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Securities Code: 5208

June 10, 2022

To our shareholders:

Yuta Arisawa
President and Representative Director
Arisawa Mfg. Co., Ltd.
5-5 Minami-honcho 1-chome, Joetsu-shi, Niigata

Notice of the 74th Annual General Meeting of Shareholders

We are pleased to announce the 74th Annual General Meeting of Shareholders of Arisawa Mfg. Co., Ltd. (the “Company”), which will be held as stated below.

If you do not plan on attending the meeting in person, please consider exercising your voting rights in advance either by mail or via the internet using the enclosed voting form.

If you exercise your voting rights either by mail or via the internet and other means, the deadline by which voting rights must be exercised is 5:00 p.m. on Monday, June 27, 2022 (JST). We appreciate your cooperation.

1. Date and Time: Tuesday, June 28, 2022, at 10:00 a.m. (Reception will open at 9:00 a.m.) (JST)

2. Venue: Conference Room, Head Office of the Company

5-5 Minami-honcho 1-chome, Joetsu-shi, Niigata

The Company is taking exhaustive steps to minimize the possibility of COVID-19 infection at the venue of the General Meeting of Shareholders. We ask for your understanding and cooperation in preventing the spread of COVID-19.

- (i) To shorten the duration of the General Meeting of Shareholders, questions regarding the matters to be reported will be limited to be as brief as possible, and a time limit will be placed on questions relating to proposals, which means sometimes a question will be cut short.
- (ii) Alcohol-based hand sanitizer for shareholders will be placed at the entrance of the venue. We ask shareholders who attend the meeting to bring and wear face masks. The Company’s officers and staff members will wear face masks when interacting with shareholders.
- (iii) Shareholders will have their temperature checked near the entrance of the venue. Those who are confirmed to have fever of 37.5 degrees Celsius or above or appear to be unwell may be asked to refrain from entering the venue.
- (iv) To ensure sufficient social distancing is practiced, a second meeting venue will be made available in addition to the Head Office Conference Room. Please be aware that you will be shown to the second meeting venue if the Head Office Conference Room’s seating capacity is reached.

* On the day, we will be providing a livestreaming of the meeting for shareholders via the internet. For details, please refer to the enclosed “Information on the Livestreaming.” (Japanese only)

* The above response measures are subject to change based on the status of the spread of the infection as well as announcements from government administrations and other such bodies up until the day of the General Meeting of Shareholders. Please check for information about any changes that will be posted on the Company’s website (<http://www.arisawa.co.jp/>).

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 74th Fiscal Year (April 1, 2021, to March 31, 2022) and Audit Reports of Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the 74th Fiscal Year (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 One Corporate Auditor |
| Proposal No. 4 | Election of Two Substitute Corporate Auditors |

- When attending on the day of the meeting, please submit the enclosed voting form to reception. Please note that entry will not be granted to shareholders who do not submit the form to reception.
If you exercise your voting rights by proxy, another shareholder with a voting right of the Company may attend the General Meeting of Shareholders as your proxy. In this case, however, please submit a written document certifying the authority of proxy with the voting form at the reception.
- No gifts will be provided to shareholders who attend the Annual General Meeting of Shareholders. Your understanding is appreciated.
- Any changes in the Reference Documents for the General Meeting of Shareholders, Business Reports, Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Company's website (<http://www.arisawa.co.jp/>).

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company regards the return of earnings to shareholders as an important management issue and will provide an active return of earnings to shareholders while investing funds for the maintenance and expansion of the revenue base for existing businesses and for the development of new applications.

In line with this policy, the Company proposes the appropriation of the surplus for the fiscal year as follows:

1. Year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Allotment of dividend property and the aggregate amount
The Company proposes to pay a dividend of ¥90 per common share of the Company.
Total amount: ¥3,006,166,410
 - (3) Effective date of payment of surplus available for dividends
June 29, 2022
2. Other appropriation of surplus
 - (1) Item of surplus to be increased and amount of increase
Retained Earnings Carried Forward ¥3,000,000,000
 - (2) Item of surplus to be decreased and amount of decrease
General Reserve ¥3,000,000,000

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendment

Since the revised provisions provided for 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) Article 15, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format.
- (2) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the Current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendments

Details of the amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 15:</u> <u>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 Reports, 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.</u> <Newly established></p> <p><Newly established></p>	<p style="text-align: center;"><Deleted></p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 15:</u> <u>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.</u> <u>2 The Company may not include all or part of the matters for which electronic provision measures are taken, which are provided for in the Ordinance of the Ministry of Justice, in the document to be delivered to shareholders who have made a request for delivery of documents by the Record Date for Voting Rights.</u></p> <p><u>(Supplementary Provision)</u> <u>1. The amendment to the Articles of Incorporation pertaining to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p data-bbox="821 197 1447 421">2. <u>Notwithstanding the provision(s) of the preceding paragraph, Article 15 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 the Date of Enforcement.</u></p> <p data-bbox="821 421 1447 575">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal No. 3 Election of One Corporate Auditor

As Koji Ota, Corporate Auditor, will resign at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes the election of one Corporate Auditor to fill this vacancy.

Since Hisashi Masumura will be elected as a substitute for Koji Ota, the term of office of the newly elected Corporate Auditor will be until the expiration of the term of office of the retiring Corporate Auditor, pursuant to the Company's Articles of Incorporation. The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidates for Corporate Auditor are as follows, and their career summaries, etc. are those as of June 1, 2022.

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
*Hisashi Masumura (February 5, 1963)	Nov. 1987	Joined the Company	700 shares
	Jul. 2005	Group Leader of Human Resources Group, Human Resources Dept.	
	Jul. 2008	Group Leader, Administration Planning Group, Corporate Planning Department	
	Oct. 2010	Assistant General Manager, Manufacturing Dept.	
	Apr. 2012	General Manager of Human Resources Dept.	
	Apr. 2018	General Manager, Human Resources Dept. General Manager, General Affairs Dept.	
	Oct. 2020	General Affairs Department Head (Current)	
(Reasons for nomination as candidate for Corporate Auditor)			
Since joining the Company, he has served in the Company's manufacturing, corporate planning, human resources, and general affairs divisions and has extensive knowledge and experience in finance, legal affairs, compliance, and risk management, which he believes enables him to conduct highly effective audits as a Corporate Auditor of the Company. He is also nominated as a candidate for a full-time Corporate Auditor because he is expected to supervise overall management and provide effective advice.			

- Notes:
1. Hisashi Masumura, marked with (*), is a new candidate for the position of Corporate Auditor.
 2. There are no special interests between the candidates for Corporate Auditor and the Company.
 3. The number of the Company's shares owned is based on the shareholder register as of March 31, 2022.
 4. The Company has concluded a directors' and corporate auditors' liability insurance policy as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures corporate auditors, and the premiums are borne entirely by the Company. The policy covers damages that may arise from the insured corporate auditors being held liable for the performance of their duties or being subject to claims for such liability. In the event that the candidate is appointed as a Corporate Auditor, he will be insured under the relevant insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Expertise and experience of each Director and Corporate Auditor

If this proposal is approved, the Company's Board of Directors and Board of Corporate Auditors, including the directors and auditors who are not up for election at this time, will be composed of members with the following skills.

Name	Position	Corporate management	Insights on key business/ industry	Finance/ accounting	Legal/ risk management	International experience
Yuta Arisawa	Representative Director	○	○			○
Yoshihiko Toda	Director		○			
Osamu Nakajima	Director		○			○
Takeshi Masuda	Director			○	○	
Yutaka Tsukahara	Outside Director	○	○			
Koji Nakamura	Outside Director	○	○			○
Kazuo Abiko	Outside Director	○			○	○
Hirotooshi Takada	Outside Director	○	○			○
Miho Numata	Outside Director	○			○	
Hisashi Masumura	Corporate Auditor			○	○	
Koichiro Tanaka	Outside Corporate Auditor	○		○		○
Koichi Yokota	Outside Corporate Auditor	○		○		

Note: "Insights on key business / industry" includes business knowledge, marketing ability, technical knowledge, etc.

Proposal No. 4 Election of Two Substitute Corporate Auditors

The Company proposes the election of two substitute Corporate Auditors in advance to be ready to fill vacant positions should the number of Corporate Auditors fall below the number required by laws and regulations. The consent of the Board of Corporate Auditors has been obtained for this proposal.

The substitute Corporate Auditors are as follows: Yuji Hayatsu is to be elected as a substitute for Corporate Auditor Hisashi Masumura and Hideyuki Baba is to be elected as a substitute for outside Corporate Auditors Koichiro Tanaka and Koichi Yokota, assuming that Proposal 3 is approved and adopted. The Company shall reserve the right to nullify the validity of their election by resolution of the Board of Directors as long as the consent of the Board of Corporate Auditors is obtained; provided, however, that it is only in a time before they assume office.

The candidates for substitute Corporate Auditor are as follows, and their career summaries, etc. are those as of June 1, 2022.

Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hiroshi Hayatsu (March 13, 1957)	Apr. 1975 Joined the Company Apr. 2001 Group Leader of Information System Group May 2010 General Manager of Human Resources Dept. Apr. 2012 General Manager of General Affairs Dept. Mar. 2017 Resigned from the Company	1,767 shares
2	Hideyuki Baba (March 29, 1964)	Apr. 1998 Registered at Niigata Bar Association Apr. 2003 Representative, Hideyuki Baba Law Office (current position)	- shares

- Notes:
- There is no special interest between any of the candidates for substitute outside Corporate Auditor and the Company other than the monthly payment of advisory fees of ¥45,000 to Hideyuki Baba for legal advisory.
 - The number of the Company's shares owned is based on the shareholder register as of March 31, 2022.
 - Hiroshi Hayatsu has been nominated as a substitute Corporate Auditor because the Company deems he will appropriately fulfill his duties as a Corporate Auditor of the Company based on his involvement in general affairs, accounting, human resources and information systems operations during his tenure at the Company as well as his broad knowledge and experience, such as in legal affairs and finance.
 - Hideyuki Baba has been nominated as a substitute outside Corporate Auditor because the Company deems him able to appropriately fulfill his duties as an outside Corporate Auditor of the Company from an independent and neutral standpoint, based on his extensive experience and advanced expert knowledge as an attorney at law, which will be reflected in the Company's auditing system. Although he has never been directly involved in corporate management in the past, for the reasons stated above, the Company believes that he will be able to provide appropriate advice as an outside Corporate Auditor.
 - If Hideyuki Baba is appointed as an outside Corporate Auditor, the Company intends to enter into a limited liability agreement with him pursuant to Article 427, paragraph (1) of the Companies Act, and the outline of the limited liability agreement is as follows:
 - If an outside Corporate Auditor is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the Minimum Liability Amount provided in Article 425, paragraph (1) of the Companies Act.
 - The said limited liability agreement shall be effective as long as the person had acted in good faith and without gross negligence in performing his/her duties that caused the damage.
 - If Hiroshi Hayatsu and Hideyuki Baba are appointed as outside Corporate Auditors, the Company will enter into a directors and officers liability insurance policy as set forth in Article 430-3, paragraph (1) of the Companies Act, with both of them as insureds. The premiums are borne entirely by the Company, and the policy will cover any damages that may arise as a result of the insured Corporate Auditor being held liable for the performance of their duties or being subject to a claim for such liability. In addition, if the candidates are appointed as Corporate Auditors, they will be insured under the insurance policy. The policy is scheduled to be renewed at the next renewal under the same terms and conditions.
 - If Hideyuki Baba is appointed as an outside Corporate Auditor, he will be designated as an independent officer as provided for by Tokyo Stock Exchange, Inc.