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(Securities Code: 5946) March 3, 2022

To our shareholders:

Kiyotaka Taneda, President **Chofu Seisakusho Co., Ltd.** 2-1, Chofu Ogi-machi, Shimonoseki-shi, Yamaguchi

## Notice of the 68th Annual General Meeting of Shareholders

We are pleased to announce the 68th Annual General Meeting of Shareholders of Chofu Seisakusho Co., Ltd. (the "Company"), which will be held as described below.

To prevent the spread of the novel coronavirus disease (COVID-19), for this General Meeting of Shareholders, we ask that our shareholders exercise the voting rights beforehand in writing or via the Internet, if at all possible, and refrain from attending the meeting in person regardless of their state of health.

Please exercise your voting rights after examining the attached Reference Documents for the General Meeting of Shareholders, by 6:00 p.m. on Thursday, March 24, 2022 (JST).

1. Date and Time: Friday, March 25, 2022, at 10:00 a.m. (JST)

2. Venue: Head Office of the Company

2-1, Chofu Ogi-machi, Shimonoseki-shi, Yamaguchi

3. Purpose of the Meeting

## Matters to be reported:

- 1. The Business Report, the Consolidated Financial Statements, and report on the result of the audit by the Financial Auditor and Audit and Supervisory Committee on the Consolidated Financial Statements for the 68th term (January 1, 2021 to December 31, 2021)
- 2. The Non-Consolidated Financial Statements for the 68th term (January 1, 2021 to December 31, 2021)

## Matters to be resolved:

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Partial Amendment to the Articles of Incorporation

Proposal No. 3 Election of Nine Directors (Excluding Audit and Supervisory Committee Members)

Proposal No. 4 Election of Three Directors Who Are Audit and Supervisory Committee Members

#### 4. Information on Exercise of Voting Rights:

#### (1) Exercise of voting rights in writing (via postal mail)

Please indicate whether you agree or not to the proposals on the enclosed Voting Form, and return it so that it arrives by 6:00 p.m. on Thursday, March 24, 2022.

### (2) Exercise of voting rights via the Internet

Please exercise your voting rights via the Internet by 6:00 p.m. on Thursday, March 24, 2022, with reference to the "Information on Exercising Voting Rights via the Internet" (Japanese only).

#### (3) Treatment of multiple exercises of voting rights

In the event that you exercise your voting rights both in writing (via postal mail) and via the Internet, exercise of voting rights via the Internet shall be deemed effective. If you exercise your voting rights more than once via the Internet, the latest exercise shall be upheld as valid. If you exercise your voting rights more than once by using your personal computer or smartphone, the latest exercise shall be upheld as valid.

- If attending, please bring the enclosed Voting Form and submit it at the reception desk on the day of the meeting.
- Note that if there are any modifications in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, or the Consolidated Financial Statements, they will be posted on our website (https://www.chofu.co.jp/).

### Measures to prevent the spread of COVID-19

- We ask for your cooperation in bringing and wearing a mask and in the use of alcohol disinfectant.
- We ask for your cooperation in having your temperature checked at the entrance of the venue. Those who are recognized as having a fever or who appear to be unwell may be asked to refrain from entering the venue.
- Staff members at the General Meeting of Shareholders will also be wearing masks and have their temperature and health checked.
- Please note that the Company has decided to forgo the custom of giving presents to the shareholders who attend the meeting. Thank you for your understanding.
- If future developments necessitate a major change in the way the General Meeting of Shareholders will be run, shareholders will be informed via our website (https://www.chofu.co.jp/).

#### Reference Documents for the General Meeting of Shareholders

# **Proposals and Reference Information**

## **Proposal No. 1** Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

The Company views the provision of appropriate profit returns to shareholders as one of the most important management issues, and our basic policy is to pay stable dividends while working to establish a sustainable and highly profitable structure for the entire Group, providing for investments aimed at growth, and strengthening the financial position.

In accordance with the above basic policy, the Company proposes to pay year-end dividends for the current fiscal year as follows:

- 1. Type of dividend property To be paid in cash.
- 2. Allotment of dividend property and their aggregate amount ¥18 per common share of the Company In this event, the total dividends will be ¥625,307,616.
- 3. Effective date of dividends of surplus March 28, 2022

## **Proposal No. 2** Partial Amendment to the Articles of Incorporation

### 1. Reason for proposal

Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 15, paragraph 1 in "Proposed amendments" below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 15, paragraph 2 in "Proposed amendments" below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned new establishment and deletion, supplementary provisions regarding the effective date, etc. will be established.

### 2. Content of amendment

The content of the amendment is as follows.

(Changes are underlined)

(Changes are underline		
Current Articles of Incorporation	Proposed amendments	
(Internet Disclosure and Deemed Provision of Reference		
Documents for the General Meeting of Shareholders, Etc.)		
Article 15.	<deletion></deletion>	
When the Company convenes a general meeting of		
shareholders, if it discloses information that is to be stated or		
presented in the reference documents for the general meeting of		
shareholders, business report, non-consolidated financial		
statements and consolidated financial statements through the		
Internet in accordance with the provisions prescribed by the		
Ministry of Justice Order, it may be deemed that the Company		
has provided this information to shareholders.		
	(Measures for Providing Information in Electronic Format, Etc.)	
<new establishment=""></new>	Article 15.	
	1 When the Company convenes a general meeting of	
	shareholders, it shall take measures for providing	
	information that constitutes the content of reference	
	documents for the general meeting of shareholders, etc. in	
	electronic format.	
	2 Among items for which the measures for providing	
	information in electronic format will be taken, the	
	Company may exclude all or some of those items	
	designated by the Ministry of Justice Order from	
	statements in the paper-based documents to be delivered to	
	shareholders who requested the delivery of paper-based	
	documents by the record date of voting rights.	
	(Supplementary Provisions)	
<new establishment=""></new>	1 The amendment to Article 15 of the Articles of Incorporation	
	shall be effective from September 1, 2022, the date of	
	enforcement of the revised provisions provided for in the	
	proviso to Article 1 of the Supplementary Provisions of the	
	Act Partially Amending the Companies Act (Act No. 70 of	
	2019) (hereinafter referred to as the "Date of Enforcement").	
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Current Articles of Incorporation	Proposed amendments	
	2 Notwithstanding the provision of the preceding paragraph,	
	Article 15 (Internet Disclosure and Deemed Provision of	
	Reference Documents for the General Meeting of	
	Shareholders, Etc.) of the Articles of Incorporation shall	
	remain effective regarding any general meeting of	
	shareholders held on a date within six months from the Date	
	of Enforcement.	
	3 These Supplementary Provisions shall be deleted on the date	
	when six months have elapsed from the Date of Enforcement	
	or three months have elapsed from the date of the general	
	meeting of shareholders in the preceding paragraph,	
	whichever is later.	

**Proposal No. 3** Election of Nine Directors (Excluding Audit and Supervisory Committee Members)

The terms of office of all nine Directors (excluding Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of nine Directors (excluding Audit and Supervisory Committee Members).

In addition, the Audit and Supervisory Committee has no particular statement for this proposal.

Candidates for election as Directors (excluding Audit and Supervisory Committee Members) are as follows:

Canuldates	101 CICCHOII as DIECCOIS (E	<u></u>	t and Supervisory Committee Members) are a	Number of the
Candidate	Name		mary, position and responsibility in the Company,	Company's shares
No.	(Date of birth)	and signif	ficant concurrent positions outside the Company	owned
		Feb. 1971	Joined the Company	
		Mar. 1985	Director and General Manager of Tokyo Sales	
1	Voque V avvalrami		Office	
	Yasuo Kawakami (December 21, 1946)	Mar. 1987	Director and Plant Manager of Utsunomiya	294,510 shares
			Plant	
		Dec. 1997	President	
		Mar. 2012	Chairman (current position)	
		Mar. 1979	Joined the Company	
		Mar. 2008	Director and General Manager of Engineering	
2	Kiyotaka Taneda		Department	3,200 shares
_	(February 3, 1955)	Apr. 2014	Managing Director	3,200 shares
		May 2018	Executive Director	
		Mar. 2019	President (current position)	
		Mar. 1978	Joined the Company	
		Mar. 2010	Director and General Manager of Sales	
2	Shuichi Nakamura	A 2010	Department at Shiga Plant	2 200 -1
3	(September 26, 1955)	Apr. 2010 Mar. 2014	Director and Plant Manager of Shiga Plant	3,200 shares
		Mar. 2014	Director and Plant Manager of Utsunomiya Plant	
		Apr. 2014	Managing Director (current position)	
		Mar. 1982	Joined the Company	
		Mar. 2013	Director and General Manager of Sales	
		17141. 2013	Department	
		Mar. 2015	Director, General Manager of Sales	
			Department, and General Manager of Fukuoka	
	T-11-: W/- 1-		Branch Office	
4	Takeshi Wada (April 28, 1957)	Mar. 2016	Director and General Manager of Sales	3,000 shares
			Department	
		Feb. 2021	Director	
			Seconded to Sunpot Co., Ltd.	
		Mar. 2021	Director of the Company (current position)	
			Seconded to Sunpot Co., Ltd.	
		Jan. 1982	Managing Director (current position)	
	Yoshiaki Egawa (October 8, 1957)	Mar. 2014	Joined the Company Director and General Manager of Production	
5		Wiai. 2014	Department	1,900 shares
3		Apr. 2014	Director and Executive General Manager of	1,700 shares
		7 tpi. 2011	Production Department (current position)	
6		Apr. 1985	Joined the Company	
	Tetsuro Hayashi	Mar. 2014	Director and General Manager of Tokyo Branch	2,900 shares
	(August 21, 1960)		Office (current position)	,
7		Oct. 2004	Joined the Company	
	Yasuhiro Kawakami (July 1, 1962)	Mar. 2014	Director and General Manager of Corporate	6,400 shares
			Administration Department	
		Feb. 2017	Director and Plant Manager of Shiga Plant	
		Feb. 2021	Director and General Manager of Sales	
			Department (current position)	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
8	Tadatoshi Mikubo (January 14, 1966)	Mar. 1995 Mar. 2021	Joined the Company Director and General Manager of Sales Department at Utsunomiya Plant (current position)	3,400 shares
9	Kazuyuki Nishijima (January 1, 1970)	Apr. 1994 Mar. 2021	Joined the Company Director (current position) Seconded to Osaka-Technocrat Co., Ltd. Managing Director (current position)	1,000 shares

Notes: 1. There is no special interest between any of the candidates and the Company.

- 2. Reasons for nomination as candidates for Director
  - After serving as President of the Company, of which office he assumed in 1997, Yasuo Kawakami currently oversees the Group in general as Chairman of the Company as well as Director of its subsidiary, Sunpot Co., Ltd., and has sufficient knowledge and experience required for management. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Since assuming the office of President of the Company in 2019, Kiyotaka Taneda oversees the Company's operations in general as President of the Company, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Shuichi Nakamura oversees the operations in general in Eastern Japan area as Managing Director of the Company, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Takeshi Wada oversees the operations in general of the Company's subsidiary, Sunpot Co., Ltd., as its Managing Director, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Yoshiaki Egawa oversees production department in general as Director of the Company, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Tetsuro Hayashi oversees sales in Tokyo Metropolitan area as Director of the Company, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to continue to appropriately conduct the duties as Director of the Company.
  - Yasuhiro Kawakami oversees sales in Western Japan area as Director of the Company, and has sufficient knowledge
    and experience required for management of the Company. Accordingly, the Company has determined that he will
    be able to continue to appropriately conduct the duties as Director of the Company.
  - Tadatoshi Mikubo oversees sales in Eastern Japan area as General Manager of Sales Department at Utsunomiya Plant, and has sufficient knowledge and experience required for management of the Company. Accordingly, the Company has determined that he will be able to appropriately conduct the duties as Director of the Company.
  - Kazuyuki Nishijima oversees the operations in general of the Company's subsidiary, Osaka-Technocrat Co., Ltd., as
    its Managing Director, and has sufficient knowledge and experience required for management of the Company.
    Accordingly, the Company has determined that he will be able to appropriately conduct the duties as Director of the
    Company.
- 3. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The liability insurance covers compensation for damages incurred by an insured person. Each candidate will be included as an insured person under this insurance agreement. Furthermore, at the time of the next renewal, the Company plans to renew the liability insurance agreement without changes to the terms and conditions.

## **Proposal No. 4** Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for election as Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	* Shigeru Imuta (April 28, 1961)	Mar. 1984 July 2015	Joined the Company General Manager of Engineering Department (current position)	400 shares
2	Hiroshi Yamamoto (March 1, 1958)	Apr. 1985 Apr. 1988 Mar. 2000 Mar. 2016	Registered as an attorney at law Opened Hiroshi Yamamoto Law Office, Director (current position) Audit & Supervisory Board Member of the Company Outside Director who is an Audit and Supervisory Committee Member (current position)	0 shares
3	* Keisuke Mukunashi (April 11, 1970)	Apr. 1995 June 2019 June 2020 June 2021	Joined The Yamaguchi Bank, Ltd.  Executive Officer of Yamaguchi Financial Group, Inc.  President, Representative Director and Group COO President, Representative Director and Group CEO (current position)	0 shares

Notes:

- 1. New candidates are indicated by an asterisk (\*).
- 2. There is no special interest between any of the candidates and the Company.
- 3. Hiroshi Yamamoto and Keisuke Mukunashi are candidates for outside Director.
- 4. Reasons for nomination as candidates for Director or outside Director who is an Audit and Supervisory Committee Member
  - The reason for nominating Shigeru Imuta as a candidate for Director who is an Audit and Supervisory Committee Member is that the Company has determined that he will be able to appropriately conduct the duties as Director who is an Audit and Supervisory Committee Member because he has served as General Manager of Engineering Department as the person in charge of the Company's engineering department and has sufficient knowledge and experience required for the sound and appropriate operation of the Company.
  - Hiroshi Yamamoto is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been six years. The reason for nominating him as a candidate for outside Director is that the Company has determined that he will be able to appropriately conduct the duties as outside Director who is an Audit and Supervisory Committee Member because he has abundant experience and a track record as an attorney at law, despite having no experience of involvement in the management of a company except as an outside officer.
  - The reason for nominating Keisuke Mukunashi as a candidate for outside Director is that the Company has determined that he will be able to appropriately conduct the duties as outside Director who is an Audit and Supervisory Committee Member because he has abundant experience and broad insight as a corporate manager in financial institutions.
- 5. The Company has submitted notification to the Tokyo Stock Exchange that Hiroshi Yamamoto has been designated as an independent officer as provided for by the aforementioned exchange, and he will continue to serve as an independent officer if he is appointed as originally proposed. In addition, please note that Keisuke Mukunashi will also serve as an independent officer.
- 6. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The liability insurance covers compensation for damages incurred by an insured person. Each candidate will be included as an insured person under this insurance agreement. Furthermore, at the time of the next renewal, the Company plans to renew the liability insurance agreement without changes to the terms and conditions.