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(Stock Exchange Code 4246)
June 2, 2021

To Shareholders with Voting Rights:

Nariaki Uchida

Representative Director and President
DaikyoNishikawa Corporation
5-1 Jike Industrial Park, Higashi
Hiroshima City, Hiroshima, Japan

NOTICE OF THE 14TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 14th Annual General Meeting of Shareholders of DaikyoNishikawa Corporation (the “Company”). The meeting will be held for the purposes as described below.

In lieu of attending the meeting, you can exercise your voting rights in writing or by electromagnetic means (via the internet). Therefore, upon referring to the attached Guide to the Exercise of Voting Rights, please review the Reference Documents for the Annual General Meeting of Shareholders, and exercise your voting rights by 5:45 p.m. on Thursday, June 17, 2021, Japan Standard Time.

- 1. Date and Time:** Friday, June 18, 2021 at 10:00 a.m., Japan Standard Time (Reception starts at 9:00 a.m.)
- 2. Place:** 4th Floor Multipurpose Hall (Hibiki) of the Head Office of the Company, 5-1 Jike Industrial Park, Higashi Hiroshima City, Hiroshima, Japan
Please note that the venue has been changed to a location that is considerably far from the venue of the previous meetings. This is due to the head office being relocated from Saka-cho, Aki-gun, Hiroshima to Jike Industrial Park, Higashi Hiroshima City, Hiroshima on January 1, 2020.
- 3. Purpose of Meeting:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and Results of Audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors for the 14th Fiscal Year (April 1, 2020 - March 31, 2021)
 2. Non-consolidated Financial Statements for the 14th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- | | |
|--------------------|--|
| Proposal 1: | Appropriation of Surplus Funds |
| Proposal 2: | Partial Amendment to the Articles of Incorporation |
| Proposal 3: | Election of Nine (9) Directors |
| Proposal 4: | Election of One (1) Auditor |
| Proposal 5: | Election of Two (2) Substitute Auditors |

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- Please note that persons other than shareholders, including proxies and their companions who are not shareholders, are not permitted to attend the General Meeting of Shareholders.
 - If any revisions are made to the Reference Documents for Shareholders Meeting, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, the revised versions will be posted on the Company's website (<http://www.daikyonishikawa.co.jp/>).

Guide to the Exercise of Voting Rights

You may exercise your voting rights using the following methods. Please review the Reference Documents for the Annual General Meeting of Shareholders (from page 6), and exercise your voting rights.

1. Method of exercising voting rights

If attending the General Meeting of Shareholders in person:

Please submit the enclosed Voting Card at the reception desk.

You are also kindly requested to bring this Notice with you to conserve paper resources.

Date and time: 10:00 a.m., Friday, June 18, 2021

(Reception starts at 9:00. a.m.)

If exercising your voting rights in writing:

Please indicate your vote for or against each proposal on the enclosed Voting Card and return it to the Company.

Voting deadline: To be received by 5:45 p.m., Thursday, June 17, 2021

If exercising your voting rights via the internet:

Please access the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) and enter your vote for or against each proposal.

Voting deadline: 5:45 p.m., Thursday, June 17, 2021

For details, please refer to “Guide to the Exercise of Voting Rights via the Internet” on the next page

2. If voting rights are exercised more than once

- (1) If you exercise your voting rights both in writing and via the internet, your vote via the internet shall be deemed valid.
- (2) If you exercise your voting rights via the internet more than once, only your final vote shall be deemed valid.

Guide to the Exercise of Voting Rights via the Internet

If exercising your voting rights via the internet, please access the voting rights exercise website designated by the Company from your PC, smartphone, or mobile phone, and follow the on-screen instructions to exercise your voting rights by no later than 5:45 p.m., Thursday, June 17, 2021. If you intend to attend the General Meeting of Shareholders in person, there is no need to exercise your voting rights in writing or via the internet.

Scanning the QR Code

By scanning the QR code, you will not be required to enter your Login ID/Password.

1. Please scan the “Login QR code” printed on the enclosed Voting Card stub (right side).



2. Once you are logged in, please follow the instructions on the screen and indicate your vote.

*You may exercise your voting rights using the above method only once.


From the second time you log in to the website, please follow the instructions, “Entry by Login ID/Temporary Password” stated on the right.

■Precautions when exercising your voting rights via the internet

- (1) The website for exercising your voting rights will be closed every day from 2:00 a.m. to 5:00 a.m.
- (2) Depending on the internet usage environment of your PC, smartphone, or mobile phone, the services offered by your provider, and the model of the equipment used, you may not be able to access the voting rights exercise website. For details, please inquire at the Helpdesk indicated below.
- (3) Internet connection fees, communication fees and other fees incurred as a result of accessing the voting rights exercise website using PCs, smartphones, or mobile phones will be borne by the shareholder.

Inquiries about systems, etc.

Securities Agency Division (Helpdesk), Mitsubishi UFJ Trust and Banking Corporation

 0120-173-027 (Toll-free)

Office Hours 9:00 a.m. to 9:00 p.m.

Entry by Login ID/Temporary Password

Voting rights exercise website
(<https://evote.tr.mufg.jp/>)

1. Please access the above website from your PC, smartphone, or mobile phone.
2. Please enter the “Login ID” and “Temporary password” stated on the enclosed Voting Card stub (right side).



3. Please enter your “Current password” and your “New password.”



4. Once you are logged in, please follow the instructions on the screen and indicate your vote.

Measures to prevent Novel Coronavirus Disease epidemic at the Company's 14th Annual General Meeting of Shareholders

1. Requests to shareholders

- Shareholders planning to attend the meeting are kindly requested to call off your attendance if you are not in good physical condition on the day of the meeting. Those who are elderly, have underlying medical conditions, or expecting, are particularly suggested to refrain from attending the meeting.
- You can also exercise your voting rights "by mailing the Voting Card" or "via the internet." Please consider taking advantage of these methods.

2. Our response

- The chairperson, other speakers, and the staff of the meeting will be wearing face masks or face shields.
- Shareholders in attendance who appear to be unwell may be called upon by the meeting staff. We ask for your kind understanding in advance.
- To shorten the meeting time, we are once again considering a simpler proceeding method this year.

3. To shareholders attending the meeting

- Shareholders may be requested to cooperate in body temperature measurement before entering the venue, as well as in measures including wearing face masks and using alcohol sanitizers.
- We may not let those who look feverish come into the venue. We ask for your kind understanding in advance.
- Any material changes in the operation of the meeting will be posted on the Company's website (<http://www.daikyonishikawa.co.jp/>).
- To reduce infection risk, we will refrain from distributing gifts to shareholders attending the meeting. We ask for your kind understanding in advance.

REFERENCE DOCUMENTS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Proposals and Reference Items

Proposal 1: Appropriation of Surplus Funds

The Company considers the return of profits to shareholders to be one of the most important subjects in corporate management and makes it a basic policy to aim for stable and continuous dividends by taking into comprehensive consideration its business performance, payout ratio, etc.

Based on the above policy, the Company proposes to pay year-end dividends as follows considering its business performance during the current fiscal year:

Items related to year-end dividend

1. Type of dividend property:
Money
2. Allocation of dividend property to shareholders and the total amount thereof:
17 yen per share of the Company's common stock

Total amount of dividend: 1,206,684,123 yen

3. Effective date of distribution of surplus funds:
June 21, 2021

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the amendment

To ensure multifaceted deliberation, decision-making objectivity and the diversity of the members at the Board of Directors, and to aim for sustainable growth of the Company and increase corporate value over the medium- to long-term, as well as to further strengthen corporate governance system, it is proposed that the maximum number of Directors be increased from ten (10) or less to twelve (12) or less, to enable any future increases in Independent Outside Directors and other changes.

2. Details of the amendment

Details of the amendment are as follows:

(Underlines indicate the amended parts)

Current	Proposed amendment
<p data-bbox="300 757 762 808">CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS</p> <p data-bbox="240 837 472 864">(Number of Directors)</p> <p data-bbox="240 864 798 913">Article 19 The number of Directors of the Company shall be <u>ten (10)</u> or less.</p>	<p data-bbox="906 757 1369 808">CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS</p> <p data-bbox="847 837 1078 864">(Number of Directors)</p> <p data-bbox="847 864 1433 913">Article 19 The number of Directors of the Company shall be <u>twelve (12)</u> or less.</p>

Proposal 3: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
1	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Reelection</div> <p>Nariaki Uchida (Aug. 27, 1957)</p>	<p>Apr. 1980 Joined Toyo Kogyo Co., Ltd. (currently, Mazda Motor Corporation)</p> <p>Mar. 2001 General Manager, Powertrain Production Dept. No. 2, Hofu Plant of Mazda Motor Corporation</p> <p>Feb. 2004 Representative Director and Executive Vice President of Auto Alliance International, Inc.</p> <p>Apr. 2007 Representative Director and Executive Vice President of Toyo Advanced Technologies Co., Ltd. and Deputy Division Manager, Purchasing Div. of Mazda Motor Corporation</p> <p>Apr. 2010 Executive Officer and General Manager, Hofu Plant of Mazda Motor Corporation</p> <p>Apr. 2015 Executive Vice President of the Company</p> <p>Jun. 2015 Representative Director and President of the Company (to present)</p> <p><Areas of Responsibilities in the Company> Overall corporate management</p>	28,123
<p>Reasons for nomination as a candidate for Director: As Representative Director and President, Mr. Nariaki Uchida has endeavored to increase corporate value over the medium- to long-term based on the Company's management philosophy and strategies by actively expressing his opinions at the Board of Directors meetings, as well as properly supervising the management. He possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities. Furthermore, he is a person who is able to resolve management challenges promptly and boldly and possesses business decision-making abilities in a transparent and fair manner. Judging by these activities and achievements, the Company has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
2	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Reelection</div> <p>Satoru Noguchi (April 22, 1959)</p>	<p>Apr. 1982 Joined the Hiroshima Bank, Ltd. Apr. 2005 General Manager of Credit Supervising Division II and Senior Manager of the Hiroshima Bank, Ltd. Apr. 2010 General Manager, Yokogawa Branch of the Hiroshima Bank, Ltd. Apr. 2013 Executive Officer and General Manager, Imabari Branch of the Hiroshima Bank, Ltd. Apr. 2015 Managing Executive Officer and Chief Area Officer of the Hiroshima Bank, Ltd. Apr. 2017 Senior Managing Executive Officer and Chief Area Officer of the Hiroshima Bank, Ltd. Apr. 2018 Executive Vice President of the Company Jun. 2018 Representative Director and Executive Vice President of the Company (to present)</p> <p><Areas of Responsibilities in the Company> Assistant to President and Internal Audit Office</p>	12,196
<p>Reasons for nomination as a candidate for Director: As Representative Director and Executive Vice President, Mr. Satoru Noguchi has properly assisted the Representative Director and President, and has supported the increase of corporate value over the medium- to long-term based on the Company's management philosophy and strategies by actively expressing his opinions at the Board of Directors meetings. He possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities. Furthermore, he is a person who is able to resolve management challenges promptly and boldly and possesses business decision-making abilities in a transparent and fair manner. Judging by these activities and achievements, the Company has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
3	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Reelection</div> <p>Toshio Hiyama (Apr. 27, 1959)</p>	<p>Apr. 1980 Joined Daikyo Co., Ltd. (currently, DaikyoNishikawa Corporation)</p> <p>Apr. 2007 General Manager, Daiwa Production Dept., Production Div. of the Company</p> <p>Apr. 2009 Executive Officer and Deputy Division Manager, Production Div. of the Company</p> <p>Apr. 2011 Director and President of DaikyoNishikawa (Thailand) Co., Ltd. and Executive Officer of the Company</p> <p>Apr. 2012 Director and President of DaikyoNishikawa (Thailand) Co., Ltd. and Managing Executive Officer of the Company</p> <p>Apr. 2014 Senior Managing Executive Officer of the Company</p> <p>Jun. 2015 Director and Senior Managing Executive Officer of the Company</p> <p>Apr. 2021 Director and Executive Vice President of the Company (to present)</p> <p><Areas of Responsibilities in the Company> Development Div., Engineering Div., and Research and Development Div.</p>	13,934
<p>Reasons for nomination as a candidate for Director: Having held important posts in the Company's production division, Mr. Toshio Hiyama is well-acquainted with manufacturing technologies. He has abundant experience regarding the Company's ideal global business development through his experience as President of the Company's subsidiary in Thailand. He is currently in charge of development division, engineering division and research and development division, and has detailed knowledge of all aspects of the Company's business. In addition, he has actively expressed his opinions based on his career at the Board of Directors meetings. He possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities. Furthermore, he is a person who is able to resolve management challenges promptly and boldly and possesses business decision-making abilities in a transparent and fair manner. Judging by these activities and achievements, the Company has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
4	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Reelection</div> <p>Motoharu Nishikimura (Jan. 30, 1960)</p>	<p>Jul. 1984 Joined Daikyo Co., Ltd. (currently, DaikyoNishikawa Corporation)</p> <p>Apr. 2007 General Manager, Affiliates Managing Dept. of the Company</p> <p>Apr. 2009 Deputy Division Manager, Corporate Planning and Management Div. of the Company</p> <p>Apr. 2010 Executive Officer and Deputy Division Manager, Corporate Planning and Management Div. of the Company</p> <p>Jan. 2011 Executive Officer and Deputy Division Manager, Marketing and Sales Div. of the Company</p> <p>Apr. 2012 Director and President of DaikyoNishikawa Mexicana, S. A. de C. V.</p> <p>Apr. 2014 Director and President of DaikyoNishikawa Mexicana, S. A. de C. V. and Managing Executive Officer of the Company</p> <p>Jun. 2016 Director and Senior Managing Executive Officer of the Company</p> <p>Apr. 2017 Director and Senior Managing Executive Officer and Corporate Planning and Management Division Manager of the Company</p> <p>Apr. 2019 Director and Senior Managing Executive Officer of the Company (to present)</p> <p><Areas of Responsibilities in the Company> Purchasing Div., Corporate Management Div., and Corporate Planning Div.</p>	13,934
<p>Reasons for nomination as a candidate for Director: Having held important posts in the Company's corporate planning and management division, Mr. Motoharu Nishikimura is well-acquainted with management strategies. Moreover, through his experience as President of the Company's subsidiaries in Mexico, he has abundant experience regarding the Company's ideal global business development, as well as detailed knowledge of all aspects of the Company's business. In addition, he has actively expressed his opinions based on his career at the Board of Directors meetings. He possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities. Furthermore, he is a person who is able to resolve management challenges promptly and boldly and possesses business decision-making abilities in a transparent and fair manner. Judging by these activities and achievements, the Company has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
5	<div data-bbox="363 656 547 712" style="border: 1px solid black; padding: 2px; text-align: center;">Reelection</div> <p data-bbox="384 723 526 779">Fukami Waki (Aug. 4, 1958)</p>	<p data-bbox="571 409 1203 465">Feb. 1988 Joined Daikyo Co., Ltd. (currently, DaikyoNishikawa Corporation)</p> <p data-bbox="571 465 1174 495">Apr. 2007 General Manager, Production Div. of the Company</p> <p data-bbox="571 495 1158 551">Apr. 2011 Deputy Division Manager, Production Div. of the Company</p> <p data-bbox="571 551 1131 607">Aug. 2011 Corporate Planning and Management Division Manager of the Company</p> <p data-bbox="571 607 1147 663">Apr. 2012 Executive Officer and Corporate Administration Division Manager of the Company</p> <p data-bbox="571 663 1150 719">Oct. 2012 Executive Officer and Corporate Planning and Management Division Manager of the Company</p> <p data-bbox="571 719 1145 775">Apr. 2014 Managing Executive Officer and Marketing and Sales Division Manager of the Company</p> <p data-bbox="571 775 1179 831">Apr. 2017 Senior Managing Executive Officer and Purchasing Division Manager of the Company</p> <p data-bbox="571 831 1193 887">Jun. 2017 Director and Senior Managing Executive Officer and Purchasing Division Manager of the Company</p> <p data-bbox="571 887 1182 943">Apr. 2018 Director and Senior Managing Executive Officer of the Company (to present)</p> <p data-bbox="571 954 1150 1010"><Areas of Responsibilities in the Company> Production Div., Quality Div. and Marketing and Sales Div.</p>	16,414
<p data-bbox="368 1021 871 1050">Reasons for nomination as a candidate for Director:</p> <p data-bbox="368 1050 1370 1321">Having held important posts in the Company's production division, Mr. Fukami Waki is well-acquainted with manufacturing management. Moreover, through his experience of being the central figure in designing corporate planning, marketing and purchasing strategies as the Division Manager of the Corporate Planning and Management Division, Marketing and Sales Division and Purchasing Division, he has abundant experience regarding the Company's ideal global business development, as well as detailed knowledge of all aspects of the Company's business. In addition, he has actively expressed his opinions based on his career at the Board of Directors meetings. He possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities. Furthermore, he is a person who is able to resolve management challenges promptly and boldly and possesses business decision-making abilities in a transparent and fair manner. Judging by these activities and achievements, the Company has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
6	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Reelection</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Independent</div> <p>Masahiro Idehara (Feb. 15, 1954)</p>	<p>Jun. 1998 Joined as Standing Adviser of JICHODO Co., Ltd. Sep. 1998 Director of JICHODO Co., Ltd. Sep. 2000 Representative Director and Senior Managing Director of JICHODO Co., Ltd. Sep. 2002 Representative Director and President of JICHODO Co., Ltd. Jul. 2010 Representative Director of JICHODO Co., Ltd. Sep. 2010 Representative Director and Vice Chairman of JICHODO Co., Ltd. Sep. 2014 Director and Senior Advisor of JICHODO Co., Ltd. (to present) Jun. 2015 Outside Director of the Company (to present)</p> <p><Significant concurrent positions> Director and Senior Advisor of JICHODO Co., Ltd. Representative Director of Genkai Sewing Co., Ltd. Representative Director of JID Co., Ltd.</p>	None
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles: Based on his abundant knowledge and experience as a member of a management team in the apparel industry, Mr. Masahiro Idehara is actively giving advice and suggestions on business operations from an independent standpoint based on his objective and professional insights, which contribute to the increase of corporate value. Judging from his advice and suggestions, the Company has determined that he possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities, and accordingly has nominated him as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
7	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Reelection</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Independent</div> <p>Shigeki Sasaki (Jul. 28, 1959)</p>	<p>Apr. 1982 Joined Otafuku Sauce Co., Ltd. Nov. 1996 Director and General Manager of the Marketing and Sales Division, Osaka Branch of Otafuku Sauce Co., Ltd. Oct. 2002 Senior Managing Director and Engineering and Production Division Manager of Otafuku Sauce Co., Ltd. Oct. 2003 Senior Managing Director and Marketing and Sales Division Manager of Otafuku Sauce Co., Ltd., and Representative Director and President of Otafuku Vinegar Brewery Co., Ltd. Oct. 2005 Representative Director and President of Otafuku Sauce Co., Ltd., and Representative Director and Chairman of Union Sauce Co., Ltd. Oct. 2015 Representative Director and President of Otafuku Holdings Co., Ltd. (to present) Jun. 2017 Outside Director of the Company (to present)</p> <p><Significant concurrent positions> Representative Director and President of Otafuku Holdings Co., Ltd. Chairman of the Board of Otafuku Foods (Qing Dao) Co., Ltd.</p>	None
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles: Based on his abundant knowledge and experience as a member of a management team in the food industry, Mr. Shigeki Sasaki is actively giving advice and suggestions on business operations from an independent standpoint based on his objective and professional insights, which contribute to the increase of corporate value. Judging from his advice and suggestions, the Company has determined that he possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities, and accordingly has nominated him as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
8	<div data-bbox="368 692 557 748" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reelection</div> <div data-bbox="368 752 557 808" style="border: 1px solid black; padding: 2px;">Outside</div> <p data-bbox="384 819 541 875">Takeshi Mukai (Mar. 14, 1962)</p>	<p data-bbox="580 409 1217 1066"> Mar. 1986 Joined Mazda Motor Corporation Apr. 2006 General Manager, Painting, Trim and Final Assembly Engineering Dept. of Mazda Motor Corporation Sep. 2010 Vice President of AutoAlliance (Thailand) Co., Ltd. Jan. 2013 Deputy General Manager, Hofu Plant of Mazda Motor Corporation Apr. 2015 Executive Officer and General Manager, Hofu Plant of Mazda Motor Corporation Apr. 2016 Executive Officer in charge of Global Quality of Mazda Motor Corporation Apr. 2017 Executive Officer in charge of Global Quality and Assistant to the Officer in charge of Cost Innovation of Mazda Motor Corporation Apr. 2018 Managing Executive Officer in charge of Global Quality and Assistant to the Officer in charge of Cost Innovation of Mazda Motor Corporation Apr. 2019 Managing Executive Officer in charge of Global Production, Global Business Logistics and Cost Innovation of Mazda Motor Corporation Jun. 2019 Outside Director of the Company (to present) Apr. 2021 Senior Managing Executive Officer in charge of Global Purchasing, Global Production, Global Business Logistics, and Cost Innovation of Mazda Motor Corporation (to present) </p> <p data-bbox="580 1095 1217 1144"> <Significant concurrent positions> Senior Managing Executive Officer of Mazda Motor Corporation </p>	None
<p data-bbox="368 1155 1380 1337"> Reasons for nomination as a candidate for Outside Director and overview of expected roles: Based on his abundant knowledge and experience as a member of a management team in the automobile industry, Mr. Takeshi Mukai is actively giving advice and suggestions on business operations based on his objective and professional insights, which contribute to the increase of corporate value. Judging from his advice and suggestions, the Company has determined that he possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve his qualities, and accordingly has nominated him as a candidate for Outside Director. </p>			

Candidate No.	Name (Date of birth)	Career summary, positions, areas of responsibilities and significant concurrent positions	Number of shares of the Company's common stock held
9	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">New election</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> Haruko Murata (Apr. 18, 1968)	Jul. 2011 Joined AYUMI Audit Corporation Aug. 2012 Registered as a certified public accountant Nov. 2012 Registered as a certified public tax accountant Dec. 2012 Opened Haruko Murata Certified Public Accountant and Certified Public Tax Accountant Office; Representative of Haruko Murata Certified Public Accountant and Certified Public Tax Accountant Office (to present) Jul. 2017 Partner of Choshu Audit Corporation (to present) Jun. 2021 Outside Director of CHUDENKO CORPORATION (scheduled to take office) <Significant concurrent positions> Representative of Haruko Murata Certified Public Accountant and Certified Public Tax Accountant Office Partner of Choshu Audit Corporation	None
Reasons for nomination as a candidate for Outside Director and overview of expected roles: Although Ms. Haruko Murata has not been involved in the management of a company in the past, based on her abundant knowledge and experience as a certified public accountant and a certified public tax accountant, she is expected to actively give advice and suggestions on business operations from an independent standpoint based on her objective and professional insights, which contribute to the increase of corporate value. Judging from the activities in her career, the Company has determined that she possesses an excellent personality and insights to comprehensively recognize the management environment and is a highly motivated person who strives to improve her qualities, and accordingly has nominated her as a candidate for Outside Director.			

- (Notes) 1. Mr. Masahiro Idehara, Mr. Shigeki Sasaki, Mr. Takeshi Mukai, and Ms. Haruko Murata are candidates for Outside Director as prescribed in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
2. Mr. Takeshi Mukai is a Senior Managing Executive Officer of Mazda Motor Corporation, one of the Company's major customers, which falls under the specified related business operator of the Company. There are no special interests between the other candidates and the Company.
3. The Company has designated Outside Director Mr. Masahiro Idehara and Mr. Shigeki Sasaki as independent directors in accordance with the regulations of the Tokyo Stock Exchange, Inc. and registered them as such with the Exchange. The Company will register Mr. Masahiro Idehara, Mr. Shigeki Sasaki, and Ms. Haruko Murata as independent directors with the Exchange if this proposal is approved as proposed.
4. There is no special relationship to be disclosed between the Company and any of JICHODO Co., Ltd., Genkai Sewing Co., Ltd., JID Co., Ltd., Otafuku Holdings Co., Ltd., Otafuku Foods (Qing Dao) Co., Ltd., Haruko Murata Certified Public Accountant and Certified Public Tax Accountant Office, Choshu Audit Corporation, and CHUDENKO CORPORATION.
5. The Company has entered into agreements with Mr. Masahiro Idehara, Mr. Shigeki Sasaki and Mr. Takeshi Mukai pursuant to Article 427, Paragraph 1 of the Companies Act to limit the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts provided for by laws and regulations. If their election is approved as proposed, the Company will continue the same liability limitation agreements with them. Additionally, if this proposal is approved as proposed, the Company will enter into a similar agreement to limit the liability for damages with Ms. Haruko Murata.
6. Mr. Masahiro Idehara shall have served as the Company's Outside Director for six (6) years at the conclusion of this Annual General Meeting of Shareholders.
7. Mr. Shigeki Sasaki shall have served as the Company's Outside Director for four (4) years at the conclusion of this Annual General Meeting of Shareholders.
8. Mr. Takeshi Mukai shall have served as the Company's Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders.

Proposal 4: Election of One (1) Auditor

The term of office of Auditor Mr. Kazuyuki Yasumura will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) new Auditor. This proposal is submitted with the consent of the Board of Auditors.

The candidate for Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company's common stock held
<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">New election</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> Keiko Fujimoto (Nov. 5, 1972)	Oct. 2000 Registered as an attorney-at-law (Daini Tokyo Bar Association) Apr. 2016 Deputy Chairman of Hiroshima Bar Association Oct. 2017 Visiting Fellow, University of Essex, School of Law Jun. 2020 Joined Iwamoto Law Office (to present) Apr. 2021 Governor of Japan Federation of Bar Associations (to present) <Significant concurrent positions> Iwamoto Law Office Governor of Japan Federation of Bar Associations	None
Reasons for nomination as a candidate for Outside Auditor: Although Ms. Keiko Fujimoto has not been involved in the management of a company in the past, based on her abundant knowledge and experience as an attorney-at-law, she is expected to give advice and suggestions on business operations from an independent standpoint concerning the objectivity, neutrality, and legitimacy of management based on her objective and professional insights. Judging from the activities in her career, the Company has determined that she possesses an excellent personality and insights and is capable of conducting audits from a broad and professional standpoint, and accordingly has nominated her as a candidate for Outside Auditor.		

- (Notes)
1. Ms. Keiko Fujimoto is a candidate for Outside Auditor as prescribed in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.
 2. There are no special interests between Ms. Keiko Fujimoto and the Company.
 3. There is no special relationship to be disclosed between the Company and Iwamoto Law Office.
 4. If this proposal is approved as proposed, the Company intends to register Ms. Keiko Fujimoto as an independent auditor with the Tokyo Stock Exchange, Inc.
 5. If this proposal is approved as proposed, the Company intends to enter into an agreement with Ms. Keiko Fujimoto pursuant to Article 427, Paragraph 1 of the Companies Act to limit the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts provided for by laws and regulations.

Proposal 5: Election of Two (2) Substitute Auditors

The election of the current Substitute Auditors shall remain in effect until the start of this Annual General Meeting of Shareholders. Accordingly, to prepare for situations in which the number of Auditors falls short of three (3) Auditors, the number required by laws and regulations, the Company proposes to once again elect two (2) Substitute Auditors. Mr. Shunji Sawa will be elected as a candidate for internal Auditor, and Ms. Hiroko Tani will be elected as a candidate for Outside Auditor.

It is also proposed that the election be made revocable by the resolution of the Board of Directors with the consent of the Board of Auditors, provided that such resolution takes place before his/her election.

This proposal is submitted with the consent of the Board of Auditors.

The candidates for Substitute Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company's common stock held
1	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Internal</div> <p>Shunji Sawa (Mar. 26, 1960)</p>	<p>Apr. 1982 Joined Nishikawa Kasei Co., Ltd. (currently, DaikyoNishikawa Corporation)</p> <p>Apr. 2007 Managing Director and Production Division Manager of Sanshinkako Corporation</p> <p>Jul. 2010 General Manager, Hiroshima Quality Control Dept., Quality Div. of the Company</p> <p>Oct. 2011 Representative Director and President of Sanshinkako Corporation</p> <p>Apr. 2014 Quality Division Manager of the Company</p> <p>Apr. 2015 Executive Officer and Quality Division Manager of the Company</p> <p>Apr. 2017 Chairman and General Manager of DaikyoNishikawa TongYang Auto Parts (Nanjing) Co., Ltd. and Executive Officer of the Company</p> <p>Apr. 2019 Executive Officer of the Company (to present)</p> <p><Areas of Responsibilities in the Company> Assistant to the Officer in charge of Purchasing Div.</p>	6,185
<p>Reasons for nomination as a candidate for Substitute Auditor: Having held important posts in the Company's quality and production divisions, Mr. Shunji Sawa is well-acquainted with quality and production strategies. Moreover, through his experience as President of the Company's subsidiary in China, he has abundant experience regarding the Company's ideal global business development, as well as detailed knowledge of the Company's business. In addition, he is expected to actively give advice and suggestions as Auditor, based on his career. Judging from the activities in his career, the Company has determined that he possesses an excellent personality and insights capable of conducting audits from a broad and professional standpoint, and accordingly has nominated him as a candidate for Substitute Auditor.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company's common stock held
2	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Outside</div> <p>Hiroko Tani (Jul. 3, 1955)</p>	<p>Nov. 1982 Joined Asahi Accounting Audit Corporation (currently, KPMG AZSA LLC) Aug. 1989 Registered as certified public accountant Jun. 2004 Partner of KPMG AZSA & Co. (currently, KPMG AZSA LLC) Jul. 2018 Opened Tani Certified Public Accountant Office (to present) Jul. 2019 Representative Partner of Choshu Audit Corporation (to present) Jun. 2020 External Director (Audit & Supervisory Committee Member) of Kyushu Electric Power Company, Incorporated (to present)</p> <p><Significant concurrent positions> Tani Certified Public Accountant Office Representative Partner of Choshu Audit Corporation External Director (Audit & Supervisory Committee Member) of Kyushu Electric Power Company, Incorporated</p>	None
<p>Reasons for nomination as a candidate for Substitute Outside Auditor: Although Ms. Hiroko Tani has not been involved in the management of a company in the past, based on her highly professional knowledge and abundant experience in finance and accounting as a certified public accountant, she is expected to actively give advice and suggestions on business operations from an independent standpoint based on her objective and professional insights. Judging from the activities in her career, the Company has determined that she possesses an excellent personality and insights capable of conducting audits from a broad and professional standpoint, and accordingly has nominated her as a candidate for Substitute Outside Auditor.</p>			

- (Notes)
1. Ms. Hiroko Tani is a candidate for Substitute Outside Auditor.
 2. There are no special interests between Ms. Hiroko Tani and the Company.
 3. There is no special relationship to be disclosed between the Company and Tani Certified Public Accountant Office, Choshu Audit Corporation, and Kyushu Electric Power Company, Incorporated.
 4. If Ms. Hiroko Tani takes office as Outside Auditor, the Company intends to enter into an agreement with her pursuant to Article 427, Paragraph 1 of the Companies Act to limit the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts provided for by laws and regulations.