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(Stock Exchange Code 9845)

Date of Issuance: June 12, 2023

Start Date of Electronic Provision Measures: June 6, 2023

To Our Shareholders:

Yoshishige Satomi
President
PARKER CORPORATION

2-22-1 Nihonbashi-Ningyocho, Chuo-ku, Tokyo

# NOTICE OF CONVOCATION OF THE 96th ORDINARY GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

You are cordially invited to attend the 96th Ordinary General Meeting of Shareholders of PARKER CORPORATION. The meeting will be held as described below.

For the convening of this General Meeting of Shareholders, the Company takes measures for providing information contained in the Reference Documents for the General Meeting of Shareholders, etc. (Electronic Provision Measures Matters) in electronic format and posts this information as "NOTICE OF CONVOCATION OF THE 96th ORDINARY GENERAL MEETING OF SHAREHOLDERS" on the Company's website. Please access the following website to review the information.

The Company's website

https://www.parkercorp.co.jp/investors/meeting/index.html (in Japanese)

In addition to the above, the Electronic Provision Measures Matters are also posted on the website of Tokyo Stock Exchange (TSE). Please access the following TSE's website (Listed Company Search), enter in "Stock name (company name)" or "Stock exchange code," search for it, and select "Basic information" and "Public documents/PR information" to review the information.

The TSE's website (Listed Company Search)
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

Concerning the exercise of your voting rights in writing, upon review of the Reference Documents for the General Meeting of Shareholders provided, indicate your vote of your approval or disapproval on the Voting Rights Exercise Form and return the Form to the Company by mail so that the Company can receive your vote by 5:15 p.m.(Japan time), Tuesday, June 27, 2023.

1. Date and Time: 10:00 a.m. (Japan time), Wednesday, June 28, 2023

2. Place: Meeting Room 7F, Parker Corp. Building

2-22-1 Nihonbashi-Ningyocho, Chuo-ku, Tokyo

3. Agenda of the Meeting:

Matters to Be Reported:

- The Business Report for the 96th Fiscal Term (from April 1, 2022 to March 31, 2023), Consolidated Financial Statements, and the Audit Reports thereof by the Accounting Auditor and the Audit & Supervisory Board
- 2. The 96th Financial Statement (from April 1, 2022 to March 31, 2023)

#### Matters to Be Resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Six (6) Directors

**Proposal No. 3:** Election of Four (4) Audit & Supervisory Board Members

Proposal No. 4: Election of One (1) Substitute Audit & Supervisory Board

Member

#### 4. Matters concerning the Convocation Procedures:

- (1) Of the Electronic Provision Measures Matters, in accordance with relevant laws and regulations and Article 15, Paragraph 2 of the Company's Article of Incorporation, the following items are not included in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The paper-based documents delivered to shareholders are part of the scope audited by both the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of their audit reports.
  - (i) Notes to Consolidated Financial Statements
  - (ii) Notes to Non-consolidated Financial Statements
- (2) Where there is no indication of either "approval" or "disapproval" of each proposal on the returned Voting Rights Exercise Form, it shall be deemed that each of Company Proposals were approved.
- \* When you attend the meeting on that day, please submit the Voting Rights Exercise Form to the reception. In order to save resources, please bring this Notice of Convocation on that day.
- \* If there are any revisions to the electronic provision measures matters, such information, displaying the matters prior to the change and after the change, will be posted on each website.
- \* Although the system for providing informational materials for the general meeting of shareholders in electronic format was introduced, for this General Meeting of Shareholders, paper-based documents stating the information to be provided in electronic format will be delivered to all shareholders regardless of whether they have made a request for delivery of paper-based documents.
- \* We ask that you consider your own physical condition on the day of the meeting, and make your own decision on whether or not to attend.

# Reference Documents for the General Meeting of Shareholders

## Proposals & Reference Matters

#### **Proposal No. 1:** Appropriation of Surplus

The Company's basic policy is to continue to pay stable dividends to shareholders from a long-term perspective by strengthening the financial structure and business base.

For the fiscal year under review, the Company proposes to pay the following year-end dividends, taking into consideration the Company's performance and business development.

As a result, annual dividends including interim dividends will be 18 yen per common share.

#### Matters concerning Year-end Dividends

- (1) Type of Dividend Property

  Cash
- (2) Allotment of Dividend Property to Shareholders and the Total Amount 9 yen per Common Share of Company Stock Total Amount: 225,088,083 yen
- (3) Effective Date of Dividends of Surplus June 29, 2023

## **Proposal No. 2:** Election of Six (6) Directors

The terms of office of all the six (6) directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) directors including two (2) outside directors.

The director candidates are as follows:

No.	Name	Position in the Company	Attendance at the Board of Directors meetings	
1	Yoshishige Satomi	President	25/25 (100%)	Reappointment
2	Kazumi Naito	Director in charge of Administration Division	25/25 (100%)	Reappointment
3	Mitsunobu Nakamura	Director	25/25 (100%)	Reappointment
4	Hiroshi Katakura	Director in charge of Machinery, Synthetic Materials and Automotive Acoustic Systems Divisions	25/25 (100%)	Reappointment
5	Masakazu Muranaka	Outside Director	25/25 (100%)	Reappointment Outside Independent
6	Hiroto Nakano	Outside Director	25/25 (100%)	Reappointment Outside Independent

Reappointment : Candidate for Reappointment Director

Outside : Candidate for Outside Director

Independent : Independent Director stipulated by the stock exchange

No.	Name (Date of Birth)	Job History, Position, Responsibility and Important Concurrent Positions	Number of the Company shares held		
1	Yoshishige Satomi (Oct. 10, 1967) Reappointment	Oct. 1990 Joined Dow Chemical Japan Ltd.  Dec. 1997 Joined the Company  June 2004 Director in charge of Synthetic Materials Division  June 2012 Managing Director in charge of Marketing Division  June 2015 Managing Director in charge of Acoustic Material  Division and Marketing Division  June 2018 Vice President in charge of Acoustic Material  Division and Marketing Division  June 2019 President (Current)  (Important Concurrent Positions)	on als 700,400		
		President of Parker Kawakami Co., Ltd.			
		Attendance at the Board of Directors meetings  [Reason for nomination as candidate for Director]	25/25 (100%)		
		Mr. Yoshishige Satomi has been leading overall business of the Compare experience and achievement, the Company judged him as the approximanage the Company and we proposes to elect him.			
2	Kazumi Naito (Sept. 13, 1958) Reappointment	Apr. 1982 Joined Hoechst Japan Ltd.  Aug. 1992 Joined the Company  Apr. 2005 General Manager of Chemical Department 2  June 2009 Director in charge of Chemical & Engineerin Division  June 2020 Director in charge of Administration Division (Current)  (Important Concurrent Positions)  President of Heisei Corporation  President of Tokai Chemical Industry Co., Ltd.	8.600		
		Attendance at the Board of Directors meetings	25/25 (100%)		
	[Reason for nomination as candidate for Director]  Mr. Kazumi Naito has been leading the Chemical & Engineer  Administration Division as the Director in charge. Based on th  achievement, the Company judged him as the appropriate person  Company and we proposes to elect him.				

No.	Name (Date of Birth)	Job History, Position, Responsibility and Important Concurrent Positions	Number of the Company shares held		
3	Mitsunobu Nakamura (Apr. 13, 1962) Reappointment	Apr. 1985 Joined the Company  Apr. 2006 General Manager of Chemical Department 1  June 2012 Director in charge of Chemical Division  June 2020 Director (Current)  (Important Concurrent Positions)  President of Parker Asahi Co., Ltd.  Attendance at the Board of Directors meetings  [Reason for nomination as candidate for Director]	21,500		
	Mr. Mitsunobu Nakamura has been leading the Chemical Business charge. Based on this experience and achievement, the Company jappropriate person to manage the Company and we proposes to elect l				
4	Hiroshi Katakura (Feb. 23, 1962) Reappointment	Apr. 1985 Joined the Company  Apr. 2014 Seconded to PARKER CORPORATION  MEXICANA, S.A. de C.V. as President  Apr. 2015 General Manager of Synthetic Materials Department  June 2016 Director in charge of Synthetic Materials Division  June 2020 Director in charge of Machinery, Synthetic Material and Acoustic Materials Divisions  Apr. 2022 Director in charge of Machinery, Synthetic Material and Automotive Acoustic Systems Division (Current)	9,700 ls		
		Attendance at the Board of Directors meetings 25/25 (100%)			
		[Reason for nomination as candidate for Director]  Mr. Hiroshi Katakura has been leading the Synthetic Materials Business as the I in charge. Based on this experience and achievement, the Company judged him appropriate person to manage the Company and we proposes to elect him.			

No.	Name (Date of Birth)	Job History, Position, Responsibility and Important Concurrent Positions	Number of the Company shares held
	Masakazu Muranaka (Jan. 28, 1956)  Reappointment  Outside  Independent	Apr. 1979 Joined Toyo Soda Manufacturing Co., Ltd. (Tosoh Corporation at present)  Mar. 2007 Seconded to Taiyo Vinyl Corporation  June 2010 Director of Taiyo Vinyl Corporation  June 2011 Director of Tosoh Corporation  Managing Director of Taiyo Vinyl Corporation  June 2016 President of Taihei Chemicals Ltd.  June 2020 The Company's Outside Director (Current)	2,500
		Attendance at the Board of Directors meetings	25/25 (100%)
5		[Reason for nomination as candidate for Outside Director and the expected role]  Mr. Masakazu Muranaka has rich management experience in a Therefore, the Company judged him as the appropriate person as Outwe proposes to elect him. The Company is expecting Mr. Masak supervise and advise the execution of business by utilizing management At the same time, he is involved in the election of the Company's dand decision of remuneration as a chairman of the Nomination a Advisory Committee from the viewpoint of independent position.  At present, he is the Company's Outside Director. His term of office years at the conclusion of this General Meeting of Shareholders.	other companies. tside Director and azu Muranaka to t experience. irector candidates nd Remuneration
	Hiroto Nakano (Mar. 26, 1964)  Reappointment  Outside  Independent	Apr. 1993 Registered as an Attorney Joined Dai-Ichi Tokyo Bar Association Joined Dai-ichi Fuyo Law Office  Jan. 2001 Partner of Dai-ichi Fuyo Law Office (Current)  June 2021 The Company's Outside Director (Current)  (Important Concurrent Positions)  Partner of Dai-ichi Fuyo Law Office  Director of Educational Institution Murai Gakuen  Outside Member of Training Management Committee of Omori  Hospital/ Ohashi Hospital of Toho University Medical Center	1,100
		Attendance at the Board of Directors meetings	25/25 (100%)
6		[Reason for nomination as candidate for Outside Director and the expected role]  Mr. Hiroto Nakano has rich experience and deep insight as an attorn has never been directly involved in corporate management, based on the Company judged him as the appropriate person as Outside proposes to elect him. The Company is expecting Mr. Hiroto Nakano advise the execution of business by utilizing the experience as an attorn At the same time, he is involved in the election of the Company's diand decision of remuneration as a member of the Nomination and Advisory Committee from the viewpoint of independent position.  At present, he is the Company's Outside Director. His term of office year at the conclusion of this General Meeting of Shareholders.	ney. Although he he above reasons, Director and we to supervise and ney.  rector candidates and Remuneration

- (Notes) 1. Between Heisei Corporation of which Mr. Kazumi Naito, the candidate, is President and the Company, there is business transaction relationship on Industrial Waste Disposal broking, etc.
  - 2. Between Parker Asahi Co., Ltd. of which Mr. Mitsunobu Nakamura, the candidate, is President and the Company, there is business transaction relationship on product purchasing, etc.
  - 3. There is no special interest between the other candidates and the Company.
  - 4. Mr. Masakazu Muranaka is the candidate for Outside Director. The Company has designated him as Independent Director as stipulated under the regulations of Tokyo Stock Exchange, Inc., and has registered him as such at the exchange.
  - 5. Mr. Hiroto Nakano is the candidate for Outside Director. The Company has designated him as Independent Director as stipulated under the regulations of Tokyo Stock Exchange, Inc., and has registered him as such at the exchange.
  - 6. Pursuant to Article 427, Paragraph 1 of the Companies Act, The Company has entered into agreements with Mr. Masakazu Muranaka and Mr. Hiroto Nakano to limit their liability for damages prescribed under Article 423, Paragraph 1 of the Companies Act. According to the agreements, the maximum liability of each is the minimum amount under Article 425, Paragraph 1 of the Companies Act. If this proposal is approved, the Company will extend agreements limiting their liability with them.
  - 7. The Company has executed a directors and officers liability insurance (D&O insurance) policy under Article 430-3, Paragraph 1 of the Companies Act, with insurance companies. This insurance policy is designed to indemnify these individuals including the Company's directors against damages that may arise while pursuing their official responsibilities or that may result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. In addition, this insurance policy precludes indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality and so forth. If this proposal is approved, each director will be the insured under this insurance policy. The Company is scheduled to renew the insurance policy with the same details at the time of the next renewal.

**Proposal No. 3:** Election of Four (4) Audit & Supervisory Board Members

The terms of office of the Audit & Supervisory Board Members Mr. Kazuo Hashimoto, Mr. Sakuhei Shoji and Mr. Yuzuru Meguro will expire at the conclusion of this General Meeting of Shareholders. Also, Mr. Minoru Fujishima will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of four (4) Audit & Supervisory Board Members.

The Company has obtained approval for this proposal from the Audit & Supervisory Board.

The Audit & Supervisory Board Member candidates are as follows:

No.	Name	Position in the Company	Attendance at the Audit & Supervisory Board meetings	
1	Minoru Fujishima	Audit & Supervisory Board Member	13/13 (100%)	Reappointment
2	Kazuo Hashimoto	Audit & Supervisory Board Member	13/13 (100%)	Reappointment
3	Yuzuru Meguro	Outside Audit & Supervisory Board Member	12/13 (92%)	Reappointment Outside Independent
4	Kazuya Suzuki	Outside Audit & Supervisory Board Member	-	New Appointment Outside Independent

Reappointment | : Candidate for Reappointment Audit & Supervisory Board Member

New Appointment | : Candidate for New Appointment Audit & Supervisory Board Member

Outside : Candidate for Outside Audit & Supervisory Board Member
Independent : Independent Auditor stipulated by the stock exchange

No.	Name (Date of Birth)	Job History, Position and Important Concurrent Positions	Number of the Company shares held	
	Minoru Fujishima (Aug. 7, 1955) Reappointment	Apr. 1974 Joined Copyer Co., Ltd.  Mar. 2007 Director and General Manager of Accounting Department of Canon Finetech Inc.  (Copyer Co., Ltd. and Canon Aptex Inc. merge and change its name to Canon Finetech Inc.)		
		Mar. 2009 Seconded to Nisca Corporation as Director and General Manager of Administration Department  Mar. 2012 Director and General Manager of Compliance Management Department of Canon Finetech Inc. (Canon Finetech Nisca Inc. at present)	1,100	
1		Apr. 2016 Joined the Company  July 2018 General Manager of Internal Audit Department  June 2021 Audit & Supervisory Board Member (Current)		
		Attendance at the Audit & Supervisory Board meetings	13/13 (100%)	
	Kazuo Hashimoto (Apr. 3, 1949) Reappointment	[Reason for nomination as candidate for Audit & Supervisory Boar term of office]  (i) Mr. Minoru Fujishima has knowledge and experience about account and internal audit. Therefore, the Company judged that he could use Company's audit and elected him as the candidate for Audit & Member.  (ii) His term of office will be two (2) years at the conclusion of this Shareholders.  Apr. 1972	ounting, compliance utilize them for the Supervisory Board	
2		Apr. 2017 General Manager of Business Management Department  June 2019 Audit & Supervisory Board Member (Current)	10/10/1000	
		Attendance at the Audit & Supervisory Board meetings	13/13 (100%)	
	[Reason for nomination as candidate for Audit & Supervisory Boatterm of office]  (i) Mr. Kazuo Hashimoto has rich experience in a financial instituabout finance and accounting. Therefore, the Company judged to them for the Company's audit and elected him as the candidate for Board Member.  (ii) His term of office will be four (4) years at the conclusion of this Shareholders.			

No.	Name (Date of Birth)	Job History, Position and Important Concurrent Positions	Number of the Company shares held		
3	Yuzuru Meguro (Dec. 6, 1962)  Reappointment  Outside  Independent	Apr. 1987 Joined Toyo Soda Manufacturing Co., Ltd. (Tosoh Corporation at present)  Mar. 1999 Joined Meguro Kunihiro CPA Office  July 2003 Registered as a Certified Public Tax Accountant  July 2007 Accounting Adviser of Nippon Koki Kogyo Co., Ltd.  Aug. 2018 Opened Meguro Yuzuru Tax Accountant Office as Certified Public Tax Accountant (Current)  June 2021 The Company's Audit & Supervisory Board Member (Current)  (Important Concurrent Positions)  Certified Public Tax Accountant of Meguro Yuzuru Tax Accountant  Office	0		
		Attendance at the Audit & Supervisory Board meetings	12/13 (92%)		
		[Reason for nomination as candidate for Outside Audit & Supervisory Bo and the term of office]  (i) Mr. Yuzuru Meguro has knowledge and experience about tax acc accounting. Although he has never been directly involved in corporate makes on the above reasons, the Company judged that he could utilize the state of the			
		Company's audit and elected him as the candidate for Outside Au Board Member.  (ii) His term of office will be two (2) years at the conclusion of this C Shareholders.			
4	Kazuya Suzuki (Aug. 30, 1959)  New Appointment Outside  Independent	Apr. 1984 Joined Maruzen Petrochemical Co., Ltd.  June 2012 Director in charge of Administration Department of Maruzen Petrochemical Co., Ltd.  June 2017 Representative Director in charge of Sales Division of Maruzen Petrochemical Co., Ltd.  Apr. 2019 Adviser of Maruzen Petrochemical Co., Ltd.  June 2019 President of Keiyo Polyethylene Co., Ltd.  Mar. 2022 Retired from President of Keiyo Polyethylene Co.,	0		
		Ltd. and Adviser of Maruzen Petrochemical Co., Ltd.			
		Attendance at the Audit & Supervisory Board meetings			
		[Reason for nomination as candidate for Outside Audit & Supervisory Mr. Kazuya Suzuki has rich management experience in other companic Company judged that he could utilize them for the Company's audit a the candidate for Outside Audit & Supervisory Board Member.	es. Therefore, the		

- (Notes) 1. There is no special interest between each candidate and the Company.
  - 2. Mr. Yuzuru Meguro and Mr. Kazuya Suzuki are the candidates for Outside Audit & Supervisory Board Member. The Company has designated them as Independent Auditors as stipulated under the regulations of Tokyo Stock Exchange, Inc., and has registered them as such at the exchange, based on the assumption of approval for this proposal.
  - 3. Pursuant to Article 427, Paragraph 1 of the Companies Act, The Company has entered into agreements with Mr. Minoru Fujishima, Mr. Kazuo Hashimoto and Mr. Yuzuru Meguro to limit their liability for damages prescribed under Article 423, Paragraph 1 of the Companies Act. According to the agreements, the maximum liability of each is the minimum amount under Article 425, Paragraph 1 of the Companies Act. If this proposal is approved, the Company will extend agreements limiting their liability with them.
  - 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, The Company will enter into an agreement with Mr. Kazuya Suzuki to limit his liability for damages prescribed under Article 423, Paragraph 1 of the Companies Act, if this proposal is approved. According to the agreement, the maximum liability of each is the minimum amount under Article 425, Paragraph 1 of the Companies Act.
  - 5. The Company has executed a directors and officers liability insurance (D&O insurance) policy under Article 430-3, Paragraph 1 of the Companies Act, with insurance companies. This insurance policy is designed to indemnify these individuals including the Company's Audit & Supervisory Board Members against damages that may arise while pursuing their official responsibilities or that may result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. In addition, this insurance policy precludes indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality and so forth. If this proposal is approved, each Audit & Supervisory Board Member will be the insured under this insurance policy. The Company is scheduled to renew the insurance policy with the same details at the time of the next renewal.

The Company make efforts to formulate and implement business strategies for the creation of the next revenue basis, in pursuit of diversifying revenue sources, maximization of customers satisfaction by developing attractive products that satisfy customers and providing high-quality services. In this way, based on the direction of the business that the Company is aiming for, the skill matrix expected to directors is defined as shown in the table below.

For electing Directors, the Board of Directors decides candidates based on the results of deliberations of the voluntary Nomination and Remuneration Advisory Committee (consisting of two (2) independent outside directors, one (1) independent outside Audit & Supervisory Board Member, and one (1) representative director).

For the Audit & Supervisory Board Members, persons who have knowledge and experience in accounting and finance are elected, and the Board of Directors as a whole has a balanced composition.

#### (Reference) Skill matrix

Name		Field						
		Business management	R&D, Environment, Quality management	Sales, Marketing	Legal, Risk management	Global business	Accounting, Finance	
	Yoshishige Satomi	0		0		0	0	
	Kazumi Naito	0	0	0	0		0	
Director	Mitsunobu Nakamura	0	0	0		0		
Director	Hiroshi Katakura	0		0	0	0		
	Masakazu Muranaka	0		0		0	0	
	Hiroto Nakano		0		0			
	Minoru Fujishima	0			0	0	0	
Audit & Supervisory	Kazuo Hashimoto	0				0	0	
Board Member	Yuzuru Meguro				0		0	
	Kazuya Suzuki	0		0	0			

(Notes) O The skill held by each Director and Audit & Supervisory Board Member

#### **Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for the case when the number of Audit & Supervisory Board Members will lack in the necessary number provided by relevant laws and regulations, the Company proposes the election of one (1) Substitute Audit & Supervisory Board Member in advance.

The Company has obtained approval for this proposal from the Audit & Supervisory Board.

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

Name (Date of Birth)	Jol	Number of the Company shares held			
	Apr. 1987	Joined Asahi Chiyoda Kogyo Co., Ltd.			
Koji Wada	Mar. 2011	Audit & Supervisory Board Member of Asahi			
(May 23, 1962)		Chiyoda Kogyo Co., Ltd.			
	Mar. 2011	Director of Asahi Chiyoda Holdings Ltd. (Current)	0		
	Sept. 2019	President of Sanyo Denshi Co., Ltd. (Current)	0		
	(Important C				
	Director of A				
	President of S				
	[Reason for nomination as candidate for Substitute Outside Audit & Supervisory Board				
	Member]				
	Mr. Koji Wada has experience of Director and Audit & Supervisory Board Member in				
	other companies. Therefore, the Company judged that he could utilize such insight and				
	rich experience for the Company's audit and elected him as the candidate for Substitute				
	Outside Audi	t & Supervisory Board Member.			

(Notes) 1. There is no special interest between Mr. Koji Wada, the candidate and the Company.

- 2. Mr. Koji Wada is the candidate for Substitute Outside Audit & Supervisory Board Member.
- 3. Pursuant to Article 427, Paragraph 1 of the Companies Act, The Company will enter into an agreement with Mr. Koji Wada to limit his liability for damages prescribed under Article 423, Paragraph 1 of the Companies Act, if he assumes office as Audit & Supervisory Board Member. According to the agreement, the maximum liability of each is the minimum amount under Article 425, Paragraph 1 of the Companies Act.
- 4. The Company has executed a directors and officers liability insurance (D&O insurance) policy under Article 430-3, Paragraph 1 of the Companies Act, with insurance companies. This insurance policy is designed to indemnify these individuals against damages that may arise while pursuing their official responsibilities or that may result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. In addition, this insurance policy precludes indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality and so forth. Mr. Koji Wada will be included as the insured under this insurance policy, if he assumes office as Audit & Supervisory Board Member.