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Securities Code: 6363

June 7, 2022

To Our Shareholders:

Kotaro Harada, Representative Director and President  
**Torishima Pump Mfg. Co., Ltd.**  
1-1-8, Miyata-cho, Takatsuki City, Osaka

## **Notice of Convocation of the 141st Annual General Meeting of Shareholders**

We hereby notify you that the 141st Annual General Meeting of Shareholders of Torishima Pump Mfg. Co., Ltd. (the “Company”) will be held as described below.

If you are unable to attend the meeting, please take your time to examine the Reference Documents for the General Meeting of Shareholders as set forth below, and exercise your voting rights by 5 p.m. on Friday, June 24, 2022 (JST) in accordance with the “Information on Exercising Voting Rights” on page 3 (in Japanese only).

- 1. Date and Time:** Tuesday, June 28, 2022 at 10 a.m. (JST) (Reception starts at 9 a.m.)
- 2. Venue:** Head office of the Company  
1-1-8, Miyata-cho, Takatsuki City, Osaka

### **3. Purpose**

#### **Items to be reported:**

1. Report on the content of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the 141st Fiscal Year (from April 1, 2021 to March 31, 2022)
2. Report on the audit results of the Consolidated Financial Statements by the accounting auditor and the Audit and Supervisory Committee for the 141st Fiscal Year

#### **Items to be resolved:**

- Proposal No. 1** Amendment to the Articles of Incorporation  
**Proposal No. 2** Election of Five Directors Who Are Not Members of Audit and Supervisory Committee  
**Proposal No. 3** Election of One Director Who Is a Member of Audit and Supervisory Committee

### **4. Exercising Voting Rights**

1. If you exercise your voting rights twice, in writing (by mail) and via the Internet, etc., we will assume that the vote via the Internet, etc. is the valid exercising of your voting rights.
2. If you exercise your voting rights multiple times via the Internet, etc., we will assume that the last exercising of voting rights is the valid exercising of voting rights.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Amendment to the Articles of Incorporation

##### 1. Reasons for the Proposal

Since 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) 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 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 of the Proposed Amendments shall be newly established as the Articles of Incorporation will be required to 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) Among items for which electronic provision measures are taken for information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 of the Proposed Amendments shall be newly established to allow the scope of items to be included in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to be limited to the scope specified by the applicable Ministry of Justice Order.
- (3) Since the provisions of Article 15 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required once the system for providing informational materials for the General Meeting of Shareholders in electronic format is introduced, they will be deleted.
- (4) Supplementary Provisions regarding the effective date of the aforementioned establishment and deletion of provisions will be established. These Supplementary Provisions shall be deleted after the expiration date.

##### 2. Details of the Amendments

The details of the amendments are as follows.

(Underlined parts indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15</u></p> <p><u>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.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15</u></p> <p><u>(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.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions (Newly established)</p>	<p><u>(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.</u></p> <p>Supplementary Provisions <u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and the establishment of Article 15 (Measures, etc. for Providing Information in Electronic Format) in the Articles of Incorporation shall be effective from September 1, 2022.</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any General Meeting of Shareholders held on a date within six months from September 1, 2022.</u></li> <li><u>3. The provisions of the paragraphs 1 through 3 shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 2 Election of Five Directors Who Are Not Members of Audit and Supervisory Committee**

The term of office of four current Directors who are not members of Audit and Supervisory Committee, Kotaro Harada, Koichiro Hamu, Hiroto Takahashi and Yutaka Fukuda, will expire at the conclusion of this Annual General Meeting of Shareholders.

Therefore, the Company proposes the election of five Directors who are not members of Audit and Supervisory Committee.

No opinion of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are not members of Audit and Supervisory Committee are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
1	Kotaro Harada (Born on October 2, 1961)  Re-election	Apr. 1984      Joined the Daiwa Bank, Ltd. (current Resona Bank, Limited) May 1997      Acting General Manager of the Trust Property Department July 1997      Joined the Company Aug. 1998      General Manager of the President's Office June 1999      Director Aug. 2000      General Manager of the President's Office and Deputy General Manager of the Sales Division June 2001      Managing Director and General Manager of the Sales Division June 2004      Representative Senior Managing Director June 2006      Representative Director, President & CEO (current position) (Significant concurrent positions outside the Company) None	62,765
Reasons for nomination as candidate Since assuming office as Representative Director and President in June 2006, Kotaro Harada has been demonstrating a strong leadership at the center of the management and striving to improve the Company Group's corporate value. Judging that he will keep playing an essential role to improve the mid- and long-term corporate value of the Company Group, we have decided to renominate him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
2	<p style="text-align: center;">Koichiro Hamu (Born on December 7, 1967)</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 1991      Joined the Company</p> <p>Apr. 2009      General Manager of the TGT Engineering Department</p> <p>Mar. 2011      General Manager of the Application Engineering Department and General Manager of the TGT Sales Department</p> <p>Apr. 2012      Executive Officer, General Manager of the Application Engineering Department, and General Manager of the TGT Sales Department</p> <p>Apr. 2013      Executive Officer and General Manager of the Engineering Division</p> <p>Apr. 2015      Managing Executive Officer and General Manager of the Engineering Division</p> <p>Apr. 2016      Managing Executive Officer, General Manager of the Engineering Division, and General Manager of the Research &amp; Development Department</p> <p>June 2017      Director</p> <p>Apr. 2019      Senior Managing Executive Officer, General Manager of the Corporate Strategy Bureau, General Manager of the Engineering Division, and General Manager of the Research &amp; Development Department</p> <p>June 2019      Representative Director (current position)</p> <p>Apr. 2020      Senior Managing Executive Officer, General Manager of the Corporate Strategy Bureau, and General Manager of the Support Division (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	24,014
<p>Reasons for nomination as candidate</p> <p>Koichiro Hamu has been mainly engaged in engineering and had served as a person who is responsible for the areas of R&amp;D and global sales involving with the planning and development of new products and the work to strengthen our overseas sales capabilities. In April 2020, he started pushing forward with work to accelerate the reform of the administration division. Judging that he will contribute to the improvement of the mid- and long-term corporate value of the Company Group utilizing his experience and knowledge, we have decided to renominate him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
3	<p style="text-align: center;">Yutaka Fukuda (Born on December 29, 1951)</p> <p style="text-align: center;">Re-election</p>	<p>Oct. 1979      Joined the Company</p> <p>July 1997      General Manager of the General Affairs Department</p> <p>Apr. 2010      General Manager of the Internal Audit Department</p> <p>Nov. 2011      General Manager of the Administration Division of Torishima Pump (Tianjin) Co., Ltd.</p> <p>Apr. 2013      General Manager of the CSR Promotion Department and General Manager of the Internal Audit Department</p> <p>Apr. 2014      General Manager of the Internal Audit Department</p> <p>June 2014      Full-time member of Audit &amp; Supervisory Board</p> <p>June 2015      Director (Full-time member of Audit and Supervisory Committee)</p> <p>June 2021      Director (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>None</p>	19,888
<p>Reasons for nomination as candidate</p> <p>Yutaka Fukuda has been mainly engaged in the accounting and general affairs departments as well as internal audit business, and promoting the reinforcement of the governance system. He has also played a role in the startup and growth of the Chinese subsidiary. Judging that he will contribute to the improvement of the mid- and long-term corporate value of the Company Group utilizing his experience and knowledge, we have decided to renominate him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
4	<p>Toshimasa Iue (Born on December 3, 1962)</p> <p>New election Outside Director</p>	<p>Apr. 1989      Joined SANYO Electric Co., Ltd.  June 1996      Director  June 2002      Executive Vice President and Representative Director  June 2005      President and Representative Director  June 2007      Special Advisor  Feb. 2010      Deputy Chief Executive Officer of LIXIL Group Corporation  Apr. 2011      Director, Deputy Chief Executive Officer of LIXIL Corporation  June 2016      Director of LIXIL Group Corporation  July 2017      Advisor  June 2018      Outside Director who is a member of Audit and Supervisory Committee of Enplas Corporation (current position)  Aug. 2019      Outside Director of TAKARA &amp; COMPANY Ltd. (current position)  June 2020      Outside Director who is a member of Audit and Supervisory Committee of the Company (current position)  Outside Director of KAMEDA SEIKA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)  Outside Director who is a member of Audit and Supervisory Committee of Enplas Corporation  Outside Director of TAKARA &amp; COMPANY Ltd.  Outside Director of KAMEDA SEIKA CO., LTD.</p>	2,407
<p>Reasons for nomination as candidate and expected roles  Toshimasa Iue has held various important positions, including President and Representative Director, and has abundant experience as a manager and a wide range of knowledge and personal connections, and we have decided to nominate him as a new candidate for outside Director who is not a member of Audit and Supervisory Committee in the expectation that he will provide valuable opinions and suggestions on the management of the Company Group from a global perspective as an outside Director.  If he is elected, he will be appointed as a member of the Nomination and Remuneration Committee and will serve as an objective and neutral party in the nomination of the Company's executive candidates and the determination of executive remuneration and other matters.</p> <p>Matters pertaining to independence  TAKARA &amp; COMPANY Ltd., where Toshimasa Iue concurrently works, is a business partner of the Company through its subsidiary TAKARA PRINTING CO., LTD., but there is no economic dependence on TAKARA &amp; COMPANY Ltd. in light of the size and nature of the business transactions.  There are no transactions between the Company and Enplas Corporation or KAMEDA SEIKA CO., LTD.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
5	Rieko Ueda (Born on December 18, 1961)  New election Outside Director	Apr. 1984      Joined DAIKIN INDUSTRIES, LTD. Aug. 2001      Representative Director and President of Mothernet (current position) Apr. 2010      Specially Appointed Associate Professor of Faculty of Human Sciences at Konan Women's University Apr. 2016      Visiting Professor at Otomon Gakuin University (current position) (Significant concurrent positions outside the Company) Representative Director and President of Mothernet Visiting Professor at Otomon Gakuin University	0
<p>Reasons for nomination as candidate and expected roles</p> <p>As a business owner, Rieko Ueda has been working on the promotion of work-life balance and the promotion of women's activities. We have decided to nominate her as a new candidate for outside Director who is not a member of Audit and Supervisory Committee in the expectation that she will provide valuable opinions and suggestions on the management of the Company Group as an outside Director.</p> <p>If she is elected, she will be appointed as a member of the Nomination and Remuneration Committee and will serve as an objective and neutral party in the nomination of the Company's executive candidates and the determination of executive remuneration and other matters.</p> <p>Matters pertaining to independence</p> <p>There are no transactions between the Company and Mothernet or Otomon Gakuin University, where Rieko Ueda holds concurrent positions.</p>			

- Notes:
1. There is no special interest between each candidate and the Company.
  2. Toshimasa Iue and Rieko Ueda are candidates for outside Director.
  3. Toshimasa Iue is currently an outside Director who is a member of Audit and Supervisory Committee, and at the conclusion of this Annual General Meeting of Shareholders, his tenure will have been two years.
  4. The Company has entered into limited liability agreements with outside Directors pursuant to the provisions of Article 427, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If the election of Toshimasa Iue is approved, the limited liability agreement that the Company entered into with him will remain in effect. If the election of Rieko Ueda is approved, the Company plans to enter into the same limited liability agreement as the one with Toshimasa Iue with her.
  5. The Company has entered into an officers' and directors' liability insurance policy stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the insurance policy is listed on page 23 of the Business Report (in Japanese only). If the election of candidates for Directors who are not members of Audit and Supervisory Committee is approved, the Company plans to enter into a new insurance policy with the same terms to cover all candidates.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Toshimasa Iue has been designated as an independent officer as provided for by the aforementioned exchange. If the re-election of Toshimasa Iue and the election of Rieko Ueda are approved, the Company plans to continue the aforementioned notification and submit a new notification.



**Proposal No. 3 Election of One Director Who Is a Member of Audit and Supervisory Committee**

The term of office of the current Directors who are members of Audit and Supervisory Committee, Hiroshi Akiyama and Toshimasa Iue, will expire at the conclusion of the Annual General Meeting of Shareholders.

Therefore, the Company proposes the election of one Director who is a member of Audit and Supervisory Committee.

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

The candidate for Director who is a member of Audit and Supervisory Committee is as follows:

Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
<p style="text-align: center;">Hiroshi Akiyama (Born on August 6, 1969)</p> <p style="text-align: center;">Re-election Outside Director</p>	<p>Apr. 1994 Registered as a lawyer, Osaka Bar Association Joined Midosuji Law Firm (current Midosuji Legal Profession Corporation)</p> <p>Jan. 2003 Reorganized as the Legal Corporation and became a member attorney at law (current position)</p> <p>June 2016 Outside Director who is a member of Audit and Supervisory Committee of the Company (current position)</p> <p>Mar. 2021 Outside Audit &amp; Supervisory Board Member of Sunstar Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Representative member attorney at law of Midosuji Legal Profession Corporation Outside Audit &amp; Supervisory Board Member of Sunstar Inc.</p>	6,583
<p>Reasons for nomination as candidate and expected roles</p> <p>Hiroshi Akiyama has expertise and abundant experience in corporate legal affairs and governance as an attorney at law. He provides us with accurate proposals and advice at the Board of Directors meetings from an objective standpoint being independent from the management. Thus, we have decided to renominate him as a candidate for outside Director who is a member of Audit and Supervisory Committee in the expectation that he will contribute to the improvement of the mid- and long-term corporate value of the Company Group.</p> <p>If he is elected, he will be appointed as a member of the Nomination and Remuneration Committee and will serve as an objective and neutral party in the nomination of the Company's executive candidates and the determination of executive remuneration and other matters.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Hiroshi Akiyama is a candidate for outside Director.
  3. Hiroshi Akiyama is currently an outside Director who is a member of Audit and Supervisory Committee, and at the conclusion of this Annual General Meeting of Shareholders, his tenure will have been six years.
  4. The Company has entered into limited liability agreements with outside Directors pursuant to the provisions of Article 427, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If the election of Hiroshi Akiyama is approved, the limited liability agreement that the Company entered into with him will remain in effect.
  5. The Company has entered into an officers' and directors' liability insurance policy stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the insurance policy is listed on page 23 of the Business Report (in Japanese only). If the election of the candidate for Director who is a member of Audit and Supervisory Committee is approved, the Company plans to enter into a new insurance policy with the same terms to cover the candidate.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Hiroshi Akiyama has been designated as an independent officer as provided for by the aforementioned exchange. If the reelection of Hiroshi Akiyama is approved, the Company plans to renew the aforementioned notification.

(Reference) Skill Matrix

The Company is committed to responding to changes in the global environment to enhance its corporate value over the mid to long term, meeting the expectations of stakeholders, and becoming a global company that is integral to a sustainable society.

If Proposals 2 and 3 are approved, the expertise of each Director and the Nomination and Remuneration Committee members are as follows.

Skill Matrix Table of the knowledge and experiences of the Directors who constitute the Board of Directors and members of the Nomination and Remuneration Committee

	Name	Corporate Management	Global Business	Manufacturing Engineering R&D	Sales Marketing	HR/Labor HR Development	Finance Accounting	Legal Governance	Nomination and Remuneration Committee
Directors who are not members of Audit and Supervisory Committee	Kotaro Harada	○	○	○	○		○		○
	Koichiro Hamu	○	○	○		○			
	Yutaka Fukuda		○				○	○	
	Toshimasa Iue (Outside)	○	○		○	○			○
	Rieko Ueda (Outside)	○			○	○			○
Directors who are members of Audit and Supervisory Committee	Haruhisa Sumi					○		○	
	Hiroshi Akiyama (Outside)		○			○		○	○
	Soji Yamamoto (Outside)						○	○	○

\* The above list represents areas in which each person has more specialized knowledge based on his/her experience, etc., and does not represent all the knowledge he/she possesses.