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(Stock Exchange Code 7972) March 8, 2022

### To Shareholders with Voting Rights:

President Yoshiro Hirai ITOKI CORPORATION Head Office: 1-6-11 Awajimachi, Chuo-ku, Osaka

# NOTICE OF

# THE 72ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

The 72nd Ordinary General Meeting of Shareholders of ITOKI CORPORATION (the "Company") will be held for the purposes stated below.

Instead of attending the meeting, you can exercise your voting rights by either of the methods below. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

### [Exercise of your voting rights in writing]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by post so that it can reach us by 5:45 p.m. on Wednesday, March 23, 2022.

## [Exercise of your voting rights by electromagnetic method (via the Internet, etc.)]

Please exercise your voting rights by 5:45 p.m. on Wednesday, March 23, 2022, in accordance with the "Guidance on the Exercise of Your Voting Rights by Electromagnetic Method via the Internet, Etc." on page 6 of the Japanese original.

1. Date and Time:	Thursday, March 24, 2022, at 10 a.m. Japan time (Doors open at 9 a.m.)
2. Place:	Conference hall on the 9th floor of the Company's Osaka Showroom located at 1-6-11 Awajimachi, Chuo-ku, Osaka, Japan (Please refer to the map at the end of this notice.)
3. Meeting Agenda:	
Matters to be reported	<ol> <li>The Business Report, Consolidated Financial Statements for the Company's 72nd Fiscal Year (January 1, 2021–December 31, 2021) and results of audits by the Accounting Auditor and the Audit &amp; Supervisory Board of the Consolidated Financial Statements</li> <li>Non-Consolidated Financial Statements for the Company's 72nd Fiscal Year (January 1, 2021–December 31, 2021)</li> </ol>
Proposals to be resolved	d:
Proposal 1:	Appropriation of Surplus
Proposal 2:	Partial Amendments to the Articles of Incorporation
Proposal 3:	Election of Seven (7) Directors
Proposal 4:	Election of One (1) Substitute Audit & Supervisory Board Member

# 4. Other Matters concerning the Meeting

- (1) If you wish to attend the meeting by a proxy, please present the shareholder's Voting Rights Exercise Form and a letter of proxy.
- (2) If you exercise your voting rights both in writing and by electromagnetic method (via the Internet, etc.), your voting rights exercised by electromagnetic method shall be treated as the valid vote.
- (3) If you exercise your voting rights more than once by electromagnetic method (via the Internet, etc.), the last exercise of your voting rights shall be treated as the valid vote.
- $\bigcirc$  If attending the meeting in person, please present the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents to be provided together with this convocation notice, the Matters Concerning Stock Acquisition Rights, etc., Systems for Ensuring Appropriate Business Operations and Outline of their Operational Status in the Business Report, Consolidated Statement of Changes in Net Assets, the notes to the Consolidated Financial Statements, Non-Consolidated Statement of Changes in Net Assets and the notes to the Non-Consolidated Financial Statements are disclosed on the Company's Web site (https://www.itoki.jp/) and not provided herewith pursuant to the applicable law and Article 16 of the Company's Articles of Incorporation.
- If any revisions are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, the revised versions will be posted on the Company's Web site (https://www.itoki.jp/).

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

## **Proposals and Reference Information**

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, we would like to propose the following.

Matters concerning the year-end dividend

The Company recognizes profit distribution as an important managerial issue and makes it a basic policy to ensure the continuous and stable payment of dividends to shareholders based on comprehensive consideration of its status of earnings, enhancement of internal reserves and future development of business operations from a long-term perspective. In line with this policy, we would like to propose the payment of the year-end dividend for the fiscal year ended December 31, 2021, as follows.

- (1) Type of dividend property: Cash
- (2) Matters concerning the allotment of dividend property and the total amount thereof: ¥15 per share of common stock of the Company In that case, total cash dividends will be ¥678,096,600.
- (3) Date on which the dividend of surplus will become effective: March 25, 2022

## Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

A system for providing general shareholder meeting materials in electronic format will be implemented with the enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) on September 1, 2022. Accordingly, the Company intends to amend the Articles of Incorporation as follows.

- (1) Amended Article 16, Paragraph 1 provides for taking electronic provision measures for information contained in the reference documents, etc. for the general meeting of shareholders.
- (2) Amended Article 16, Paragraph 2 establishes a provision for limiting the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provision for the internet-based disclosure of reference data for general meeting of shareholders (Article 16 of the current Articles of Incorporation) is deleted as it is no longer necessary.
- (4) With the establishment and deletion of the above-mentioned provisions, supplementary provisions related to the effective date, etc. are established. These supplementary provisions shall be deleted after the lapse of a predetermined period of time.

### 2. Details of the amendments

The details of the amendments are as follows.

			(Amended parts are underlined.)
Cu	rrent Articles of Incorporation		Proposed Amendments
Article 16	(Internet-based Disclosure of Reference Data for General Meeting of Shareholders) In convening a general meeting of shareholders, the Company may deem to have supplied information about matters to be stated or indicated in reference-documents for the general meeting, business reports, financial statements and consolidated financial statements to shareholders, by disclosing the information via an Internet-used method in accordance with the applicable Ordinance of the Ministry of Justice.	(Deleted) Article 16	

Current Articles of Incorporation	Proposed Amendments
	Supplementary Provisions
(Newly established)	Article 2 The deletion of Article 16
	(Internet-based Disclosure of Reference
	Data for General Meeting of
	Shareholders) of the current Articles of
	Incorporation and the establishment of
	Article 16 (Electronic Provision
	Measures, Etc.) in the amended Articles
	of Incorporation shall come into effect
	on the date of enforcement of the
	amended provisions stipulated in the
	proviso of Article 1 of the supplementary provisions of the Act Partially Amending
	the Companies Act (Act No. 70 of 2019)
	(the "Date of Enforcement").
	2. Notwithstanding the provision of the
	preceding paragraph, Article 16 of the
	current Articles of Incorporation shall
	remain in force with respect to any
	general meeting of shareholders to be
	held on a date within six months from
	the Date of Enforcement.
	3. These supplementary provisions shall be
	deleted after the lapse of six months
	from the Date of Enforcement or the
	lapse of three months from the date of
	the general meeting of shareholders set
	forth in the preceding paragraph,
	whichever is later.

## **Proposal 3:** Election of Seven (7) Directors

The terms of office of all seven (7) Directors—Masamichi Yamada, Yoshiro Hirai, Kenji Makino, Eiji Funahara, Yoshiaki Moriya, Hiroshi Nagata, and Shiro Nitanai—will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Director are as follows:

No.	Na	me	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Masamichi Yamada	Reappointment	Chairman	19 out of 19 meetings
2	Koji Minato	New appointment	Senior Advisor	_
3	Kenji Makino	Reappointment	Director, Senior Managing Executive Officer and General Manager, Planning Division	19 out of 19 meetings
4	Eiji Funahara	Reappointment	Director, Managing Executive Officer and General Manager, Production Division	19 out of 19 meetings
5	Yoshiaki Moriya	Reappointment	Director, Managing Executive Officer and General Manager, Administration Division	14 out of 14 meetings
6	Hiroshi Nagata	Reappointment           External Director           Independent Officer	External Director	19 out of 19 meetings
7	Shiro Nitanai	Reappointment External Director Independent Officer	External Director	19 out of 19 meetings

(Note) As Mr. Yoshiaki Moriya was appointed at the 71st Ordinary General Meeting of Shareholders held on March 24, 2021 and assumed the office of Director. Therefore, the status of his attendance at the Board of Directors meetings is based on the number of Board of Directors meetings that were held after his assumption of office.

No.	Name (Date of birth)	Career summary, p	positions and responsibilities, and significant concurrent positions	Number of shares of the Company held		
1	Masamichi Yamada (May 5, 1940) Reappointment Attendance at the Board of Directors meetings (FY2021) 19 out of 19 meetings (100%) Reason for	Chairman, Incorp Chairman, Japan	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) Director, The Mitsubishi Bank, Ltd. Managing Director, The Mitsubishi Bank, Ltd. Managing Director, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.) Senior Managing Director, The Bank of Tokyo-Mitsubishi, Ltd. Representative Director and Chairman, Mitsubishi Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) Full-Time Corporate Auditor, TOKYU CORPORATION Director of the Company Chairman of the Company (current) mrent positions] Plaza Medical Center for Health Care orated Foundation Tokyo Kenbikyo-In Facility Management Association	763,867		
	appointment as Director	Yamada has accur adequately fulfille	mulated abundant experience and deep insight in overall managem ed the roles of making decisions on the Company's important mana he execution of its business operations and was therefore reappoint	ent. He has agerial issues		
2	Koji Minato (May 21, 1970) New appointment Attendance at the Board of Directors meetings (FY2021) —	April 1994 July 2008 June 2010 June 2015 August 2018 August 2019 September 2021	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION (NTT) Joined Sun Microsystems Japan Senior Manager for Customer Support, Oracle Corporation Japan (Business integration with Sun Microsystems) Operating Officer, Chief of Staff, CEO Office, Oracle Corporation Japan Corporate Executive Officer, Executive Deputy President & COO, Oracle Corporation Japan Director, Member of the Board, Corporate Executive Officer, Executive Deputy President & COO, Oracle Corporation Japan Joined ITOKI CORPORATION; Senior Advisor (current)	7,981		
	Reason for appointment as Director	Mr. Koji Minato has a proven track record in a wide range of fields at a major telecomic company and major foreign IT companies. He had been leading the management of a c until just before he joined the Company as a senior advisor, and has accumulated abunc experience and deep insight. He is expected to push forward structural reforms to enhance earning power of the Company's business and advancement of business strategies base and was therefore newly appointed as a candidate for Director.				

No.	Name (Date of birth)	Career summary, p	Number of shares of the Company held			
3	Kenji Makino (January 8, 1957) Reappointment Attendance at the Board of Directors meetings (FY2021) 19 out of 19 meetings (100%)	April 1980 October 1992 December 2000 March 2004 January 2005 January 2010 January 2011 January 2012 January 2013 March 2015 January 2016 January 2019 January 2021	Joined the former ITOKI Co., Ltd. ("former ITOKI") General Manager, Okayama Branch of former ITOKI General Manager, Corporate Customer Sales Department of former ITOKI General Manager, Associated Companies Control Department of former ITOKI Transferred to, ITOKI TOKO Co., Ltd. (as President) Executive Officer and General Manager, Logistics Control Department Group of the Company Executive Officer and General Manager, Corporate Planning Control Department Group of the Company Executive Officer and General Manager, Planning Division of the Company Managing Executive Officer and General Manager, Planning Division of the Company Director, Managing Executive Officer and General Manager, Planning Division of the Company Director, Managing Executive Officer, General Manager, Planning Division, and General Manager, Construction and Logistics Department Group of the Company Director, Managing Executive Officer, General Manager, Planning Division, and General Manager, Construction and Logistics Department Group of the Company Director, Managing Executive Officer, General Manager, Planning Division, and General Manager, Business Reform Department Group of the Company Director, Senior Managing Executive Officer and General Manager, Planning Division of the Company	31,333		
	Reason for appointment as		o has abundant experience and deep insight from his career in corp of a group company. He has adequately fulfilled the roles of makin			
	Director					
	Director	the Company's important managerial issues and supervising the execution of its business operations				
		and was therefore	e reappointed as a candidate for Director.			

No.	Name (Date of birth)	Career summary,	Number of shares of the Company held			
4	Eiji Funahara (March 4, 1959) Reappointment Attendance at the Board of Directors meetings (FY2021) 19 out of 19 meetings (100%)	April 1982 June 2005 January 2008 January 2013 January 2014 January 2015 January 2016 January 2019 January 2020 March 2020 January 2021	Joined ITOKI CORPORATION (formerly Itoki Kosakusho Co., Ltd.) General Manager, Facilities Equipment Engineering Department of the Company General Manager, Electronic Equipment Device Manufacturing Plant of the Company General Manager, Facilities Equipment Engineering Department of the Company General Manager, Production Department Group, Production Division of the Company Executive Officer and General Manager, Production Department Group, Production Division of the Company Executive Officer and Deputy General Manager, Production Division and General Manager, Production Department Group of the Company Executive Officer and General Manager, Quality Assurance Division, Deputy General Manager, Production Division, and General Manager, Production Department Group of the Company Managing Executive Officer and General Manager, Production Division, General Manager, Quality Assurance Division, General Manager, Quality Assurance Division, and General Manager, Production Department Group of the Company Managing Executive Officer and General Manager, Production Division, General Manager, Quality Assurance Division, and General Manager, Production Department Group of the Company Director, Managing Executive Officer, General Manager, Production Division, General Manager, Production Department Group of the Company Director, Managing Executive Officer and General Manager, Production Division, General Manager, Production Department Group of the Company			
	Reason for	0	has been engaged in the business execution of production division	•		
	appointment as		ng abundant experience and deep insight. He has adequately fulfille			
	Director of making decisions on the Company's important managerial issues and supervising the execution of its business operations and was therefore reappointed as a candidate for Director					

No.	Name (Date of birth)	Career summary, p	positions and responsibilities, and significant concurrent positions	Number of shares of the Company held			
5	Yoshiaki Moriya (March 31, 1960) Reappointment Attendance at the Board of Directors meetings (FY2021) 14 out of 14 meetings (100%)	April 1982 July 1988 May 1992 October 1995 March 2006 April 2007 April 2009 October 2010 January 2011 January 2012 January 2015 March 2021	Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.) Seconded to The Export-Import Bank of Japan (currently Japan Bank for International Cooperation) International Planning Department of The Dai-Ichi Kangyo Bank, Limited Section Manager, Non-Japanese Sales Section at Hong Kong Branch of The Dai-Ichi Kangyo Bank, Limited General Manager, MITAKA Branch of Mizuho Bank, Ltd. General Manager, Personal Planning Department of Mizuho Bank, Ltd. General Manager, NAGOYA-CHUO Branch of Mizuho Bank, Ltd. Adviser, Mizuho Corporate Bank, Ltd. Joined ITOKI CORPORATION; Executive Officer and Deputy General Manager, Administration Division Executive Officer and General Manager, Administration Division of the Company Director, Managing Executive Officer and General Manager, Administration Division of the Company (current)	22,892			
	Reason for appointment as Director	(current) Mr. Yoshiaki Moriya has abundant experience and deep insight in financial institutions and the Company's administrative division. He has adequately fulfilled the roles of making decisions on the Company's important managerial issues and supervising the execution of its business operations as well as enhancing the function of the Board of Directors, and was therefore reappointed as a candidate for Director.					
6	Hiroshi Nagata (February 22, 1941) Reappointment External Director Independent Officer Attendance at the Board of Directors meetings (FY2021) 19 out of 19 meetings (100%) Reason for	April 1970 June 1996 June 1999 April 2002 June 2004 April 2005 March 2008 October 2018 December 2021 [Significant concu President and Rep	Joined MITSUI & CO., France Director, MITSUI & CO., LTD. ("MITSUI") Managing Director, MITSUI President, MITSUI & CO. EUROPE PLC Representative Director, Executive Vice President and Chemicals Group President, MITSUI Advisor to MITSUI Visiting Professor at Waseda University Graduate School of Commerce (MBA Course) External Director of the Company (current) President and Representative Director, CLEA Holdings Co., Ltd. (current) External Director, CLEA Japan, Inc. (current) rrent positions] presentative Director, CLEA Holdings Co., Ltd.	45,806			
	appointment as External Director and expected roles	Mr. Hiroshi Nagata has abundant experience and deep insight in corporate management. He has provided valuable opinions and advice on the management of the Company and monitored management from an independent perspective. He was therefore reappointed as a candidate for External Director.					

No.	Name (Date of birth)	Career summary, positions and responsibilities, an	Number of shares of the Company held			
7	Shiro Nitanai (August 7, 1958) Reappointment External Director Independent Officer Attendance at the Board of Directors meetings (FY2021) 19 out of 19 meetings (100%)	Holdings Co., Ltd.) October 2009 General Manager, Real Estate Division, Japan Post Holdings	Development Department, Japan Post (currently Japan Post Planning Department, Real Estate Co., Ltd. notion Department, JAPAN POST oncurrent position) n Lab (current) of Tsukuba (current) ersity (current)	3,800		
	Reason for					
	appointment as	design. He has provided valuable opinions and advice on the management of the Company and				
	External Director and	monitored management from an independent perspective. He was therefore reappointed as a				
	expected roles	candidate for External Director.				

(Notes)

1. There are no special interests between each candidate and the Company.

2. Mr. Hiroshi Nagata and Mr. Shiro Nitanai are candidates for External Director.

3. Mr. Hiroshi Nagata will have served as External Director of the Company for fourteen (14) years at the conclusion of this General Meeting of Shareholders. Mr. Shiro Nitanai will have served as External Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.

- 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with each of Mr. Hiroshi Nagata and Mr. Shiro Nitanai to limit the liability prescribed in Article 423, Paragraph 1 of said Act to the minimum amount stipulated by laws and regulations. The Company will continue the above-mentioned agreement with each of them if their election is approved.
- 5. The Company has entered into a directors and officers (D&O) liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Directors named as the insured. The insurance agreement covers Directors, Audit & Supervisory Board Members, and Executive Officers of the Company, and no premium is borne by the insured. Under the said insurance agreement, the insurance company shall cover damage that may arise as a result of the insured officers, etc. assuming liability for the execution of their duties or becoming subject to claims regarding pursuit of the said liability. Provided, however, that the agreement has certain exemptions, including cases where damage arising as a result of acts committed with the knowledge that they violate laws and regulations shall not be covered. All the candidates for Director will be included as the insured under the said insurance agreement. The Company plans to renew the said insurance agreement on January 1, 2023 during the terms of office of the candidates.
- 6. The Company designates Mr. Hiroshi Nagata and Mr. Shiro Nitanai as the independent officers provided for by the Tokyo Stock Exchange and has so reported to the said Exchange.

# [Reference]

The Company's "Standards of Independence for External Directors" are as follows.

The Company's External Directors shall not be

- 1. A person who executes the business of the Company or a subsidiary or an affiliate thereof currently or for the past ten (10) years;
- 2. A major shareholder who has 10% or more of the Company's voting rights or a person who executes the Company's business;
- 3. A person who executes the business of a major customer of the Company to which the Company's annual sales exceed 2% of the Company's consolidated net sales or a major supplier of the Company from which the Company's annual purchases exceed 2% of the supplier's consolidated net sales;
- 4. A person who executes the business of a major lender for the Company—a financial institution from which the Company's annual borrowings exceed 2% of the Company's total assets; or
- 5. A professional, such as a consultant, an accountant or a lawyer, who receives from the Company cash or other forms of property being worth ¥10 million or more a year, aside from directors' remuneration from the Company.
- Skills matrix after the General Meeting of Shareholders (plan) The skills matrix of the Board of Directors if the candidates for Director presented in this convocation notice are elected as originally proposed will be as follows.

	Corporate management	Finance Accounting	Legal affairs Risk management	Internationality	Marketing	Production R&D	Human resources development	ESG	DX
Masamichi									
Yamada	•			•	•			•	
Koji									
Minato	•			•	•			•	•
Kenji									
Makino	•	•			•		•		•
Eiji									
Funahara						•		•	
Yoshiaki									
Moriya		•	•	•	•			•	
Hiroshi									
Nagata	•			•					
Shiro									
Nitanai	•			•				-	

### Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for a situation where the number of External Audit & Supervisory Board Members fails to satisfy the number prescribed by laws and regulations, we would like to request the election of one (1) Substitute Audit & Supervisory Board Member. The resolution on this proposal shall be effective until the next Ordinary General Meeting of Shareholders.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

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

Name (Date of birth)	Career	summary, positions and significant concurrent positions	Number of shares of the Company held
Mitsuyoshi Koyama (August 10, 1962)	July 2014 July 2015 September 2015 [Significant con	Joined Tokyo Regional Taxation Bureau Fourth Large Enterprise Examination Department, Tokyo Regional Taxation Bureau Corporation Taxation Division, National Tax Agency Inspection Bureau, Financial Services Agency Litigation Officer, Okinawa Regional Taxation Office Litigation Officer, Tokyo Regional Taxation Bureau Worked at Ishida Tax Accounting Office Registered as Tax Accountant (current) Opened Koyama Tax Accountant Office (current) current positions] & Supervisory Board Member, DAIICHI JITSUGYO CO., LTD.	0

(Notes)

1. There are no special interests between the candidate and the Company.

- 2. Mr. Mitsuyoshi Koyama is a candidate for Substitute External Audit & Supervisory Board Member.
- 3. Mr. Mitsuyoshi Koyama was selected as a candidate for Substitute External Audit & Supervisory Board Member so that his professional knowledge as a tax accountant as well as experience as an outside audit & supervisory board member at another company can be reflected in the auditing system of the Company, although he has not been directly involved in corporate management.
- 4. The Company's Articles of Incorporation prescribe that, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may conclude a limited liability agreement with an Audit & Supervisory Board Member to limit the liability prescribed in Article 423, Paragraph 1 of said Act to the minimum amount stipulated by laws and regulations. If Mr. Mitsuyoshi Koyama's election is approved and he assumes the office of External Audit & Supervisory Board Members fails to satisfy the number prescribed by laws and regulations, the Company will enter into said limited liability agreement with him.
- 5. The Company has entered into a directors and officers (D&O) liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Audit & Supervisory Board Members named as the insured. The insurance agreement covers Directors, Audit & Supervisory Board Members, and Executive Officers of the Company, and no premium is borne by the insured. Under the said insurance agreement, the insurance company shall cover damage that may arise as a result of the insured officers, etc. assuming liability for the execution of their duties or becoming subject to claims regarding pursuit of the said liability. Provided, however, that the agreement has certain exemptions, including cases where damage arising as a result of acts committed with the knowledge that they violate laws and regulations shall not be covered. If Mr. Mitsuyoshi Koyama's election is approved and he assumes the office of External Audit & Supervisory Board Member, should a situation occur where the number of External Audit & Supervisory Board Members fails to satisfy the number prescribed by laws and regulations, he will be included as the insured under the said insurance agreement.
- 6. If Mr. Mitsuyoshi Koyama assumes the office of External Audit & Supervisory Board Member, the Company will designate him as the independent officer provided for by the Tokyo Stock Exchange and so report to the said Exchange.