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(Securities Code: 5331)
June 6, 2022

To Shareholders:

Hiroshi Kato
Representative Director & President
NORITAKE CO., LIMITED
3-1-36, Noritake-shinmachi, Nishi-ku,
Nagoya, Japan

CONVOCAATION NOTICE OF THE 141ST ANNUAL SHAREHOLDERS' MEETING

Dear Shareholders:

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

We hereby notify you that the 141st Annual Shareholders' Meeting of NORITAKE CO., LIMITED (the "Company") will be held as described below.

In the case of not attending the meeting, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the Shareholders' Meeting and exercise your voting rights by 5:15 p.m. on Monday, June 27, 2022, Japan time.

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m., Japan time
- 2. Place:** Head Office of the Company located at 3-1-36, Noritake-shinmachi, Nishi-ku, Nagoya, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 141st Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company's 141st Fiscal Year (April 1, 2021 - March 31, 2022)
 - Proposals to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of Six (6) Directors

4. Matters concerning the Exercise of Voting Rights:

If you exercise your voting rights both in writing and via the Internet, etc., the Company will only deem the exercise via the Internet, etc. valid.

Also, if you exercise your voting rights multiple times via the Internet, etc., the Company will only deem the last exercise valid. If you exercise your voting rights by a smartphone and personal computer, etc., the Company will only deem the last exercise valid.

- **When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.**

Reference Documents for the Shareholders' Meeting

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, Article 15 of the Articles of Incorporation shall be amended as follows. In addition, in connection with these changes, supplementary provisions related to the effective date, etc. shall be established.
- 1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the shareholders' meeting, etc. shall be provided electronically.
 - 2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
 - 3) The provisions related to the internet disclosure and deemed provision of the reference documents for the shareholders' meeting, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (2) In regard to the methods of advance notice concerning diverse exercise of voting rights, the content thereof shall be amended to allow the notice to be made via electromagnetic method.

2. Details of amendments

Current Articles of Incorporation and proposed amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 - Article 14 (Provisions omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders' Meeting, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a shareholders' meeting, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the shareholders' meeting, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	<p>Article 1 - Article 14 (Same as the current provisions)</p> <p style="text-align: center;"><Deleted></p>
<Newly established>	<u>(Measures for Electronic Provision, Etc.)</u>

	<p><u>Article 15 The Company shall, when convening a shareholders' meeting, provide information contained in the reference documents for the shareholders' meeting, etc. electronically.</u></p> <p>2) <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>Article 16 - Article 17 (Provisions omitted)</p> <p>(Diverse Exercise of Voting Rights)</p> <p>Article 18 In the case that shareholders intend to diversely exercise voting rights they hold, the shareholders must notify the Company <u>in writing</u> of their intention of exercising voting rights diversely and the reasons thereof not later than three days prior to the shareholders' meeting.</p>	<p>Article 16 - Article 17 (Same as the current provisions)</p> <p>(Diverse Exercise of Voting Rights)</p> <p>Article 18 In the case that shareholders intend to diversely exercise voting rights they hold, the shareholders must notify the Company <u>in writing or via electromagnetic method</u> of their intention of exercising voting rights diversely and the reasons thereof not later than three days prior to the shareholders' meeting.</p>
<p>Article 19 - Article 42 (Provisions omitted)</p>	<p>Article 19- Article 42 (Same as the current provisions)</p>
<p><Newly established></p>	<p><u>Supplementary provisions</u></p> <p>1) <u>The change in Article 15 of the Articles of Incorporation shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date").</u></p> <p>2) <u>Notwithstanding the provision of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders' Meeting, Etc.) of the Articles of Incorporation before amendments shall remain in force with respect to a shareholders' meeting to be held on a date within six months from the Effective Date.</u></p> <p>3) <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the shareholders' meeting set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Annual Shareholders' Meeting. Accordingly, the Company proposes the election of six (6) Directors.



In order to strengthen corporate governance and enhance management transparency, two (2) of the six (6) candidates are candidates for Directors (Outside).



The candidates for Directors are as follows:


No.	Name		Position (status) and assigned duties at the Company	Attendance at Board of Directors' meetings
1	Tadashi Ogura	Re-elected	Representative Director & Chairman	13/13 (100%)
2	Hiroshi Kato	Re-elected	Representative Director & President	13/13 (100%)
3	Akira Higashiyama	Re-elected	Director & Senior Managing Executive Officer Group General Manager of Industrial Products Group, Division General Manager of Sales Division	13/13 (100%)
4	Yuko Fuma	Re-elected	Director & Executive Officer In charge of General Administration Dept., Human Resources Dept., Legal Office and Secretary Office	13/13 (100%)
5	Masanao Tomozoe	Re-elected Director (Outside) Independent Director	Director (Outside)	13/13 (100%)
6	Ryoichi Yamamoto	Re-elected Director (Outside) Independent Director	Director (Outside)	10/10 (100%)


Director (Outside): Candidate for Outside Director

Independent: Candidate for Independent Officer as defined in the provisions set forth by Tokyo Stock Exchange, Inc., etc.

No.	Name (Date of birth)	Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s)	Number of shares of the Company held
1	 <p>Tadashi Ogura (January 7, 1951) 71 years old</p> <p><u>Re-elected</u></p> <p>Number of years served as Director: 17 years</p> <p>Attendance at Board of Directors' meetings 13/13 (100%)</p>	<p>April 1975 Joined the Company</p> <p>June 2005 Director of the Company</p> <p>April 2008 Director & Managing Executive Officer of the Company</p> <p>June 2010 Director & Senior Managing Executive Officer of the Company</p> <p>June 2011 Director & Vice President of the Company</p> <p>April 2012 Representative Director & Vice President of the Company</p> <p>June 2013 Representative Director & President of the Company</p> <p>June 2018 Representative Director & Chairman of the Company (currently in service)</p>	10,100
<p>[Reasons for nomination as a candidate for Director] Mr. Tadashi Ogura has been engaged in management of the Company for many years. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions and oversight functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director.</p>			
2	 <p>Hiroshi Kato (January 29, 1957) 65 years old</p> <p><u>Re-elected</u></p> <p>Number of years served as Director: 11 years</p> <p>Attendance at Board of Directors' meetings 13/13 (100%)</p>	<p>April 1979 Joined the Company</p> <p>June 2011 Director & Executive Officer of the Company</p> <p>June 2014 Director & Managing Executive Officer of the Company</p> <p>June 2017 Representative Director & Vice President of the Company</p> <p>June 2018 Representative Director & President of the Company (currently in service)</p>	6,700
<p>[Reasons for nomination as a candidate for Director] Mr. Hiroshi Kato has been engaged in management of the Company for many years. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions and oversight functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s)	Number of shares of the Company held
3	 <p>Akira Higashiyama (June 17, 1960) 61 years old</p> <p><u>Re-elected</u></p> <p>Number of years served as Director: 4 years</p> <p>Attendance at Board of Directors' meetings 13/13 (100%)</p>	<p>April 1986 Joined the Company</p> <p>June 2014 Executive Officer, Group General Manager of Engineering Group of the Company</p> <p>June 2017 Managing Executive Officer, Group General Manager of Engineering Group of the Company</p> <p>June 2018 Director & Managing Executive Officer, Group General Manager of Engineering Group of the Company</p> <p>April 2019 Director & Managing Executive Officer, Group Deputy General Manager of Industrial Products Group of the Company</p> <p>June 2019 Director & Senior Managing Executive Officer, Group Deputy General Manager & Division General Manager of Sales Division of Industrial Products Group of the Company</p> <p>April 2020 Director & Senior Managing Executive Officer, Group General Manager & Division General Manager of Sales Division of Industrial Products Group of the Company</p> <p>April 2021 Director & Senior Managing Executive Officer, Group General Manager of Industrial Products Group of the Company</p> <p>April 2022 Director & Senior Managing Executive Officer, Group General Manager & Division General Manager of Sales Division of Industrial Products Group of the Company (currently in service)</p>	1,684
<p>[Reasons for nomination as a candidate for Director] Mr. Akira Higashiyama has been engaged in management of the Engineering Group and the Industrial Products Group at the Company. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director.</p>			
4	 <p>Yuko Fuma (September 12, 1963) 58 years old</p> <p><u>Re-elected</u></p> <p>Number of years served as Director: 3 years</p> <p>Attendance at Board of Directors' meetings 13/13 (100%)</p>	<p>April 1986 Joined the Company</p> <p>February 2015 General Manager, Corporate Planning Office and Re-development Planning Office of the Company</p> <p>April 2017 General Manager, Corporate Planning Office, Corporate Administration Group of the Company</p> <p>June 2018 Executive Officer & Group Deputy General Manager of Corporate Administration Group, General Manager, Corporate Planning Office of the Company</p> <p>April 2019 Executive Officer & Group General Manager of Corporate Administration Group, General Manager, Corporate Planning Office of the Company</p> <p>June 2019 Director & Executive Officer, Group General Manager of Corporate Administration Group of the Company</p> <p>April 2022 Director & Executive Officer, in charge of General Administration Dept., Human Resources Dept., Legal Office and Secretary Office of the Company (currently in service)</p>	100
<p>[Reasons for nomination as a candidate for Director] Ms. Yuko Fuma has been engaged in corporate administration at the Company. Based on her wealth of experience and achievements, she is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated her as a candidate for Director.</p>			

No.	Name (Date of birth)	Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s)	Number of shares of the Company held
5	 <p>Masanao Tomozoe (March 25, 1954) 68 years old</p> <p><input type="checkbox"/> Re-elected</p> <p><input type="checkbox"/> Candidate for Director (Outside)</p> <p><input type="checkbox"/> Independent Director</p> <p>Number of years served as Outside Director: 3 years</p> <p>Attendance at Board of Directors' meetings 13/13 (100%)</p>	<p>April 1977 Joined Toyota Motor Sales Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>June 2005 Managing Officer of TOYOTA MOTOR CORPORATION</p> <p>April 2011 Senior Managing Officer of TOYOTA MOTOR CORPORATION</p> <p>June 2012 Senior Vice President of Toyota Motor North America, Inc. President & Representative Director of Toyota Motor Sales & Marketing Co., Ltd.</p> <p>June 2015 President & CEO of CENTRAL JAPAN INTERNATIONAL AIRPORT COMPANY, LIMITED</p> <p>June 2019 Outside Audit & Supervisory Board Member of Toyota Industries Corporation (currently in service)</p> <p>June 2019 Outside Audit & Supervisory Board Member of Daihatsu Motor Co., Ltd. (currently in service)</p> <p>June 2019 Director (Outside) of the Company (currently in service)</p> <p>March 2020 Member of the Board of Directors (Outside) of HOSHIZAKI CORPORATION (currently in service)</p> <p>(Significant concurrent post(s) at other organization(s))</p> <p>Outside Audit & Supervisory Board Member of Toyota Industries Corporation</p> <p>Outside Audit & Supervisory Board Member of Daihatsu Motor Co., Ltd.</p> <p>Member of the Board of Directors (Outside) of HOSHIZAKI CORPORATION</p>	0
<p>[Reasons for nomination as a candidate for Director (Outside) and expected roles, etc.]</p> <p>Mr. Masanao Tomozoe has many years of experience as an executive manager at TOYOTA MOTOR CORPORATION and Central Japan International Airport Co., Ltd. Utilizing his wealth of experience of corporate management and global knowledge, he has been fulfilling his role appropriately, such as contributing to the strengthening of the oversight functions of the Board of Directors and providing advice from wide-ranging management perspectives. Thus, the Company nominated him as a candidate for Director (Outside). In addition, as a member of the Nomination and Compensation Committee, he actively expresses his opinions from an objective and neutral standpoint regarding the selection of candidates for officers of the Company and determination of the compensation of officers, etc.</p> <p>[Matters concerning independence]</p> <p>Mr. Masanao Tomozoe worked for TOYOTA MOTOR CORPORATION, which is a trading partner of the Company. However, the annual amount of transactions with TOYOTA MOTOR CORPORATION accounts for less than 1%, an insignificant proportion, of the Company's consolidated net sales. Therefore, the Company judges that conflict of interest is unlikely to occur between him and general shareholders and he is deemed independent. Thus, the Company has designated him as an independent director stipulated by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. and notified them of the designation of Mr. Masanao Tomozoe as an independent director.</p>			

No.	Name (Date of birth)	Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s)	Number of shares of the Company held
6	 <p>Ryoichi Yamamoto (March 27, 1951) 71 years old</p> <p>Re-elected</p> <p>Candidate for Director (Outside)</p> <p>Independent Director</p> <p>Number of years served as Outside Director: 1 year</p> <p>Attendance at Board of Directors' meetings 10/10 (100%)</p>	<p>April 1973 Joined The Daimaru, Inc. (currently Daimaru Matsuzakaya Department Stores Co.Ltd.)</p> <p>May 2003 President and COO and General Manager of Department Store Operations of Group Headquarters of The Daimaru, Inc.</p> <p>September 2007 Director of J. Front Retailing Co., Ltd. Director of Matsuzakaya Co., Ltd. (currently Daimaru Matsuzakaya Department Stores Co.Ltd.)</p> <p>March 2010 President and Representative Director of Daimaru Matsuzakaya Department Stores Co., Ltd.</p> <p>April 2013 President and Representative Director of J. FRONT RETAILING Co., Ltd.</p> <p>May 2017 Director, President and Representative Executive Officer of J. FRONT RETAILING Co., Ltd.</p> <p>May 2020 Director and Chairperson of the Board of Directors of J. FRONT RETAILING Co., Ltd. (currently in service)</p> <p>June 2021 Outside Director of Daido Steel Co., Ltd. (currently in service)</p> <p>June 2021 Director (Outside) of the Company (currently in service)</p> <p>(Significant concurrent post(s) at other organization(s)) Director and Chairperson of the Board of Directors of J. FRONT RETAILING Co., Ltd. Outside Director of Daido Steel Co., Ltd.</p>	300
<p>[Reasons for nomination as a candidate for Director (Outside) and expected roles, etc.] Mr. Ryoichi Yamamoto has many years of experience as an executive manager at Daimaru Matsuzakaya Department Stores Co., Ltd. and J. FRONT RETAILING Co., Ltd. Utilizing his wealth of experience and knowledge in corporate management, he has been fulfilling his role appropriately, such as contributing to the strengthening of the oversight functions of the Board of Directors and providing advice from wide-ranging management perspectives. Thus, the Company nominated him as a candidate for Director (Outside). In addition, as a member of the Nomination and Compensation Committee, he expresses his opinions from an objective and neutral standpoint regarding the selection of candidates for officers of the Company and determination of the compensation of officers, etc.</p> <p>[Matters concerning independence] Mr. Ryoichi Yamamoto worked for Daimaru Matsuzakaya Department Stores Co., Ltd., which is a trading partner of the Company. However, the annual amount of transactions with Daimaru Matsuzakaya Department Stores Co., Ltd. accounts for less than 1%, an insignificant proportion, of the Company's consolidated net sales. In addition, there are no business transactions between the Company and J. FRONT RETAILING Co., Ltd., where he serves as Director and Chairperson of the Board of Directors. Therefore, the Company judges that conflict of interest is unlikely to occur between him and general shareholders and he is deemed independent. Thus, the Company has designated him as an independent director stipulated by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. and notified them of the designation of Mr. Ryoichi Yamamoto as an independent director.</p>			

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. The Company has entered into a liability limitation agreement with Mr. Masanao Tomozoe and Mr. Ryoichi Yamamoto, which limits their liabilities for damages under Article 423, Paragraph 1 of the Companies Act, based on the provisions of Article 427, Paragraph 1 of the Act. The maximum amount of liability for damages pursuant to the agreement is the minimum liability amount stipulated by laws and regulations.
3. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph

1 of the Companies Act with an insurance company, which will cover any damages, etc. in the event that the insured directors and officers are to bear liability for damages resulting from their duties. However, the agreement does include certain exemption clauses, such as no compensation being given for damages caused by a criminal act by the insured or damages caused by the insured by acts in violation of laws or regulations that were carried out with the knowledge of their illegality. If the candidates assume the position of Directors, each of them will be insured under the insurance agreement, which is to be renewed during their terms of office.

(Reference) Expertise and Experience of Directors and Audit & Supervisory Board Members after this Annual Shareholders' Meeting (Skills Matrix)

Name		Expertise and experience						
		Corporate management	Sales & marketing	Manufacturing, technology, R&D	Finance & Accounting	Human resources, labor affairs	Legal affairs, risk management	Global
Directors	Tadashi Ogura	○	○	○		○	○	
	Hiroshi Kato	○			○	○	○	○
	Akira Higashiyama	○	○	○				
	Yuko Fuma	○				○	○	○
	Masanao Tomozoe	○	○					○
	Ryoichi Yamamoto	○	○					
Audit & Supervisory Board Members	Sumihito Sago			○		○		
	Kazumasa Yoshida		○	○				
	Tatsuhiko Saruwatari	○		○			○	
	Takashi Morisaki	○			○			○