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Securities Code: 6325

June 1, 2023

To our shareholders:

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

Notice of the 79th Annual General Meeting of Shareholders

We are pleased to announce the 79th Annual General Meeting of Shareholders of Takakita Co., Ltd. (the “Company”), which will be held as indicated below.

Additionally, instead of attending the meeting in person on the day, exercising of voting rights is possible in writing (by post) or through the internet. Please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:10 p.m. on Wednesday, June 21, 2023 (JST).

- 1. Date and Time** Thursday, June 22, 2023 at 10:00 a.m. (JST) (reception opens at 9:00 a.m.)
- 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 79th fiscal year (from April 1, 2022, to March 31, 2023)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Five Directors (Excluding Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Election of Financial Auditor

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.takakita-net.co.jp/> (in Japanese)

(From the above website, select “For Investors,” and then “Shareholders Meeting.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6325/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Takakita” in “Issue name (company name)” or the Company’s securities code “6325” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

- When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.
- Paper-based documents stating Electronic Provision Measures Matters are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and 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"

Accordingly, the Business Report and the Non-consolidated Financial Statements described in the relevant documents are part of documents that have been subjected to audit by the Financial Auditor to prepare the Financial Audit Report and the Audit and Supervisory Committee to prepare 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, website for posted informational materials for the general meeting of shareholders and TSE website.

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. 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.
2. We ask shareholders attending the meeting to cooperate by wearing masks, using hand sanitizer provided at the venue, and taking their temperature before entry.
3. The Company's officers and staff members attending the General Meeting of Shareholders will be wearing masks depending on circumstances.
4. 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.

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 ¥8 per share, which includes an ordinary dividend of ¥5 per share and a commemorative dividend for the 110th anniversary of the Company's establishment of ¥3 per share.

Accordingly, including the interim dividend of ¥5, the annual dividend will total ¥13 per share.

(i) Type of dividend property

Cash

(ii) Allotment of dividend property and their aggregate amount

¥8 per common share of the Company

(including an ordinary dividend of ¥5 and a commemorative dividend of ¥3)

The total dividends will be ¥88,750,264

(iii) Effective date of dividends of surplus

June 23, 2023

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: 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 the Company	
1	Mitsuo Matsumoto	Representative Director and President	Reelection
2	Ryo Masumitsu	Director, Senior Managing Executive Officer Division Manager, Production and Engineering Division	Reelection
3	Hirokatsu Nashihara	Director, Executive Officer In charge of Bearing Department and Quality Assurance Office, and General Manager, Corporate Planning Office	Reelection
4	Tatsuya Fujisawa	Director, Executive Officer In charge of Overseas Sales Division, and Division Manager, Domestic Sales Division	Reelection
5	Yasuhiro Fujiwara	Executive Officer General Manager, Engineering Department, Production and Engineering Division	New

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: 18 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1978 Oct. 2004 June 2005 June 2007 June 2008 Apr. 2010 Apr. 2011	Joined the Company General Manager, Sales Department Director in charge of Trade Department, and General Manager, Sales Department Director in charge of Technical Department and Trade Department, and General Manager, Sales Department Managing Director in charge of Agricultural Machinery Department, and General Manager, Sales Department Managing Director in charge of Agricultural Machinery Department Representative Director and President (current position)	65,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>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	Ryo Masumitsu (June 12, 1958) Reelection Years in office: 12 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1981 July 2009 June 2011 July 2013 June 2014 Oct. 2016 June 2017 Apr. 2018 Jan. 2021 June 2022	Joined the Company General Manager, Production Department Director, and General Manager, Production Department Director, Division Manager, Production Division, and General Manager, Production Department, Headquarters Plant Director, Executive Officer, Division Manager, Production Division, and General Manager, Headquarters Plant Director, Shandong Wuzheng Takakita Stockbreeding Machinery Co., Ltd. Director, Managing Executive Officer, and Division Manager, Production Division Director, Managing Executive Officer, and Division Manager, Production and Engineering Division Vice Chairman, Shandong Wuzheng Takakita Stockbreeding Machinery Co., Ltd. (current position) Director, Senior Managing Executive Officer, and Division Manager, Production and Engineering Division (current position)	41,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>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.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
3	Hirokatsu Nashihara (June 22, 1963) Reelection Years in office: 3 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1986	Joined The Nanto Bank, Ltd.	2,600 shares
		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)	
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.				
4	Tatsuya Fujisawa (August 12, 1971) Reelection Years in office: 2 Attendance at Board of Directors meetings 16/16 meetings	Apr. 1994	Joined the Company	17,400 shares
		Apr. 2019	General Manager, Honshu Sales Department, Domestic Sales Division	
		June 2019	Executive Officer, Division Manager, Domestic Sales Division, and General Manager, Honshu Sales Department	
		June 2021	Director, Executive Officer, in charge of Overseas Sales Division, Division Manager, Domestic Sales Division, and General Manager, Honshu Sales Department	
		Apr. 2023	Director, Executive Officer, in charge of Overseas Sales Division, Division Manager, Domestic Sales Division (current position)	
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.				
5	Yasuhiro Fujiwara (September 12, 1970) New	Apr. 1995	Joined the Company	5,000 shares
		Apr. 2021	General Manager, Engineering Department, Production and Engineering Division	
		June 2022	Executive Officer, and General Manager, Engineering Department, Production and Engineering Division (current position)	
Reasons for nomination as candidate for Director				
The Company nominated Yasuhiro Fujiwara as a candidate for Director in light of his wealth of experience and broad insight in the Company's engineering division, with the expectation that he will make further contributions in the future.				

- 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 2023.

Proposal No. 3: Election of Three Directors Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of three Directors who are Audit and Supervisory Committee Members Atsuki Matsumura, Tsunehiro Oki and Taishi Mukai will expire.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, 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	Atsuyoshi Oki (February 15, 1955) New	Apr. 1977 Joined the Company 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)	48,000 shares
<p>Reasons for nomination as candidate for Director The Company nominated Atsuyoshi Oki as a candidate for Director who is an Audit and Supervisory Committee Member 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 judgment that he will contribute to securing soundness and appropriateness and improving transparency in the Company's management decision making.</p>			
2	Tsunehiro Oki (November 11, 1952) Reelection Outside Independent Years in office: 4 Attendance at Board of Directors meetings 16/16 meetings	Nov. 1977 Joined Asahi & Co. (current KPMG AZSA LLC) Sept. 1981 Registered as a certified public accountant July 1992 Partner of Asahi Shinwa & Co. (current KPMG AZSA LLC) May 2001 Representative Partner of Asahi & Co. (current KPMG AZSA LLC) July 2010 Partner of KPMG AZSA LLC July 2015 Oki Certified Public Accountant & Tax Accountant Office (current position) June 2016 Outside Director of IWATSU ELECTRIC CO., LTD. (current position) June 2016 Outside Audit & Supervisory Board Member of Utoc Corporation June 2019 Outside Director (Audit and Supervisory Committee Member), the Company (current position)	– shares
<p>Reasons for nomination as candidate for Outside Director and outline of the role expected to be filled Tsunehiro Oki possesses expert knowledge and wealth of experience as a certified public accountant with seasoned knowledge of finance and accounting 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. If he is elected as an Outside Director, the Company expects him to leverage his insight and many years of experience as a certified public accountant 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 finance and accounting, and to contribute to securing soundness and appropriateness and improving transparency in the Company's management decision making.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	Taishi Mukai (January 1, 1970)	Apr. 1999 Registered as an attorney at law (Osaka Bar Association)	– shares
	Reelection Outside Independent	Jan. 2018 Partner at Takashina & Partners Law Office (current position) June 2022 Outside Director (Audit and Supervisory Committee Member), the Company (current position)	
	Years in office: 1		
	Attendance at Board of Directors meetings 12/12 meetings		
<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, and he uses this insight and many years of experience to provide the Company's management with various advice and opinions.</p> <p>The Company therefore requests his reelection as an Outside Director.</p> <p>If he is elected as an Outside Director, the Company expects 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.</p> <p>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. There is no special interest between the candidates for Director who are Audit and Supervisory Committee Members and the Company.
 2. Tsunehiro Oki and Taishi Mukai are candidates for Outside Director.
 3. The Company has submitted notification to both Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. that Tsunehiro Oki and Taishi Mukai have been designated as independent officers as provided for by those exchanges, and if their reelection is approved, the Company plans for their designation as independent officers to continue.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tsunehiro Oki and Taishi Mukai to limit their 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 they are reelected, the Company plans to renew the agreements with them. If the election of Atsuyoshi Oki is approved, the Company plans to enter into a limited liability agreement of the same content with him.
 5. To enable candidates for Director who are Audit and Supervisory Committee Members 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 2023.

Proposal No. 4: Election of Financial Auditor

The Company’s Financial Auditor, KPMG AZSA LLC, will resign from its position as the term will expire at the conclusion of this meeting. Therefore, the Company proposes to elect a new Financial Auditor.

In addition, this proposal is based on the decision of the Audit and Supervisory Committee.

Further, reasons for the nomination of ARK LLC as a candidate for Financial Auditor by the Audit and Supervisory Committee are as follows. The current Financial Auditor has continued auditing of the Company’s accounts for the extended period of 60 years, and the Financial Auditor requested an increase of the audit fee due to increased audit man-hours. At this opportunity, the appointment of a new Financial Auditor was considered. As a result of a comprehensive candidate selection with viewpoints of expectation for an audit with a new perspective suitable to the Company’s business scale, reasonableness of audit fees, efficiency, independence, specialty, and quality controlling systems, it was judged that ARK LLC is eligible for Financial Auditor of the Company as it holds a system in place to ensure that financial audits are performed properly.

The candidate for Financial Auditor is as follows:

(May 1, 2023)

Name	ARK LLC	
Office	1-23-3 Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan	
History	Apr. 1975	Establishment of Kinki Daiichi Audit Corporation Establishment of Hijiribashi Audit Corporation
	Aug. 1982	Establishment of Meiji Audit Corporation
	Mar. 2004	Establishment of ARK & Co.
	Jan. 2016	Meiji Audit Corporation and ARK & Co. merged and changed the name of the new company to ARK Meiji Audit & Co.
	July 2016	ARK Meiji Audit & Co. merged with Hijiribashi Audit Corporation.
	July 2019	Name changed to ARK LLC.
	July 2020	ARK LLC merged with Kinki Daiichi Audit Corporation.
Summary	Capital	¥50 million
	Constituent members	Representative Partner: 8 Partners: 37 CPAs: 58 Assistant CPAs: 42 USCPA: 1 Assistant USCPA: 1 Other Professionals: 4 Administrative Staff: 19 Other: 13 Total: 183
	Number of related companies	108 companies

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

If Proposals No. 2 and No. 3 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 Nomination and Remuneration Committee Member	○	○	○				○
Ryo Masumitsu	Director Senior Managing Executive Officer	○	○		○	○		
Hirokatsu Nashihara	Director Executive Officer	○					○	○
Tatsuya Fujisawa	Director Executive Officer	○		○				
Yasuhiro Fujiwara	Director Executive Officer		○					
Atsuyoshi Oki	Director (Full-time Audit and Supervisory Committee Member)	○			○	○	○	○
Tsunehiro Oki	Outside Director (Audit and Supervisory Committee Member) Independent Officer Nomination and Remuneration Committee Member				○		○	
Eiji Hattori	Outside Director (Audit and Supervisory Committee Member) Independent Officer Nomination and Remuneration Committee Member	○				○		○
Taishi Mukai	Outside Director (Audit and Supervisory Committee Member) Independent Officer Nomination and Remuneration Committee Member						○	○