Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6355) June 6, 2022

To Shareholders with Voting Rights:

Hideaki Takahashi Representative Director and President Sumitomo Precision Products Co., Ltd. 1-10 Fuso-cho, Amagasaki, Hyogo, Japan

### **NOTICE OF**

## THE 76th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby notify you of the 76th Ordinary General Meeting of Shareholders of Sumitomo Precision Products Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

With regard to this meeting, in order to prevent the spread of COVID-19, we would like to request all shareholders to refrain from attending the meeting to the extent possible regardless of their health conditions and exercise their voting rights in writing or by electromagnetic means (the Internet etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:15 p.m. on Monday, June 20, 2022, Japan time.

1. Date and Time: Tuesday, June 21, 2022, at 10:00 a.m., Japan time

2. Place: Conference room at Sumitomo Precision Products Co., Ltd. located at

1-10 Fuso-cho, Amagasaki, Hyogo, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements, and results of

audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 76th Fiscal Year

(April 1, 2021 - March 31, 2022)

2. Non-consolidated Financial Statements for the Company's 76th Fiscal Year

(April 1, 2021 - March 31, 2022)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Partial Amendment to the Articles of Incorporation

**Proposal 3:** Election of Six (6) Directors

# 4. Other Matters Regarding This Notice:

- Of the documents to be provided in conjunction with this Notice, Systems to Ensure the Properness of Operations and Outline of Operation Status of Such Systems in the Business Report, Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements in the Consolidated Financial Statements, and Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements have been posted on the Company's website (https://www.spp.co.jp) on the Internet in accordance with the laws and regulations as well as Article 16 of the Articles of Incorporation. Accordingly, these are not included in the Appendix to this Notice.
  - When the Accounting Auditor and the Audit & Supervisory Board Members prepared their audit reports, each of the abovementioned documents were audited as part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements.
- Should the Appendix and the Reference Documents for the General Meeting of Shareholders require revisions, they will be announced via a posting on the Company's website (https://www.spp.co.jp) on the Internet.

# Reference Documents for the General Meeting of Shareholders

## **Proposals and References**

**Proposal 1:** Appropriation of Surplus

Regarding the appropriation of surplus, the Company' basic dividend policy is to stably and continuously pay dividends to shareholders. While adhering to this basic policy, the Company intends to pay attention to internal reserves for enhancing corporate strength and for future business development. Additionally, the Company will assess business performance trends and the business environment around the Company in an integrated manner.

After paying the interim dividends for the fiscal year ended March 2019, the Company regrettably paid no dividends over the following three (3) years. However, performance has improved, so it will pay the current fiscal year's year-end dividends of 25 year per share as follows, in line with the aforementioned basic policy.

## Matters regarding the year-end dividends

- (1) Type of dividend assets Cash
- (2) Matters regarding the allocation of dividend assets to shareholders and the total amount thereof 25 yen per share of the Company's common stock Total amount: 132,282,950 yen
- (3) Effective date for surplus dividends June 22, 2022

# **Proposal 2:** Partial Amendment to the Articles of Incorporation

# 1. Reasons for the proposal

The amendment provisions prescribed in the proviso of Article 1 of the Supplementary Provisions of the Act for Partially Amending the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022. Accordingly, the Company will implement the following amendments to the Articles of Incorporation in order to prepare for the introduction of a system to provide electronic reference documents for general meetings of shareholders.

- (1) The proposed amendments to Article 16, Paragraph 1 stipulate that information that constitutes the content of reference documents, etc. for general meetings of shareholders be made available through an electronic system.
- (2) The proposed amendments to Article 16, Paragraph 2 establish a provision to limit the scope of information included in physical documents sent to shareholders who have requested paper copies.
- (3) The provisions related to the Deemed Provision of Reference Documents, Etc. for General Meetings of Shareholders via Electromagnetic Means (Article 16 of the current Articles of Incorporation) will become unnecessary and therefore be deleted.
- (4) Supplementary provisions will be established which specify the date from which the aforementioned additions and deletions to the Articles of Incorporation will take effect.

#### 2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
Current Articles of Incorporation  Article 16. (Deemed Provision of Reference Documents, Etc. for General Meetings of Shareholders via Electromagnetic Means)  The Company may, in accordance with the Ordinance of the Ministry of Justice, may deem that it has furnished shareholders with information to be presented or indicated in the reference documents for a general meeting of shareholders, business report, non-consolidated financial statements and	Proposed amendment (Deleted)
consolidated financial statements, by disclosing such information electronically.	

Current Articles of Incorporation	Proposed amendment
(Newly established)	Article 16 (Measures for the Electronic Provision,  Etc.)  (i) When convening a general meeting of shareholders, the Company shall furnish information contained in the reference documents, etc. for a general meeting of shareholders electronically.  (ii) Among the matters provided electronically, the Company may partially or fully omit matters designated by the Ordinance of the Ministry of Justice in the documents furnished to shareholders who have requested a printed copy of the documents by the record date for voting rights.
(Newly established)	Supplementary Provisions  Article 1  The deletion of the original Article 16 (Deemed Provision of Reference Documents, Etc. for General Meetings of Shareholders via Electromagnetic Means) of the Articles of Incorporation and the establishment of the amended Article 16 (Measures for the Electronic Provision, Etc.) of the Articles of Incorporation shall come into effect on September 1, 2022, the effective date of the amendment provisions prescribed in the proviso of Article 1 of the Supplementary Provisions of the Act for Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as "Effective Date").  Article 2  Notwithstanding the preceding article, the original Article 16 of the Articles of Incorporation shall remain in effect for a general meeting of shareholders held within six (6) months from the Effective Date.  Article 3  These supplementary provisions shall be deleted on the date when six (6) months have elapsed from the Effective Date or three (3) months have elapsed from the date of a general meeting of shareholders provided in the preceding article, whichever comes later.

# **Proposal 3:** Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of six (6) Directors including two (2) Outside Directors is proposed. The candidates have been determined by the Board of Directors upon consulting with the Nominating and

Compensation Advisory Committee, an advisory body to the Board of Directors.

The candidates are as follows:

No.	Name	Current positions at the Company			
1	Hideaki Takahashi	[Reappointment]	Representative Director and President		
2	Kenro Itakura [Reappointment]		Representative Director and Senior Managing Executive Officer		
3	Toshihiro Hayami	[Reappointment]	Representative Director and Senior Managing Executive Officer		
4	Masahiro Yamane	[New appointment]	Managing Executive Officer		
5	Guntaro Kawamura	[Reappointment] [Outside] [Independent]	Director		
6	Shigeo Misaka	[Reappointment] [Outside] [Independent]	Director		

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
1	Hideaki Takahashi (January 30, 1963)  [Reappointment]  [Term of office (as of the conclusion of this General Meeting of Shareholders)]  3 years  [Attendance at the Board of Directors meetings]	December 1989 June 2008 October 2012 July 2015 June 2018 April 2019 June 2019	Joined the Company General Manager of Environmental Systems & Microelectronics  – Technology Production Department; Deputy General Manager of Industrial Hydraulic Department General Manager of Industrial Hydraulic Department General Manager of Industrial Hydraulic Department; Manager of Nagoya Sales Office; Corporate Planning Department Executive Officer President Representative Director and President (to present)	2,339 shares	
	15 out of 15 meetings (100%)  [Reason for nomination as candidate for Director]  Mr. Hideaki Takahashi was engaged for many years in operations of the Industrial Hydraulic Department and took a leading role in the joint venture in China, contributing to the revenue growth of the business. With his wealth of experience and wide-ranging insight, he has taken a pivotal role in Group management since taking up his Director post in 2019. Accordingly, the Company has determined that he can be expected to continue contributing to the Company's management.				
2	Kenro Itakura (March 3, 1960)  [Reappointment]  [Reappointment]  [Reappointment]  [Reappointment]  [April 2010  April 2010  April 2013  [Executive Officer; General Manager, Metropolitan Sales Division of Sumitomo Mitsui Auto Service Company, Limited Director, Managing Executive Officer; General Manager, Sales Planning Division  [Attendance at Board of Directors meetings]  15 out of 15 meetings (100%)  April 1984  May 2006  General Manager of Aerospace Department 2, Ship, Aerospace, & Transportation Business Division, Transportation & Construction Systems Business Unit Representative Director and President of Sumisho Aero-Systems Corporation  Executive Officer; General Manager, Metropolitan Sales Division of Sumitomo Mitsui Auto Service Company, Limited Director, Managing Executive Officer; General Manager, Sales Planning Division Director and Managing Executive Officer April 2020 Director and Senior Managing Executive Officer April 2022 Representative Director and Senior Managing Executive Officer (to present)  [Responsibilities] General Manager of Aerospace Division		0 shares		

[Reason for nomination as candidate for Director]

With his wealth of experience and wide-ranging insight from his service for many years at the aerospace-related operations of the trading company and as a corporate manager, Mr. Kenro Itakura has taken a pivotal role in Group management since taking up his Director post in 2018. Accordingly, the Company has determined that he can be expected to continue contributing to the Company's management.

No.	Name (Date of birth)		Number of shares of the	
3	Toshihiro Hayami (September 24, 1960)  [Reappointment]  [Term of office (as of the conclusion of this General Meeting of Shareholders)]  1 year and 9 months  [Attendance at Board of Directors meetings]  15 out of 15 meetings (100%)	Division [Significant concu		Company held  749 shares
	Representative Director and President of SPP Technologies Co., Ltd.  [Reason for nomination as candidate for Director]  With his wealth of experience and wide-ranging insight from involvement in the MEMS and semiconductor-manufacturing equipment business over many years, as well as his role in the overall management of these operations, Mr. Toshihiro Hayami has taken a pivotal role in Group management since taking up his Director post in 2020. Accordingly, the Company has determined that he can be expected to continue contributing to the Company's management.			
4	Masahiro Yamane (August 21, 1967) [New appointment]	April 1991 June 2017  April 2019 April 2022  [Responsibilities] General Manage	Joined SUMITOMO CORPORATION General Manager of Accounting Department, Metal Products Business Unit; Seconded to Sumitomo Shoji Financial Management Co., Ltd. General Manager of Investor Relations Department Corporate Officer, Assistant to General Manager, Lease, Ship & Aerospace Business Division Managing Executive Officer of the Company (to present)  er of Corporate Management Division	0 shares
		xperience and wide- e Corporate Manage	ranging insight from his service for many years working in accement Division, the Company has determined that Mr. Masahiro	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Guntaro Kawamura (January 8, 1945)  [Outside] [Independent] [Reappointment]  [Term of office (as of the conclusion of this General Meeting of Shareholders)] 7 years  [Attendance at Board of Directors meetings] 14 out of 15 meetings (93.3%)	June 2002 Senior Managing Director  June 2004 Member of the Board and Senior Executive Officer; General Manager of Yodogawa Plant (retired in June 2016)  June 2015 Director of the Company (to present)  [Significant concurrent positions]  Outside Director of ICHINEN HOLDINGS CO., LTD	0 shares

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Based on his wealth of experience and wide-ranging insight accumulated as a Director of Daikin Industries, Ltd. over many years, Mr. Guntaro Kawamura has provided advice on overall management of the Company; at the same time, based on his appropriate evaluations of the Company's business performance from an independent and objective standpoint, and reflecting them as input regarding appointment and compensation of management team members and other matters, he has provided highly effective supervision of the management team since his appointment as an Outside Director in 2015.

Accordingly, the Company has expected him to continue playing these roles.

-		<del>, , , , , , , , , , , , , , , , , , , </del>	1 7 6	
	Shigeo Misaka	March 1963	Joined Hayakawa Electric Industry Co., Ltd. (current Sharp	
	(September 26, 1940)		Corporation)	
		June 1991	Director; Group General Manager, Printing Systems Group	
	[Outside]	October 1994	Corporate Executive Director; Group General Manager, Printing	
	[Independent]		Systems Group	
	[Reappointment]	April 1995	Corporate Executive Director	
		June 1997	Corporate Senior Executive Director	
	[Term of office (as of	June 1998	Corporate Senior Executive Vice President (retired in June 2005)	
	the conclusion of this	June 2010	Outside Director of VITEC CO., LTD. (current Restar Holdings	0 shares
	General Meeting of		Corporation)	o shares
	Shareholders)]	June 2013	Director (retired in June 2015)	
	1 year and 9 months	September 2020	Director of the Company	
6		•	(to present)	
	[Attendance at			
	Board of Directors			
	meetings]			
	15 out of 15 meetings			
	(100%)			

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Based on his wealth of experience and wide-ranging insight accumulated as a Director of Sharp Corporation over many years, Mr. Shigeo Misaka has provided advice on overall management of the Company; at the same time, based on his appropriate evaluations of the Company's business performance from an independent and objective standpoint, and reflecting them as input regarding appointment and compensation of management team members and other matters, he has provided highly effective supervision of the management team since his appointment as an Outside Director in 2020. Accordingly, the Company has expected him to continue playing these roles.

(Notes) 1. There are no special interests between the candidates and the Company.

2. In January 2019, when Mr. Guntaro Kawamura was serving as an Outside Director, the Company discovered that man-hours concerning some defense equipment contracts with the Ministry of Defense had been overstated. Furthermore, in December 2019, the Company discovered certain deviations in the manufacturing process of plate-fin heat exchangers, which should comply with the High Pressure Gas Safety Act, whereby the Company had been outsourcing a part of the welding and relevant inspection process, with said process conducted in a different manner to the manufacturing process in the registration as the manufacturer of the specified facilities. In March 2020, the Ministry of Economy, Trade and Industry imposed a penalty on the Company by revoking the designation of a registered manufacturer of the designated equipment for violation of the High Pressure Gas Safety Act, and in July 2020,

certificates of conformity to the European Pressure Equipment Directive (PED) were withdrawn. Moreover, as announced in May 2020, an error was found in the estimate of retirement benefit obligations for previous fiscal years, and the Company corrected its past securities reports for this error in September 2020. Although Mr. Guntaro Kawamura was not aware of these facts before they came to light, he had regularly been calling attention from the perspective of legal compliance at the Board of Directors meetings and other occasions. After the discovery of these facts, he has fulfilled his responsibilities such as by making proposals at the Board of Directors meetings and other occasions, including thorough investigations to find their causes and measures to further enhance compliance systems aimed at preventing recurrence.

- 3. Although Mr. Guntaro Kawamura had been a Director of Daikin Industries, Ltd. until June 2016, the amounts of transactions between said company and the Company are 2% or less of the consolidated net sales of either company. Accordingly, the Company believes that there are no concerns of conflicts of interest with general shareholders and sufficient independence is ensured.
- 4. Based on the criteria prescribed by the Tokyo Stock Exchange, Inc., the Company has designated Mr. Guntaro Kawamura and Mr. Shigeo Misaka as Independent Directors with no concerns of conflicts of interest with general shareholders, and has notified said exchange to that effect.
- 5. Pursuant to the provisions of the Articles of Incorporation, the Company has entered into liability limitation agreements with Mr. Guntaro Kawamura and Mr. Shigeo Misaka. If the two candidates are elected, the Company intends to continue said agreements. An outline of the terms of the agreements is as follows:
  - 1) If they are held liable for damages to the Company due to neglecting their duties, their liability shall be limited to the minimum amount of liability stipulated by laws and regulations.
  - 2) The above limitation of liability shall be permitted only when they have executed their duties that caused the liability in good faith and without gross negligence.
- 6. The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Said insurance contract shall compensate for damages to be borne by the insureds from execution of their duties or for their liability arising from claims in pursuit of that liability. All candidates will be included as the insureds under this insurance contract. The Company plans to renew the insurance contract with similar contents at the next renewal.

## (Reference) Specialties and experiences of each candidate for Director

Each candidate for Director as submitted in this proposal particularly has the following specialties and experiences:

Name	Corporate management/ governance	International experiences	Finance/ accounting	Legal/ risk management	Human resources/ human resources development	Sales/ marketing	Technology/ manufacturing/ research and development	Overall management of manufacturing company
Hideaki Takahashi	0	0				0	0	-
Kenro Itakura	0	0				0	0	-
Toshihiro Hayami	0	0				0	0	-
Masahiro Yamane		0	0	0	0			-
Guntaro Kawamura	-	-	-	-	-	-	-	0
Shigeo Misaka	-	-	-	-	-	-	-	0

<sup>\*</sup> The above table does not show all specialties and experiences that each candidate has.