

To: Shareholders

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

Notice of Convocation of the 46th 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 46th Ordinary General Shareholders' Meeting as stated below.

In order to prevent the spread of novel coronavirus infection, we would like to ask you to exercise your voting rights in writing or via the Internet in advance and to refrain from attending the General Meeting of Shareholders in person.

In exercising your voting rights in writing 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 Tuesday March 29, 2022.

Yours Sincerely,

1. Date and Time From 10:00 a.m. on Wednesday March 30, 2022 (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
3. Purposes
 - Matters to Report
 1. A business report and consolidated financial statements for the 46th fiscal year (from January 1 to December 31, 2021) 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 46th fiscal year (from January 1 to December 31, 2021)
 - Matters to Resolve on
 - First proposal Disposal of surplus
 - Second proposal Partial amendments to the Articles of Incorporation
 - Third proposal Appointment of 10 directors
 - Fourth proposal Appointment of one audit & supervisory board member

- Ⓞ When attending the meeting at the venue, please submit the enclosed voting right form at the reception. 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 a 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 website (<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.
In this case, the total amount of dividends is ¥702,596,323.
The annual dividends for the current fiscal year, including interim dividends, will be ¥26 per common share.
- (3) Effective date of dividends of surplus
March 31, 2022

Second Proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

The revised provisions of the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Revision of the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022. In order to prepare for the introduction of the electronic provision system for materials for shareholders meetings, the Company proposes the following changes to the Articles of Incorporation of the Company.

- (1) The proposed changed paragraph 1 of Article 15 stipulates that information contained in the reference documents for the General Shareholders' Meeting shall be electronically provided.
- (2) The proposed changed paragraph 2 of Article 15 establishes provisions to limit the scope of matters to be stated in written documents to be delivered to shareholders who have requested the written documents.
- (3) The provision of Internet disclosure and deemed provision of the reference documents for the General Shareholders' Meeting (Article 15 of the current Articles of Incorporation) shall be deleted because they are no longer necessary.
- (4) In accordance with the above stipulation and deletion, supplementary provisions concerning the effective date, etc. shall be established.

2. Details of the changes

Details of the changes are as follows:

(Changed parts are underlined)

Current Articles of Incorporation	Proposed changes
<p>Chapter 3 General Meeting of Shareholders</p> <p><u>Internet Disclosure and Deemed Provision of Reference Documents for General Shareholders' Meeting</u></p> <p><u>Article 15</u> The Company may be deemed to have provided <u>shareholders with information on matters to be stated or indicated in the reference document for the General Shareholders' Meeting, the Business Report, the Financial Statements and the Consolidated Financial Statements by disclosing such information via the Internet in accordance with the provisions of the applicable Ordinance of the Ministry of Justice.</u></p> <p>< Newly established ></p> <p>Supplementary provisions</p> <p>< Newly established ></p>	<p>Chapter 3 General Meeting of Shareholders</p> <p>< Deletion ></p> <p><u>Electronic Provision Measure, etc.</u></p> <p><u>Article 15.</u> In convening a general meeting of shareholders, the Company shall use <u>electronic provision of information contained in the reference documents for the General Shareholders' Meeting.</u></p> <p>2. The Company may choose not to include all or part of the matters specified by an Ordinance of the Ministry of Justice among the matters subject to the <u>electronic provision measure in the documents to be delivered to shareholders who have requested delivery of documents by the record date for voting rights.</u></p> <p>Supplementary Provisions</p> <p><u>Article 1.</u> The deletion of Article 15 (<u>Internet Disclosure and Deemed Provision of Reference Documents for General Shareholders' Meeting</u>) of the Articles of Incorporation prior to the amendment and the establishment of Article 15 (<u>Electronic Provision Measures, etc.</u>) of the Articles of Incorporation after the amendment shall become effective as from the effective date (hereinafter referred to as the "Effective Date") of the <u>amending provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Revision of the Companies Act (Act No. 70 of 2019).</u></p> <p><u>Article 2.</u> Notwithstanding the provisions of the preceding article, with respect to a general shareholders' meeting which is held within six months from the Effective Date, <u>Article 15 of the articles of incorporation prior to the amendment shall remain in force.</u></p> <p><u>Article 3.</u> The Supplementary Provisions shall be deleted after the expiration of six months from the Effective Date or three months from the date of the general meeting of shareholders set forth in the preceding paragraph, <u>whichever comes later.</u></p>

Third Proposal: Appointment of 10 Directors

The term of office of all 10 directors 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	Senior Executive Managing Director (Machine tool segment and Production Management Division)	Reappointment
5	Hirofumi Maejima	Executive Managing Director (Corporate Division)	Reappointment
6	Ching-Hwa Huang	Director (Sales Managing Division / South China Area)	Reappointment
7	Ichiro Inasaki	External Director	Reappointment External
8	Kazunao Kudo	External Director	Reappointment External
9	Kenzo Nonami	External Director	Reappointment External
10	Yoshikazu Goto	-	New Appointment External

Reappointment	A candidate for director to be reappointed
New Appointment	A candidate for director to be newly appointed
External	A candidate for external 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
	<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.</p> <p>Jun. 1993 Electronics Technology Department Manager of the Production Division of Sodick Co., Ltd.</p> <p>Jul. 1999 Research and Development Group Manager of the Research and Development Division of Sodick Co., Ltd.</p> <p>Feb. 2000 President and Director of Sodick America Corporation</p> <p>Apr. 2004 Research and Development Division Manager of Sodick Co., Ltd.</p> <p>Jun. 2004 Director of Sodick Co., Ltd.</p> <p>Jun. 2008 Executive Managing Director of Sodick Co., Ltd.</p> <p>Jun. 2010 Senior Executive Managing Director of Sodick Co., Ltd.</p> <p>Apr. 2012 Chairman and Director of Sodick America Corporation (current post)</p> <p>Jun. 2012 President and Representative Director of Sodick Co., Ltd.</p> <p>Mar. 2018 Chairman and Representative Director of Sodick Co., Ltd. (current post)</p>	169,942 shares
1	<p>Reasons for Being Nominated for Director:</p> <p>Mr. Yuji Kaneko has been engaged in research and development operations over a long period since joining the Company and has a wealth of knowledge and experience. While working in the research and development group, he was engaged in developing electrical discharge machines (EDMs) using linear motors. In February 2000, he established Sodick America, an important development base of the Company, and became the president of the company. In cooperation with the Head Office of the Company, from Silicon Valley, a global center of technological innovation, he has contributed to the development of the Company's business by promoting the development of NC units, motion controllers, and their peripheral equipment, which are important elemental technologies of the Company.</p> <p>Since assuming the position of President and Representative Director of the Company in June 2012, he had been involved in overall management. He currently leads management and guides leading-edge technologies as Chairman and Representative Director of the Company. He has played an appropriate role in determining important management matters and supervising business execution. Considering his leadership in supporting and promoting both management and technology for the future development of the Company, the Board of Directors maintained its nomination of him as a candidate for Director. After being appointed, from a broad perspective in his professional excellence as Executive Fellow, he has enhanced technologies and trained the younger generations. We expect him to give advice from his expertise through regular discussions with senior management.</p>		

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of manufacturing, technology, and R&D
- Considerable experience and knowledge of global and international business

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
2	<p style="text-align: center;">Reappointment</p> <p>Kenichi Furukawa (August 5, 1972)</p>	<p>Aug. 1999 Joined Sodick Co., Ltd.</p> <p>Apr. 2007 President and Director of Tom Sodick Corporation</p> <p>Dec. 2007 Finance Division Manager of Sodick Co., Ltd.</p> <p>Apr. 2008 Corporate Planning Division Manager of Sodick Co., Ltd.</p> <p>Jun. 2008 Director of Sodick Co., Ltd.</p> <p>Jun. 2010 Executive Managing Director of Sodick Co., Ltd.</p> <p>Jun. 2012 Senior Executive Managing Director (Management and Corporate Planning Division) of Sodick Co., Ltd.</p> <p>Jul. 2012 Chairman of Director of Sodick (Thailand) Co., Ltd. (current post)</p> <p>Jun. 2014 Vice President and Representative Director of Sodick Co., Ltd.</p> <p>Mar. 2018 President and Representative Director of Sodick Co., Ltd. (current post)</p> <p>Aug. 2018 Chairman and Director of Sodick F.T. Co., Ltd. (current post)</p>	808,093 shares
<p>Reasons for Being Nominated for Director:</p> <p>Mr. Kenichi Furukawa gained a good track record in management by assuming the office of President and Director of a subsidiary (current Food machinery segment) and served as Finance Division Manager and Corporate Planning Division Manager of the Company. After assuming the office of Director of the Company, Mr. Furukawa has been responsible for overall management-related operations such as business administration, accounting, finance, IT, human resources, and general affairs. He has been in charge of steering the Company, including our group companies, by assuming the office of Chairman and Director of the Company's overseas plants before assuming the office of President and Representative Director of the Company.</p> <p>Since 2020, despite the harsh business environment caused by the COVID-19 pandemic, in order to promptly respond to customers' problems and requests, he has actively promoted organizational reforms to enable sales, services, technology, and manufacturing to respond quickly and consistently, demonstrating strong leadership in achieving our medium- to long-term management plan "Next Stage 2026".</p> <p>Given his track record and strong change-oriented leadership, the Board of Directors maintained its nomination of him as a candidate for Director. We expect that he will continue to fulfill the above roles after his appointment.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of legal affairs and risk management
- Considerable experience and knowledge of finance and accounting
- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of global and international business
- Considerable experience and knowledge of marketing and sales business

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
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 Tom 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 of Sodick Co., Ltd. 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>	165,501 shares
<p>Reasons for Being Nominated for Director:</p> <p>Mr. Keisuke Takagi has been involved with the marketing and sales division over a long period since joining the Company and has a wealth of knowledge and experience. In January 1994, he assumed office of President of Sodick, Inc., a sales subsidiary in the United States. After that, he served as Chairman of Sodick Electromechanical (Shanghai) Co., Ltd., a sales subsidiary in China. He played a leading role in the global growth of the Company and contributed to the expansion of the global share of its mainstay EDMs.</p> <p>In March 2018, he assumed the post of Vice President and Representative Director of the Company and has been involved in overall management. He plays an appropriate role in determining important management matters and supervising business execution by making use of his global business experience and achievements as an executive officer. In consideration of his leadership in supporting and promoting overall management for the future development of the company, the Board of Directors maintained its nomination of him as a candidate for Director. After being appointed, from a broad perspective in his professional excellence, we expect him as Executive Fellow not only to provide technical advice but also to train younger generations in the marketing and sales divisions. We also expect him to give advice from his expertise through regular discussions with senior management.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of global and international business
- Considerable experience and knowledge of marketing and sales business

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
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. (current post) Apr. 2008 President and Director of Sodick (Thailand) Co., Ltd. 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. Mar. 2020 Senior Executive Managing Director (Machine Tool segment and Production Management Division) of Sodick Co., Ltd. (current post)</p>	45,473 shares
<p>Reasons for Being Nominated for Director:</p> <p>Since joining Sodick Co., Ltd., Mr. Hideki Tsukamoto has gained a wealth of knowledge and experience in the Company's business, including product design, development, manufacturing, and production management. Since the establishment of the Thai factory, he served as President and Director of the factory, and concurrently served as Chairman of Suzhou Sodick and Sodick Amoy factories. Since June 2014, he has been responsible for production control. Under the slogan of "equally high-quality products worldwide," he has led the innovation as Head of Production. As Senior Executive Managing Director of the Company, he has played an appropriate role in making decisions on important management matters and supervising business execution. For this reason, the Board of Directors has reselected him as a candidate for Director. We expect that he will continue to fulfill the above roles after his appointment.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of manufacturing, technology, and R&D
- Considerable experience and knowledge of global and international business

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
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 Los Angeles Branch of The Sumitomo Bank, Limited</p> <p>Oct. 1995 Deputy Manager of Kojimachi Branch of The Sumitomo Bank, Limited</p> <p>Apr. 1999 Senior Deputy Manager of 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</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>	23,438 shares
<p>Reasons for Being Nominated for Director:</p> <p>Mr. Hiroshi Maejima has held various important positions in Japan and overseas since joining The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) in 1984. He possesses specialized knowledge and experience cultivated at financial institutions as well as business experience overseas.</p> <p>As Executive Managing Director of the Company, he has been in charge of business management, finance and accounting since 2014. He has demonstrated his high expertise in finance, accounting, and international business, and has led the financial globalization by significantly improving the Company's financial position. In addition, he plays an appropriate role in determining important management matters and supervising business execution. Therefore, the Board of Directors maintained its nomination of him as a candidate for Director. We expect that he will continue to fulfill the above roles after his appointment.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of legal affairs and risk management
- Considerable experience and knowledge of finance and accounting
- Considerable experience and knowledge of global and international business

Candidate No.	Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Posts)	Number of Shares Held
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>	7,800 shares
	<p>Reasons for Being Nominated for Director:</p> <p>Ms. Ching-Hwa Huang joined the Taiwanese Branch of the Company in January 1990 and was engaged in the management of the Taiwanese Branch. Upon the establishment of Sodick (Taiwan) Co., Ltd., she assumed the post of Chairman and President and Director, being engaged in overall management, including administration and sales.</p> <p>In March 2019, she was appointed as Director of the Company. With responsibility for sales in South China, she has led the global growth of the Company and contributed to the expansion of its market share in Asia, including China, the world's largest market.</p> <p>She has global management experience and knowledge of Taiwan, China and other Asian countries. She is expected to make a significant contribution to diversity management, including the active participation of women and non-nationals, which the Company will further promote in the future. Therefore, the Board of Directors maintained its nomination of her as a candidate for Director. We expect that she will continue to fulfill the above roles after her appointment.</p>		

Her career summary and other experiences described in her Brief Personal History indicate that she has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of global and international business
- Considerable experience and knowledge of marketing and sales business

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
7	<div style="text-align: center;">Reappointment</div> <div style="text-align: center;">External</div> <p>Ichiro Inasaki (April 3, 1941)</p>	<p>Apr. 1984 Professor, Keio University Faculty of Science and Engineering</p> <p>Mar. 1998 Visiting Professor, University of California, Berkeley, the U.S.</p> <p>Nov. 1999 Honorary Doctorate, Hanover University, 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, 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 External Director of Sodick Co., Ltd. (current post)</p>	- shares
<p>Reasons for being Nominated for External Director and Expected Roles:</p> <p>Mr. Ichiro Inasaki is a candidate for External Director as provided in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>He has a broad knowledge of precision engineering as cultivated in long-time research at universities as well as specialized knowledge of the Company's business fields. From his perspective, he actively makes constructive statements at the Board of Directors meetings and plays an appropriate role as an External Director of the Company, including supervising the business execution.</p> <p>Furthermore, as a member of the Advisory Committee on Personnel and the Advisory Committee on Compensation, he has actively expressed his opinions at meetings of these Committees.</p> <p>For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as an External Director and maintained its nomination of him as a candidate for External Director. We expect that he will continue to fulfill the above roles after his appointment. If he is reelected, as a member of the Advisory Committee on Personnel and the Advisory Committee on Compensation, he is expected to be independently engaged in the selection of candidates for Directors of the Company and in the determination of compensation for Directors.</p> <p>Although Mr. Inasaki has not participated directly in company management other than as an Outside Director in the past, we have determined for the above reasons that he will appropriately perform his duties as an External Director. In addition, Mr. Inasaki satisfies the requirements of the Tokyo Exchange as an independent director and meets the conditions of the Standards for Independency of External Directors established by the Company. Therefore, we registered him as an independent director. Mr. Inasaki has held the post of External Director at the Company for a period of four years as of the end of this general meeting.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of manufacturing, technology, and R&D
- Considerable experience and knowledge of global and international business

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
8	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">External</p> <p>Kazunao Kudo (March 8, 1953)</p>	<p>Apr. 1977 Joined Sumitomo Electric Industries, Ltd.</p> <p>Jan. 2000 Wire Products Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd.</p> <p>Jan. 2001 Production Department Manager of the Electronic Material Business Division of Sumitomo Electric Industries, Ltd.</p> <p>Jan. 2004 Vice President and Director of Suzhou Sumiden Automotive Wire Co., Ltd.</p> <p>Jun. 2007 President and Director of Suzhou Sumiden Automotive Wire Co., Ltd.</p> <p>Jun. 2008 Executive Officer of Sumitomo Wiring Systems, Ltd.</p> <p>Jun. 2015 China Supreme Adviser of Suzhou Sumiden Automotive Wire Co., Ltd.</p> <p>Jul. 2016 Senior Advisor of Qingdao Kyungshin Electronic Co., Ltd.</p> <p>Mar. 2018 External Director of Sodick Co., Ltd. (current post)</p> <p>Jun. 2018 Outside Director of SHIBAURA ELECTRONICS CO., LTD. (current post)</p>	- shares
<p>Reasons for being Nominated for External Director and Expected Roles:</p> <p>Mr. Kazunao Kudo is a candidate for External Director as provided in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>Mr. Kudo has a wealth of experience and achievements as a global leader at Sumitomo Electric Industries, Ltd., including the establishment of business in China, utilizing the company's technology and production know-how. He has practical knowledge of overall manufacturing, including that overseas, and has played an appropriate role as an External Director of the Company by supervising the execution of business and actively expressing his opinions on the medium- to long-term plan at the Board of Directors meetings.</p> <p>Furthermore, as a member of the Advisory Committee on Personnel and the Remuneration Advisory Committee, he has actively expressed his opinions at meetings of these Committees.</p> <p>For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as an External Director and maintained its nomination of him as a candidate for External Director. We expect that he will continue to fulfill the above roles after his appointment. If he is reelected, as a member of the Advisory Committee on Personnel and the Advisory Committee on Compensation, he is expected to be independently engaged in the selection of candidates for Directors of the Company and in the determination of compensation for Directors.</p> <p>Although he worked at Sumitomo Wiring Systems, Ltd., a business partner of our group, the annual transaction amount with us for the fiscal year under review was only 1% or less and a considerable period of time has passed since his retirement from the company, and there is no influence from the company on our group's decision-making. In addition, although he is currently serving concurrently as an outside director of SHIBAURA ELECTRONICS CO., LTD., the annual transaction amount with us for the fiscal year under review was only 1% or less, and there is no influence from the company on our group's decision-making. In addition, Mr. Kudo satisfies the requirements of the Tokyo Exchange as an independent director and meets the conditions of the Standards for Independency of External Directors established by the Company. Therefore, we registered him as an independent director. Mr. Kudo has held the post of External Director at the Company for a period of four years as of the end of this general meeting.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of manufacturing, technology, and R&D
- Considerable experience and knowledge of global and international business

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
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	<div style="text-align: center; border: 1px solid black; padding: 2px;">Reappointment</div> <div style="text-align: center; border: 1px solid black; padding: 2px; margin-top: 5px;">External</div> <p style="text-align: center;">Kenzo Nonami (February 21, 1949)</p>	<p>Mar. 1979 Doctor of Engineering, Tokyo Metropolitan University</p> <p>Feb. 1985 Researcher Engineer, National Aeronautics and Space Administration (NASA)</p> <p>Apr. 1988 Senior Research Engineer, 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 Chubu 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> <p>Mar. 2020 External Director of Sodick Co., Ltd. (current post)</p>	- shares
9	<p>Reasons for being Nominated for External Director and Expected Roles:</p> <p>Mr. Kenzo Nonami is a candidate for External Director as provided in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>Mr. Nonami served as a Senior Researcher at the National Aeronautics and Space Administration (NASA). He has abundant management experience, including the establishment of university ventures, making use of his extensive knowledge on mechanical engineering (control engineering) cultivated through his many years of research at universities. From his perspective, he has actively made constructive statements at the Board of Directors meetings and has played an appropriate role as an External Director of the Company, including supervising business execution.</p> <p>For these reasons, the Board of Directors determined that he is capable of performing his duties appropriately as an External Director and maintained its nomination of him as a candidate for External Director. We expect that he will continue to fulfill the above roles after his appointment. If he is reelected, as a member of the Advisory Committee on Personnel and the Advisory Committee on Compensation, he is expected to be independently engaged in the selection of candidates for Directors of the Company and in the determination of compensation for Directors.</p> <p>In addition, Mr. Nonami satisfies the requirements of the Tokyo Exchange as an independent director and meets the conditions of the Standards for Independency of External Directors established by the Company. Therefore, we registered him as an independent director. Mr. Nonami has held the post of External Director at the Company for a period of two years as of the end of this general meeting.</p>		

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of manufacturing, technology, and R&D
- Considerable experience and knowledge of global and international business

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
10	<p style="text-align: center;">New Appointment</p> <p style="text-align: center;">External</p> <p style="text-align: center;">Yoshikazu Goto (October 30, 1955)</p>	<p>Mar. 1980 Graduated from the Department of Mechanical Engineering, Graduate School of Science and Engineering of Tokyo Institute of Technology</p> <p>Apr. 1980 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>Aug. 2003 Director of Standardization Division, Industrial Science and Technology Policy and Environment Bureau, the Ministry of Economy, Trade and Industry</p> <p>Jun. 2004 Director of Technology Affairs Division, Small and Medium Enterprise Agency, the Ministry of Economy, Trade and Industry</p> <p>Jul. 2008 Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Apr. 2010 Senior Deputy Director-General of Manufacturing Industry Bureau, the Ministry of Economy, Trade and Industry</p> <p>Oct. 2012 Specially appointed Professor, Department of Materials Engineering, Graduate School of Engineering, University of Tokyo</p> <p>Jun. 2015 Outside Director of Paramount Bed Holdings Co., Ltd.</p> <p>Oct. 2017 Vice Chairman of Japan Society for the Promotion of Machine Industry (current post)</p> <p>Jun. 2018 Outside Director (Audit and Supervisory Committee Member) of Paramount Bed Holdings, Co., Ltd. (current post)</p>	- shares
<p>Reasons for being Nominated for External Director and Expected Roles:</p> <p>Mr. Yoshikazu Goto is a candidate for External Director as stipulated in Article 2, paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>He has long been involved in the economic administration field related to industrial development centering on corporate manufacturing as Deputy Director-General and Senior Deputy Director-General of the Manufacturing Industry Bureau of the Ministry of Economy, Trade and Industry. He has a wide range of knowledge and experience centered on the industrial field. Although he has not participated directly in company management other than as an External Director in the past, we have determined for the above reasons that he is capable of appropriately performing his duties as an External Director and have nominated him as a candidate for External Director in order to utilize his knowledge in the management of the Company and further strengthen the corporate governance system of the Company. We expect that he will continue to fulfill the above roles after his appointment.</p> <p>In addition, Mr. Goto satisfies the requirements of the Tokyo Exchange as an independent director and meets the conditions of the Standards for Independency of External Directors established by the Company. Therefore, we intend to register him as an independent director.</p>			

His career summary and other experiences described in his Brief Personal History indicate that he has the following experience, knowledge and expertise:

- Considerable experience and knowledge of overall corporate management
- Considerable experience and knowledge of manufacturing, technology, and R&D

- (Notes)
1. None of the candidates for director has any special interest in the Company.
 2. Mr. Ichiro Inasaki, Mr. Kazunao Kudo, Mr. Kenzo Nonami, and Mr. Yoshikazu Goto are candidates for External Director. Matters concerning candidates for External Director are as follows:
 - Liability limitation agreements with External Directors
The Company has entered into agreements with Mr. Ichiro Inasaki, Mr. Kazunao Kudo, and Mr. Kenzo Nonami 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. Yoshikazu Goto is appointed, the Company is to enter into a liability limitation agreement with him on the same terms and conditions.
 3. Officer's Liability Insurance Contract
The company has concluded an officer's liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured 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 each candidate other than Mr. Yoshikazu Goto is re-elected, each candidate will continue to be included as an insured person under the insurance contract, and if Mr. Yoshikazu Goto is elected, he will also be included as an insured person under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Forth Proposal: Appointment of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Akio Hosaka will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one Audit & Supervisory Board Member is proposed.

This proposal has been approved by the Board of Audit & Supervisory Board Members.

The candidate for auditor is as follows:

Name (Date of Birth)	Brief Personal History and Positions in the Company (State of Concurrent Important Posts)	Number of Shares Held
<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Akio Hosaka (December 25, 1948)</p>	<p>Aug. 1976 Joined Sodick Co., Ltd.</p> <p>May 1985 Production Department Manager of the EDM Business Division of Sodick Co., Ltd.</p> <p>Jun. 1987 Director of Sodick Co., Ltd.</p> <p>Dec. 1994 President of Suzhou Sodick Special Equipment Co., Ltd.</p> <p>Jul. 1998 Chairman of Director of Sodick (Thailand) Co., Ltd.</p> <p>Apr. 2004 President and Director of Tom Sodick CPC Co., Ltd.</p> <p>Jun. 2009 Vice President and Director of Sodick Co., Ltd.</p> <p>Jul. 2009 Chairman of Director of Sodick (Thailand) Co., Ltd.</p> <p>Jun. 2010 Audit & Supervisory Board Member of Sodick Plustech Co., Ltd.</p> <p>Jul. 2012 Senior Executive Officer and Marketing Center Manager of Sodick Co., Ltd.</p> <p>Jun. 2014 Audit & Supervisory Board Member of Sodick F.T. Co., Ltd. (current post)</p> <p>Jun. 2014 Audit & Supervisory Board Member of Sodick Co., Ltd. (current post)</p>	180,476 shares
<p>Reasons for Being Nominated for Audit & Supervisory Board Member:</p> <p>As described in the above Brief Personal History, Mr. Akio Hosaka, since joining the Company, has experienced technological development, manufacturing, quality control, marketing, and the start-up of factories in China. He has served as Director of the Company and part-time Audit & Supervisory Board Member of the Company's affiliates. He has a wealth of achievements and deep insight as an executive officer and Audit & Supervisory Board Member.</p> <p>For the above reasons, the Board of Directors has determined that he is capable of performing his duties appropriately as Audit & Supervisory Board Member and has selected him as a candidate for Audit & Supervisory Board Member. We expect that he will continue to fulfill the above roles after his appointment.</p>		

- (Notes) 1. The candidate for audit & supervisory board member has no special interest in the Company.
2. The company has concluded an officer's liability insurance contract with an insurance company as prescribed in Article 430-3, paragraph 1 of the Companies Act to indemnify the insured 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. Akio Hosaka is elected, he will continue to be included as an insured person under the insurance contract. The policy is scheduled to be renewed at the next renewal with similar terms and conditions.

Reference:

Management Structure and Diversity of Directors after Third and Fourth Proposals are Approved

Name	Position	Independence	Knowledge and experiences that the Company expects from its Directors and Audit & Supervisory Board Members						Advisory Committee on Personnel	Advisory Committee on Compensation
			Legal affairs and risk management	Finance and accounting	Corporate management	Manufacturing, technology and R&D	Global	Marketing and sales		
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	Audit & Supervisory Board Member				●	●	●	●		
Yuichi Watanuki	Audit & Supervisory Board Member				●	●	●	●		
Masahiro Shimojo	External Auditor	●	●	●			●			
Takashi Nagashima	External Auditor	●	●	●	●			●		
Mari Ohtaki	External Auditor	●	●	●						

1. Executive Directors shall be appointed by the Board of Directors after the General Meeting of Shareholders after consulting with the Personnel Advisory Committee, and Full-time Audit & Supervisory Board Members shall be appointed by the Board of Audit & Supervisory Board Members
2. The above table does not represent all knowledge that Directors and Audit & Supervisory Board Members have.