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(Securities identification code: 6462)

June 7, 2021

To our shareholders:

**Kaoru Itoh**  
Chairman (CEO)  
**Riken Corporation**  
8-1, Sanbancho, Chiyoda-ku, Tokyo

## Notice of the 97th Ordinary General Meeting of Shareholders

We are pleased to announce the 97th Ordinary General Meeting of Shareholders of Riken Corporation (the “Company”), which will be held as described below.

**Although we will hold the Meeting upon implementation of proper infection prevention measures to prevent the spread of the novel coronavirus (COVID-19) infections, we urgently request that our shareholders refrain from attending the Meeting to the extent possible, irrespective of their individual health condition, and instead exercise their voting rights in writing (via postal mail) or via the Internet, etc.**

**Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by the method of exercising voting rights no later than 5:30 p.m., Thursday, June 24, 2021 (Japan Standard Time).**

### Meeting Details

1. **Date and time:** Friday, June 25, 2021 at 3:30 p.m. (Japan Standard Time)
2. **Venue:** Lecture Hall, 2F annex  
The International House of Japan  
5-11-16, Roppongi, Minato-ku, Tokyo
3. **Purposes of the Meeting:**  
**Items to be reported:**
  1. Business Report and Consolidated Financial Statements for the 97th Term (from April 1, 2020 to March 31, 2021), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Non-Consolidated Financial Statements for the 97th Term (from April 1, 2020 to March 31, 2021)

### Items to be resolved:

- Proposal 1:** Appropriation of surplus
  - Proposal 2:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)
  - Proposal 3:** Election of three (3) Directors who are Audit and Supervisory Committee Members
  - Proposal 4:** Election of one (1) substitute Director who is an Audit and Supervisory Committee Member
4. **Exercising Voting Rights**

If you exercise your voting rights multiple times via the Internet, etc., your last vote shall be deemed effective.

If you exercise your voting rights through multiple methods such as in writing (by postal mail) and via the Internet, etc., the vote via the Internet, etc. shall be deemed effective.

## 5. Internet Disclosure

The reference materials appended to this Notice do not include the documents listed below, as these documents have been posted on the Company's website (<https://www.riken.co.jp/english/>) pursuant to laws and regulations and Article 15 of the Company's Articles of Incorporation.

- (1) Matters Related to Company Stock Acquisition Rights, etc. from Business Report
- (2) System to Ensure the Appropriateness of Operations from Business Report
- (3) Consolidated Statement of Changes in Equity from Consolidated Financial Statements
- (4) Notes to the Consolidated Financial Statements
- (5) Statement of Changes in Equity from Non-Consolidated Financial Statements
- (6) Notes to Non-Consolidated Financial Statements

Therefore, please note that these appended documents do not fully encompass the Consolidated Financial Statements and Non-Consolidated Financial Statements that the Accounting Auditor audited when preparing the Accounting Auditor Report; nor do they fully encompass the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements that the Audit and Supervisory Committee audited when preparing its Audit Report.

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1. **A summary of measures to prevent the spread of infection at the venue is stated on our website (<https://www.riken.co.jp/english/>). Please check it out.**
  2. When attending the meeting, please submit the enclosed voting form at the reception desk.
  3. When there are any revisions to the details of the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements, we will notify shareholders by posting on our website (<https://www.riken.co.jp/english/>).
  4. We request your understanding about the fact that we will refrain from giving out souvenirs on this occasion in light of fairness, etc., between shareholders who visit the venue and those who have difficulty visiting the venue.

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## Reference Documents for the General Meeting of Shareholders

### Proposals and Notes

#### Proposal 1: Appropriation of surplus

The Company aims to deliver stable shareholder returns while considering the Company's current performance as well as the future business climate and prospects for business development.

According to the policy, the Company proposes as a term-end dividend to pay 55 yen per share.

The Company has already paid an interim dividend of 35 yen per share. Accordingly, the proposed annual dividend for the fiscal year under review amounts to 90 yen per share.

#### 1. Matters related to year-end dividends

##### (1) Type of dividend property

Cash

##### (2) Allotment of dividend property to shareholders and their aggregate amount

55 yen per common share of the Company

Total amount of dividends: 547,986,670 yen

##### (3) Effective date of distribution of dividends of surplus

June 28, 2021

**Proposal 2:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of six (6) Directors again.

Selection of candidates for Director has undergone deliberations by our voluntary Nomination and Compensation Committee, of which a majority of members are independent Outside Directors.

In addition, in relation to this proposal, the Audit and Supervisory Committee of the Company has determined that all of the candidates for Director are suitable for these roles.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Kaoru Itoh (April 9, 1953) [Reelection]	<p>April 1976      Joined The Industrial Bank of Japan, Limited</p> <p>April 2005      Managing Executive Officer of Mizuho Bank, Ltd.</p> <p>March 2008      President and CEO of Mizuho Research Institute Ltd.</p> <p>May 2012        Advisor of the Company</p> <p>June 2012        Managing Director of the Company</p> <p>June 2013        Senior Managing Director, Chairman of the Corporate Strategy Committee of the Company</p> <p>June 2015        Representative Director, President (COO) of the Company</p> <p>April 2018        Representative Director, President (CEO &amp; COO) of the Company</p> <p>April 2020        Representative Director, Chairman (CEO) of the Company (present position)</p> <p><b>Reasons for nomination as candidate for Director</b> As CEO and COO, Kaoru Itoh has successfully led the Company's operations. We have nominated him again for the post of Director, believing his wide-ranging experience and competence to be invaluable to the Company's management.</p> <p><b>Attendance at the Board of Directors Meetings during the fiscal year</b> 19/19 (100%)</p>	17,500

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Yasunori Maekawa (February 27, 1958) [Reelection]	<p>March 1986    Joined the Company</p> <p>February    General Manager of Nagoya Sales 2004        Division of the Company</p> <p>June 2010    Director, Chairman of Overseas               Committee of the Company</p> <p>May 2013    Director of the Company</p> <p>June 2015    Managing Director of the Company</p> <p>May 2016    Director, Managing Executive Officer of               the Company</p> <p>April 2019   Director, Senior Managing Executive               Officer of the Company</p> <p>June 2019   Representative Director, Senior Managing               Executive Officer of the Company</p> <p>April 2020   Representative Director, President (COO)               of the Company (present position)</p> <p><b>Reasons for nomination as candidate for Director</b> During his long years of service in the Company, Yasunori Maekawa has been engaged in overseas sales, domestic sales and overseas business and contributed to expansion of the global business of the Company, and since 2020, he has steadily been working on management issues including formulation of a new medium-term management plan as COO. We have nominated him again for the post of Director, believing his wide-ranging experience and competence to be invaluable to the Company's management.</p> <p><b>Attendance at the Board of Directors Meetings during the fiscal year</b> 19/19 (100%)</p>	12,100
3	Kouei Watanabe (November 19, 1958) [New election]	<p>April 1983    Joined the Company</p> <p>October 2014 General Manager of Quality Assurance               Division of the Company</p> <p>April 2017    Executive Officer, General Manager of               Piston Ring Division # 2 of the Company</p> <p>April 2020    Managing Executive Officer, General               Manager of the Technology Management               Division of the Company</p> <p>April 2021    Managing Executive Officer, General               Manager of Technology Management               Head Office of the Company (present               position)</p> <p><b>Reasons for nomination as candidate for Director</b> During his long years of service in the Company, Kouei Watanabe has led manufacturing operations, quality assurance operations and technical management operations for piston rings, one of the Company's key products, which has helped the Company increase profitability. We have nominated him for the post of Director, believing his wide-ranging experience and competence to be invaluable to the Company's management.</p>	5,800

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Takashi Ohashi (September 7, 1958) [New election]	<p>November 1989      Joined the Company</p> <p>June 2008      General Manager of Business Process Reengineering Division of the Company</p> <p>November 2011      General Manager of Production Management Division of the Company</p> <p>November 2017      General Manager of Information Systems Division of the Company</p> <p>April 2018      Executive Officer, General Manager of Information Systems Division of the Company</p> <p>June 2018      Executive Officer, General Manager of Ring Production Engineering Division of the Company</p> <p>April 2020      Managing Executive Officer of the Company (present position)</p> <p><b>Reasons for nomination as candidate for Director</b> During his long years of service in the Company, Takashi Ohashi has led production management, information systems and production technology operations, which has contributed to the reinforcement of management systems, as the base for improvement of our profitability. We have nominated him for the post of Director, believing his wide-ranging experience and competence to be invaluable to the Company's management.</p>	7,500

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Eiji Hirano (September 15, 1950) [Reelection] [Outside] [Independent]	<p>April 1973      Joined Bank of Japan</p> <p>May 1999      Director-General of International Department of Bank of Japan</p> <p>June 2002      Executive Director of Bank of Japan</p> <p>June 2006      Director, Vice President of Toyota Financial Services Corporation</p> <p>May 2015      Director, Representative Statutory Executive Officer of MetLife, Inc.</p> <p>June 2015      Outside Director of the Company (present position)</p> <p>June 2016      Outside Director of NTT DATA Corporation (present position)</p> <p>September 2017      Director, Vice Chairman of MetLife, Inc. (present position)</p> <p>October 2017      Chairperson of the Board of Governors of Government Pension Investment Fund (resigned in March 2021)</p>	0
		<p><b>Reasons for nomination as candidate for Outside Director and outline of expected role</b></p> <p>Eiji Hirano held a top post in the Bank of Japan and subsequently held executive posts in a number of companies. We have nominated him again for the post of Outside Director because we expect that the Company's management will benefit from his in-depth expertise and global and extensive experience. In addition, if he is reelected, the Company would like him to continue to be a member of the voluntary Nomination and Compensation Committee of the Company, and be involved in selection of candidates for officer of the Company and decisions on compensation for officers, etc., from an objective and neutral standpoint. He will have served as Outside Director for six (6) years at the conclusion of this General Meeting of Shareholders.</p>	
		<p><b>Attendance at the Board of Directors Meetings during the fiscal year</b></p> <p>19/19 (100%)</p>	

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Koji Tanabe (February 1, 1952) [Reelection] [Outside] [Independent]	<p>April 1975      Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>July 2002      Director-General of Research and Statistics Department of the Ministry of Economy, Trade and Industry</p> <p>April 2005      Professor of Graduate School of Innovation Management of Tokyo Institute of Technology</p> <p>February 2012      Director of the Japan Asia Group Limited (present position)</p> <p>April 2017      Professor Emeritus of Tokyo Institute of Technology Specially-Appointed Professor of School of Environment and Society of Tokyo Institute of Technology (present position)</p> <p>June 2019      Outside Director of the Company (present position)</p> <p>January 2021      Director of Intron Space Inc. (present position)</p>	0
		<p><b>Reasons for nomination as candidate for Outside Director and outline of expected role</b></p> <p>Koji Tanabe worked as a professor at the Tokyo Institute of Technology after serving at the Ministry of Economy, Trade and Industry for many years. We have nominated him again for the post of Outside Director because we expect that the Company's management will benefit from in-depth expertise and extensive experience particularly in innovation management. In addition, if he is reelected, the Company would like him to continue to be a member of the voluntary Nomination and Compensation Committee of the Company, and be involved in selection of candidates for officer of the Company and decisions on compensation for officers, etc., from an objective and neutral standpoint. He will have served as Outside Director for two (2) years at the conclusion of this General Meeting of Shareholders.</p>	
		<p><b>Attendance at the Board of Directors Meetings during the fiscal year</b></p> <p>19/19 (100%)</p>	

(Notes)

1. There is no special interest between each of the candidates and the Company.
2. Eiji Hirano and Koji Tanabe are candidates for Outside Director. In addition, both satisfy the requirements under "Standards for Judgment of Independence of Outside Directors" (page 17) provided by the Company.
3. The Company has designated Eiji Hirano and Koji Tanabe as independent officers according to the rules of the Tokyo Stock Exchange, Inc., and has registered them with the said exchange. If they are reelected, they will continue to be registered as independent officers.
4. In accordance with Article 427(1) of the Companies Act, the Company has entered into agreements with Eiji Hirano and Koji Tanabe regarding liability for damages under Article 423(1) of the Companies Act to the Company, limiting their liability to the extent stipulated in legislation. The Company intends to continue these agreements if their reelection is approved.



5. The Company has concluded a liability insurance contract for officers, etc. (D&O Insurance Contract) under Article 430-3(1) of the Companies Act with an insurance company, with all the Directors including Directors who are Audit and Supervisory Committee Members as the insured. Under the insurance contract, damages or legal costs, etc. that may be incurred by the insured due to claims for damages being filed arising due to acts (including omissions) committed by the insured based on the status of company officer, etc. will be covered. However, there are certain exclusion reasons, such as damages arising from an act upon recognition of the illegality of the act not being covered. Insurance premiums for the insurance contract are covered by the Company, based on approval by the Board of Directors and the consent of the Outside Directors.

If election of candidates for Director is approved, they will be included in the insured under the insurance contract. The Company plans to renew the insurance contract with the same terms at the next renewal in February 2022.

**Proposal 3:** Election of three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of all three (3) currently serving Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

As such, the Company requests the election of three (3) Directors who are Audit and Supervisory Committee Members again.

Selection of candidates for Director who is an Audit and Supervisory Committee Member has undergone deliberations by our voluntary Nomination and Compensation Committee, of which a majority of members are independent Outside Directors.

Moreover, the Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Akira Kunimoto (October 17, 1955) [Reelection]	<p>April 1980    Joined the Company</p> <p>June 2007    Director of the Company and Director, President of Allied Ring Corporation</p> <p>October 2009    Director, General Manager of Ring Products Technological Development Division of the Company</p> <p>October 2010    Director, General Manager of Technologies Administration Division of the Company</p> <p>June 2016    Executive Officer, Chairman of Technologies Committee and General Manager of Technologies Administration Division of the Company</p> <p>April 2019    Advisor to the Company</p> <p>June 2019    Director who is an Audit and Supervisory Committee Member (present position)</p> <p><b>Reasons for nomination as candidate for Director who is Audit and Supervisory Committee Member</b> Akira Kunimoto has led the Company's technical management operation for many years and contributed to management of the Company's research and development/capital investments and building of a structure for technical development. He also has track records in management of overseas group companies. We have nominated him for the post of Director who is an Audit and Supervisory Committee Member continuously, because we believe that the Company's audits will benefit from his in-depth specialist knowledge and experience.</p> <p><b>Attendance at Audit and Supervisory Committee Meetings during the fiscal year</b> 13/13 (100%)</p> <p><b>Attendance at the Board of Directors Meetings during the fiscal year</b> 19/19 (100%)</p>	5,700

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Shuji Iwamura (September 16, 1949) [Reelection] [Outside] [Independent]	<p>April 1976 Appointed as public prosecutor</p> <p>June 2010 Superintending Prosecutor, Sendai High Public Prosecutors Office</p> <p>August 2011 Superintending Prosecutor, Nagoya High Public Prosecutors Office</p> <p>July 2012 Resigned from office</p> <p>October 2012 Registered as Attorney-at-Law Advisor to Nagashima Ohno &amp; Tsunematsu</p> <p>June 2013 Outside Corporate Auditor of the Company</p> <p>March 2015 Outside Auditor of CANON ELECTRONICS INC. (present position)</p> <p>June 2015 Outside Audit &amp; Supervisory Board Member of The Hokkaido Bank, Ltd. (present position)</p> <p>October 2017 Governor and Auditor of the Board of Governors of Government Pension Investment Fund (present position)</p> <p>June 2018 Outside Director of Hayashikane Sangyo Co., Ltd. (present position)</p> <p>June 2019 Outside Director who is an Audit and Supervisory Committee Member of the Company (present position)</p> <p>January 2020 Attorney in TOKYO FLEX LAW OFFICE LPC</p> <p>April 2021 Attorney at T&amp;K Partners (present position)</p> <p><b>Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and outline of expected role</b></p> <p>While Shuji Iwamura has not been involved in corporate management aside from serving as an outside officer, we have nominated him for the post of Outside Director who is an Audit and Supervisory Committee Member continuously, because we expect that the Company's audits will benefit from his knowledge and experience as a public prosecutor and attorney and his experience as an auditor at other companies. In addition, if he is reelected, the Company would like him to continue to be a member of the voluntary Nomination and Compensation Committee of the Company, and be involved in selection of candidates for officer of the Company and decisions on compensation for officers, etc., from an objective and neutral standpoint. He will have served as Outside Director for two (2) years at the conclusion of this General Meeting of Shareholders. In addition, he used to be an Outside Corporate Auditor of the Company for six (6) years.</p>	0

<b>No.</b>	<b>Name (Date of birth)</b>	<b>Career summary, position and responsibilities, and significant concurrent positions outside the Company</b>	<b>Number of the Company's shares owned</b>
		<b>Attendance at Audit and Supervisory Committee Meetings during the fiscal year</b> 13/13 (100%)	
		<b>Attendance at the Board of Directors Meetings during the fiscal year</b> 18/19 (94.7%)	

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Osamu Honda (March 4, 1958) [New election] [Outside] [Independent]	<p>April 1981      Joined The Industrial Bank of Japan, Limited</p> <p>April 2009      Executive Officer of Mizuho Securities Co., Ltd. General Manager, Corporate Planning Group HR Division</p> <p>June 2011      Vice President and Director of Japan Securities Agents, Ltd.</p> <p>June 2012      Director of Japan Information Processing Service Co., Ltd.</p> <p>June 2015      Director, Senior Managing Executive Officer of Securities Japan, Inc.</p> <p>June 2017      Representative Director and Senior Managing Director of Nitchitsu Co., Ltd.</p> <p>June 2019      Representative Director and Vice President of Nitchitsu Co., Ltd. (scheduled to resign in June 2021)</p> <p>June 2021      Outside Auditor of Kurimoto Ltd. (scheduled to assume the position)</p>	0
		<p><b>Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and outline of expected role</b></p> <p>We have nominated Osamu Honda for the post of Outside Director who is an Audit and Supervisory Committee Member because we expect that the Company's audits will benefit from his extensive experience and in-depth specialist knowledge of financial matters based on his many years of experience at financial institutions as well as his experience in management at other companies. In addition, if his election is approved, the Company would like him to be a member of the voluntary Nomination and Compensation Committee of the Company, and be involved in selection of candidates for officer of the Company and decisions on compensation for officers, etc., from an objective and neutral standpoint.</p>	

(Notes)

1. There is no special interest between each of the candidates and the Company.
2. Shuji Iwamura and Osamu Honda are candidates for Outside Director. In addition, both satisfy the requirements under "Standards for Judgment of Independence of Outside Directors" (page 17) provided by the Company.
3. Mr. Honda was a business executor at Mizuho Bank, Ltd. until March 2002 and Mizuho Securities Co., Ltd. until June 2011. The Company and the two (2) companies conduct transactions; however, the transaction amount is less than 1% of the respective consolidated sales of the Company and the two (2) companies, and the amount of borrowings from Mizuho Bank, Ltd. does not exceed 2% of the consolidated assets of the Company. Moreover, although Mizuho Bank, Ltd. is a shareholder in the Company, its shares are less than 10% of the total. The Company determines that both of the above matters satisfy the requirements for "Standards for Judgment of Independence of Outside Directors" (page 17), and will have no impact on independence as an Outside Director who is an Audit and Supervisory Committee Member.
4. The Company has designated Shuji Iwamura as an independent officer according to the rules of the Tokyo Stock Exchange, Inc., and has registered him with the said exchange. If he is elected, he will continue to be registered as an independent officer. If Osamu Honda is elected, he will be newly registered as an independent officer.

5. In accordance with Article 427(1) of the Companies Act, the Company has entered into agreements with Akira Kunimoto and Shuji Iwamura regarding liability for damages under Article 423(1) of the Companies Act to the Company, limiting their liability to the extent stipulated in legislation. The Company intends to continue these agreements if their reelection is approved. If the election of Osamu Honda is approved, the Company plans to enter into the same limited liability agreement with him.
6. The Company has concluded a liability insurance contract for officers, etc. (D&O Insurance Contract) under Article 430-3(1) of the Companies Act with an insurance company, with all the Directors including Directors who are Audit and Supervisory Committee Members as the insured. Under the insurance contract, damages or legal costs, etc. that may be incurred by the insured due to claims for damages being filed arising due to acts (including omissions) committed by the insured based on the status of company officer, etc. will be covered. However, there are certain exclusion reasons, such as damages arising from an act upon recognition of the illegality of the act not being covered. Insurance premiums for the insurance contract are covered by the Company, based on approval by the Board of Directors and the consent of the Outside Directors.

If election of candidates for Director who is an Audit and Supervisory Committee Member is approved, they will be included in the insured under the insurance contract.

The Company plans to renew the insurance contract with the same terms at the next renewal in February 2022.

**Proposal 4:** Election of one (1) substitute Director who is an Audit and Supervisory Committee Member

The Company requests election of one (1) substitute Director who is an Audit and Supervisory Committee Member in preparation for the case where the number of Directors who are Audit and Supervisory Committee Members falls short of the number stipulated by laws and regulations.

The substitute Director who is an Audit and Supervisory Committee Member will assume office to fill a vacancy in the Audit and Supervisory Committee that would otherwise cause the board to fall short of its legally mandated quorum. The term of office of the substitute Director who is an Audit and Supervisory Committee Member will be for the remainder of the term of office of the previous member whom they substitute.

Selection of candidates has undergone deliberations by our voluntary Nomination and Compensation Committee, of which a majority of members are independent Outside Directors.

Moreover, the Audit and Supervisory Committee has given its consent to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
Kazuhiro Mori (October 7, 1946) [Outside]	April 1969    Joined Hitachi, Ltd. June 2003    Executive Officer of Hitachi, Ltd. January 2007    Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. June 2010    Chairman of the Board, Outside Director of Hitachi Capital Corporation June 2013    Chairman of the Board, Outside Board Director of Hitachi High-Technologies Corporation June 2014    Outside Director of Isuzu Motors Limited June 2018    Outside Director of Ricoh Co., Ltd. (present position) December 2018    Director of Toyo University (present position)	0
	<b>Reasons for nomination as candidate for substitute Outside Director who is Audit and Supervisory Committee Member and outline of expected role</b> We have nominated Kazuhiro Mori for the post of substitute Outside Director who is an Audit and Supervisory Committee Member because we expect that the Company's audits will benefit from his extensive experience and wide-ranging knowledge acquired from working at global companies.	

(Notes)

1. There is no special interest between the candidate and the Company.
2. Kazuhiro Mori is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member. The Company has elected him as a substitute Outside Corporate Auditor since the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016, and as a substitute Outside Director who is an Audit and Supervisory Committee Member since the 95th Ordinary General Meeting of Shareholders held on June 21, 2019.

3. Kazuhiro Mori was a business executor at Hitachi, Ltd. until March 2013 and was an Outside Director of Isuzu Motors Limited until June 2018, and is an Outside Director of Ricoh Co., Ltd. at present. The Company and the three (3) companies, Hitachi, Ltd., Isuzu Motors Limited and Ricoh Co., Ltd., conduct transactions respectively, such as product sales, etc.; however, the transaction amounts are minor, being less than 1% of the respective consolidated sales of the Company and the three (3) companies. Moreover, although Hitachi Metals Trading, Ltd., which belongs to the Hitachi Group, is a shareholder of the Company, its shares are less than 10% of the total.  
The Company determines that both of the above matters satisfy the requirements for “Standards for Judgment of Independence of Outside Directors” (page 17), and will have no impact on independence as an Outside Director who is an Audit and Supervisory Committee Member.
4. If Kazuhiro Mori assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with him limiting his liability for damages to the extent stipulated in legislation under Article 427(1) of the Companies Act.
5. The Company has concluded a liability insurance contract for officers, etc. (D&O Insurance Contract) under Article 430-3(1) of the Companies Act with an insurance company, with all the Directors including Directors who are Audit and Supervisory Committee Members as the insured. Under the insurance contract, damages or legal costs, etc. that may be incurred by the insured due to claims for damages being filed arising due to acts (including omissions) committed by the insured based on the status of company officer, etc. will be covered. However, there are certain exclusion reasons, such as damages arising from an act upon recognition of the illegality of the act not being covered. Insurance premiums for the insurance contract are covered by the Company, based on approval by the Board of Directors and the consent of the Outside Directors.  
If Kazuhiro Mori assumes the office of Outside Director who is an Audit and Supervisory Committee Member, he will be included in the insured under the insurance contract.



## **(Reference) Standards for Judgment of Independence of Outside Directors**

The Company will elect persons who are judged not to fall under any of the following items as independent Outside Director, in order to ensure objectiveness and transparency of management.

1. Business executors of the Group (executive directors, executive officers, operating officers, and other equivalent persons and employees; the same shall apply hereinafter), or persons who used to be business executors of the Group in the past ten (10) years
2. The Company's current major shareholders (shareholders who hold 10% or greater on a voting rights basis in their own name or in the name of others at the end of the most recent fiscal year of the Company) or their business executors
3. Major business partners of the Group that fall under any of the following items or business executors thereof
  - (i) Business partners to whom the Group provides products, etc., who have paid the Company 2% or greater of the Company's annual consolidated sales in the most recent fiscal year.
  - (ii) Business partners who provide products, etc. to the Group and have received payment of 2% or greater of the annual consolidated sales of those parties in the most recent fiscal year.
  - (iii) Financial institutions from which the Group borrows funds and from which the actual borrowing balance (after offsetting deposits) exceeds 2% of the Company's consolidated total assets at the end of the most recent three (3) fiscal years of the Company.
4. Persons who belong to an audit firm that is an accounting auditor of the Company or its consolidated subsidiaries
5. Parties (if it is an organization such as a corporation or association, etc., persons who belong to the relevant organization) who provide professional services such as consultants, lawyers, certified accountants, etc. who receive a large amount of money or other property\* from the Group in addition to officer compensation.
6. Parties who have received a large amount of donations from the Group (meaning the case of the annual amount exceeding 10 million yen in the most recent fiscal year) (if a party is a group such as a corporation or association, etc., a business executor of the relevant group)
7. Business executors of companies that have appointed a business executor of the Group as their officer
8. Those who used to fall under any of the above 2 to 7 in the past five (5) years
9. Spouses or relatives within the second degree of kinship of parties that fall under any of the above 1 to 7
10. Persons who have been in office as outside officers of the Company for ten (10) years or longer in total
11. Any other persons who have a risk of conflict of interest with general shareholders and have circumstances under which they are reasonably judged to be unable to perform duties as independent outside directors.

\* "Large amount of money or other property" is defined as follows.

If the party who provides professional services is an individual: those that exceed 10 million yen per year on average in the most recent three (3) years

If the party who provides professional services is a group: those that exceed 2% of consolidated sales or annual total income of the relevant group on average in the most recent three (3) business years

## (Reference) List of Officers After the Conclusion of this Meeting

If Proposal 2 “Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)” and Proposal 3 “Election of three (3) Directors who are Audit and Supervisory Committee Members” are approved and adopted in their original forms, officers of the Company after the conclusion of this Meeting will be as follows.

Position in the Company	Name	Responsibilities and significant concurrent positions outside the Company
Representative Director, Chairman	Kaoru Itoh	Chairman of the Board of Directors, CEO
Representative Director, President	Yasunori Maekawa	COO, General Manager of Corporate Management Head Office, General Manager of Sales Head Office, General Manager of Digital Transformation (DX) Promotion Division
Director	Kouei Watanabe	Managing Executive Officer, CTO (Chief Technical Officer), General Manager of Technology Management Head Office, in charge of Quality Assurance, Precision Components Business, Thermal Engineering Business, and EMC Business
Director	Takashi Ohashi	Managing Executive Officer, in charge of Information (IT), Global Procurement, Engineered Plastic Products Business, Casting Business, Marine and Industrial Business, and Camshaft Business, General Manager of Kashiwazaki Office
Outside Director	Eiji Hirano	Director, Vice Chairman of MetLife, Inc. Outside Director of NTT DATA Corporation
Outside Director	Koji Tanabe	Director of the Japan Asia Group Limited Specially-Appointed Professor of School of Environment and Society of Tokyo Institute of Technology Director of Intron Space Inc.
Director (Full-Time Audit and Supervisory Committee Member)	Akira Kunimoto	
Outside Director (Audit and Supervisory Committee Member)	Shuji Iwamura	Outside Auditor of CANON ELECTRONICS INC. Outside Corporate Auditor of The Hokkaido Bank, Ltd. Governor and Auditor of the Board of Governors of Government Pension Investment Fund Outside Director of Hayashikane Sangyo Co., Ltd. Attorney at T&K Partners
Outside Director (Audit and Supervisory Committee Member)	Osamu Honda	Outside Auditor of Kurimoto Ltd.

(Note) Kouei Watanabe will assume office as CTO (Chief Technical Officer) on June 25, 2021.