

**NOTICE OF CONVOCATION OF
THE 72ND ORDINARY GENERAL MEETING OF
SHAREHOLDERS TO BE HELD AT ASAKUSA VIEW HOTEL
TAITO-KU, TOKYO, JAPAN ON MARCH 28, 2023 AT 10:00 A.M.**

(This is an abridged translation of the Notice of Ordinary General Meeting of Shareholders dated March 8, 2023, and is prepared for reference purposes only. In the event of any discrepancy between the original Japanese and this translation, the Japanese text shall prevail.)

Takemoto Yohki Co., Ltd.

(Measures for electronic provision have commenced on March 2, 2023)

To Shareholders:

Notice of Convocation of the 72nd Ordinary General Meeting of Shareholders

Dear Shareholders:

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

We are pleased to notify you that the 72nd Ordinary General Meeting of Shareholders will be held as stated below.

We have taken measures for the electronic convocation of this General Meeting of Shareholders, and the matters subject to measures for electronic convocation have been posted on the website shown below.

The Company's website: <https://www.takemotokk.jp/library/meeting/>

The matters are also posted on the website shown below.

The website of the Tokyo Stock Exchange: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website above, search by entering the Company's name or securities code, and select "Basic information" then "Documents for public inspection/PR information" to view the matters.

We have decided to hold this meeting after taking appropriate measures to prevent the spread of the COVID-19 infection. For your health and safety, we will widen the space between seats at the venue and decrease the number of seats compared to the past. Therefore please note that you may not be able to enter the venue. If you are unable to attend the meeting in person, you may exercise your voting rights either through postal mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders first and then exercise your voting rights by no later than 5:30 p.m. on Monday, March 27, 2023 (Japan Time).

Yours faithfully,

Emiko Takemoto
President and Representative Director

Takemoto Yohki Co., Ltd.
5-15, Nishi Asakusa, 1-chome Taito-ku, Tokyo
(Head Office 21-5 Matsugaya, 2-chome Taito-ku Tokyo)

Particulars

1. Time and Date 10:00 a.m. on Tuesday, March 28, 2023 (registration desks to open at 9:00 a.m.)

2. Place Asakusa View Hotel Hisho Hall on the fourth floor, at Nishi Asakusa 3-chome, Taito-ku, Tokyo

3. Agenda

Matters to be reported

1. The Business Report, Consolidated Financial Statements and the Results of the Audit of the Consolidated Financial Statements for the 72nd Fiscal Year (from January 1, 2022, to December 31, 2022) by the Independent Auditors and the Audit and Supervisory Committee.
2. The Non-Consolidated Financial Statements for the 72nd Fiscal Year (from January 1 to December 31, 2022)

Matters to be resolved

Proposal No.1: Appropriation of Retained Earnings

Proposal No.2: Election of Three (3) Directors (excluding Audit and Supervisory Committee members)

4. Matters to be decided for convocation

If you wish to exercise your voting rights by proxy, one other shareholder holding a voting right of the Company may attend the meeting as a proxy for you. In this case, please submit a document that certifies your power of representation, such as a letter of attorney, to the Company.

<Notice: Measures against new corona virus infection>

- ◆ Please wear a face mask and use hand sanitizer while visiting the meeting hall.
- ◆ Body condition and temperature of all shareholders will be checked at the entrance of the event hall. Please understand and cooperate.
- ◆ Shareholders who appear to be in poor health condition might be refused entry to the general meeting of shareholders.
- ◆ All management staff will wear masks and have their health condition checked.

Matters Posted on the Company's Website

If any revision is made to the reference materials for the general meeting of shareholders or the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, the revision will be posted on the Company's website.

Company's website <https://www.takemotopkg.com/ja>

Instructions for the Exercise of Voting Rights

If you are to attend the General Meeting of Shareholders;

Time and date of the General Meeting of Shareholders: 10:00 a.m. on Tuesday, March 28, 2023 (Japan Time). The Reception for attendees begins at 9:00 a.m. Please submit the enclosed voting form to the reception desk.

If you wish to exercise the voting rights via the Internet;

Deadline of exercise: Acceptable until 5:30 p.m. on Monday, March 27, 2023 (Japan Time).

Please access the voting website (<https://evote.tr.mufig.jp/>) and enter your approval or disapproval of the proposals by no later than the deadline.

>>>Please see the following details.

Information on Exercising Voting Rights via the Internet

(1) By scanning the QR code

You can log into the voting website without entering your login ID and password by scanning the QR code provided at the lower right of the voting form, with your smart phone. Please cast your vote by following the directions on the screen.

Exercise of the abovementioned voting rights using the QR code above is available only once.

If you re-exercise your voting rights, or exercise your voting rights without using the QR code, please see "(2) By entering the login ID and password" below.

(2) By entering the login ID and password

Voting website <https://evote.tr.mufig.jp/>

You can exercise your voting rights via the Internet by accessing the voting website (<https://evote.tr.mufig.jp/>) from a computer, smart phone or mobile phone. Once you have accessed the Internet voting website, please enter your login ID and temporary password shown on the voting form. Please cast your vote by following the directions on the screen.

If you exercise the voting rights through Postal Mail;

Deadline of exercise: Voting forms must arrive by no later than 5:30 p.m. on Monday, March 28, 2023(Japan Time). Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it through postal mail so that it is received by the deadline.

Notes on the exercise of voting rights via the Internet:

1. When a shareholder exercises voting rights via the Internet as well as submitting the Voting Right Exercise Form by mail, the vote via the Internet shall be treated as the valid exercise of voting rights.
2. If multiple votes via the Internet are received from a shareholder, the most recent vote shall be treated as the valid exercise of voting rights.
3. Any connection charges and communications expenses payable to internet providers and telecommunication carriers incurred in accessing the website for exercising voting rights will be borne by shareholders.

4. Please be aware that exercising voting rights via a PC or smart phone, etc. may not be possible in certain internet user environments. In addition, exercising voting rights via a mobile phone may not be possible with certain types of mobile phones.

Should you have any questions regarding the exercise of voting rights via the Internet, please contact the administrator of the shareholders' registry stated below:

**Securities Agency Division (Help Desk),
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027 (toll free within Japan)
Operating hours: 9:00 a.m. - 9:00 p.m. (Japan time)**

For institutional investors:

You may use the Electronic Voting Platform operated by ICJ, Inc. to exercise your voting rights at the Annual Shareholders Meeting.

* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

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REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposal No.1: Appropriation of Retained Earnings

Matters concerning year-end dividends

The Company will pay the year-end dividend for the current fiscal year as follows, based on its policy of targeting a dividend on equity ratio (DOE) of 4.0% from the viewpoint of ensuring stable shareholder returns with respect to dividends until the period of the medium-term plan through 2024, while securing the internal reserves necessary for future business development and strengthening of the management structure.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property to shareholders and the total amount

18.00 yen per share of common stock, for a total of 225,518,400 yen

(3) Effective date of distribution of surplus

March 29, 2023

Proposal No.2: Appointment of Three (3) directors (excluding directors who are Audit and Supervisory Committee members)

At the end of this general meeting, the term of three directors (excluding directors who are Audit and Supervisory Committee members) will expire, so we request the appointment of three directors (excluding directors who are Audit and Supervisory Committee members).

Candidates for directors (excluding directors who are members of the Audit and Supervisory Committee) are as follows.

Name (Date of birth)		Brief personal history, title, responsibility and significant concurrent positions		Number of the Company's shares owned
No.1	Emiko Takemoto (born Aug. 21, 1975) [Female] Attendance at the Board of Directors 2022 18 times/ 18 meetings Attendance rate 100%	Jun.1999 Jul. 2001 Mar.2004 Dec.2004 Jan.2006 Mar.2020	Joined Takemoto Yohki Co., Ltd. Deputy General Manager of Sales Department Appointed as a Director President and Representative Director (current) Chairman of Shanghai Takemoto Packaging Co., Ltd. Chairman of Takemoto Yohki (Kunshan) Co., Ltd. Representative Director of Kyoei Plasco Co., Ltd (current)	3,370,000
	<p>【Reasons for the nomination as Director candidate】</p> <p>Ms. Emiko Takemoto was appointed a director of Takemoto Yohki Co., Ltd. in March 2004 and President / Representative Director in December 2004. In the midst of a difficult business environment, she has been a key person who always demonstrated outstanding management skills as a top executive with the forethought to guide the company in the bottle packaging industry. Her leadership skills, backed by broad knowledge and experience in a wide range of fields, are indispensable to the management of Takemoto Group. For the above reasons, the Company has nominated her as a candidate for the position of director.</p>			
Name (Date of birth)		Brief personal history, title, responsibility and significant concurrent positions		Number of the Company's shares owned
No.2	Takahiro Fukazawa (Born May 23, 1970) [Male] Attendance at the Board of Directors 2022 18 times/ 18 meetings Attendance rate 100%	Sep. 2000 Mar. 2004 Nov. 2004 Jun. 2005 Jul. 2006 Apr. 2007 Jan. 2008 May. 2008 Nov.2008 Apr.2010 Oct.2010 Jun.2011 Jan.2013 Apr.2014 Jan.2015 Jun.2018 Dec.2018 Jul.2019	<p>Joined Takemoto Yohki Co., Ltd. Appointed as a Director General Manager of Overseas Business Department President of TAKEMOTO PACKAGING INC. In charge of Planning and Development Department In charge of Overseas affairs In charge of Accounting Department In charge of General Affairs and Accounting Department In charge of Sales Department In charge of Sales Planning Office In charge of Production Department Managing Director Takemoto Yohki Co., Ltd. (current) President of Shanghai Takemoto Packaging Co., Ltd. (current) President of Takemoto Yohki (Kunshan) Co., Ltd. (current) President of TAKEMOTO PACKAGING INC. (current) Chairman of Shanghai Takemoto Packaging Co., Ltd.(current) Chairman of Takemoto Yohki (Kunshan) Co., Ltd. (current) In charge of operations in India (current) In charge of Production Control Director of Takemoto Netherlands B.V. (current) In charge of the operations in the Netherlands (current)</p> <p><Important concurrent positions> Chairman of Shanghai Takemoto Packaging Co., Ltd. Chairman of Takemoto Yohki (Kunshan) Co., Ltd. President of TAKEMOTO PACKAGING INC. Director of Takemoto Netherlands B.V.</p>	534,600

	<p>【Reasons for the nomination as Director candidate】</p> <p>Mr. Takahiro Fukazawa became a director of Takemoto Yohki Co., Ltd. in March 2004 and a managing director of the Company in June 2011. He has contributed to the expansion of the Company's overseas business to date. The Company has nominated him for the position of Director because of his track record, ability, and experience is considered as indispensable to the management of the Company as we strengthen the overall overseas sales structure and production system in India.</p>			
Name (Date of birth)	Brief personal history, title, responsibility and significant concurrent positions			Number of the Company's shares owned
No3 Etsuko Takemoto (Born October 16, 1976) [Female] Attendance at the Board of Directors 2022 18 times/ 18 meetings Attendance rate 100%	Apr. 2001 Apr. 2007 Oct. 2010 Nov. 2010 Mar. 2011 Jan. 2013 Feb. 2013 Jan. 2014 Apr. 2015 Sep. 2015 Jul. 2019	Joined the Takemoto Yohki Co., Ltd. Executive Officer in charge of Planning and Development Department Executive Officer in charge of operations in China Executive Officer in charge of operations in China, President of Shanghai Takemoto Packaging Co., Ltd., and President of Takemoto Yohki (Kunshan) Co., Ltd. Appointed as a Director (current) In charge of operations in China In charge of Planning and Development Department, Patent Development Office, and Engineering Department General Manager of Planning and Development Department Supervisor of Planning and Development Director of Takemoto Netherlands B.V. (current) General Manager of Planning and Development Department (current) <Important concurrent positions> Director of Takemoto Netherlands B.V.	616,700	
	<p>【Reasons for the nomination as Director candidate】</p> <p>Ms. Etsuko Takemoto was appointed a Director of Takemoto Yohki Co., Ltd in March 2011 and became the person responsible for Planning and Development Department since July 2019. Since the company will continue to create standout value in the coming future and to utilize TOGETHER LAB as a base of operation for strengthening the system for global scale co-creation, her achievements, abilities, and experience in management are considered to be indispensable to the Company's operation. For the above reasons, the Company has nominated her as a candidate for the position of director.</p>			

(Notes)

1. Takemoto Yohki Co., Ltd. guarantees debt to Takemoto Yohki (Kunshan) Co., Ltd.
2. Mr. Takahiro Fukazawa, a candidate for director, concurrently serves as the chairman of Shanghai Takemoto Packaging Co., Ltd. and Takemoto Yohki (Kunshan) Co., Ltd., the president of TAKEMOTO PACKAGING INC. President, and a director of Takemoto Netherlands BV. All four companies mentioned above are subsidiaries of Takemoto Yohki Co., Ltd. and Takemoto Yohki Co., Ltd. has a business relationship with each company.
3. Etsuko Takemoto, a candidate for director, also serves as a director of Takemoto Netherlands B.V., a subsidiary of Takemoto Yohki Co., Ltd., and these two companies have a business relationship with each other.
4. There is no special interest between the other candidates and our company.
5. The Company concludes a liability insurance contract for officers, etc. as stipulated in Article 430-3, Paragraph 1 of the Company Law with an insurance company, and the legal damages and the dispute costs to be borne by the insured will be covered by the insurance contract. Each candidate will be included in the insured of the insurance contract.

Skills Matrix of the Board of Directors

Status	Name	Sex	Area of particular expertise						
			Corporate Management	Director experience	Global business	Sales& Marketing	Development & Design	Environment	Knowledge
President and Representative Director	Emiko Takemoto	Female	○			○			
Director	Takahiro Fukazawa	Male	○		○	○			
Director	Etsuko Takemoto	Female	○		○		○	○	
External Director (Audit and Supervisory Committee Member)	Shinji Anada	Male		○					○ Capital Markets
External Director (Audit and Supervisory Committee Member)	Tatsuya Tanaka	Male		○					○ Legal Affairs
External Director (Audit and Supervisory Committee Member)	Masao Ishikawa	Male		○					○ Finance, Financial Affairs
External Director (Audit and Supervisory Committee Member)	Kazuo Ogawa	Male		○					○ Finance, Accounting, Taxation