

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 6339)

June 3, 2020

To our shareholders:

Atsushi Nagai  
President  
**SINTOKOGIO, LTD.**  
3-28-12 Meieki, Nakamura-ku, Nagoya City

## **NOTICE OF THE 123RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the 123rd Ordinary General Meeting of Shareholders of SINTOKOGIO, LTD. (the “Company”), which will be held as described below.

To prevent the spread of novel coronavirus disease (COVID-19), we are placing the safety and security of our shareholders as our top priority, and are requesting that you withhold from attending this General Meeting of Shareholders and exercise your voting rights by mail or via the Internet (deadline: Thursday, June 18, 2020 at 5:15 p.m. (JST)).

- 1. Date and Time:** Friday, June 19, 2020, 10:00 a.m. (JST)
- 2. Venue:** Midland Hall (5th floor of Midland Square Office Tower)  
4-7-1 Meieki, Nakamura-ku, Nagoya City

### **3. Purposes:**

#### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 123rd Term (from April 1, 2019 to March 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.
2. Non-Consolidated Financial Statements for the 123rd Term (from April 1, 2019 to March 31, 2020)

#### **Items to be resolved:**

##### **<Company’s Proposal (Proposals 1 and 2)>**

**Proposal 1:** Election of eleven (11) Directors

**Proposal 2:** Payment of bonuses to Directors

##### **<Shareholder’s Proposal (Proposal 3)>**

**Proposal 3:** Election of one (1) Director

### **4. To Exercise Voting Rights:**

If you exercise your voting rights both by mail and via the Internet, the one exercised via the Internet will be deemed valid.

If you exercise your voting rights more than once via the Internet, only your last vote will be treated as valid.

## ■ Instructions for Methods to Exercise Voting Rights

### Exercise of voting rights via the Internet

Deadline: to be exercised by Thursday, June 18, 2020 at 5:15 p.m. (JST).

Please access the voting website (<https://evote.tr.mufg.jp/>) and indicate whether you approve or disapprove of each proposal by the voting deadline.

### Exercise of voting rights in writing

Deadline: to be received by Thursday, June 18, 2020 at 5:15 p.m. (JST).

Please indicate on the enclosed voting form whether you approve or disapprove of each proposal, and return it by the voting deadline.

### Attending the General Meeting of Shareholders

Date and Time: Friday, June 19, 2020 at 10:00 a.m. (JST)

Please submit the enclosed voting form to the receptionist at the meeting site.

## ■ Regarding Internet Disclosure

©In accordance with laws and regulations and the Company's Articles of Incorporation, the (i) Basic Policy on Internal Control and Operation Status Thereof, (ii) Notes to Consolidated Financial Statements and (iii) Notes to Non-Consolidated Financial Statements are posted on the Company's website (<http://www.sinto.co.jp/>), and are not stated in the attached materials of this convocation notice. (i) to (iii) are subject to auditing by the Auditors, and (ii) and (iii) are subject to auditing by the Accounting Auditor.

©If there are any amendments to Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements, they will be announced on the Company's website (<http://www.sinto.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and Related Matters

<Company's Proposal (Proposals 1 and 2)>

**Proposal 1:** Election of eleven (11) Directors

At the end of this Ordinary General Meeting of Shareholders, the term of office of all eleven (11) Directors will expire. Therefore, the Company proposes that eleven (11) Directors be elected.

The candidates for Directors were decided based on recommendations by the Nomination and Compensation Committee comprised of independent outside officers.

The candidates for Directors are as follows:

No.	Name		Position in the Company	Tenure	Attendance at Board of Directors meetings
1	Yoshiki Ueda	Reelection External Independent	Chairman of the Board	4 years	100% (16/16)
2	Atsushi Nagai	Reelection	President	24 years	100% (16/16)
3	Tsuneyasu Kuno	Reelection	Managing Director	6 years	100% (16/16)
4	Masaaki Hibi	Reelection	Managing Director	3 years	100% (16/16)
5	Yatsuka Taniguchi	Reelection	Director	6 years	100% (16/16)
6	Toshikazu Morishita	Reelection	Director	4 years	100% (16/16)
7	Shigeru Ishida	Reelection	Director	1 year	82% (9/11)
8	Kenichi Nakamichi	New election	Senior Executive Officer	-	-
9	Masatoshi Ozawa	Reelection External Independent	Director	6 years	94% (15/16)
10	Yasuhito Yamauchi	Reelection External Independent	Director	5 years	100% (16/16)
11	Yasumasa Karaki	Reelection External Independent	Director	1 year	100% (11/11)

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	 <p data-bbox="349 600 523 658">Yoshiki Ueda (March 10, 1953)</p>	<p data-bbox="611 264 1219 618">           Apr. 1976    Joined Mitsubishi Corporation            Apr. 2008    Board member of Mitsubishi Corporation            June 2010    President and CEO of Mitsubishi Corporation Technos            June 2016    Director of the Company            June 2017    Chairman of the Board (present position)            (Significant concurrent positions outside the Company)            Outside Director and Audit and Supervisory Committee Member of THK CO., LTD.            Representative Director and Vice President of Makino Milling Machine Co., Ltd.         </p>	-
<p data-bbox="272 696 1449 913">           [The reason for nominating as a candidate for External Director]            As Yoshiki Ueda has extensive business experience and knowledge as a senior executive of a general trading company and a manager of a specialized trading company, the Company believes that he can supervise the management properly. Therefore, the Company is convinced that he is capable of properly performing his duties as an External Director to enhance auditing functions of the Board of Directors and contribute to the business of the Company, and it asks shareholders to elect him continuously as an External Director.            Ueda has been in the position of External Director of the Company for four (4) years.         </p>			
2	 <p data-bbox="328 1258 544 1317">Atsushi Nagai (September 30, 1960)</p>	<p data-bbox="611 922 1203 1144">           Apr. 1984    Joined the Company            June 1996    Director of the Company            June 2002    Senior Managing Director of the Company            June 2006    President of the Company (present position)            (Significant concurrent positions outside the Company)            Representative Director of Heinrich Wagner Sinto Maschinenfabrik GmbH         </p>	490,736
<p data-bbox="272 1355 1449 1505">           [The reason for nominating as a candidate for Director]            Atsushi Nagai has been taking responsibility as President since 2006. Nagai has extensive knowledge of global business as well as the ability to apply his knowledge of the whole business of the Company, and he has directed and supervised the management properly as President. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.         </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	 <p>Tsuneyasu Kuno (February 3, 1957)</p>	<p>Apr. 1980      Joined the Company  Sept. 1996      President of Thai Sintokogio Co., Ltd.  July 2006      Executive Officer, General Manager of  Production Center of the Company  June 2014      Director, Supervisor of Production Center of  the Company  June 2015      Managing Director, Deputy General Manager  of Sales Headquarters of the Company  Apr. 2020      Managing Director, Assistant to President and  Supervisor of System of the Company (present  position)</p>	37,976
<p>[The reason for nominating as a candidate for Director]  While engaged in management as a Director since 2014, Tsuneyasu Kuno performed his role and responsibility effectively as General Manager of Toyokawa Works, which is the key part of manufacturing for the Company, and as Deputy General Manager of the Sales Headquarters. Kuno is able to apply his high level of knowledge and extensive experience of production and sales and his experience as an executive of the overseas subsidiary. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.</p>			
4	 <p>Masaaki Hibi (December 23, 1955)</p>	<p>Jan. 2008      Joined the Company  Apr. 2011      General Manager of Accounting and Finance of  the Company  July 2016      Executive Officer and General Manager of  Accounting and Finance of the Company  June 2017      Director and General Manager of Accounting  and Finance of the Company  June 2018      Managing Director, Assistant to President and  General Manager of Accounting and Finance of  the Company  Apr. 2020      Managing Director, Assistant to President,  Supervisor of Accounting and Finance and  Supervisor of Group Administration of the  Company (present position)</p>	12,080
<p>[The reason for nominating as a candidate for Director]  While engaged in management as a Director since 2017, Masaaki Hibi currently performs his role and responsibility as an Assistant to President and Supervisor of Accounting and Finance effectively. Hibi is able to apply his high level of knowledge in accounting and finance as he has extensive experience gained while working in Accounting and Finance. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	 <p data-bbox="336 600 536 658">Yatsuka Taniguchi (December 10, 1956)</p>	<p data-bbox="612 264 715 291">July 2007</p> <p data-bbox="612 300 715 327">Apr. 2009</p> <p data-bbox="612 362 715 389">Apr. 2011</p> <p data-bbox="612 461 715 488">June 2014</p> <p data-bbox="772 264 1236 551">           Joined SINTOBRATOR, LTD.            Executive Officer and General Manager of            Human Resources Department of the Company            Executive Officer, Deputy General Manager of            Administration Center and General Manager of            Human Resources Department of the Company            Director, Supervisor of General Administration,            General Manager of Human Resources            Department of the Company (present position)         </p>	18,235
<p data-bbox="272 696 815 723">[The reason for nominating as a candidate for Director]</p> <p data-bbox="272 730 1390 882">           While engaged in management as a Director since 2014, Yatsuka Taniguchi currently performs his role and responsibility effectively as General Manager of Human Resources Department and Supervisor of General Administration. Taniguchi is able to apply his high level of knowledge and extensive experience of overall General Administration. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.         </p>			
6	 <p data-bbox="336 1227 536 1285">Toshikazu Morishita (June 22, 1958)</p>	<p data-bbox="612 891 715 918">Apr. 1982</p> <p data-bbox="612 927 715 954">July 2006</p> <p data-bbox="612 990 715 1016">Apr. 2012</p> <p data-bbox="612 1052 715 1079">June 2016</p> <p data-bbox="772 891 1236 1151">           Joined the Company            Executive Officer, Deputy General Manager of            Foundry Division of the Company            Executive Officer, General Manager of Foundry            Division of the Company            Director, Supervisor of Sales and General            Manager of Sales Headquarters (present            position)         </p>	43,627
<p data-bbox="272 1323 815 1350">[The reason for nominating as a candidate for Director]</p> <p data-bbox="272 1357 1433 1505">           While engaged in management as a Director since 2016, Toshikazu Morishita has performed his role and responsibility effectively as General Manager of the Sales Headquarters and Supervisor of Sales. Morishita is able to apply his wealth of experience and high level of knowledge of overall sales and foundry business. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.         </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	 Shigeru Ishida (October 27, 1960)	Apr. 1983    Joined the Company Apr. 2008    General Manager of the Blastec Company Production Department Feb. 2016    President of Sinto Bharat Manufacturing Private Limited June 2019    Director, Supervisor of Manufacturing, General Manager of the Production Division and General Manager of Toyokawa Works of the Company (present position)	5,389
[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2019, Shigeru Ishida currently performs his role and responsibility effectively as General Manager of the Production Division and Supervisor of Manufacturing. Ishida is able to apply his extensive knowledge of overall production and his experience as a manager of an overseas subsidiary. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.			
8	*  Kenichi Nakamichi (August 8, 1965)	Apr. 1989    Joined SINTOBRATOR, LTD. Apr. 2012    General Manager of Blast Division of the Company July 2014    Executive Officer, General Manager of Blast Division of the Company July 2015    Senior Executive Officer, General Manager of Blast Division of the Company Apr. 2020    Senior Executive Officer, General Manager of Overseas Business Headquarters of the Company (present position)	8,443
[The reason for nominating as a candidate for Director] Kenichi Nakamichi has abundant experience in the overseas business operations, served as General Manager of Surface Treatment Division, and currently serves as the General Manager of Overseas Business Headquarters. Nakamichi is able to apply his extensive experience and high level of knowledge in overseas business and the surface treatment business. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him as a new Director this time.			
9	 Masatoshi Ozawa (February 23, 1943)	Apr. 1966    Joined Daido Steel Co., Ltd. June 2004    Representative Director and President of Daido Steel Co., Ltd. June 2010    Representative Director and Chairman of Daido Steel Co., Ltd. June 2014    Director of the Company (present position) (Significant concurrent positions outside the Company) Outside Director of Okuma Corporation	-
[The reason for nominating as a candidate for External Director] As Masatoshi Ozawa has extensive knowledge and experience as a corporate manager, the Company is convinced that he is capable of properly performing his duties as an External Director to contribute to the business of the Company and asks shareholders to elect him continuously as an External Director. Ozawa has been in the position of External Director of the Company for six (6) years.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
10	 Yasuhito Yamauchi (January 2, 1942)	Apr. 1968      Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation) June 1995      Director of Toyota Motor Co., Ltd. June 2001      Senior Managing Director of Toyota Motor Co., Ltd. June 2005      President of Aisin Seiki Co., Ltd. June 2015      Director of the Company (present position)	-
<p>[The reason for nominating as a candidate for External Director]</p> <p>As Yasuhito Yamauchi has extensive business experience and knowledge of manufacturing as a manager of automobile manufacturers and automobile parts manufacturers, the Company is convinced that he is capable of properly performing his duties as an External Director to contribute to the business of the Company and asks shareholders to elect him continuously as an External Director.</p> <p>Yamauchi has been in the position of External Director of the Company for five (5) years.</p>			
11	 Yasumasa Karaki (September 6, 1948)	Apr. 1971      Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.) July 1999      Director of The Bank of Tokyo-Mitsubishi, Ltd. due to merger June 2003      Director of Dainippon Ink and Chemicals, Incorporated (DIC) Apr. 2008      Representative Director and President of RENAISSANCE INCORPORATED June 2011      Representative Director of MST Insurance Service Co., Ltd. June 2011      Auditor of the Company June 2019      Director of the Company (present position)	-
<p>[The reason for nominating as a candidate for External Director]</p> <p>As Yasumasa Karaki has extensive practical experience in the management of manufacturing and service businesses in addition to his wealth of knowledge gained in financial related operations, the Company is convinced that he is capable of properly performing his duties as a new External Director to contribute to the business of the Company and asks shareholders to elect him continuously as an External Director.</p> <p>Karaki has been in the position of External Director of the Company for one (1) year.</p>			

- Notes:
1. New Candidates for Directors are marked with (\*).
  2. There is no special interest between the candidates and the Company.
  3. Yoshiki Ueda, Masatoshi Ozawa, Yasuhito Yamauchi and Yasumasa Karaki are candidates for External Directors.
    - Yoshiki Ueda served as Advisor to Mitsubishi Corporation Technos until June 2016. The amount of transactions between the Company and Mitsubishi Corporation Technos is less than 1% of the consolidated net sales of either company. Furthermore, Ueda has also been serving as Representative Director and Vice President of Makino Milling Machine Co., Ltd. since June 2018, but the amount of transactions between the Company and Makino Milling Machine Co., Ltd. is less than 1% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Ueda's execution of duties as External Director.
    - Masatoshi Ozawa serves as Special Advisor of Daido Steel Co., Ltd. The amount of transactions between the Company and Daido Steel Co., Ltd. is less than 1% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Masatoshi Ozawa's execution of duties as External Director.
    - Yasuhito Yamauchi served as Advisor to Aisin Seiki Co., Ltd. until June 2018. The amount of transactions between the Company and Aisin Seiki Co., Ltd. is less than 2% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Yamauchi's execution of duties as External Director.

- Yasumasa Karaki served as Director of The Bank of Tokyo-Mitsubishi, Ltd. (current MUFG Bank, Ltd.) until June 2003. The amount of loans from MUFG Bank, Ltd. to the Company Group is less than 4% of the consolidated total assets of the Company. Therefore, this business relationship does not require special mention because it will not influence Hasegawa's execution of duties as External Director.
- 4. The Company has entered into limited liability agreements pursuant to Article 427, paragraph 1 of the Companies Act with Yoshiki Ueda, Masatoshi Ozawa, Yasuhito Yamauchi and Yasumasa Karaki. Under the terms of the limited liability agreement, their liability will be limited to a minimum amount stipulated by applicable laws and regulations. If the reelections of Yoshiki Ueda, Masatoshi Ozawa, Yasuhito Yamauchi and Yasumasa Karaki are approved, the Company intends to continue the aforesaid agreements with them.
- 5. The Company has registered Yoshiki Ueda, Masatoshi Ozawa, Yasuhito Yamauchi and Yasumasa Karaki as Independent Officers qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange.

**Proposal 2:** Payment of bonuses to Directors

With consideration to the profit level of FY2019, the bonuses paid to Directors in the past, and other various reasons, a total of ¥45 million will be paid to seven (7) Directors (excludes the four (4) External Directors) who are in office at the end of FY2019.

The amount paid to each Director will be determined by the resolutions of a meeting of the Board of Directors.

<Shareholder's Proposal (Proposal 3)>

Proposal 3 is submitted by a shareholder.

The number of voting rights held by the shareholder who submitted this proposal (proposing shareholder) is 320.

**Proposal 3:** Election of one (1) Director

The shareholder seeks the election of the following person as a Director.

Name of Candidate: Hatsuhiko Ishida (proposing shareholder)

Professional profile of the candidate is not contained in this Notice as it was not submitted by the proposing shareholder by eight (8) weeks prior to this Ordinary General Meeting of Shareholders.

(Reason for this proposal)

SINTOKOGIO, LTD. needs to appoint a Director who can execute the business appropriately, and enhance and strengthen the corporate governance function to restructure the existing operation system. Furthermore, it needs to review its risk management, such as the response to natural disasters and the novel coronavirus disease (COVID-19). Therefore, a shareholder proposes to elect Hatsuhiko Ishida as a Director.

**Opinion of the Board of Directors on Proposal 3**

The Board of Directors opposes this proposal.

With an External Director serving as Chairman of the Board, and with External Directors accounting for more than one third of the total, the Board of Directors is able to provide appropriate advice regarding decision making and management supervision, which contributes to the improvement of the effectiveness of the Board of Directors. Furthermore, the Company has established the voluntary Nomination and Compensation Committee comprised of only External Directors and External Auditors, which nominates candidates for Directors and examines compensation for Directors, among other duties. The Company intends to maintain the organization and system to improve the transparency of the business operation, to respond flexibly and promptly to changes in the business operating environment, as well as to operate corporate governance effectively in future. The Company also recognizes that strengthening risk management, including measures for natural disasters and COVID-19 is one of the important tasks for management of the Company group, and the Company is working to enhance and strengthen the risk management. Therefore, the Board of Directors considers that the election of the Candidate as a Director, proposed by a shareholder, is not necessary and opposes this proposal.