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(Stock Exchange Code 6861)
May 26, 2023

To Shareholders with Voting Rights:

Yu Nakata
President and Representative Director
Keyence Corporation
1-3-14 Higashinakajima, Higashiyodogawa-
ku, Osaka City

**NOTICE OF CONVOCATION OF
THE 54th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified of the 54th Annual General Meeting of Shareholders of Keyence Corporation (the “Company”). The meeting will be held for the purposes as described below.

The Company has, for convening the Annual General Meeting of Shareholders, provided information contained in the reference documents for the general meeting of shareholders, etc. electronically (Electronic Provision Measures Matters). The information has been placed on the Company’s website. Please access the following website to check it.

The Company’s website: <https://www.keyence.co.jp/company/financial-info> (available in Japanese only)
(Please access the above website, and click an applicable article in “Disclosure.”)

In addition to the Company’s website, the Electronic Provision Measures Matters have been placed on the website of Japan Exchange Group.

Japan Exchange Group’s website: <https://www.jpx.co.jp/english/>

(Please access the above website, enter “Keyence” or its securities code “6861” to search in Listed Company Search, click on “Basic information” and then “Documents for public inspection/PR information,” and check “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting” in “Field of information available for public inspection.”)

If you do not attend the meeting, you may exercise your voting rights in writing or by electromagnetic means. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by no later than 5:15 p.m. (JST) on Tuesday, June 13, 2023.

- 1. Date and Time:** Wednesday, June 14, 2023 at 9:30 a.m. (JST)
- 2. Place:** Takatsuki Arts Theatre (3F Conference Room, North Building)
2-33, Nomi-cho, Takatsuki City, Osaka
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 54th Fiscal Year (March 21, 2022 - March 20, 2023)
 2. Results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 54th Fiscal Year

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Nine (9) Directors

Proposal 3: Election of One (1) Audit & Supervisory Board Member

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

4. Matters Decided in Connection with this Convocation (Guide to Exercising Voting Rights)

In case of exercising your voting rights in writing (by postal mail), if neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for the proposal.

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When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk. Furthermore, when the Electronic Provision Measures Matters are revised, the matters before and after the revision will be posted on the Company's website and Japan Exchange Group's website shown above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to take steps to enhance dividends to shareholders, while also maintaining a stable dividend, and at the same time securing the necessary internal reserves for future business development and the strengthening of the management structure. Based on this basic policy, the Company intends to pay a year-end dividend and otherwise distribute surplus as follows, taking into consideration trends in business performance in the fiscal year under review and the outlook for the future business environment.

1. Items Related to the Year-end Dividend

- 1) Type of dividend property
Cash

- 2) Items related to the allocation of dividend property and its total amount
150 yen per common share of the Company
Total of 36,378,896,550 yen

As the Company has paid an interim dividend of 150 yen per share, the annual dividend for the fiscal year under review will be 300 yen per share.

- 3) Effective date of distribution of surplus
June 15, 2023

2. Other Items Related to the Appropriation of Surplus

- 1) Surplus item to be increased and its amount
General reserve 241,000,000,000 yen
- 2) Surplus item to be decreased and its amount
Retained earnings brought forward 241,000,000,000 yen

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine (9) Directors (including three (3) Outside Directors) are proposed.

In relation to nomination of the candidates for Directors, we have received a proposal from the nomination and compensation committee, which is an advisory body for the Company's Board of Directors, and in which Independent Directors/Auditors account for a majority of all the committee members.

The candidates for Director are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takemitsu Takizaki (June 10, 1945) (Male)	March 1972 May 1974 December 2000 March 2015 Founded Lead Electric Established Lead Electric Co., Ltd. (currently Keyence Corporation) President and Representative Director Chairman and Representative Director Honorary Chairman and Director (current position)	7,654,472
2	Yu Nakata (July 26, 1974) (Male)	April 1997 June 2018 June 2019 December 2019 Joined the Company General Manager, Sensor Division Director; General Manager, Sensor Division; and General Manager, Strategic Business Development Division President and Representative Director (current position)	500
3	Akiji Yamaguchi (April 14, 1971) (Male)	April 1994 August 2016 June 2017 Joined the Company General Manager, R & D Enhancement Division Director and General Manager, R & D Enhancement Division (current position)	—
4	Hiroaki Yamamoto (September 24, 1973) (Male)	April 1997 March 2021 June 2021 Joined the Company General Manager, Corporate Planning & Coordination Department; and General Manager, Business Support Division Director; General Manager, Corporate Planning & Coordination Department; and General Manager, Business Support Division (current position)	—
5	Tetsuya Nakano (April 10, 1981) (Male)	April 2004 March 2020 June 2021 Joined the Company General Manager, Control System Division General Manager, Control System Division; and General Manager, Strategic Business Development Division (current position)	—
6	Akinori Yamamoto (February 28, 1965) (Male)	April 1987 March 2004 June 2009 December 2010 December 2019 Joined the Company General Manager, FIGNA Business Department Director; General Manager, Strategic Business Development Division; and General Manager, MECT Business Department President and Representative Director Director and Senior Advisor (current position)	2,752
7	Seiichi Taniguchi (August 13, 1964) (Male)	April 1996 May 2010 July 2017 June 2019 Registered as certified public accountant Partner, KPMG AZSA & Co. (currently KPMG AZSA LLC) Partner, Minori Audit Corporation (current position) Outside Director, the Company (current position)	—
8	Kumiko Suenaga (April 1, 1969) (Female)	April 1993 January 2000 April 2012 June 2021 Registered as attorney-at-law (Japan) Registered as attorney-at-law (New York State, USA) Counsel, Oh-Ebashi LPC & Partners (current position) Outside Director, the Company (current position)	—
9	Michifumi Yoshioka (December 10, 1968) (Male)	April 2010 April 2022 June 2022 Professor, Graduate School of Engineering, Osaka Prefecture University (currently Osaka Metropolitan University) Professor, Graduate School of Informatics, Osaka Metropolitan University (current position) Outside Director, the Company (current position)	—

- (Notes)
1. There is no special interest between each candidate and the Company.
 2. Mr. Seiichi Taniguchi, Ms. Kumiko Suenaga and Mr. Michifumi Yoshioka are candidates for Outside Director.
 3. The Company has entered into agreements with Mr. Seiichi Taniguchi, Ms. Kumiko Suenaga, and Mr. Michifumi Yoshioka to limit their liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations. If their reelection is approved, the Company intends to maintain the agreements with them.
 4. The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act (hereinafter referred to as the “D&O Insurance”) with an insurance company. Under the “D&O Insurance,” damages incurred will be covered in the event that Directors or other officers become liable for damages arising from their duties. (However, this does not apply to damages that fall under the reasons for exemption stipulated in the insurance contract.) If the candidates are elected and assume the office of Directors, each of them will be insured under the D&O Insurance. The term of the D&O Insurance is one (1) year, and the entire premium is borne by the Company.
 5. Mr. Seiichi Taniguchi, Ms. Kumiko Suenaga and Mr. Michifumi Yoshioka are candidates for Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange.
 6. The Company requests the election of Mr. Seiichi Taniguchi as Outside Director since it believes that he will contribute to the management of the Company with his professional perspective and broad insight as a certified public accountant. Although Mr. Taniguchi has never been directly involved in corporate management, he is well-versed in corporate finance as a certified public accountant and has insight into corporate governance, and therefore the Company believes that he will be able to appropriately execute his duties as Outside Director.
 7. The Company does not have any business relationship with Mr. Seiichi Taniguchi or Minori Audit Corporation, where Mr. Taniguchi serves as Partner. Therefore, the Company believes that he is sufficiently independent.
 8. The Company requests the election of Ms. Kumiko Suenaga as Outside Director since she has abundant experience and expertise as an attorney, and is expected to be able to provide valuable advice, mainly from a compliance perspective. Although Ms. Suenaga has never been directly involved in corporate management, she has knowledge and experience developed as an attorney as well as a strong sense of compliance with laws and regulations, and therefore the Company believes that she will be able to appropriately execute her duties as Outside Director.
 9. The Company does not have any business relationship with Ms. Kumiko Suenaga or Oh-Ebashi LPC & Partners, where Ms. Suenaga serves as Counsel. Therefore, the Company believes that she is sufficiently independent.
 10. The Company requests the election of Mr. Michifumi Yoshioka as Outside Director since he has a high level of expertise mainly of information engineering, and is expected to be able to provide a wide range of advice and opinions on product development from the perspective of an engineering specialist. Although Mr. Yoshioka has never been directly involved in corporate management, he has abundant experience of engaging in university education for a long time as well as expertise of information engineering, and therefore the Company believes that he will be able to appropriately execute his duties as Outside Director.
 11. The Company will make payment to Osaka Metropolitan University, where Mr. Michifumi Yoshioka serves as a professor, for research activities in 2023, and the amount will be slight compared with the average of the results of joint research conducted by the university in the last three fiscal years (less than 1%). Therefore, the Company believes that he is sufficiently independent.
 12. Mr. Seiichi Taniguchi’s term in office as Outside Director of the Company will be four (4) years at the conclusion of this General Meeting of Shareholders.
 13. Ms. Kumiko Suenaga’s term in office as Outside Director of the Company will be two (2) years at the conclusion of this General Meeting of Shareholders.
 14. Mr. Michifumi Yoshioka’s term in office as Outside Director of the Company will be one (1) year at the conclusion of this General Meeting of Shareholders.
 15. Ms. Kumiko Suenaga is registered on the family register under the name of Kumiko Ukagami.

Skill matrix of candidates for Directors

Candidate name		Knowledge and abilities that Directors are especially expected to possess by the Company					
		Corporate management	Product development	Sales and marketing	Finance and accounting	Risk management	Sustainability
Takemitsu Takizaki		●				●	
Yu Nakata		●	●	●			●
Akiji Yamaguchi			●			●	●
Hiroaki Yamamoto					●	●	●
Tetsuya Nakano			●	●			
Akinori Yamamoto		●	●				
Seiichi Taniguchi	Outside				●		
Kumiko Suenaga	Outside					●	
Michifumi Yoshioka	Outside		●				

(Note) The above matrix does not represent all the knowledge and abilities of each candidate.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term in office of Audit & Supervisory Board Member Koichiro Komura will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

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

Furthermore, the consent of the Audit & Supervisory Board has been obtained in regard to this proposal.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
Koichiro Komura (November 19, 1964) (Male)	April 2012 General Manager, Kishiwada Corporate Business Office, Sumitomo Mitsui Banking Corporation April 2016 General Manager, Credit Department, Wholesale Banking Unit II June 2019 Full-time Audit & Supervisory Board Member, the Company (current position) April 2022 Registered as U.S. certified public accountant	—

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Mr. Koichiro Komura is a candidate for Outside Audit & Supervisory Board Member.
 3. The Company has entered into an agreement with Mr. Koichiro Komura to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations. If his reelection is approved, the Company intends to maintain this agreement with him.
 4. Mr. Koichiro Komura is a candidate for Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange.
 5. The Company requests the election of Mr. Koichiro Komura as Outside Audit & Supervisory Board Member since it believes that he will contribute to the Company's audits with his abundant experience and broad insight which he cultivated at the financial institute.
 6. Although the Company and its group companies constantly have business transactions with Sumitomo Mitsui Banking Corporation, there is no borrowings from the bank. The Company and its group companies have business transactions with multiple financial institutes. A percentage of transactions with the bank is almost the same as ones with each of the other financial institutes.
 7. Mr. Koichiro Komura's term in office as Audit & Supervisory Board Member of the Company will be four (4) years at the conclusion of this General Meeting of Shareholders.

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

In order to prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the election of one (1) substitute Audit & Supervisory Board Member is proposed.

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

Furthermore, the consent of the Audit & Supervisory Board has been obtained in regard to this proposal.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
Masaharu Yamamoto (September 23, 1953) (Male)	November 1977 Joined Shinwa Audit Corporation (currently KPMG AZSA LLC) March 1982 Registered as certified public accountant July 2016 Opened Masaharu Yamamoto Certified Public Accountants Office March 2019 Outside Audit & Supervisory Board Member, MIKIKOGYO CO., LTD. (current position)	—

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Mr. Masaharu Yamamoto is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. If Mr. Masaharu Yamamoto assumes the office of Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act to the amount provided for in laws and regulations.
 4. The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act (hereinafter referred to as the “D&O Insurance”) with an insurance company. If Mr. Masaharu Yamamoto assumes the office of Audit & Supervisory Board Member, he will be insured under the D&O Insurance. The outline of the D&O Insurance is presented in (Notes) 4 on page 5.
 5. Mr. Masaharu Yamamoto is a candidate for Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange.
 6. The Company requests the election of Mr. Masaharu Yamamoto as substitute Outside Audit & Supervisory Board Member since it believes that he will contribute to the Company’s audits with his professional perspective and broad insight as a certified public accountant. Although Mr. Yamamoto has never been directly involved in corporate management, he is well-versed in corporate finance as a certified public accountant and has insight into corporate governance, and therefore the Company believes that he will be able to appropriately execute his duties as Outside Audit & Supervisory Board Member.
 7. The Company does not have any business relationship with Mr. Masaharu Yamamoto or Masaharu Yamamoto Certified Public Accountants Office and Masaharu Yamamoto Certified Public Tax Accountants Office, where Mr. Yamamoto serves as Representative. Therefore, the Company believes that he is sufficiently independent.