

(Note) This is an English translation of the cover letter and attached reference documents for the annual general meeting of shareholders, which comprise a part of our notice of convocation of annual general meeting of shareholders originally written in Japanese, for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 7846

Sending date: March 10, 2023

Start date of measures for electronic provision: March 8, 2023

To Our Shareholders with Voting Rights,

Shu Itoh, President and Director
PILOT Corporation
6-21, Kyobashi 2-chome, Chuo-ku,
Tokyo

Notice of Convocation of the 21st (FY2022) Annual General Meeting of Shareholders

We are pleased to announce the 21st (FY2022) Annual General Meeting of Shareholders of PILOT Corporation (the “Company”) to be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information as “Notice of Convocation of the 21st (FY2022) Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website using the Internet address shown below to review the information. It is also posted on the website of Tokyo Stock Exchange, Inc. (TSE) and the Company’s website dedicated to materials for the general meeting of shareholders.

[The Company’s website]

<https://www.pilot.co.jp/company/ir/stock/meeting.html> (in Japanese only)

[The website where materials for the general meeting of shareholders are posted]

<https://d.sokai.jp/7846/teiji/> (in Japanese only)

[TSE website (Listed Company Search)]

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

Access the TSE website by using the Internet address shown above, enter “PILOT Corporation” in “Issue name (company name)” or the Company’s securities code “7846” 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].”

If you are unable to attend the meeting, you may exercise your voting rights by electromagnetic means (via the Internet, etc.) or in writing (by mail). Please review Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:35 p.m. on Wednesday, March 29, 2023 (JST).

[Exercising voting rights via the Internet, etc.]

Please access the Company's designated website for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese only), use "voting right exercising code" and "password" listed on the enclosed Voting Rights Exercise Form and indicate your approval or disapproval of the proposal following the guidance on the screen.

[Exercising voting rights by mail]

Please indicate your approval or disapproval of the proposal on the Voting Rights Exercise Form sent out with this Notice of Convocation and return it by the end of exercise period on the previous page.

Details

1. **Date and time:** Thursday, March 30, 2023, at 10:00 a.m. (JST)
(The reception will commence at 9:00 a.m. (JST))
2. **Venue:** Conference Room, 6th floor, Head office of PILOT Corporation
6-21, Kyobashi 2-chome, Chuo-ku, Tokyo
3. **Purpose of the meeting:**
Matters to be reported:
 1. The Business Report, the Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee for the 21st fiscal year (from January 1, 2022 to December 31, 2022)
 2. The Non-consolidated Financial Statements for the 21st fiscal year (from January 1, 2022 to December 31, 2022)

Matters to be resolved:

- Proposal:** Election of Nine (9) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

4. **Matters to be determined upon convocation**

- (1) Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Committee and the Financial Auditor when they create their respective audit reports.
 - (i) Notes to Consolidated Financial Statements
 - (ii) Notes to Non-consolidated Financial Statements
- (2) When voting rights are exercised in duplicate via the Internet, etc. and by a Voting Rights Exercise Form, the vote via the Internet, etc. is considered effective. Moreover, when voting rights are exercised multiple times via the Internet, etc., the last vote is considered effective.
- (3) If you indicate neither your approval nor disapproval of a proposal on a Voting Rights Exercise Form, your answer will be deemed to be approval.

* If you attend the meeting in person, please present the enclosed Voting Rights Exercise Form at the reception desk upon your arrival at the meeting.

* If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the following websites on the previous page: the Company's website, the TSE website, and the website where materials for the general meeting of shareholders are posted.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Nine (9) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

As the terms of office of all the current nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this meeting, we hereby propose the election of nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members). The Audit & Supervisory Committee exchanged opinions regarding the nomination of the candidates for directors and determined them to be appropriate after deliberating on them.

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

No.	Name	Gender	Attribute of candidate	Current positions in the Company	Attendance at Board of Directors meetings (FY2022)
1	Shu Itoh	Male	Reappointment	President and Representative Director	17/17
2	Masakazu Shirakawa	Male	Reappointment	Representative Director	17/17
3	Toshio Araki	Male	Reappointment	Director	13/13
4	Kazuhiko Yokoyama	Male	Reappointment	Director	17/17
5	Fumio Fujisaki	Male	Reappointment	Director	13/13
6	Katsuji Hatano	Male	Reappointment	Director	13/13
7	Takeshi Kodaira	Male	Reappointment	Director	13/13
8	Shinzo Masuda	Male	Reappointment Outside	Outside Director	17/17
9	Misuzu Shibata	Female	New appointment Outside	–	–

Note: Toshio Araki, Fumio Fujisaki, Katsuji Hatano and Takeshi Kodaira were elected at the Annual General Meeting of Shareholders held on March 30, 2022. Consequently, the status of the attendance at Board of Directors meetings differs from that of other Directors.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	<u>Reappointment</u> Shu Itoh (October 31, 1956)	Apr. 1979 Joined The Pilot Pen Co., Ltd. Jul. 2005 General Manager of International Sales Department 1, the Company Mar. 2007 Executive Officer, the Company Mar. 2009 Director, the Company Mar. 2017 President and Representative Director, the Company (present) (Responsibilities for the fiscal year) General Supervisor, in charge of Domestic Sales	12,000
Reasons for the nomination The candidate possesses abundant experience and achievements gained in various areas of the Company, including international sales and industrial materials, and he has contributed immensely to the Company. During his time as Director since 2009, he had been in charge of the areas of the international sales and the production, and assumed the position of Representative Director in 2017. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.			
2	<u>Reappointment</u> Masakazu Shirakawa (August 15, 1956)	Apr. 1980 Joined The Pilot Pen Co., Ltd. Apr. 2004 General Manager of Accounting & Finance Department, the Company Mar. 2011 Executive Officer, the Company Mar. 2017 Director, the Company Mar. 2021 Representative Director, the Company (present) (Responsibilities for the fiscal year) In charge of Finance, Internal Control, Business Audit and Compliance	3,600
Reasons for the nomination The candidate possesses abundant experience and achievements gained in the areas of domestic sales, accounting and finance in the Company, and has contributed immensely to the Company. He also has extensive international experience as the person in charge of the finance area. During his time as Executive Officer since 2011, he had served as vice president of an overseas subsidiary and as the person in charge of group management, and he has been a Representative Director of the Company since 2021. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
3	<u>Reappointment</u> Toshio Araki (March 28, 1958)	Apr. 1980 Joined The Pilot Ink Co., Ltd. Jul. 2009 General Manager of Technology Department, The Pilot Ink Co., Ltd. Mar. 2011 Executive Officer, The Pilot Ink Co., Ltd. Mar. 2013 Director, The Pilot Ink Co., Ltd. Mar. 2015 Managing Director, The Pilot Ink Co., Ltd. Mar. 2016 President and Representative Director, The Pilot Ink Co., Ltd. Mar. 2022 Director, the Company (present) (Responsibilities for the fiscal year) In charge of Production, Technology, Development, Intellectual Property, Quality Management (Significant concurrent positions outside the Company) Director, The Pilot Ink Co., Ltd.	15,500
		Reasons for the nomination The candidate possesses abundant experience and achievements at The Pilot Ink Co., Ltd. and has played an important role in the Company Group's production activities since he assumed the position of President in 2016, making a significant contribution to improving the Group's value. He was appointed as an Executive Officer of the Company in the same year and a Director of the Company in 2022. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.	
4	<u>Reappointment</u> Kazuhiko Yokoyama (January 6, 1961)	Apr. 1983 Joined The Pilot Pen Co., Ltd. Apr. 2004 General Manager of Tohoku Branch, the Company Mar. 2015 Executive Officer, the Company Mar. 2021 Director, the Company (present) (Responsibilities for the fiscal year) In charge of General Affairs, Public Relations and Information System	10,500
		Reasons for the nomination The candidate has made significant contributions to the Company with his abundant experience and achievements gained in the areas of domestic sales and planning in the Company. He has been in charge of the areas of development and general affairs as an Executive Officer since 2015 and has also served as the president of an overseas subsidiary. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
5	<u>Reappointment</u> Fumio Fujisaki (July 20, 1960)	Apr. 1984 Joined The Pilot Pen Co., Ltd. Sep. 2011 General Manager of Corporate Planning Office, the Company Mar. 2015 Executive Officer, the Company Mar. 2022 Director, the Company (present) (Responsibilities for the fiscal year) In charge of International Sales and Sales of Non-Writing Instruments	10,900
	Reasons for the nomination The candidate possesses a wealth of experience and achievements in the areas of accounting and finance, planning, and international sales in the Company, and after assuming the position of Executive Officer in 2015, he has led the area of international sales as General Manager of International Sales Division, making significant contributions to improving corporate value. He has been serving as the President of an overseas subsidiary since 2019. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.		
6	<u>Reappointment</u> Katsuji Hatano (July 3, 1961)	Apr. 1984 Joined The Pilot Pen Co., Ltd. Jul. 2011 General Manager of Planning and Operations Department, the Company Mar. 2015 Executive Officer, the Company Mar. 2022 Director, the Company (present) (Responsibilities for the fiscal year) General Manager of Human Resources Department	6,700
	Reasons for the nomination The candidate possesses a wealth of experience and achievements in the areas of industrial materials sales, planning, and operations in the Company, and after assuming the position of Executive Officer in 2015, he has led the area of human resources as General Manager of the Human Resources Department, making significant contributions to improving corporate value. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.		
7	<u>Reappointment</u> Takeshi Kodaira (April 26, 1961)	Apr. 1985 Joined The Pilot Pen Co., Ltd. Mar. 2015 General Manager of Hiratsuka Plant, the Company Mar. 2015 Executive Officer, the Company Mar. 2022 Director, the Company (present) (Responsibilities for the fiscal year) General Manager of Corporate Planning Department	4,100
	Reasons for the nomination The candidate possesses a wealth of experience and achievements in the areas of production and planning in the Company, and after assuming the position of Executive Officer in 2015, he had led the area of production as General Manager of Hiratsuka Plant, and then has served as General Manager of the Corporate Planning Office since 2016, making significant contributions to improving corporate value. Accordingly, the Company judges him a suitable candidate based on his aforementioned achievements and requests that he be re-elected as Director.		

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
8	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> Shinzo Masuda (October 4, 1954)	Apr. 1979 Joined DENTSU INC. Jan. 1996 Account Director of Account Management Division 16, DENTSU INC. Jul. 2008 Director of Account Management Division 15, DENTSU INC. Jul. 2013 Standing Corporate Auditor, DENTSU TEC INC. Apr. 2016 Special Advisor, Kanko, Inc. Mar. 2017 Outside Director, the Company (present) (Significant concurrent positions outside the Company) No items to report.	900
Reasons for the nomination and outline of expected role The candidate has provided the Company with appropriate advice since his appointment as Outside Director of the Company in 2017 in order to utilize his extensive experience in marketing, etc. in private enterprise and broad insight. In addition, the Company wishes to continue benefitting from his contributions to strengthening the supervisory function of the Board of Directors and ensuring transparency, and accordingly requests that he be re-elected as Outside Director. After his election, we expect him to make use of his experience in private enterprise and broad insight mainly to strengthen the supervisory function concerning overall management.			
9	<div style="border: 1px solid black; padding: 2px; display: inline-block;">New appointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> Misuzu Shibata (July 25, 1974)	Oct. 2000 Registered as an attorney at law Nov. 2001 Attorney at law, NS Law Office (present) Oct. 2007 Fixed-term civil servant, Deposit Insurance and Resolution Framework Office, Planning and Management Division, Supervision Bureau, Financial Services Agency Apr. 2017 Practicing-attorney-professor for civil advocacy, The Legal Training and Research Institute of Japan Jun. 2017 Outside Director, DELICA FOODS HOLDINGS CO., LTD. (present) Jun. 2020 Outside Director, Sompo Holdings, Inc. (present) Jun. 2020 Outside Director, SPACE VALUE HOLDINGS CO., LTD. (Significant concurrent positions outside the Company) Attorney at law, NS Law Office Outside Director, DELICA FOODS HOLDINGS CO., LTD. Outside Director, Sompo Holdings, Inc.	–
Reasons for the nomination and outline of expected role The candidate possesses abundant knowledge, experience and broad insight as an attorney at law and outside director of industrial corporation. The Company judges that she is capable of fairly and appropriately fulfilling duties as Outside Director of the Company with her aforementioned broad insight, and accordingly requests that she be elected as Outside Director. After her election, we expect her to make use of her professional knowledge as an attorney at law to strengthen the supervisory functions concerning overall management and conflicts of interest, mainly from a legal perspective.			

- Notes:
1. There are no special interests between the candidates and the Company.
 2. Shinzo Masuda and Misuzu Shibata are candidates for Outside Directors.
 3. Shinzo Masuda currently serves as Outside Director of the Company, and Masuda's term of office as Outside Director will be six (6) years at the conclusion of this meeting.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Shinzo Masuda to limit his liability for damages set forth in Article 423, paragraph (1) of the said act. According to the agreement, the limit of liability for damages shall be the minimum liability amount stipulated by laws and regulations. If he is re-elected, the Company will continue this agreement with him. Likewise, if this proposal is approved and adopted as proposed, the Company will enter into the same liability limitation agreement with Misuzu Shibata.
 5. The Company has entered into a contract of directors and officers liability insurance with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. The insurance premiums are fully borne by the Company. The insurance covers damages arising from liability borne by the insured persons in the course of execution of their duties as an officer, etc. or claims pertaining to the pursuit of such liability. If the election of each candidate for Director is approved and adopted in this proposal, each candidate will continue to be insured under the said insurance contract. The Company plans to renew the contract with the same terms and conditions at the next renewal.
 6. The Company has reported Shinzo Masuda as an independent director under the provisions set forth by the TSE. If he is re-elected, the Company will continue to designate him as an independent director. Likewise, if this proposal is approved and adopted as proposed and Misuzu Shibata is elected, the Company will report her to the TSE as an independent director under the provisions set forth by the TSE.
 7. The officially registered name of Misuzu Shibata is Misuzu Koyama.

(Reference)

Criteria for Judging Independence of Outside Officers

The Company has set forth “Criteria for Independence of Outside Officers” as follows.

If none of the following items apply to an Outside Director (including a candidate thereof), that outside officer shall be deemed to possess independence from the Company and to be free from the risk of a conflict of interest arising with the general shareholders.

- (1) A person who executes business of the Company or its subsidiaries or affiliates (collectively, the “Company Group”) as of now or during the past ten years.
- (2) A person whose principal business partner is the Company Group (a supplier that provides products or services to the Company Group in a case where the transaction amount is equivalent to over 2% of annual consolidated net sales of that supplier in the most recent fiscal year) or a person who executes business of a company whose principal business partner is the Company Group.
- (3) A principal business partner of the Company (a customer receiving products or services from the Company in a case where the transaction amount is equivalent to over 2% of annual consolidated net sales of the Company in the most recent fiscal year) or a person who executes business of a principal business partner of the Company.
- (4) A person who receives ¥10 million or more of monetary consideration or other property from the Company Group annually for services as a professional such as consultant, certified public accountant, attorney at law, that is outside the remuneration received as a Director from the Company Group. Or a person belonging to an organization that receives ¥100 million or more annually from the Company Group.
- (5) A person belonging to an auditing firm that conducts statutory audits of the Company Group.
- (6) A major shareholder of the Company (a person who directly or indirectly holds 5% or more of the Company’s total voting rights), or a person who executes business of a major shareholder of the Company.
- (7) A person who executes business of a company of which the Company Group holds directly or indirectly 5% or more of the total voting rights.
- (8) A person to whom any of the above items (1) to (7) have applied during the past five years.
- (9) A spouse, relative within the second degree, or other relatives if sharing the same residence, of the persons prescribed in any of the items (1) to (8) above; providing however that a person who executes business refers only to directors, executive officers, corporate officers, a person who executes business of general manager level or higher, or a person who executes business with authority equivalent thereof.
- (10) Any other person at risk of having a permanent and substantial conflict of interest with all general shareholders of the Company due to circumstances not considered in items (1) to (9) above.

If the candidates listed in this Notice of Convocation are elected as proposed, the skill matrix of the Board of Directors will be as follows:

Name	Positions in the Company (Planned)	Sales and marketing	International business	Human resource strategy	Manufacturing and technology development	Finance and accounting	Legal, regulatory, and risk management	Management experience	IT and digital	ESG and sustainability
Shu Itoh	President and Representative Director	○	○	○	○	○	○	○	○	○
Masakazu Shirakawa	Representative Director	○	○			○	○	○	○	
Toshio Araki	Director			○	○		○	○		○
Kazuhiko Yokoyama	Director	○	○		○		○	○	○	
Fumio Fujisaki	Director	○	○			○	○	○		
Katsuji Hatano	Director	○		○			○	○		
Takeshi Kodaira	Director				○		○	○		○
Shinzo Masuda	Outside Director	○		○						
Misuzu Shibata	Outside Director			○			○	○		
Naoki Soramoto	Director (Full-time Audit & Supervisory Committee Member)	○					○	○		
Yoshihiro Saimura	Director (Full-time Audit & Supervisory Committee Member)		○			○	○			
Masanobu Muramatsu	Outside Director (Audit & Supervisory Committee Member)		○			○	○			
Toshizo Kamiyama	Outside Director (Audit & Supervisory Committee Member)		○			○				
Tsugukiyo Fujita	Outside Director (Audit & Supervisory Committee Member)						○			

Note: The above list is based on each candidate's experience, etc., and indicates the areas in which they can demonstrate their expertise and does not represent all the knowledge they possess.
To achieve the Company's 2030 Vision, we are currently developing the characteristics of ideal officers. We will revise the skill matrix accordingly.