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(Securities Code: 6704)

June 6, 2022

To our shareholders:

Toru Nishido, President **IWATSU ELECTRIC CO., LTD.** 7-41, Kugayama 1-Chome, Suginami-ku, Tokyo

# Notice of the 113th Annual General Meeting of Shareholders

You are cordially notified of the 113th Annual General Meeting of Shareholders of IWATSU ELECTRIC CO., LTD. (the "Company"). The meeting will be held as described below.

The Company will hold this general meeting of shareholders after taking appropriate measures to prevent the spread of COVID-19. The Company requests shareholders exercise their voting rights in writing or via the Internet, etc. and refrain from attending the meeting in person from the perspective of preventing infection.

Please review the Reference Documents for the General Meeting of Shareholders set forth below and exercise your voting rights by 5:30 p.m. on Thursday, June 23, 2022 (JST).

**1. Date and Time:** Friday, June 24, 2022, at 10:00 a.m. (JST)

2. Venue: Conference Room of the Headquarters of the Company

7-41, Kugayama 1-Chome, Suginami-ku, Tokyo

### 3. Meeting Agenda:

### Items to be reported:

- 1. Business Report and Consolidated Financial Statements for the 113th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
- 2. Non-consolidated Financial Statements for the 113th Fiscal Year (from April 1, 2021 to March 31, 2022)

## Matters to be resolved:

**Proposal No. 1** Appropriation of Surplus

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

Proposal No. 3 Election of Seven Directors (Excluding Directors Who Are Audit & Supervisory

Committee Members)

Proposal No. 4 Election of One Director Who Is an Audit & Supervisory Committee Member

If there are any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and/or Consolidated Financial Statements, such amendments will be posted on the Company's online website (https://www.iwatsu.co.jp/).

Of the documents to be provided to shareholders with this notice of general meeting, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements (Japanese only) are posted on the Company's online website (https://www.iwatsu.co.jp/) in accordance with applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company, and thus are not described in the documents attached to this notice of general meeting. Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditor and the Audit & Supervisory Committee include Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements that are posted on the website of the Company as well as the matters described in the documents attached to this notice of general meeting.

# Measures to prevent the spread of COVID-19

- Limited seats will be available in order to ensure a safe distance between the seats of shareholders. Therefore, please note that you may not be able to enter the meeting room even if you come to the venue.
- The Company requests the cooperation of shareholders attending the meeting in wearing a mask and disinfecting their hands with alcohol-based hand sanitizer.
- Please note that the Company will measure your body temperature at the reception and may decline your entry to the meeting room if it is found that you have a fever or appear to be in poor health.
- Staff members at the general meeting of shareholders will wear masks while working, after measuring their body temperature and checking their physical condition.
- If there is a major change in the operation of the general meeting of shareholders due to future circumstances of COVID-19, such change will be notified on the Company's online website (https://www.iwatsu.co.jp/).

# Reference Documents for the General Meeting of Shareholders

# **Proposals and Reference Information**

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

The Company has given comprehensive consideration to matters including the business performance of the fiscal year under review, future business development and the state of internal reserves, and it proposes to pay year-end dividends for the fiscal year under review as follows:

- (1) Type of dividend property

  To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount ¥25 per common share of the Company; Total amount: ¥251,063,325
- (3) Effective date of dividends of surplus June 27, 2022

# **Proposal No. 2** Partial Amendments to the Articles of Incorporation

### 1. Reasons for the amendments

Since the revised 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) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) In order to stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meetings of shareholders, etc. in electronic format, Article 16 [Measures, etc. for Providing Information in Electronic Format], paragraph 1 of the proposed amendment will be newly established.
- (2) Regarding matters for which measures are taken to provide information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format, Article 16 [Measures, etc. for Providing Information in Electronic Format], paragraph 2 of the proposed amendment will be newly established to ensure that the scope of matters stated in paper-based documents delivered to shareholders who request the issuance of paper-based documents is limited to the scope specified by the Ministry of Justice Order.
- (3) When the system for providing materials for the general meeting of shareholders in electronic format is introduced, the provisions for Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders) of the current Articles of Incorporation will no longer be necessary, and will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effect will be established. Moreover, these supplementary provisions will be deleted after the expiration date.

### 2. Details of the amendments

The details of the amendments are as follows:

(Amendments are underlined.)

	(Amendments are underfined.)
Current Articles of Incorporation	Proposed amendments
[Internet Disclosure and Deemed Provision of Reference	(Deleted)
Documents for the General Meeting of Shareholders, etc.]	
Article 16.	
When the Company convenes a general meeting of	
shareholders, if it discloses information that is to be stated or	
presented in the reference documents for the general meeting of	
shareholders, business report, financial statements and	
consolidated financial statements through the internet in	
accordance with the provisions prescribed by the Ministry of	
Justice Order, it may be deemed that the Company has	
provided this information to shareholders.	

Current Articles of Incorporation	Proposed amendments
(Newly Established)	[Measures, etc., for Providing Information in Electronic Format]
	Article 16.
	1. When the Company convenes a general meeting of
	shareholders, it shall take measures for providing
	information that constitutes the content of reference
	documents for the general meeting of shareholders, etc., in
	electronic format.
	2. Among items for which the measures for providing
	information in electronic format will be taken, it shall not
	be necessary for the Company to include all or some of
	those items designated by the Ministry of Justice Order
	from statements in the paper-based documents to be delivered to shareholders who requested the delivery of
	paper-based documents by the record date of voting rights.
	paper-based documents by the record date of voting rights.
Supplementary Provisions	Supplementary Provisions
[Transitional Measures Regarding Limited Liability Agreements	[Transitional Measures Regarding Limited Liability Agreements
of Audit & Supervisory Committee Members]	of Audit & Supervisory Committee Members]
	Article 1.
The agreement to limit the liability for damages under Article	The agreement to limit the liability for damages under Article
423, paragraph (1) of the Companies Act regarding the acts of	423, paragraph (1) of the Companies Act regarding the acts of
Audit & Supervisory Committee Members (including those	Audit & Supervisory Committee Members (including those
who were Audit & Supervisory Committee Members) before	who were Audit & Supervisory Committee Members) before
the conclusion of the 112th Annual General Meeting of	the conclusion of the 112th Annual General Meeting of
Shareholders shall remain applicable.	Shareholders shall remain applicable.
(Newly Established)	[Transitional Measures for Providing Informational Materials for
(complement)	the General Meeting of Shareholders in Electronic Format]
	Article 2.
	1. The deletion of Article 16 of the Articles of Incorporation
	[Internet Disclosure and Deemed Provision of Reference
	Documents for the General Meeting of Shareholders, etc.]
	and the establishment of Article 16 of the Articles of
	Incorporation [Measures, etc., for Providing Information
	in Electronic Format] shall be effective from September 1,
	<u>2022.</u>
	2. Notwithstanding the provision of the preceding paragraph,
	Article 16 of the Articles of Incorporation [Internet
	Disclosure and Deemed Provision of Reference
	Documents for the General Meeting of Shareholders, etc.]
	shall remain effective regarding any general meeting of
	shareholders held on a date within six months from
	September 1, 2022.  The provisions of this Article shall be deleted on the date.
	3. The provisions of this Article shall be deleted on the date

when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph.

whichever is later.

**Proposal No. 3** Election of Seven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office for all seven Directors (excluding those who are also Audit & Supervisory Committee Members; the same shall apply hereafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of seven Directors.

Moreover, regarding this proposal, the Audit & Supervisory Committee has expressed their opinion that there are no specific matters that need to be reported.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Number of the Company's shares owned		
		Apr. 1984 Oct. 2004	Joined The Sanwa Bank, Ltd. General Manager, Tokorozawa Corporate Banking Department and General Manager, Tokorozawa Branch of UFJ Bank Limited	
		Sept. 2006	General Manager, Katsushika Branch Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		May 2009	General Manager, Osaka Corporate Banking Division No.1, Osaka Corporate Banking Group	
		May 2011	General Manager, Corporate Payment Business Department	
	Shogo Kimura	July 2013	Assistant to General Manager, Management Division of the Company	
	(January 25, 1962)	Aug. 2013	Assistant to General Manager, Reprographic Systems Division	5,800
1	Reelection	Oct. 2013	General Manager, Sales Dept., Printing Systems Division	
		June 2015	Executive Officer and General Manager, Printing Systems Division	
		June 2016	Director & Executive Officer; and General Manager, Printing Systems Division	
		July 2016	Director & Executive Officer; and General Manager, Sales Division No.1	
		June 2017	Director & Senior Executive Officer; and General Manager, Sales Division	
		June 2021	Director & Senior Executive Officer; and General Manager, Management Division (current position)	

and thus has nominated Mr. Kimura as a candidate for Director.

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		
		Apr. 1987 July 1999	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION Manager in phages of Research and		
		July 1999	Manager-in-charge of Research and Development Center of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION		
		July 2000	Manager-in-charge of Equipment Department		
		Oct. 2001	Manager of Equipment Department		
		May 2005	Manager of Network Interconnection		
			Department		
		July 2007	Manager of Network Department		
		July 2010	Manager of Technology Innovation Department		
	Tsukasa Aiura	July 2013	Manager of Shizuoka Branch		
	(August 3, 1962)	Oct. 2013	Manager of Shizuoka Branch and Deputy General Manager of Tokai Regional Headquarters	4,800	
2	Reelection	June 2015	Director & Executive Officer; and General Manager, ICT Division of the Company		
		July 2016	Director & Executive Officer; and General Manager, ICT Business Division		
		June 2017	Director & Senior Executive Officer; and General Manager, ICT Business Division		
		Apr. 2018	Director & Senior Executive Officer; General		
			Manager, ICT Business Division; and General		
			Manager, NTT Sales Dept., ICT Business Division		
		July 2018	Director & Senior Executive Officer; and General Manager, ICT Business Division (current position)		
	telecommunications carrier and	nment in the inford d also an ability to table for Director	tor] rmation communications business obtained through has been lead departments and divisions. The Company judger and Executive Officer of the Company and thus has	ges that he has	
	THOSE WE WE WINDOWS TOT DITCH.	Apr. 1985	Joined the Company		
		Apr. 2008	General Manager, Engineering Dept. No.1 of		
		1	Iwatsu Test Instruments Corporation		
		Apr. 2009	General Manager, Engineering Dept.		
		June 2010	Director and General Manager, Engineering Dept.		
	Norio Shimomura (January 24, 1963)	July 2016	General Manager, Engineering Dept. No. 2, Engineering Division of the Company	4,20	
3	Reelection	June 2018	Executive Officer; Deputy General Manager, Engineering Division; and General Manager,	4,20	
			Engineering Planning Dept., Engineering Division		
		June 2019	Director & Executive Officer; General Manager, Engineering Division; and General Manager, Engineering Planning Dept., Engineering Division (current position)		
	[Reasons for nomination as car	ndidate for Direct			
	Norio Shimomura has engaged and is well versed in the overa	l in the technolog Il technology of t	y department of the measurement business since joir he Company. The Company judges that he has exper	ience and	
	capabilities suitable for Director.	or and Executive	Officer of the Company and thus has nominated Mr.	Snimomura as a	

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned
		Apr. 1985	Joined the Company	
		Apr. 2003  June 2003	General Manager, Eastern Japan Sales Office, Area Supervision Sales Dept., Communication Systems Sales Division General Manager, Eastern Japan Sales Office,	
			Area Supervision Sales Dept., Communication Systems Sales Division, and General Manager, Hokkaido Branch, Area Supervision Sales Dept., Communication Systems Sales Division	
		Apr. 2007	General Manager, Sales Promotion Dept., Area Supervision Sales Dept., Communications Business Division	
		Oct. 2008	General Manager, Communication Systems Dept.	
		July 2009	General Manager, Communication Systems Dept., Sales Division	
		Apr. 2010	General Manager, Communication Systems Dept., Communication Systems Division	
	Masafumi Onoguchi (March 14, 1962)	Apr. 2013	General Manager, Communication Systems Dept., IT Solution Division	5,500
	Reelection	July 2015	Director and General Manager, Metropolitan Area Branch Office of Iwatsu Sales Co., Ltd.	3,300
4		July 2016	General Manager, Sales Dept. No.3, Sales Division No.2 of the Company	
		Apr. 2017	General Manager, Sales Dept. No.3, Sales Division No.2, and General Manager, Kita- Kanto Region Office, Sales Dept. No.3, Sales Division No.2	
		June 2017	Executive Officer; Deputy General Manager, Sales Division; General Manager, Sales Dept. No.3, Sales Division; and General Manager, Kita-Kanto Region Office, Sales Dept. No.3, Sales Division	
		Apr. 2018	Executive Officer; Deputy General Manager, Sales Division; and General Manager, Sales Dept. No.3, Sales Division	
		June 2021	Director & Executive Officer; and General Manager, Sales Division (current position)	
		July 2021	President of Iwatsu Network Solution Co., Ltd. (current position)	

Masafumi Onoguchi has engaged in the sales department of the communication systems since joining the Company and is well versed in the communication systems and overall sales activities. The Company judges that he has experience and capabilities suitable for Director and Executive Officer of the Company and thus has nominated Mr. Onoguchi as a candidate for Director.

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
5	Hidenori Tokida (February 5, 1968) New election	Apr. 1991 Dec. 2018 June 2021	Joined the Company General Manager, Accounting & Financial Dept., Management Division Executive Officer; Deputy General Manager, Management Division; and General Manager, Accounting & Financial Dept., Management Division (current position)	5,600		
	overall finance and accounting,	n the managemen , and has exceller	or]  It department since joining the Company and is well at management ability. The Company judges that he Officer of the Company and thus has nominated Mr.	has experience and		
6	Hideyuki Nakajima (January 11, 1953)  Reelection Outside Independent	to offer useful o securities compa mpany has nomin	Joined Yachiyo Securities Co., Ltd. General Manager, Human Resource Department of KOKUSAI Securities Co., Ltd. Executive Officer and Head of Tokyo Block 2 Executive Officer in charge of Retail Kinki Area and General Manager, Osaka Branch of Mitsubishi Securities Co., Ltd. Managing Executive Officer in charge of Osaka and Kyoto Districts Managing Executive Officer and Deputy General Manager, Sales Division of Mitsubishi UFJ Securities Co., Ltd. Director, Managing Executive Officer, and General Manager, Sales Division Managing Director; General Manager, Sales Division; Officer in charge of Districts and Joint Supervisor; and General Manager supervising Branches Representative Director and Deputy President of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.			

Candidate No.	Name (Date of birth)	Career sum and signif	Number of the Company's shares owned			
7	Tsunehiro Oki (November 11, 1952) Reelection Outside Independent	Nov. 1977 Sept. 1981 July 1992 May 2001 July 2010  July 2015 June 2016  June 2016  June 2019	Joined Asahi & Co. Registered as a certified public accountant Partner of Asahi Shinwa & Co. Senior Partner of Asahi & Co. Partner of KPMG AZSA LLC (retired from office in June 2015) Oki Certified Public Accountant & Tax Accountant Office (current position) Outside Audit and Supervisory Board Member of Utoc Corporation Outside Director of the Company (current position) Outside Director of Takakita Co., Ltd. (Audit and Supervisory Committee Member) (current position)	0		
	[Reasons for nomination as candidate for outside Director and summary of expected roles]  Tsunehiro Oki is expected to offer useful opinions and candid indications on the management of the Company utilizing his extensive experience and discernment regarding finance and accounting obtained as a certified public accountant. Therefore, the Company has nominated Mr. Oki as a candidate for outside Director. If Mr. Oki is elected, the Company plans for him to be involved in determining the selection of candidates and remuneration, etc. for directors and officers of the Company as a member of the voluntary Remuneration and Nomination Advisory Committee from an objective and neutral standpoint.					

Notes:

- 1. There is no special interest between any of the candidates and the Company.
- Both Hideyuki Nakajima and Tsunehiro Oki are candidates for outside Director.
   Subject to the approval and adoption of this proposal, the Company has submitted notification to the Tokyo Stock Exchange that both of them have been designated as independent officers as provided for by the aforementioned exchange.
- 3. Tenure as outside Director
  - (1) Hideyuki Nakajima is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been eight years.
  - (2) Tsunehiro Oki is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been six years.
- 4. The Company has entered into agreements with Hideyuki Nakajima and Tsunehiro Oki to limit the maximum amount of liability for damages provided for by Article 423, paragraph (1) of the Companies Act, to the amount provided for by each item of paragraph (1) of Article 425 of the said Act. If their reelections are approved and adopted in this proposal, the Company plans to renew the abovementioned agreements with them.
- 5. The Company has entered into a liability insurance contract with an insurance company for directors and officers to cover damages that may arise from the insured assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility by such insurance contract. If the election of each candidate is approved and adopted in this proposal, each candidate will be included as the insured of such insurance contract. In addition, the Company plans to renew such insurance contract with the same content at the next renewal time.

## **Proposal No. 4** Election of One Director Who Is an Audit & Supervisory Committee Member

Director Ken Tomitaka, who is an Audit & Supervisory Committee Member, will resign at the conclusion of this meeting. Therefore, the Company proposes the election of one director who is an Audit & Supervisory Committee member.

In addition, the consent of the Audit & Supervisory Committee has been obtained for this proposal.

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

Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		
	Apr. 1984	Joined the Company		
	June 2011	General Manager, Administration & Planning Dept., ICT Division		
	June 2014	General Manager, Business Planning Dept., ICT Division		
	Apr. 2015	General Manager, Business Planning Dept., ICT Division and General Manager, Business Planning Dept., Smart Community Division		
	June 2015	Executive Officer; Deputy General Manager, ICT Division; General Manager, Business Planning		
Osamu Sato		Dept., ICT Division; Deputy General Manager, Smart Community Division; and General Manager, Business Planning Dept., Smart Community Division		
(February 5, 1962)  New election	June 2016	Executive Officer; Deputy General Manager, ICT Division; General Manager, Business Planning Dept., ICT Division; General Manager, IT Solution Division; General Manager, Smart Community Division; and General Manager, Business Planning Dept., Smart Community Division	7,700	
	July 2016	Executive Officer; and General Manager, Sales Division No.2		
	June 2017	Director & Executive Officer; General Manager, Management Division; and General Manager, Corporate Planning Dept., Management Division		
	Apr. 2019	Director & Executive Officer; and General Manager, Management Division		
	July 2021	President of Iwatsu Business Services Co., Ltd. (current position)		

[Reasons for nomination as candidate for Director who is an Audit & Supervisory Committee Member]
Osamu Sato served as Chief Financial Officer of the Company as a General Manager of the Management Division, and has experience in the planning department and sales department with ICT business and smart community business, and also has experience as president of a subsidiary of the Company. In light of his extensive discernment, the Company judges that he has experience and capabilities suitable for Director who is an Audit and Supervisory Committee Member of the Company and thus has nominated Mr. Sato as a candidate for Director who is an Audit & Supervisory Committee Member.

Notes: 1. There is no special interest between the candidate and the Company.

2. The Company has entered into a liability insurance contract with an insurance company for directors and officers to cover damages that may arise from the insured assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility by such insurance contract. If the election of the candidate is approved and adopted in this proposal, the candidate will be included as the insured of such insurance contract. In addition, the Company plans to renew such insurance contract with the same content at the next renewal time.

# (Reference)

Skills Matrix of Board of Directors and Audit & Supervisory Committee Members (When Proposals 3 and 4 have been approved.)

		T 1	Expected Role, Experience, and Knowledge						
		Indepe- ndent Officer	Corporate Management Management Strategy	Finance Accounting	Governance Compliance	Sales Marketing	IT/DX R&D Production	Social/Enviro- nment Sustainability	Global Internationa- lity
Director	Shogo Kimura		0	0	0	0		0	
Director	Tsukasa Aiura		0		0	0	0		
Director	Norio Shimomura		0		0		0		0
Director	Masafumi Onoguchi		0		0	0			0
Director	Hidenori Tokida		0	0	0			0	
Outside Director	Hideyuki Nakajima	0	0		0	0			
Outside Director	Tsunehiro Oki	0	0	0	0				
Director Audit & Supervisory Committee Member	Takaharu Nishimura			0	0			0	0
Director Audit & Supervisory Committee Member	Osamu Sato			0	0	0		0	
Outside Director Audit & Supervisory Committee Member	Yasushi Miki	0		0	0				0
Outside Director Audit & Supervisory Committee Member	Akitoshi Ito	0	0		0		0		
Outside Director Audit & Supervisory Committee Member	Shigeru Kawamoto	0	0		0		0		

<sup>\*</sup> The above list only includes the main skills that each person is expected to possess.