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Securities Code: 6250  
March 8, 2021

To our shareholders:

Hiroshi Kubo  
Representative Director President & C.E.O.  
**YAMABIKO CORPORATION**  
1-7-2 Suehirocho, Ohme, Tokyo

## **Notice of the 13th Annual General Meeting of Shareholders**

We are pleased to announce the 13th Annual General Meeting of Shareholders of YAMABIKO CORPORATION (the "Company"), which will be held as described below.

You may exercise your voting rights by either of the following methods prior to the meeting. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

[Exercise of voting rights in writing (by mail)]

Please indicate "for" or "against" in the enclosed voting form, and return the form to us, so that we can receive your voting form no later than Monday, March 29, 2021 at 5:20 p.m. (JST).

[Exercise of voting rights via the Internet, etc.]

Please access to the website for exercising voting rights designated by the Company (<https://www.web54.net>) and enter "for" or "against" for each of the proposals to exercise your voting rights by no later than Monday, March 29, 2021 at 5:20 p.m. (JST).

### **How to exercise your voting rights**

If you are attending the meeting:

Please bring the voting form with you when attending the meeting and submit it at the venue reception.

Also, please bring this notice with you on the day of the meeting.

If you are voting in writing (by mail):

Please indicate "for" or "against" for each of the proposals in the enclosed voting form, and return the form to us, so that we can receive your voting form no later than Monday, March 29, 2021 (the day before the meeting), at 5:20 p.m. (JST).

If you are voting via the Internet, etc.:

Please access the website for exercising voting rights (<https://www.web54.net>) from a personal computer (PC), a smartphone, or a mobile phone, enter your Code for Exercising Voting Rights and Password provided on the enclosed voting form, and follow on-screen instructions to enter "for" or "against" for each of the proposals.

Deadline: All data entry to be completed no later than Monday, March 29, 2021 at 5:20 p.m. (JST).

\* If you exercise your voting rights in duplicate both in writing (by mail) and via the Internet, etc., the Company will only deem your exercise via the Internet valid.

\* If you exercise your voting rights multiple times via the Internet, etc., the Company will only deem the substance of your final exercise to be valid.

**1. Date and Time:** Tuesday, March 30, 2021, at 10:00 a.m. (JST)

**2. Venue:** Conference room, third floor of the Company's Head Office  
1-7-2 Suehirocho, Ohme, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 13th term (from January 1, 2020 to December 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 13th term (January 1, 2020 to December 31, 2020)

**Matters to be resolved:**

<b>Proposal No. 1</b>	Partial Amendments to the Articles of Incorporation
<b>Proposal No. 2</b>	Election of Seven Directors
<b>Proposal No. 3</b>	Election of One Audit & Supervisory Board Member
<b>Proposal No. 4</b>	Election of One Substitute Audit & Supervisory Board Member

- Please submit the enclosed voting form at the venue reception when attending the meeting.
- Notes to Consolidated Financial Statements and notes to Non-consolidated Financial Statements are not included in the attached materials because they are posted on the Company's website in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation.  
Please note that the Consolidated Financial Statements and Non-consolidated Financial Statements included in the attached materials are part of the audited materials produced by the Audit & Supervisory Board Members and the Financial Auditor when creating audit reports.
- If modifications are made to the Reference Documents for the General Meeting of Shareholders, Business Reports, Consolidated Financial Statements or Non-consolidated Financial Statements, items with revisions will be posted on the Company's website.

<<Company website>> <https://www.yamabiko-corp.co.jp/>

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the proposal

From the perspective of improving the auditing function of the Board of Directors, necessary changes are to be made to enable a Director, including an outside Director who is independent from execution of operations, to be the Chairman of the Board of Directors.

#### 2. Details of the amendments

The details of the amendments are as follows:

(Underlined text indicates amended sections.)

Current Articles of Incorporation	Proposed Amendments
(Convener and Chairman of the Board of Directors) Article 23 1. <u>President</u> shall convene the Board of Directors and act as chairman of the Meeting, unless otherwise provided by laws and ordinances. 2. In case that <u>President</u> is unable to act, one of the other Directors shall convene the Board of Directors and act as chairman of the meeting in the order predetermined by the Board of Directors.	(Convener and Chairman of the Board of Directors) Article 23 1. <u>A Director predetermined by the Board of Directors</u> shall convene the Board of Directors and act as chairman of the Meeting, unless otherwise provided by laws and ordinances. 2. In case that <u>the Director determined under the preceding paragraph</u> is unable to act, one of the other Directors shall convene the Board of Directors and act as chairman of the meeting in the order predetermined by the Board of Directors.

**Proposal No. 2**      Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	Attribute of candidate	Attendance to Board of Directors meetings
1	Yoshiaki Nagao	Representative Director Chairman	Reelection	10/10 (100%)
2	Hiroshi Kubo	Representative Director President & C.E.O. Chairman of ECHO Incorporated	Reelection	10/10 (100%)
3	Tomohiko Hayashi	Director, Executive Managing Officer Agricultural Machinery Business; Division Officer of Sales and Marketing DIV C.E.O. of YAMABIKO JAPAN CO., Ltd.	Reelection	10/10 (100%)
4	Yoshiki Kitamura	Managing Officer Division Officer of Manufacturing DIV C.E.O. of OPPAMA INDUSTRY CO., Ltd.	New election	—
5	Takuo Yoshizaki	Vice Division Officer of Engineering DIV General Manager of Research and Development DEPT	New election	—
6	Koji Sano	Director	Reelection Outside Independent	10/10 (100%)
7	Yoshiyuki Nogami	Audit & Supervisory Board Member	New election Outside Independent	10/10 (100%) (Attendance as Audit & Supervisory Board Member)

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Yoshiaki Nagao (February 1, 1953) Reelection	Apr. 1978 Joined KIORITZ CORPORATION Feb. 2006 Operating Officer President & C.E.O. of ECHO Incorporated Feb. 2008 Director and Operating Officer of KIORITZ CORPORATION President & C.E.O. of ECHO Incorporated Dec. 2008 President & C.E.O. of KIORITZ CORPORATION Operating Officer of the Company Director, Operating Officer and Division Officer of Industrial Machinery DIV June 2011 President & C.E.O. and Operating Officer June 2012 Representative Director President & C.E.O. June 2020 Outside Director of TACHI-S CO., LTD. (current position) Jan. 2021 Representative Director Chairman of the Company (current position)	42,368 shares	
[Reasons for nomination as candidate for Director] Yoshiaki Nagao has directed the Company group's management as Representative Director President since June 2011 and performed his role with the aim of sustained increase in the Company group's corporate value, such as determining significant management issues and auditing the execution of operations. The Company has nominated him as a candidate for Director, since he would continue to contribute to the auditing of the Company group's management.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Hiroshi Kubo (May 15, 1962) Reelection	<p>Apr. 1986      Joined MITSUI &amp; CO., LTD.</p> <p>June 2003      General Manager of Chicago Office of Mitsui &amp; Co. (U.S.A.), Inc.</p> <p>Apr. 2005      Seconded to ECHO Incorporated, Vice President</p> <p>Jan. 2008      General Manager of Industrial Machinery Systems Department, Construction Machinery and Industrial System Division, Integrated Transportation Systems Business Unit, Head Office of MITSUI &amp; CO., LTD.</p> <p>Dec. 2009      General Manager of Strategy and Planning Department, Automobile Operations Division, Mobility Business Unit I, Head Office</p> <p>Jan. 2013      Seconded to Mitsui Bussan Automotive (Thailand) Co., Ltd., Managing Director</p> <p>Jan. 2017      General Manager of Construction Machinery and Industrial System Division, Integrated Transportation Systems Business Unit, Head Office of MITSUI &amp; CO., LTD.</p> <p>May 2019      Joined the Company</p> <p>June 2019      Senior Executive Managing Officer in charge of Corporate Planning</p> <p>Jan. 2020      Senior Executive Managing Officer in charge of Corporate Planning &amp; Administration</p> <p>Mar. 2020      Director, Senior Executive Managing Officer in charge of Corporate Planning &amp; Administration</p> <p>May 2020      Director, Senior Executive Managing Officer in charge of Corporate Planning, Administration &amp; DX (Digital Transformation) Strategy</p> <p>Jan. 2021      Representative Director President &amp; C.E.O. (current position)</p> <p>Chairman of ECHO Incorporated (current position)</p>		10,689 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hiroshi Kubo has abundant experience in operations in a general trading company. In addition, he has many years of extensive experience in execution and auditing at domestic and overseas offices, including working at a local subsidiary in North America, which is a major market of the Company, and has good insight. In addition, he has faithfully directed and audited the Company group's management as Representative Director President since January 2021. The Company has nominated him as a candidate for Director, since he would continue to contribute to the Company group's further development.</p>				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Tomohiko Hayashi (July 22, 1960) Reelection	Apr. 1984 June 2008 June 2014 June 2016 Mar. 2017 Apr. 2017 June 2017 Jan. 2018 Mar. 2019 Jan. 2020	Joined KIORITZ ECHO CORPORATION C.E.O. of TOBU KIORITZ ECHO CORPORATION Managing Officer and Division Officer of Agricultural Machinery DIV of the Company Director, Managing Officer and Division Officer of Agricultural Machinery DIV Director, Managing Officer and Vice Division Officer of Sales and Marketing DIV Director, Managing Officer and Vice Division Officer of Sales and Marketing DIV of the Company C.E.O. of YAMABIKO JAPAN CO., Ltd. Director, Senior Managing Officer and Vice Division Officer of Sales and Marketing DIV of the Company C.E.O. of YAMABIKO JAPAN CO., Ltd. Director, Senior Managing Officer and Division Officer of Sales and Marketing DIV of the Company C.E.O. of YAMABIKO JAPAN CO., Ltd. Director, Executive Managing Officer and Division Officer of Sales and Marketing DIV of the Company C.E.O. of YAMABIKO JAPAN CO., Ltd. Director, Executive Managing Officer in charge of Agricultural Machinery Business; Division Officer of Sales and Marketing DIV of the Company (current position) C.E.O. of YAMABIKO JAPAN CO., Ltd. (current position)	13,500 shares

[Reasons for nomination as candidate for Director]

Tomohiko Hayashi has abundant experiences in operations in the agricultural machinery development division and the manufacturing division of the Company and as a manager of sales subsidiaries of the Company in Japan, as well as good insight. The Company has nominated him as a candidate for Director, since he would contribute to the Company group's further development.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned	
4	Yoshiki Kitamura (April 18, 1963) New election	Apr. 1986	Joined OPPAMA INDUSTRY CO., Ltd.	1,200 shares	
		Mar. 2005	Joined KIORITZ CORPORATION		
		June 2011	General Manager of Production Development DEPT of the Company		
		Nov. 2011	General Manager of Material Procurement DEPT		
		Sept. 2012	General Manager of Material Procurement DEPT of the Company		
		Sept. 2017	Chairman of ECHO TAIWAN Co., Ltd. Vice Division Officer of Manufacturing DIV and General Manager of Material Procurement DEPT of the Company		
		Mar. 2018	Chairman of ECHO TAIWAN Co., Ltd. Managing Officer and Vice Division Officer of Manufacturing DIV of the Company		
		Jan. 2021	Chairman of ECHO TAIWAN Co., Ltd. C.E.O. of OPPAMA INDUSTRY CO., Ltd.		
			Managing Officer and Division Officer of Manufacturing DIV of the Company (current position)		
			C.E.O. of OPPAMA INDUSTRY CO., Ltd. (current position)		
	[Reasons for nomination as candidate for Director]				
	Yoshiki Kitamura has abundant experiences in operations in the manufacturing division of the Company and as a manager of manufacturing subsidiaries of the Company, as well as good insight. The Company has nominated him as a candidate for Director, since he would contribute to the Company group's further development.				
5	Takuo Yoshizaki (May 21, 1963) New election	Apr. 1988	Joined Mazda Motor Corporation	816 shares	
		Oct. 1991	Assistant at School of Engineering, Hiroshima University		
		Apr. 2000	Lecturer of Department of Mechanical Engineering, Faculty of Engineering, Nippon Institute of Technology		
		July 2004	Joined KIORITZ CORPORATION		
		June 2015	General Manager of Testing DEPT, Engineering DIV of the Company		
		Apr. 2019	Vice Division Officer of Engineering DIV and General Manager of Testing DEPT		
		Aug. 2019	Vice Division Officer of Engineering DIV and General Manager of Research and Development DEPT (current position)		
		[Reasons for nomination as candidate for Director]			
		Takuo Yoshizaki has abundant experience in operations in the research and development division of the Company as well as good insight in mechanical engineering. The Company has nominated him as a candidate for Director, since he would contribute to the Company group's further development.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)			Number of the Company's shares owned
6	Koji Sano (April 26, 1952) Reelection Outside Independent	Apr. 1975	Joined Yokogawa Electric Corporation		
		Apr. 2003	Representative Director and President of Yokogawa Electronics Manufacturing Corporation (current Yokogawa Manufacturing Corporation)		
		Apr. 2008	Vice President and Head of the Business Ethics Headquarters of Yokogawa Electric Corporation		2,000 shares
		Sept. 2012	Full-time Audit & Supervisory Board Member of Yokogawa Field Engineering Service Corporation (current Yokogawa Solution Service Corporation)		
		June 2017	Audit & Supervisory Board Member of the Company		
		Mar. 2019	Director (current position)		
[Reasons for nomination as candidate for outside Director] Koji Sano has experience for many years in various areas including production and sales. He also has a wealth of experience and broad knowledge in management overall that includes his involvement in management as the person responsible for compliance and Representative Director. The Company has nominated him as a candidate for outside Director since he would directly contribute to improving the corporate value of the Company based on his proven track record that was achieved faithfully in his roles that included auditing the execution of duties by Directors since his appointment as outside Audit & Supervisory Board Member of the Company in June 2017.					
7	Yoshiyuki Nogami (January 9, 1952) New election Outside Independent	Apr. 1975	Joined MAEDA CORPORATION		
		Jan. 2000	Joined TACHI-S CO., LTD.		
		June 2003	Executive Officer		
		June 2005	Senior Executive Officer		
		Apr. 2007	Division Manager of Business Control Division		
		June 2007	Director & Senior Executive Officer		
		Apr. 2008	Division Manager of Administration and Management Control Division		
		Apr. 2009	Director & Executive Vice President		
		Apr. 2010	Chief of Administration and Management Control Headquarters		1,000 shares
		Apr. 2011	Chief of Business Headquarters and Chief of Administration and Management Control Headquarters; Division Manager of Overseas Division		
[Reasons for nomination as candidate for outside Director] Yoshiyuki Nogami has experience in various areas including management, finance, and corporate governance. He also has a wealth of experience and broad knowledge in management overall that includes his involvement in management as Representative Director. The Company has nominated him as a candidate for outside Director since he would directly contribute to improving the corporate value of the Company based on his proven track record that was achieved faithfully in his roles that included auditing the execution of duties by Directors since his appointment as outside Audit & Supervisory Board Member of the Company in March 2019.					

Notes:

1. There is no special interest between any of the candidates and the Company.
2. Koji Sano is a candidate for outside Director. Koji Sano is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been two years.
3. Yoshiyuki Nogami is a candidate for outside Director. Yoshiyuki Nogami is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure will have been two years as an outside Audit & Supervisory Board Member. Yoshiyuki Nogami plans to resign as outside Audit & Supervisory Board Member at the conclusion of this meeting.

4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Koji Sano and Yoshiyuki Nogami to limit their liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. If they are reelected, the Company plans to renew the aforementioned limited liability agreement.
5. The Company has entered into a contract of directors and officers liability insurance with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The insurance contract covers legally mandated damage compensation and legal expenses borne by the insured. Each candidate will be included in those insured under the said insurance contract. The Company plans to renew the contract with the same content with them at the next term of renewal.
6. The Company has submitted notification to the Tokyo Stock Exchange that Koji Sano and Yoshiyuki Nogami have been appointed as independent officers as provided for by the aforementioned exchange. If they are elected, the Company plans for their appointments as independent officers to continue.

**Proposal No. 3**      Election of One Audit & Supervisory Board Member

Yoshiyuki Nogami will resign as Audit & Supervisory Board Member at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member as his substitute.

Please note that Harunobu Kameyama would be elected as a substitute Audit & Supervisory Board Member for Yoshiyuki Nogami. As provided for in the Company's Articles of Incorporation, his term of office will be until the expiration date of the retiring Audit & Supervisory Board Member's term of office.

Furthermore, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
Harunobu Kameyama (May 15, 1959) New election Outside Independent	Apr. 1992      Registered as an attorney at law (Dai-Ichi Tokyo Bar Association) Apr. 1997      Established Harunobu Kameyama Law Office (current Kameyama Sogo Law Office) June 2005      Auditor of Kyoritsu International Foundation (current position) June 2007      Outside Corporate Auditor of Komori Corporation Apr. 2010      Civil conciliation commissioner of Tokyo Summary Court (current position) Oct. 2012      Outside Director of Takaoka Toko Co., Ltd. (current position) June 2013      Outside Director of Komori Corporation (current position) Oct. 2013      Outside Corporate Auditor of SOMAR Corp. (current position)		0 shares

[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]

Harunobu Kameyama has specialist knowledge and extensive experience as an attorney at law. The Company has nominated him as a candidate for outside Audit & Supervisory Board Member, since he would contribute to strengthening the Company's corporate governance from an independent perspective.

Notes:

1. There is no special interest between the candidate and the Company.
2. Harunobu Kameyama is a candidate for outside Audit & Supervisory Board Member.
3. If Harunobu Kameyama is elected, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
4. The Company has entered into a contract of directors and officers liability insurance with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The insurance contract covers legally mandated damage compensation and legal expenses borne by the insured. The candidate will be included in those insured under the said insurance contract. The Company plans to renew the contract with the same content with him at the next term of renewal.
5. The Company has submitted a notification to the Tokyo Stock Exchange that Harunobu Kameyama is an independent officer as provided for by the aforementioned exchange.

**Proposal No. 4**      Election of One Substitute Audit & Supervisory Board Member

The Company requests the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

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

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

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)		Number of the Company's shares owned
Hiroshi Kaimori (January 18, 1948)	<p>July 2004      District Director of the Kofu Tax Office</p> <p>July 2005      Deputy Assistant Regional Commissioner of Third Examination Group of Tokyo Regional Taxation Bureau</p> <p>July 2006      District Director of Nihonbashi Tax Office</p> <p>July 2007      Resigned from National Tax Agency</p> <p>Aug. 2007      Registered as a certified tax accountant</p> <p>Sept. 2007      Established Hiroshi Kaimori Certified Tax Accountant Office</p>		0 shares

[Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member]

Hiroshi Kaimori has abundant experience as a tax accountant and knowledge in finance and accounting. Although he has not been involved in corporate management, the Company judges he will appropriately fulfill his duties as an outside Audit & Supervisory Board Member based on the above reasons.

Notes:

1. There is no special interest between the candidate and the Company.
2. Hiroshi Kaimori is a candidate for substitute outside Audit & Supervisory Board Member.
3. If Hiroshi Kaimori assumes the office of outside Audit & Supervisory Board Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchange.
4. If Hiroshi Kaimori assumes the office of outside Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
5. The Company has entered into a contract of directors and officers liability insurance with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The insurance contract covers legally mandated damage compensation and legal expenses borne by the insured. If Hiroshi Kaimori assumes the office of outside Audit & Supervisory Board Member, he will be included in those insured under the said insurance contract.