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Securities Code: 6325

June 10, 2022

To our shareholders:

Mitsuo Matsumoto, Representative Director and
President
Takakita Co., Ltd.
2828 Natsumi, Nabari City, Mie Prefecture, JAPAN

Notice of the 78th Annual General Meeting of Shareholders

We are pleased to announce the 78th Annual General Meeting of Shareholders of Takakita Co., Ltd. (the “Company”), which will be held as indicated below.

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), we ask that you exercise your voting rights beforehand in writing (post) or via the internet, and refrain from attending this meeting in person, regardless of your state of health on the day.

Please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:20 p.m. on Monday, June 27, 2022 (JST).

- 1. Date and Time** Tuesday, June 28, 2022 at 10:00 a.m. (JST) (reception opens at 9:00 a.m.)
(Note that the start time is different to what it was the previous time.)
- 2. Venue** Convention hall, 1st floor of Nabari Industry Promotion Center
822-2 Minamimachi, Nabari City, Mie Prefecture, JAPAN

3. Purpose of the Meeting

Matters to be reported:

The Business Report and the Non-consolidated Financial Statements for the 78th fiscal year (from April 1, 2021, to March 31, 2022)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Amendment to the Articles of Incorporation
- Proposal No. 3:** Election of Five Directors (Excluding Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Two Directors Who Are Audit and Supervisory Committee Members

- When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.
- Of the documents that the Company is required to provide with this notice, the items below are posted on the Company's website pursuant to laws and regulations, as well as Article 17 of the Company's Articles of Incorporation.
 - (i) "Matters Related to Share Acquisition Rights, Etc. of the Company" of the Business Report
 - (ii) "System to Ensure the Properness of Operations and Operation Status of the System" of the Business Report
 - (iii) "Statement of Changes in Equity" of the Non-consolidated Financial Statements
 - (iv) "Notes to Non-consolidated Financial Statements"

Note that items (i) and (ii) above are included in the Business Report audited by the Audit and Supervisory Committee in preparing the Audit Report. Additionally, items (iii) and (iv) are included in the Financial Statements audited by the Financial Auditor and Audit and Supervisory Committee in preparing the Audit Report.

- Persons attending the General Meeting of Shareholders will not be offered any gifts. We ask for your understanding in this matter.
- If revisions to the contents of the Business Report, the Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders are required, the Company shall publish the amended matters on the Company's website.

Company's website: <http://www.takakita-net.co.jp/>

Measures to Prevent the Spread of COVID-19

In order to prevent COVID-19 infections and the spread of the disease, we are holding this General Meeting of Shareholders based on the policy below, with the safety of shareholders as the top priority. We ask for your understanding and cooperation.

1. We recommend that you avoid exercising voting rights at the venue by exercising them in advance in writing (post) or through the internet.
2. Proceedings on the day of the General Meeting of Shareholders and an overview of the Business Report will be available to view as a video on the Company's website within a few days.
3. As a wide space needs to be secured between each shareholder's seat, it might not be possible to guarantee sufficient seating for all shareholders. We appreciate your understanding.
4. When attending the meeting, please wear a mask and use the hand sanitizer provided.
5. We request that all shareholders check their temperature on the day of the General Meeting of Shareholders and if your temperature is 37.5°C or above, or if you feel unwell, you may not be allowed to enter the venue. We ask for your understanding in this matter.
6. The Company's officers and staff members attending the General Meeting of Shareholders will be wearing masks and have their temperature and health checked.
7. With a view to reducing the risk of infection and ensuring the Company's business continuity, it is possible that on the day of the General Meeting of Shareholders, only a portion of the Company's officer will attend the meeting or that they will attend online, regardless of their health situation.
8. The matters to be reported (including the audit report) and detailed explanations of the proposals will be omitted at this General Meeting of Shareholders to shorten the meeting's duration, from the perspective of reducing the risk of spreading COVID-19. As the matters to be reported and detailed explanations of the proposals are included in the attached documents to this notice of convocation, we ask shareholders to look over this notice prior to the meeting.
9. In the event of any important changes to the General Meeting of Shareholders in response to the situation going forward, the Company will publish a notification on its website (<http://www.takakita-net.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company regards return of profit to shareholders as an important managerial issue, and its basic policy is to issue continual and stable dividends of an appropriate level for many years into the future through focusing its efforts on strengthening the management foundation and enhancing shareholders' equity.

Accordingly, in consideration of the operating results for the fiscal year, future business development and other factors, the Company proposes the payment of year-end dividends for the fiscal year and other appropriation of surplus as follows.

1. Year-end dividends

The Company proposes to pay a year-end dividend for the fiscal year of ¥5 per share.

Accordingly, including the interim dividend of ¥5, the annual dividend will total ¥10 per share.

(i) Type of dividend property

Cash

(ii) Allotment of dividend property and their aggregate amount

¥5 per common share of the Company

The total dividends will be ¥57,468,915

(iii) Effective date of dividends of surplus

June 29, 2022

2. Other appropriation of surplus

As for internal reserves, the Company proposes the following to strengthen the management foundation in preparation for the business development in the future.

(i) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥300,000,000

(ii) Item of surplus to be increased and amount of increase

General reserve: ¥300,000,000

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for the proposal

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 due to the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Due to the requirement that the Articles of Incorporation incorporate a clause specifying that means of electronic provision will be taken for the information that constitutes the contents of the informational materials for the general meeting of shareholders, paragraph 1, Article 17 (Measures, etc. for Providing Information in Electronic Format) of the proposed amendment will be added.
- (2) Of the matters for the means of electronic provision will be taken for the information that constitutes the contents of the informational materials for the general meeting of shareholders, in order to limit the scope of the matters listed in the documents provided to shareholders requesting paper documents to that specified by the Ministry of Justice ordinance, paragraph 2, Article 17 (Measures, etc. for Providing Information in Electronic Format) of the proposed amendment will be added.
- (3) Introducing the system for the electronic provision of informational materials for the general meeting of shareholders means that the provisions in Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required, and will be deleted.
- (4) Supplementary provisions regarding the validity of the aforementioned establishment and deletion of provisions, will be established. Note that these supplementary provisions will be deleted once the set period has passed.

2. Details of the amendments

The details of the amendments are as follows.

(Underlined parts indicate the proposed 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 17</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 report, 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></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 17</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 Among items for which the measures for providing information in electronic format will be taken, the Company need not include all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<u>(Supplementary Provisions)</u>
	<u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u>
(Newly established)	<u>Article 1</u>
	1 <u>The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation and the addition of Article 17 (Measures, etc. for Providing Information in Electronic Format) shall become effective as of September 1, 2022.</u>
	2 <u>Notwithstanding the provision of the preceding paragraph, Article 17 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 September 1, 2022.</u>
	3 <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022, or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 3: Election of Five Directors (Excluding Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all five Directors (excluding Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire.

Therefore, the Company proposes the election of five Directors.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Directors are eligible.

The candidates for Director are as follows:

Candidate No.	Name	Position in Company	
1	Mitsuo Matsumoto	Representative Director and President	Reelection
2	Atsuyoshi Oki	Senior Managing Director In charge of Corporate Administrative Division	Reelection
3	Ryo Masumitsu	Director, Managing Executive Officer Division Manager, Production and Engineering Division	Reelection
4	Hirokatsu Nashihara	Director, Executive Officer In charge of Bearing Department and Quality Assurance Office, and General Manager, Corporate Planning Office	Reelection
5	Tatsuya Fujisawa	Director, Executive Officer In charge of Overseas Sales Division, Division Manager, Domestic Sales Division, and General Manager, Honshu Sales Department	Reelection

Reelection: Candidates for reelection as Director

New: Candidates for new election as Director

Outside: Candidates for Outside Director

Independent: Independent offices based on the provisions of the stock exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	Mitsuo Matsumoto (January 6, 1956) Reelection Years in office: 17 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1978	Joined the Company	63,000 shares
		Oct. 2004	General Manager, Sales Department	
		June 2005	Director in charge of Trade Department, and General Manager, Sales Department	
		June 2007	Director in charge of Technical Department and Trade Department, and General Manager, Sales Department	
		June 2008	Managing Director in charge of Agricultural Machinery Department, and General Manager, Sales Department	
		Apr. 2010	Managing Director in charge of Agricultural Machinery Department	
		Apr. 2011	Representative Director and President (current position)	
<p>Reasons for nomination as candidate for Director The Company nominated Mitsuo Matsumoto as a candidate for Director in light of his leadership in management as Representative Director and President and his performance in his role to facilitate the Company's continuous improvement of its corporate value through, for example, making important management decisions and overseeing business execution, with the expectation that he will make further contributions in the future.</p>				
2	Atsuyoshi Oki (February 15, 1955) Reelection Years in office: 16 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1977	Joined the Company	46,000 shares
		Oct. 2004	General Manager, General Affairs Department	
		June 2006	Director, General Manager, General Affairs Department	
		June 2014	Director, Executive Officer, Division Manager, Corporate Administration Division	
		June 2015	Director, Managing Executive Officer, and Division Manager, Corporate Administration Division	
		June 2017	Director, Senior Managing Executive Officer, and Division Manager, Corporate Administration Division	
		Apr. 2021	Senior Managing Director in charge of Corporate Administration Division (current position)	
<p>Reasons for nomination as candidate for Director The Company nominated Atsuyoshi Oki as a candidate for Director in light of his wealth of experience and broad insight in the Company's administration divisions of accounting, finance, human resources and general affairs, with the expectation that he will make further contributions in the future.</p>				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	Ryo Masumitsu (June 12, 1958) Reelection Years in office: 11 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1981 Joined the Company July 2009 General Manager, Production Department June 2011 Director, and General Manager, Production Department July 2013 Director, Division Manager, Production Division, and General Manager, Production Department, Headquarters Plant June 2014 Director, Executive Officer, Division Manager, Production Division, and General Manager, Headquarters Plant Oct. 2016 Director, Shandong Wuzheng Takakita Stockbreeding Machinery Co., Ltd. June 2017 Director, Managing Executive Officer, and Division Manager, Production Division Apr. 2018 Director, Managing Executive Officer, and Division Manager, Production and Engineering Division (current position) Jan. 2021 Vice Chairman, Shandong Wuzheng Takakita Stockbreeding Machinery Co., Ltd. (current position) Significant concurrent positions outside the Company Vice Chairman, Shandong Wuzheng Takakita Stockbreeding Machinery Co., Ltd.	39,000 shares
Reasons for nomination as candidate for Director The Company nominated Ryo Masumitsu as a candidate for Director in light of his wealth of experience and broad insight in the Company's production division, with the expectation that he will make further contributions in the future.			
4	Hirokatsu Nashihara (June 22, 1963) Reelection Years in office: 2 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1986 Joined The Nanto Bank, Ltd. Mar. 2017 General Manager of Private Banking Department Apr. 2018 Director, Supervising General Manager of Nanto Lease Co., Ltd. Oct. 2018 Seconded to the Company Assistant General Manager, Corporate Planning Office June 2019 Executive Officer, General Manager, Internal Audit Office, General Manager, Quality Assurance Office, and Assistant General Manager, Corporate Planning Office Oct. 2019 Executive Officer, General Manager, Quality Assurance Office, and Assistant General Manager, Corporate Planning Office June 2020 Director, Executive Officer in charge of Bearing Department and Quality Assurance Office, and General Manager, Corporate Planning Office (current position)	1,600 shares
Reasons for nomination as candidate for Director The Company nominated Hirokatsu Nashihara as a candidate for Director in light of his insight in finance and accounting gained from many years of service at a financial institution, and broad experience in the Company's corporate planning division, etc., with the expectation that he will make further contributions in the future.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Tatsuya Fujisawa (August 12, 1971)	Apr. 1994 Joined the Company Apr. 2019 General Manager, Honshu Sales Department, Domestic Sales Division	16,400 shares
	Reelection Years in office: 1 Attendance at Board of Directors meetings 12/12 meetings	June 2019 Executive Officer, Division Manager, Domestic Sales Division, and General Manager, Honshu Sales Department June 2021 Director of Company, Executive Officer, in charge of Overseas Sales Division, Division Manager, Domestic Sales Division, and General Manager, Honshu Sales Department (current position)	
<p>Reasons for nomination as candidate for Director The Company nominated Tatsuya Fujisawa as a candidate for Director in light of his wealth of experience and broad insight in the Company's sales divisions, with the expectation that he will make further contributions in the future.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. To enable candidates for Director to sufficiently fulfill the role expected of them when executing their duties and to attract competent human resources, the Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, with all Directors as the insureds. Providing this proposal is approved in its original form, if each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in this insurance policy. The outline of the contents of this policy is as per that shown in Business Report "3. Matters Related to Company Officers (3) Outline of Content of Directors and Officers Liability Insurance Policy". Note that the Company intends to renew this insurance policy in July 2022.

Proposal No. 4: Election of Two Directors Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the term of office of Eiji Hattori, Director and Audit and Supervisory Committee Member, will expire, and Sadao Takashina will retire. Therefore, the Company proposes the election of two Directors who are Audit and Supervisory Committee Members.

Note that Taishi Mukai, a candidate for Director and Audit and Supervisory Committee Member, will be requested to fill in for Sadao Takashina, Director and Audit and Supervisory Committee Member, and his term of office shall be until the 79th General Meeting of Shareholder, scheduled for June 2023, when the term of office of Sadao Takashina ends in accordance with the Articles of Incorporation.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	Eiji Hattori (October 17, 1943) Reelection Outside Independent Years in office: 2 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1966	Joined The Nanto Bank, Ltd.	– shares
		June 1998	Director, The Nanto Bank	
		June 2002	President and Director, Nanto Staff Services Co., Ltd.	
		June 2005	Chairman and Director, Nanto Staff Services	
		Dec. 2005	Hattori Labor and Social Security Attorneys Office (current position)	
		June 2009	Chairman, Labor and Security Attorneys Association of Nara (current position)	
		June 2015	Permanent Director, Japan Federation of Labor and Social Security Attorney's Associations (current position)	
		June 2020	Outside Director (Audit and Supervisory Committee Member), the Company (current position)	
	<p>Reasons for nomination as candidate for Outside Director and outline of the role expected to be filled</p> <p>Eiji Hattori possesses knowledge related to finance and accounting built up over many years serving in a financial institute, and expert knowledge and a wealth of experience as a labor and social security attorney, and he uses this insight and many years of experience to provide the Company's management with various advice and opinions. The Company therefore requests his reelection as an Outside Director.</p> <p>If he is elected as an Outside Director, the Company expects him to leverage his insight and many years of experience as a labor and social security attorney to provide auditing and supervision of the execution of duties and governance system from an objective standpoint independent from Company management and from the perspective of an expert, particularly in labor management, and to contribute to securing soundness and appropriateness and improving transparency in the Company's management decision making.</p>			
2	*Taishi Mukai (January 1, 1970) New Outside Independent	Apr. 1999	Registered as an attorney at law (Osaka Bar Association)	– shares
		Jan. 2018	Partner at Takashina & Partners Law Office (current position)	
	<p>Reasons for nomination as candidate for Outside Director and outline of the role expected to be filled</p> <p>Taishi Mukai possesses expert knowledge and wealth of experience as an attorney at law with a seasoned knowledge of corporate law. If he is elected as an Outside Director, the Company has judged he will provide auditing and supervision of legality regarding the Company's management decisions and governance system from an independent, objective perspective, and contribute to improving transparency, by drawing on his experience and knowledge from many years as a lawyer, his objective position independent from management, and in particular, his specialist perspectives regarding the law; for these reasons the Company has selected him as a candidate for Outside Director and Member of the Audit and Supervisory Committee Member. While he has no experience in corporate management, the Company judged that for the reasons above, he will be able to carry out his duties as Outside Director appropriately.</p>			

- Notes:
1. The new candidate is indicated by an asterisk (*).
 2. There is no special interest between the candidates for Director who are Audit and Supervisory Committee Members and the Company.
 3. Eiji Hattori and Taishi Mukai are candidates for Outside Director.

4. The Company has submitted notifications to both Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. that Eiji Hattori has been designated as an independent officer as provided for by those exchanges, and if his reelection is approved, the Company plans for his designation as an independent officer to continue. Also, Taishi Mukai has fulfilled the requirements for an independent officer as provided for by those exchanges, and if his election is approved, the Company plans to designate him as an independent officer.
5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Eiji Hattori to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations, and if he is reelected, the Company plans to renew the agreement with him. If the election of Taishi Mukai is approved, the Company plans to enter into a limited liability agreement of the same content with him.
6. To enable candidates for Director who are Audit and Supervisory Committee Members and to sufficiently fulfill the role expected of them when executing their duties and to attract competent human resources, the Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, with all Directors who are Audit and Supervisory Committee Members as the insureds. Providing this proposal is approved in its original form, if each candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, the Company plans to include every such Director who is an Audit and Supervisory Committee Member as an insured in this insurance policy. The outline of the contents of this policy is as per that shown in Business Report “3. Matters Related to Company Officers (3) Outline of Content of Directors and Officers Liability Insurance Policy”. Note that the Company intends to renew this insurance policy in July 2022.

Reference: Skill matrix of the Board of Directors following the General Meeting of Shareholders

If Proposals No. 3 and No. 4 are approved as drafted, the skill matrix of the Board of Directors will be as follows.

Name	Position	Knowledge, experience, and abilities possessed by Directors						
		Overall business management	Development /Production	Marketing /Sales	Finance/ Accounting	Human Resources /Labor	Risk Management /Internal Control	Legal/ Governance
Mitsuo Matsumoto	Representative Director and President	○	○	○				○
Atsuyoshi Oki	Senior Managing Director	○			○	○	○	○
Ryo Masumitsu	Director Managing Executive Officer	○	○					
Hirokatsu Nashihara	Director Executive Officer	○						○
Tatsuya Fujisawa	Director Executive Officer	○		○				
Atsuki Matsumura	Director (Full-time Audit and Supervisory Committee Member)						○	○
Tsunehiro Oki	Outside Director (Audit and Supervisory Committee Member) Independent Officer				○		○	
Eiji Hattori	Outside Director (Audit and Supervisory Committee Member) Independent Officer	○				○		○
Taishi Mukai	Outside Director (Audit and Supervisory Committee Member) Independent Officer						○	○