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Securities code: 1780

June 7, 2023

(Commencement date of measures for electronic provision: June 1, 2023)

**To Shareholders with Voting Rights:**

Masaki Yamaura  
Representative Director and  
President  
YAMAURA CORPORATION  
22-1 Kitamachi, Komagane-shi,  
Nagano, Japan

**NOTICE OF  
THE 64th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 64th Annual General Meeting of Shareholders of YAMAURA CORPORATION (the “Company”) will be held as described below.

In the convocation of this General Meeting of Shareholders, the Company takes measures for providing information in an electronic format and has posted this information as the “NOTICE OF THE 64th ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the following website on the Internet.

With this notice of convocation, in accordance with the provisions of laws and regulations and the Articles of Incorporation, we have delivered to all shareholders the same documents as those delivered to shareholders who have made a request for the delivery of documents in a paper-based format.

[Company’s website]

<https://yamaura.co.jp/ir/material/>

In addition to the above, this information has also been posted on the following website on the Internet:

[Tokyo Stock Exchange’s website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter the Company’s issue name (company name) or securities code and click “Search,” then select “Basic information” and “Documents for public inspection/PR information” to access the available information.

**In lieu of attending the meeting in person, you may exercise your voting rights in writing (by post) or via the Internet, etc. Please review the “Guide to the Exercise of Voting Rights” on pages 3 and 4 (Japanese version only) and exercise your voting rights by 5:00 p.m. on Thursday, June 22, 2023.**

- 1. Date and Time:** Friday, June 23, 2023 at 10:00 a.m. Japan time
- 2. Place:** 6F Conference Room, YAMAURA CORPORATION Head Office  
22-1 Kitamachi, Komagane-shi, Nagano, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 64th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 64th Fiscal Year (April 1, 2022 - March 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of One (1) Director who is an Audit and Supervisory Committee Member

**4. Other Matters Determined for Convocation**

**Exercise of voting rights by proxy**

If you are unable to attend the General Meeting of Shareholders, one other shareholder with voting rights may attend the meeting as your proxy. However, please note that this will require the submission of a document certifying the right of proxy.

If no indication of approval or disapproval is provided for each proposal on the Voting Rights Exercise Form, it will be treated as an indication of approval for the proposal.

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1. If attending the meeting in person, we ask that you submit the enclosed Voting Rights Exercise Form at the reception desk.
  2. In the event of any revisions being made to matters subject to the measures for electronic provision, the revised contents will be posted on the websites where the original contents are available.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

With regard to the year-end dividend for the fiscal year under review, the Company has taken its business performance into consideration and paid due attention to internal reserves, and proposes the appropriation of surplus as follows:

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount  
¥2.50 per share of common stock of the Company  
Total amount: ¥47,318,303
- (3) Effective date of distribution of surplus  
June 26, 2023



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Mitsutaka Nakajima (January 2, 1955)	<p>March 1978      Joined the Company</p> <p>April 1996      General Manager, General Administration Department</p> <p>December 1998    Director and General Manager, General Administration Department</p> <p>December 2002    Director and General Manager, Management Department</p> <p>December 2004    Managing Director and General Manager, Management Department</p> <p>October 2006      Director and General Manager, Management Division</p> <p>December 2006    Senior Managing Director and General Manager, Management Division</p> <p>December 2007    Managing Director and General Manager, Management Division</p> <p>December 2011    Senior Managing Director and General Manager, Management Division (to present)</p> <p>December 2022    Representative Director and President of Shinshu Enterprise Co., Ltd. (to present)</p>	5,000
4	Kimiaki Fujiki (August 22, 1958)	<p>March 1977      Joined the Company</p> <p>April 1995      Manager, Matsumoto Branch</p> <p>December 2002    Managing Executive Officer and Manager, Nagano Branch</p> <p>December 2009    Director and Deputy General Manager, Sales Division; Manager, Nagano Branch</p> <p>December 2011    Managing Director and General Manager, Sales Division</p> <p>June 2019        Senior Managing Director and General Manager, Sales Division (to present)</p>	8,000
5	Hirokatsu Kobayashi (February 8, 1957)	<p>April 1975      Joined the Company</p> <p>October 2003      Executive Officer and General Manager, Technology Division</p> <p>December 2009    Director and General Manager, Technology Division</p> <p>June 2019        Managing Director and General Manager, Technology Division (to present)</p>	22,000
6	Masanobu Kawada (March 22, 1955)	<p>April 2001      Joined the Company</p> <p>October 2004      General Manager, Metropolitan Business Department</p> <p>December 2006    Managing Executive Officer and General Manager, Metropolitan Business Department</p> <p>December 2007    Director and General Manager, Metropolitan Business Department; Manager, Tokyo Branch (to present)</p>	4,061
7	Ryoichi Yamashita (May 10, 1956)	<p>March 1979      Joined the Company</p> <p>October 2001      General Manager, Engineering Business Department</p> <p>December 2002    Executive Officer and General Manager, Engineering Business Department</p> <p>December 2007    Director and General Manager, Engineering Business Department (to present)</p>	13,600

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Kazunari Akahane (January 17, 1957)	August 2003    Joined the Company December 2011    Executive Officer and Deputy General Manager, Sales Division; Manager, Saku Branch December 2014    Director and Deputy General Manager, Sales Division; Manager, Saku Branch April 2020        Director and Deputy General Manager, Sales Division (to present)	17,435

- Notes:
1. There are no special interests between each candidate and the Company.
  2. The Company has entered into a directors and officers liability insurance contract to insure all Directors. The contract will cover damages that may arise due to insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates are appointed as Director, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.

**Proposal 3:** Election of One (1) Director who is an Audit and Supervisory Committee Member

The Company proposes to increase the number of Directors who are Audit and Supervisory Committee Members by one (1) in order to strengthen the audit and supervisory systems of management, improve the governance functions and enhance corporate value.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Mika Godo (May 7, 1967)	October 2004 Registered with Nagano Prefecture Bar Association October 2004 Joined Kubota Law Office April 2008 Director of Godo Law Office (to present) June 2011 Outside Auditor of THE NAGANO BANK, LTD. (to present)	—

- Notes:
1. Ms. Mika Godo is a candidate for Outside Director who is an Audit and Supervisory Committee Member.
  2. There are no special interests between the candidate and the Company.
  3. Ms. Mika Godo possesses qualifications as an attorney and has extensive knowledge in corporate legal affairs and other general legal matters based on a wealth of practical experience. The Company has determined that she is capable of providing appropriate advice to the management and the Board of Directors of the Company from an objective and impartial standpoint as an expert in legal affairs, and has therefore nominated her as a candidate for Director who is an Audit and Supervisory Committee Member.  
Although she has no experience being directly involved in corporate management, the Company expects that she will be able to utilize her insight and experience in the supervision, etc. of the management of the Company from a standpoint independent from the management team responsible for conducting the business of the Company. If she is elected as Director who is an Audit and Supervisory Committee Member, the Company will submit notification to the Tokyo Stock Exchange that she has been designated as an independent officer as provided for by the aforementioned exchange.
  4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with the Directors who are Audit and Supervisory Committee Members to limit their liability for damages under Article 423, Paragraph 1 of the same Act. The liability shall not exceed the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Ms. Mika Godo is elected, the Company plans to enter into the aforementioned agreement with her.
  5. The Company has entered into a directors and officers liability insurance contract to insure all Directors who are Audit and Supervisory Committee Members. The contract will cover damages that may arise due to insured Directors who are Audit and Supervisory Committee Members assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If Ms. Mika Godo is appointed as Director who is an Audit and Supervisory Committee Member, she will be insured under the insurance contract.

(Reference) Expertise and experience possessed by each candidate in Proposal 2 and Proposal 3 (Skill Matrix)

Name		Corporate management	Technology production/ quality management	Sales/ marketing	ESG	Finance/ accounting	Legal affairs/ risk management	Personnel affairs/ human resource development
Masaki Yamaura		○	○	○			○	○
Shigeo Hoshina		○		○	○		○	○
Mitsutaka Nakajima					○	○	○	○
Kimiaki Fujiki		○	○	○				○
Hirokatsu Kobayashi			○		○		○	○
Masanobu Kawada		○	○	○	○			
Ryoichi Yamashita			○	○				○
Kazunari Akahane				○			○	○
Mika Godo	Audit and Supervisory Committee Member	Outside				○	○	○

(Note) The above table does not indicate all of the expertise and experience possessed by each candidate.