

Securities Code: 6964

June 14, 2021

To our shareholders:

Kiyoshi Takemura, Representative Director and President  
**SANKO CO., LTD.**  
959, Hirookanomura, Shiojiri-shi, Nagano

### **Notice of the 58th Annual General Meeting of Shareholders**

You are cordially invited to attend the 58th Annual General Meeting of Shareholders of SANKO CO., LTD. (the "Company"), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 5:00 p.m. on Wednesday, June 28, 2021 (JST).

- 1. Date and Time:** 10:00 a.m. on Tuesday, June 29, 2021 (JST)
- 2. Venue:** Conference Room, "MIYABIE" on the 3rd floor of Alpico Plaza Hotel  
1-3-21, Fukashi, Matsumoto-shi, Nagano

#### **3. Purpose of the Meeting**

##### **Matters to be reported:**

1. The Business Report, the Consolidated Financial Statements for the 58th fiscal year (from April 1, 2020 to March 31, 2021), and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2020 to March 31, 2021)

##### **Matters to be resolved**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three Director Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Payment of Retirement Benefits for Retiring Directors

**Please submit the enclosed voting form to the reception at the venue, when attending the meeting.**

- Should amendments arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, such amendments will be posted on the Company's website (<http://www.sko.co.jp>).
- If your voting preference is not indicated in any proposal in the voting right exercise form, it shall be considered as an indication of approval.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

##### Year-end dividends

The Company regards the return of profit to its shareholders as one of the most important managerial issues, and it is the Company's basic policy to distribute profits to its shareholders stably. In line with the aforementioned policy, the Company proposes to pay the year-end dividends for the 58th fiscal year as follows:

- (i) Type of dividend property  
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥13 per common share of the Company.  
In this event, the total dividends will be ¥117,303,628.
- (iii) Effective date of dividends of surplus  
The effective date of the dividends will be June 30, 2021.

**Proposal No. 2: Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all three currently serving Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting.

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

The Audit and Supervisory Committee has judged that all the three currently serving Directors are well-qualified for the positions, and has consented to nominate them as the candidates to continue serving as Directors of the Company.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masanori Tamura (October 4, 1961)	<p>May 1995    Joined the Company Assistant General Manager of Tokyo Sales Office</p> <p>Sept. 1996    General Manager of Corporate Planning Department</p> <p>Mar. 1998    General Manager of Corporate Planning Department and General Manager of General Affairs and Personnel Department</p> <p>June 1998    Director, General Manager of Corporate Planning Department, and General Manager of General Affairs and Personnel Department</p> <p>Mar. 2000    Director and General Manager of General Affairs and Personnel Department</p> <p>Mar. 2001    Director and General Manager of Administrative Division</p> <p>June 2001    Senior Managing Director and General Manager of Administrative Division</p> <p>Dec. 2001    Representative Director and President</p> <p>Dec. 2010    Representative Director, President, and General Manager of Development Division</p> <p>Dec. 2010    Director</p> <p>June 2011    Director and Chairman</p> <p>June 2015    Representative Director and Chairman (current position)</p>	2,000,920 shares
<p>Reasons for nomination</p> <p>He is currently responsible for the Company's management foundation and finances as Representative Director and Chairman of the Company, having been involved in management in various fields both domestically and internationally, and he has fulfilled an appropriate role in enhancing corporate value, including making decisions on material matters affecting management. He has been nominated again as a candidate for Director because he is expected to contribute further to the Company in the future.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kiyoshi Takemura (April 13, 1957)	<p>July 1983    Joined the Company</p> <p>Mar. 1997    General Manager of Okaya Factory</p> <p>Mar. 1999    General Manager of Horigane Factory</p> <p>Jan. 2002    Assistant General Manager of Press Business Department and General Manager of Horigane Factory</p> <p>Mar. 2002    Assistant General Manager of Press Business Department and General Manager of Press Sales Division</p> <p>June 2002    Director, Assistant General Manager of Press Business Department, and General Manager of Press Sales Division</p> <p>Oct. 2002    Director, Assistant General Manager of Press Business Department, General Manager of Press Sales Division, and General Manager of Tokyo Sales Office</p> <p>Mar. 2003    Director, General Manager of Kyushu Business Department, and General Manager of Western Japan Sales Department</p> <p>Jan. 2005    Director, General Manager of Kyushu Business Department, and General Manager of Kyushu Sales Department</p> <p>Mar. 2007    Director and General Manager of Kyushu business Department</p> <p>Oct. 2007    Director and General Manager of Press Business Department</p> <p>June 2009    Managing Director, General Manager of Press Business Department, and General Manager of Kyushu Business Department</p> <p>Mar. 2010    Managing Director, General Manager of Kyushu Business Department, and General Manager of Fukuoka Mino Factory</p> <p>Dec. 2010    Managing Director, General Manager of Production Division, and General Manager of Azusagawa Factory</p> <p>Dec. 2010    Director and Assistant General Manager of Production Division (For Kyushu)</p> <p>Apr. 2011    Representative Director and President</p> <p>Apr. 2011    Representative Director, President, and General Manager of Production Division</p> <p>June 2011    Representative Director, President, and General Manager of Sales Division</p> <p>Nov. 2014    Representative Director and President</p> <p>Oct. 2015    Representative Director, President, and General Manager of Sales Division (current position)</p>	5,000 shares
<p><b>Reasons for nomination</b></p> <p>He is currently responsible for the overall management of sales, production and development divisions as Representative Director and President of the Company, having been involved in management in various fields both domestically and internationally, and he has fulfilled an appropriate role in enhancing corporate value, including making decisions on material matters affecting management. He has been nominated again as a candidate for Director because he is expected to contribute further to the Company in the future.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kazuhiko Suzuki (June 12, 1968)	<p>Mar. 1989      Joined the Company</p> <p>Mar. 2006      General Manager of Die Technology Development Department</p> <p>Mar. 2008      General Manager of Headquarters Factory</p> <p>Jan. 2011      General Manager of Thai Project Office and Representative Director and President of THAI SANKO CO., LTD.</p> <p>July 2011      General Manager of Technology Department of the Company</p> <p>Mar. 2015      General Manager of Plant of THAI SANKO CO., LTD.</p> <p>June 2018      Executive Officer, Assistant General Manager of Production Division and General Manager of Production Technology Department of the Company</p> <p>Mar. 2019      Executive Officer, Assistant General Manager of Production Division and Representative Director and President of THAI SANKO CO., LTD. (current position)</p>	-
<p>Reasons for nomination</p> <p>He is currently responsible for the production division as Executive Officer of the Company, and he has fulfilled an appropriate role in enhancing corporate value. He has been nominated as a candidate for Director because he is expected to contribute further to the Company in the future.</p>			

- (Notes)
1.            There is no special interest between any of the candidates and the Company.
  2.            Kazuhiko Suzuki is a new candidate for Director.

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

The terms of office of all three currently serving Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

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

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

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hiromi Akahane (March 15, 1957)	<p>Apr. 1981      Joined the National Mutual Insurance Federation of Agricultural Cooperatives</p> <p>Apr. 1992      Registered as an attorney at law (Nagano-ken Bar Association)</p> <p>Apr. 1994      Established Akahane Sogo Law Office (current position)</p> <p>Apr. 2011      Outside Director</p> <p>June 2015      Outside Director (Audit and Supervisory Committee Member) (current position)</p>	-
2	Sadao Maeda (February 14, 1955)	<p>Mar. 1973      Joined the Company</p> <p>Mar. 2010      Internal Auditor of Internal Audit Office</p> <p>Mar. 2014      Manager of General Affairs Section, General Affairs and Personnel Department</p> <p>Mar. 2018      General Manager of Internal Audit Office (current position)</p> <p>June 2019      Director (Audit and Supervisory Committee Member) (current position)</p>	-
3	Tatsuya Shimizu (May 27, 1959)	<p>Apr. 1983      Joined The Hachijuni Bank, Ltd.</p> <p>May 1989      Resigned from the Bank</p> <p>June 1991      Established Tatsuya Shimizu Tax Accounting Office</p> <p>June 1991      Established Tatsuya Shimizu Certified Administrative Procedures Legal Specialist Office (current position)</p> <p>June 2019      Outside Director (Audit and Supervisory Committee Member) (current position)</p>	-

1. There is no special interest between any of the candidates and the Company.

2. Hiromi Akahane and Tatsuya Shimizu are candidates for outside Director.

3. The reasons for the appointment of these two as outside Directors are as follows.

(1) Hiromi Akahane has been nominated as a candidate for outside Director to have his many years of experience and knowledge as an attorney at law may reflected in the Company's management, and to receive his proposals from an independent and objective perspective regarding the management that executes business. Although he has never been directly involved in the management of a company except as an outside Director, the Company judges that he will appropriately fulfill his duties as an outside Director based on the above reasons.

(2) Tatsuya Shimizu has been nominated as a candidate for outside Director to have his abundant experience and broad insight, cultivated through his experience in financial institutions and as certified public tax accountant, reflected in the Company's management, and to receive his proposals from an independent and objective perspective regarding the management that executes business. Although he has never been directly involved in the management of a

company except as an outside Director, the Company judges that he will appropriately fulfill his duties as an outside Director based on the above reasons.

4. Sadao Maeda has held key positions for the Company for many years, has abundant experience and insight regarding the Company in general, mainly about internal control and the Company judges that he is able to express objective opinions from a neutral standpoint and appropriately perform his duties as Audit and Supervisory Committee Member. Accordingly, the Company has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.

5. Hiromi Akahane and Tatsuya Shimizu are currently outside Directors of the Company and at the conclusion of this meeting they will have been in office for ten years and two months and two years, respectively.

Sadao Maeda is currently an inside Director of the Company and at the conclusion of this meeting he will have been in office for two years.

6. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 29 of the Company's current Articles of Incorporation, the Company has concluded an agreement with Hiromi Akahane and Tatsuya Shimizu to limit their liability for damages stipulated in Article 423, Paragraph 1 of the said Act. The amount of liability for damages as an outside Director under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the reelection of them is approved as proposed, the Company plans to renew the aforementioned agreement with them.

7. The Company has submitted notification to the Tokyo Stock Exchange that Hiromi Akahane and Tatsuya Shimizu have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of them is approved, the Company plans to maintain their positions as independent officer.

**Proposal No. 4: Payment of Retirement Benefits for Retiring Director**

Director Shuya Akahane will retire at the conclusion of this General Meeting of Shareholders. The Company would like to pay him a reasonable amount of retirement benefits to reward his services during his term in accordance with the Company's internal rules.

Furthermore, we propose that decisions regarding the specific amounts, timing, method, etc., of payment be made by the Board of Directors.

The career summary of the retiring Director is as follows:

Name	Career summary
Shuya Akahane	June 2017 Director of the Company (current position)