following matters are excluded from the documents in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of the Company.
- (1) Notes to Consolidated Financial Statements
  - (2) Notes to Non-consolidated Financial Statements
- Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements provided in the documents constitute part of the figures audited by auditors and financial auditors in drawing up the audit report.

## Reference Document for the General Shareholders' Meeting

### **First Proposal: Disposal of Surplus**

We make it our basic principle to pay dividends in a stable and steady manner 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: ¥14 per common share of the Company.  
In this case, the total amount of dividends is ¥731,829,672.  
The annual dividends for the current fiscal year, including interim dividends, will be ¥27 per common share.
- (3) Effective date of dividends from surplus  
March 31, 2023

## Second Proposal: Partial Amendments to the Articles of Incorporation

### 1. Reasons for the proposal

The Company proposes partial amendments to the Articles of Incorporation for the following reasons:

- (1) Partial provisions of the Act for Partial Amendments to the Industrial Competitiveness Enhancement Act (Act No. 70 of 2021), which came into effect on June 16, 2021, have taken effect. Subject to the Industrial Competitiveness Enhancement Act (Act No. 98 of 2013) after the amendment by the said Act, the Company may hold “general shareholders’ meetings without a specified location” (so-called virtual-only shareholders’ meetings) under certain conditions by stipulating in the Articles of Incorporation. We believe that the virtual-only shareholders’ meeting will facilitate the attendance of many shareholders, including those living in remote locations, and will contribute to the revitalization, efficiency, and facilitation of shareholders’ meetings, as well as to the prevention of the spread of COVID-19 and other infectious diseases. Accordingly, the Company proposes to make relevant changes to the Articles of Incorporation to make room for holding a virtual-only shareholders’ meeting. We intend to hold a virtual-only shareholders’ meeting only when we determines that it is not appropriate to hold a general shareholders’ meeting at a specified location due to large-scale disasters, including the spread of infectious diseases and natural disasters, in light of the interests of shareholders. However, we will decide, case by case, whether or not we will hold a virtual-only shareholders’ meeting, taking into account the digitalization trend in society as a whole.
- (2) The partial amendments to the Articles of Incorporation have already been confirmed by the Minister of Economy, Trade and Industry and the Minister of Justice to satisfy the requirements specified by the Ordinance of both the Ministries.

### 2. Details of the changes

Details of the changes are as follows:

(The changed part is underlined.)

Current Articles of Incorporation	Proposed changes
<p>Chapter 3 General Meeting of Shareholders</p> <p>Convocation</p> <p>Article 13 An ordinary general meeting of shareholders shall be convened within three months from January 1 of each year and an extraordinary general meeting of shareholders shall be convened when necessary.</p> <p style="text-align: center;">&lt; Newly established &gt;</p>	<p>Chapter 3 General Meeting of Shareholders</p> <p>Convocation</p> <p>Article 13 An ordinary general meeting of shareholders shall be convened within three months from January 1 of each year and an extraordinary general meeting of shareholders shall be convened when necessary.</p> <p><u>2 The Company may hold a general meeting of shareholders at an unspecified location.</u></p>

### Third Proposal: Appointment of Three (3) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. Yuichi Watanuki, Mr. Masahiro Shimojo and Mr. Takashi Nagashima will expire at the conclusion of this general meeting. Therefore, we would like you to appoint three Audit & Supervisory Board Members, including newly appointed members.

The Audit & Supervisory Board has given its consent to this proposal.

Candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name	Current Post	Attribution
1	Tomohide Kawamoto	Senior Executive Officer, General Manager of Shared Services Center of Sodick Co., Ltd.	<b>New Appointment</b>
2	Masahiro Shimojo	External Audit & Supervisory Board Member	<b>Reappointment</b> <b>External</b>
3	Haruchika Gohara	-	<b>New Appointment</b> <b>External</b>

**New Appointment**

A candidate for newly appointed Audit & Supervisory Board Member

**Reappointment**

A candidate for reappointed Audit & Supervisory Board Member

**External**

A candidate for external Audit & Supervisory Board Member

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
1	<p><b>New Appointment</b></p> <p>Tomohide Kawamoto (February 3, 1959)</p>	<p>Jan. 1991 Joined Sodick Co., Ltd.</p> <p>Jan. 2002 Accounting Division Manager, Administration Department of Sodick Co., Ltd.</p> <p>Oct. 2002 Accounting Division Manager, Administration Department, Office Manager of the President of Sodick Co., Ltd.</p> <p>Nov. 2003 Finance Division Manager, Administration Department of Sodick Co., Ltd.</p> <p>Apr. 2004 Director of Sodick Co., Ltd.</p> <p>Jun. 2009 Executive Managing Director in charge of Administration Department of Sodick Plustech Co., Ltd</p> <p>Jul. 2012 Senior Executive Officer of Sodick Co., Ltd. (current post) General Manager of Production Management Division of Sodick Co., Ltd. Auditor of Sodick Amoy Co., Ltd. (current post) Auditor of Suzhou Sodick Special Equipment Co., Ltd. (current post)</p> <p>Aug. 2014 General Manager of Cost and Tax Administration Center of Sodick Co., Ltd.</p> <p>Jul. 2015 Auditor of Shanghai Sodick Software Co., Ltd. (current post) Auditor of Sodick Tom (Shanghai) Co., Ltd. (current post)</p> <p>Jan. 2022 General Manager of Shared Service Center of Sodick Co., Ltd. (current post)</p>	13,926 shares
<p>Reasons for Nomination as an Audit &amp; Supervisory Board Member:</p> <p>Mr. Tomohide Kawamoto has advanced knowledge of governance, having served as Accounting Division Manager, Finance Division Manager, Office Manager of the President, and General Manager of Shared Services Center. He has also served as Director of Sodick Co., Ltd. and auditor of domestic and overseas subsidiaries.</p> <p>For the above reasons, the Board of Directors has determined that he is capable of performing his duties appropriately as Audit &amp; Supervisory Board Member and has selected him as a candidate for Audit &amp; Supervisory Board Member. If he is appointed, we expect that he will perform effective audits by taking advantage of his advanced knowledge of governance.</p>			

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
2	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px; text-align: center;"><b>Reappointment</b></div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px; text-align: center;"><b>External</b></div> Masahiro Shimojo (March 19, 1944)	Oct. 1970 Passed the bar examination Apr. 1973 Registered as a lawyer and joined Nishimura & Komatsu (currently Nishimura & Asahi) law firm Sep. 1980 Joined the law firm of Manatt, Phelps, Rothenberg & Tunney Jun. 2000 External Audit & Supervisory Board Member of Hitachi Cable, Ltd. Jun. 2003 External Director of Hitachi Cable, Ltd. Jun. 2011 External Audit & Supervisory Board Member of ITOCHU Corporation Apr. 2012 Special Guest Professor of Gakushuin University Faculty of Law Apr. 2013 Short-term Guest Professor of Law School (School of Law) of Gakushuin University Jan. 2015 Masahiro Shimojo Law Firm (current post) Jun. 2015 External Audit & Supervisory Board Member of Tokai Tokyo Securities Co., Ltd. Jun. 2018 External Director (Audit & Supervisory Committee Member) of Tokai Tokyo Securities Co., Ltd.(current post) Mar. 2019 External Audit & Supervisory Board Member of Sodick Co., Ltd. (current post) Mar. 2020 External Audit & Supervisory Board Member of Nippon Rice Milling Co., Ltd. (current post)	- shares
<p>Reasons for Being Nominated for External Audit &amp; Supervisory Board Member:</p> <p>Mr. Masahiro Shimojo has a high level of specialized knowledge, a broad perspective as an attorney, and a wealth of experience as an External Audit &amp; Supervisory Board Member, external director, and supervisory committee member of other companies.</p> <p>Although he has not participated directly in corporate management, for the above reasons, the Board of Directors has determined that he is capable of performing his duties appropriately as Audit &amp; Supervisory Board Member and has selected him again as a candidate for External Audit &amp; Supervisory Board Member. If he is appointed, we expect that he will perform effective audits by taking advantage of his high-level knowledge based on his work experience.</p> <p>In addition, he does not have any interest in the Company, where he remains independent from executive officers, mainly representative directors, and there is no risk of conflict of interest with general shareholders. Therefore, we have appointed him as an independent officer of the Company.</p>			

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Post)	Number of Shares Held
3	<div style="border: 1px solid black; padding: 2px; text-align: center;"> <b>New Appointment</b>  <b>External</b> </div> <p>Haruchika Gohara (July 20, 1973)</p>	<p>Oct. 2002 Joined Chuo Aoyama Audit Corporation</p> <p>Sep. 2004 Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Aug. 2008 Established Gohara Accounting Firm (current post).</p> <p>Nov. 2012 External Audit &amp; Supervisory Board Member of Daiyoshi Trust Co., Ltd. (currently Daiwa House Parking Co., Ltd.)</p>	- shares
	<p>Reasons for Being Nominated for External Audit &amp; Supervisory Board Member:</p> <p>Mr. Haruchika Gohara has many years of experience as a certified public accountant with auditing firms and has extensive experience as a financial accounting specialist.</p> <p>Although he has not participated directly in corporate management, for the above reasons, the Board of Directors has determined that he is capable of performing his duties appropriately as Audit &amp; Supervisory Board Member and has selected him as a candidate for External Audit &amp; Supervisory Board Member. If he is appointed, we expect that he will perform effective audits by taking advantage of his high-level knowledge based on his work experience.</p> <p>In addition, he does not have any interest in the Company, where he remains independent from executive officers, mainly representative directors, and there is no risk of conflict of interest with general shareholders. Therefore, we intend to appoint him as an independent officer of the Company.</p>		

- (Notes)
1. There are no special interests between each candidate for Audit & Supervisory Board Member and the Company.
  2. Mr. Masahiro Shimojo and Mr. Haruchika Gohara are candidates for External Audit & Supervisory Board Member.
  3. The Company has entered into agreements with Mr. Masahiro Shimojo to limit their 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 he is reappointed, the Company plans to continue the agreement. In addition, when Mr. Haruchika Gohara is appointed, the Company plans to enter into a liability limitation agreement with him on the same terms and conditions.
  4. Mr. Masahiro Shimojo is currently an External Audit & Supervisory Board Member of the Company, and his tenure as an auditor will have been four years at the conclusion of this general meeting.
  5. We have registered Mr. Masahiro Shimojo at the Tokyo Stock Exchange as an independent officer under the provisions made by the exchange. When he is reappointed, he is to continue to be an independent officer. In addition, if Mr. Haruchika Gohara is appointed, we plan to register him as an independent officer.
  6. The Company has concluded a directors' and officers' liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured, including directors of the Company, against damages that may be incurred by the insured in connection with the execution of his/her duties or by receiving a claim to pursue his/her liability. If Mr. Masahiro Shimojo is reappointed, he will continue to be included as an insured person under the insurance contract, and if Mr. Tomohide Kawamoto and Mr. Haruchika Gohara are appointed, they will also be included as insured persons under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.



Reference: Skills Matrix for Directors and Audit & Supervisory Board Members (expected) after the third proposal is approved

The Company strives to increase corporate value over the medium to long term in order to provide the highest value to customers based on its basic philosophy of “Create (So),” “Implement (di),” and “Overcome difficulties (ck)” and to contribute to the sustainable development of society as a company that “Create your Future” In this regard, the Company strikes a balance of knowledge, experience, and abilities of candidates and selects candidates for Directors and Audit & Supervisory Board Members who have such a diverse background.

Name	Position	Independence	Knowledge and experiences that the Company expects from its Directors and Audit & Supervisory Board Members						Advisory Committee on Personnel	Committee on Compensation
			Corporate management	Finance and accounting	Law and risk management	Manufacturing, technology, and R&D	Global	Marketing		
Kenichi Furukawa	President and Representative Director		●	●	●		●	●	●	●
Hideki Tsukamoto	Senior Executive Managing Director		●			●	●			
Hirofumi Maejima	Executive Managing Director			●	●		●			
Yuji Kaneko	Director		●			●	●		●	●
Keisuke Takagi	Director		●				●	●		
Ching-Hwa Huang	Director		●				●	●		
Ichiro Inasaki	External Director	●				●	●		●	●
Kazunao Kudo	External Director	●	●			●	●		●	●
Kenzo Nonami	External Director	●	●			●	●		●	●
Yoshikazu Goto	External Director	●	●			●				
Akio Hosaka	Full-time Audit & Supervisory Board Member		●			●	●	●		
Tomohide Kawamoto	Full-time Audit & Supervisory Board Member			●	●		●			
Masahiro Shimojo	External Audit & Supervisory Board Member	●		●	●		●			
Mari Otaki	External Audit & Supervisory Board Member	●		●	●					
Haruchika Gohara	External Audit & Supervisory Board Member	●		●	●					

1. Full-time Audit & Supervisory Board Members shall be appointed by the Board of Audit & Supervisory Board Members after this general meeting.
2. The above table does not represent all knowledge that Directors and Audit & Supervisory Board Members have.

< Reasons for selection of each skill and details >

Skill Category	Reasons for selection
Corporate management	In order to respond immediately to changes in the business environment, achieve sustainable growth, and increase corporate value, it is necessary to make swift management decisions.
Finance and accounting	In order to ensure accurate financial reporting, build a resilient corporate body, and realize growth investments that contribute to sustainable development and the enhancement of corporate value, knowledge and experience in finance and accounting are required.
Law and risk management	Legal affairs and risk management are a fundamental part of appropriate legal compliance and corporate structure. Therefore, experience and knowledge in this category are necessary.
Manufacturing, technology, and R&D	Knowledge and experience in cutting-edge technologies (including DX) related to the Company's business are necessary to continue providing world-class products and services.
Global	For the Company, which aims to have the world's largest market share, it is important to formulate growth strategies and supervise management of global businesses. Therefore, knowledge and experience in overseas business management are required.
Marketing	It is necessary to formulate and implement realistic and specific business and marketing strategies in order to realize corporate strategies and achieve committed management plans, etc.