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Securities Code: 6753

June 7, 2022

SHARP CORPORATION

Notice of Convocation of the 128th Ordinary General Meeting of Shareholders

To Our Shareholders:

We hereby notify you of the convocation of the 128th Ordinary General Meeting of Shareholders as per the description below.

DESCRIPTION

1. Date and Time: Thursday, June 23, 2022, at 10:00 a.m.
(Reception will start at 9:00 a.m.)
2. Venue: 1 Takumi-cho, Sakai-ku, Sakai-shi, Osaka
Sharp Corporation (Multi-Purpose Hall)
3. Purpose of the Meeting:
Reporting: The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, Audit Reports of Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Committee for the 128th Term (from April 1, 2021 to March 31, 2022)

Matters to be Resolved:

- Proposal No.1: Election of Four (4) Directors (except the members of Audit & Supervisory Committee)
- Proposal No.2: Partial Amendments to the Articles of Incorporation

Reference Information Regarding Proposals**Proposal No. 1: Election of Four (4) Directors (except the members of Audit & Supervisory Committee)**

The terms of office of all the present four (4) Directors (except the members of Audit & Supervisory Committee. The same shall apply hereinafter in this proposal) will expire at the conclusion of this General Meetings of Shareholders. Therefore, Sharp nominates the following four (4) candidates of Directors with whom Sharp enters into a subscription agreement.

Regarding this proposal, consideration was made by Audit & Supervisory Committee, and there was no particular comment to be pointed out.

The candidates for the Directors are as follows and the asterisk (*) denotes the new candidates:

No.	Name of Candidate (Date of Birth)	Current Position (Significant Concurrent Position at Other Company)	Ownership of Sharp's Shares
1	*Po-Hsuan Wu (July 22, 1977)	• Deputy Chairman & Chief Executive Officer of sharp	0 share
2	*Masahiro Okitsu (August 3, 1957)	• Senior Executive Managing Officer, Head of Smart Life Group, Head of Digital Health Business Promotion Office of sharp	3,039 shares
3	Ting-Chen Hsu (November 29, 1963)	• Outside Director of sharp • Partner, Suwa Investment Holdings, LLC • Director, Cheng Mei Materials Technology Corporation	4,600 shares
4	*Chen-Wei Wang (November 29, 1954)	• Independent Director, Simplo Technology Co., Ltd. • Independent Director, Phison Electronics Corporation • Director, Taiwan Research Institute • Director, Industrial Technology Investment Corporation • Supervisory Board Member, Exyte GmbH. • Independent Director, Innolux Corporation (Jun/2022 scheduled to retire) • Director, New Frontier Foundation	0 share

(Notes)

- Mr. Ting-Chen Hsu and Mr. Chen-Wei Wang are candidates for Outside Directors, as stipulated by Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Company Act.

Remarks for the candidates of Outside Directors:

Mr. Ting-Chen Hsu:

Since Mr. Ting-Chen Hsu has been working in a job related to semiconductor and display, etc. and managed a company for many years, he is able to completely fulfill the expected roles as an Outside Director. For this reason, it is proposed that Mr. Ting-Chen Hsu would be elected.

Mr. Chen-Wei Wang:

Since Mr. Chen-Wei Wang has been working in a job related to computer, etc. and managed a company for many years, he is able to completely fulfill the expected roles as an Outside Director. For this reason, it is proposed that Mr. Chen-Wei Wang would be elected.

- Sharp plans to enter into a liability limitation agreement with Mr. Ting-Chen Hsu and Mr. Chen-Wei Wang which limits their liability within the extent stipulated by law.

3. The company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Company Act with an insurance company. In the event of a claim for damages submitted by a shareholder or a third party, etc., the said insurance agreement shall compensate for damages including compensation for damages and legal expenses to be borne by the insureds. The candidates will be included as insureds in the said insurance agreement. In addition, the Company plans to renew the agreement with details of the same degree at the time of next renewal.
4. Mr. Ting-Chen Hsu has served as an outside director for one year.

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons and contents of amendments.

With 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 come into force on September 1, 2022, the system for electronic provision of materials for general meeting of shareholders will be introduced. Accordingly, Sharp would like to amend the Articles of Incorporation.

Details are described in the following 2. “Details of Amendments”.

(1) Establishment of the Provisions Concerning Electronic Provision of Materials Concerning General Meeting of Shareholders

Sharp will establish the provision concerning electronic provision of information contained in the reference materials, etc. for the general meeting of shareholders and the provision concerning making it possible to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it to the scope stipulated by the ordinances of the Ministry of Justice. (New Establishment of Amended Article 14)

(2) Deletion of the Provision Concerning Internet Disclosure and Deemed Provision of Materials Concerning General Meeting of Shareholders

Sharp will delete the current Article 14 (Internet Disclosure and Deemed Provision of Materials Concerning General Meeting of Shareholders), since the article will become unnecessary after the system for electronic provision of materials for general meeting of shareholders is introduced. (Deletion of Current Article 14)

(3) Addition of Supplementary Provisions

In line with the above establishment and deletion of provisions, supplementary provisions related to the effectiveness of provisions shall be established. This supplementary provision shall be deleted after the due date.

2. Details of Amendments

Concrete details of amendments to the Articles of Incorporation are described as follows.

Proposed Amendments to the Articles of Incorporation

(Amended portions are underlined.)

Current Articles	Amended Articles
<p><u>(Internet Disclosure and Deemed Provision of Materials Concerning General Meeting of Shareholders)</u></p> <p><u>Article 14</u> <u>In convening a general meeting of shareholders, the Company may disclose information to be indicated or represented in reference materials for a general meeting of shareholders, business reports, financial documents and consolidated financial documents through the internet in accordance with the ordinance of the Ministry of Justice and this shall be deemed as provision to the shareholders.</u></p>	(deleted)

Current Articles	Amended Articles
<p>(new)</p>	<p><u>(Measures for Electronic Provision, etc.)</u> <u>Article 14</u></p> <p>(1)<u>In convening a general meeting of shareholders, the Company shall take measures for electronic provision of information contained in the reference materials, etc. for the general meeting of shareholders.</u></p> <p>(2)<u>Among the matters to be provided electronically, the Company may choose to omit all or some of the matters stipulated by the ordinances of the Ministry of Justice in documents to be delivered to shareholders who make a request for the delivery of hard copies by the record date of voting rights.</u></p>
<p>Supplementary Provisions</p> <p>(added)</p>	<p>Supplementary Provisions</p> <p><u>(Transitional Measures Concerning Measures for Electronic Provision, etc.)</u></p> <p>(1)<u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Materials Concerning General Meeting of Shareholders) of the Articles of Incorporation, before amendment, and the establishment of Article 14 (Measures for Electronic Provision, etc.) of the Articles of Incorporation, after amendment, shall come into effect on September 1, 2022, the date on which the amendment provision as stipulated 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 “Effective Date”).</u></p> <p>(2)<u>Notwithstanding the provision in the preceding paragraph, Article 14 (Internet Disclosure and Deemed Provision of Materials Concerning General Meeting of Shareholders) of the Articles of Incorporation, before amendment, shall remain in force with respect to a general meeting of shareholders to be held within six (6) months of the Effective Date.</u></p> <p>(3)<u>This supplementary provision shall be deleted on the later of the two dates: six (6) months from the Effective Date or three (3) months from the date of a general meeting of shareholders in the preceding paragraph.</u></p>

CONSOLIDATED BALANCE SHEET

(As of March 31, 2022)

(Millions of Yen)

ASSETS		LIABILITIES	
Current Assets	1,230,628	Current Liabilities	808,198
Cash and deposits	287,361	Notes and accounts payable - trade	379,394
Notes and accounts receivable – trade, and contract assets	487,160	Electronically recorded obligations- operating	42,980
Inventories	310,283	Short-term borrowings	54,300
Other	148,165	Accrued expenses	106,398
Allowance for doubtful accounts	(2,342)	Provision for bonuses	18,506
		Provision for product warranties	19,750
		Provision for loss on litigation	12,288
		Provision for sales promotion expenses	9,586
		Provisions for restructuring	174
		Other	164,817
Non-Current Assets	725,660		
Property, plant and equipment	418,260	Non-Current Liabilities	678,820
Buildings and structures	689,458	Long-term borrowings	572,270
Machinery, equipment and vehicles	1,191,042	Retirement benefit liability	73,630
Tools, furniture and fixtures	177,359	Other	32,919
Land	83,711		
Construction in Progress	18,395		
Other	48,109		
Accumulated depreciation	(1,789,815)	Total Liabilities	1,487,018
		NET ASSETS	
		Shareholders' Equity	445,094
		Share capital	5,000
		Capital surplus	108,623
		Retained earnings	345,218
		Treasury shares	(13,747)
		Accumulated Other Comprehensive	9,173
		Income	
		Valuation difference on available-for- sale securities	20,169
		Deferred gains or losses on hedges	1,835
		Foreign currency translation adjustment	(9,085)
		Remeasurements of defined benefit plans	(3,745)
		Share Acquisition Rights	304
		Non-controlling Interests	14,696
		Total Net Assets	469,269
Total Assets	1,956,288	Total Liabilities and Net Assets	1,956,288

(Note) Fractions rounded down to the nearest million yen.

CONSOLIDATED STATEMENT OF INCOME

(From April 1, 2021 to March 31, 2022)

(Millions of Yen)

Net Sales		2,495,588
Cost of sales		2,063,864
Gross profit		431,723
Selling, general and administrative expenses		347,006
Operating profit		84,716
Non-Operating Income		50,038
Interest and dividend income	4,126	
Other	45,911	
Non-Operating Expenses		19,790
Interest expenses	4,448	
Other	15,342	
Ordinary Profit		114,964
Extraordinary Income		12,993
Gain on sale of non-current assets	5,124	
Gain on sale of investment securities	631	
Gain on bargain purchase	182	
Gain on receipt of donated non-current assets	1,329	
Gain on sale of businesses	5,725	
Extraordinary Losses		38,156
Loss on sale and retirement of non-current assets	588	
Impairment losses	22,703	
Loss on valuation of investment securities	77	
Loss on sale of investment securities	7	
Loss on sale of shares of subsidiaries and associates	268	
Settlement payments	2,763	
Provision for loss on litigation	11,747	
Profit before income taxes		89,802
Income taxes-current		17,230
Income taxes-deferred		(1,184)
Profit		73,756
Profit (Loss) attributable to non-controlling interests		(234)
Profit attributable to owners of parent		73,991

(Note) Fractions rounded down to the nearest million yen.

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(From April 1, 2021 to March 31, 2022)

(Millions of Yen)

	Shareholders' Equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	5,000	109,126	289,551	(14,053)	389,624
Changes during period					
Dividends of surplus			(18,324)		(18,324)
Profit attributable to owners of parent			73,991		73,991
Change in ownership interest of parent due to transactions with non-controlling interests		(216)			(216)
Purchase of treasury shares				(8)	(8)
Disposal of treasury shares		(286)		314	28
Net changes in items other than shareholders' equity					
Total changes during period	—	(503)	55,667	306	55,470
Balance at end of period	5,000	108,623	345,218	(13,747)	445,094

	Accumulated Other Comprehensive Income					Share Acquisition Rights	Non-Controlling Interests	Total Net Assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance beginning of period	16,617	1,086	(39,362)	(17,617)	(39,275)	297	13,493	364,139
Changes during period								
Dividends of surplus								(18,324)
Profit attributable to owners of parent								73,991
Change in ownership interest of parent due to transactions with non-controlling interests								(216)
Purchase of treasury shares								(8)
Disposal of treasury shares								28
Net changes in items other than shareholders' equity	3,551	748	30,277	13,872	48,449	7	1,202	49,659
Total changes during period	3,551	748	30,277	13,872	48,449	7	1,202	105,129
Balance at end of period	20,169	1,835	(9,085)	(3,745)	9,173	304	14,696	469,269

(Notes) Fractions rounded down to the nearest million yen.

STATEMENT OF INCOME (based on non-consolidated results)

(From April 1, 2021 to March 31, 2022)

(Millions of Yen)

Net Sales		563,030
Cost of sales		467,965
Gross profit		95,064
Selling, general and administrative expenses		80,050
Operating profit		15,014
Non-Operating Income		105,930
Interest and dividend income	50,950	
Other	54,979	
Non-Operating Expenses		22,246
Interest expenses	4,002	
Provision of allowance for doubtful accounts	2,722	
Other	15,522	
Ordinary Profit		98,698
Extraordinary Income		32,032
Gain on sales of non-current assets	4,017	
Gain on receipt of donated non-current assets	1,245	
Refund of Provision for loss on business of subsidiaries and associates	26,769	
Extraordinary Losses		45,729
Loss on sale and retirement of non-current assets	232	
Loss on valuation of investment securities	65	
Loss on sale of investment securities	7	
Loss on valuation of stocks of subsidiaries and associates	29,930	
Loss on sale of shares of subsidiaries and associates	594	
Provision for business loss on subsidiaries and associates	388	
Settlement package	2,763	
Provision for loss on litigation	11,747	
Profit before income taxes		85,001
Corporate income, inhabitant and business taxes		1,391
Income taxes-deferred		2,019
Profit		81,590

(Note) Fractions rounded down to the nearest million yen.

STATEMENT OF CHANGES IN NET ASSETS (based on non-consolidated results)

(From April 1, 2021 to March 31, 2022)

(Millions of Yen)

	Shareholders' Equity						
	Share capital	Capital Surplus			Retained Earnings		
		Capital reserve	Other capital surplus	Total capital surplus	Other Retained Earnings		Total retained earnings
					Reserve for advanced depreciation on non-current assets	Retained earnings carried forward	
Balance at beginning of period	5,000	1,250	—	1,250	2,428	45,861	48,290
Changes during Period							
Dividends of surplus						(18,324)	(18,324)
Profit						81,590	81,590
Purchase of treasury shares							
Disposal of treasury shares			(286)	(286)			
Reduction due to company split			(12,934)	(12,934)			
Reversal of reserve for advanced depreciation of non-current assets					(70)	70	—
Other			17,900	17,900			
Net changes in items other than shareholders' equity							
Total changes during period	—	—	4,678	4,678	(70)	63,337	63,266
Balance at end of period	5,000	1,250	4,678	5,928	2,357	109,199	111,557

	Shareholders' Equity		Valuation and Translation Adjustments			Stock Acquisition Rights	Total Net Assets
	Treasury shares	Total shareholders' equity	Net unrealized holding gains on securities	Deferred gains on hedges	Total valuation and translation adjustments		
Balance at beginning of period	(14,053)	40,487	14,314	2,051	16,366	288	57,142
Changes during period							
Dividends of surplus		(18,324)					(18,324)
Profit		81,590					81,590
Purchase of treasury stock	(8)	(8)					(8)
Disposal of treasury shares	314	28					28
Reduction due to company split		(12,934)					(12,934)
Reversal of reserve for advanced depreciation on non-current assets		—					—
Other		17,900					17,900
Net changes in items other than owners' equity			2,929	162	3,091	7	3,099
Total changes during period	306	68,251	2,929	162	3,091	7	71,350
Balance at end of period	(13,747)	108,738	17,243	2,214	19,457	296	128,492

(Notes) Fractions rounded down to the nearest million yen.