

Stock code: 6237

June 6, 2024

Start of electronic access: June 3, 2024

To Our Shareholders:

Shigeru Fujinaka, President

IWAKI CO.,LTD.

2-6-6, Kanda Suda-cho, Chiyoda-ku, Tokyo

Notice of Convocation of the 69th Annual General Meeting of Shareholders

I would like to take this opportunity to thank you for your support of IWAKI CO.,LTD (“Iwaki” or the “Company”). We will hold the 69th Annual General Meeting of Shareholders as described below.

Reference Documents for the General Meeting of Shareholders and other information (items distributed electronically) are provided electronically by posting this information on the Company website. Please access this website (shown below) to view this information.

Iwaki website

<https://www.iwakupumps.jp/en>

After accessing this website, select “News Release”

Website for General Meeting of Shareholders Materials (Japanese version only)

<https://d.sokai.jp/6237/teiji/>

Tokyo Stock Exchange website (Tokyo Stock Exchange listed company search service)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

After accessing this website, enter either “Iwaki” in the company name box or “6237” in the securities code box and click search. Then select “Basic information,” “Documents for public inspection/PR information” and then “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” in the filed information available for public inspection section.

◎ If there are revisions to items distributed electronically, notification of the revisions and the information before and after revisions will be posted on the above websites.

In addition to attending the meeting in person, you may exercise your voting rights by either of the following methods. If you exercise your voting rights in writing or on the Internet, please review the following Reference Documents for the General Meeting of Shareholders and submit your votes by no later than 5:30 p.m. on Wednesday, June 26, 2024.

Exercise of voting rights via the internet

Please refer to the Guide to the Exercise of Voting Rights via Internet and enter your approval or disapproval for an agenda item by the above deadline.

Exercise of voting rights in writing

Please indicate your approval or disapproval for an agenda item on the enclosed Voting Rights Exercise Form and return the form to us by the above deadline.

If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you indicated your approval.

Details

1. Date and time Thursday, June 27, 2024 at 10 a.m. (Reception starts at 9 a.m.)

2. Place 2nd Floor Banri
Hotel Metropolitan Edmont
3-10-8, Iidabashi ,Chiyoda-ku ,Tokyo

3. Meeting agenda

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for Iwaki’s 69th Fiscal Year (April 1, 2023 - March 31, 2024)
 2. Non-consolidated Financial Statements for Iwaki’s 69th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of One (1) Director

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

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For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

For those voting by proxy, a shareholder can vote by having another individual who holds voting rights attend the General Meeting of Shareholders and act as proxy. In that case, please submit a Power of Representation Form.

Shareholders who attend the meeting will not receive any gifts from Iwaki. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Appropriation of retained earnings for the fiscal year ended March 31, 2024 is as follows.

Matters concerning year-end dividend

Iwaki plans to pay the year-end dividend for the 69th fiscal year as follows. The decision takes into consideration the need to maintain sufficient financial resources for strengthening the management structure and future business expansion.

- (1) Type of dividend
Cash

- (2) Dividend payment and total amount
- | | |
|---------------------------------------|-----------------|
| A dividend per common stock of Iwaki: | 41.00 yen |
| Total amount of dividends: | 905,284,141 yen |

- (3) Effective date of distribution of retained earnings
June 28, 2024

Proposal No. 2: Election of One (1) Director

At the conclusion of this Annual General Meeting of Shareholders, Director Mr. Kenichi Ogura will resign. Due to this resignation, shareholders are asked to elect a substitute Director. Pursuant to the Company's Articles of Incorporation, the term of office of the substitute Director, if approved by shareholders, will end at the same time as the term of office for Mr. Kenichi Ogura.

The candidate for Director is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of Iwaki held
Takako Tomiyasu (April 28, 1969)	March 1988 Joined JAPAN ENVIROTIC INDUSTRY CO., LTD. Worked at Koyama Center, Tokyo Branch	-
	April 2010 Manager	
	April 2013 Acting General Manager, General Manager of Koyama Center	
	May 2015 Director	
	April 2020 General Manager of Sales Division, General Manager of Sales Planning Division	

- Notes:
- Ms. Takako Tomiyasu is candidate for Outside Director.
 - No material conflict of interest exists between Ms. Takako Tomiyasu and the Company.
 - The number of shares of Iwaki held by Ms. Takako Tomiyasu represents the number of shares based on the shareholder registry as of March 31, 2024, and includes the number of shares held through the Iwaki Shareholding Association for Executives.
 - Reason for selecting Ms. Takako Tomiyasu as a candidate for Outside Director and outline of expected role: Because she is expected to further strengthen the Company's management system by providing advice on the Company's overall management based on her experience as an executive of JAPAN ENVIROTIC INDUSTRY CO., LTD.
 - Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Article 31 of the Company's Articles of Incorporation provides that the Company may enter into an agreement to limit the liability for damages as provided in Article 423, Paragraph 1 of the same act, and the Company has entered into an agreement to limit liability with each Outside Director. The Company intends to limit the liabilities under the agreements to the minimum liability amount as stipulated in laws and regulations. If Ms. Takako Tomiyasu is elected as Outside Director, the Company plans to enter into this agreement.
 - Ms. Takako Tomiyasu satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange and the Company plans to submit notification to the aforementioned exchange concerning her appointment as an independent director.

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Ichiro Miyake will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

This proposal has received the consent of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of Iwaki held
Ichiro Miyake (January 26, 1956)	April 1980	Joined Hitachi Cable, Ltd.	16,744
	June 1992	Global Business Division	
	March 2001	General Manager of Export Department No.2, Global Business Division	
	April 2008	Seconded to The Japanese Electric Wire & Cable Makers' Association, General Manager of General Administration Department	
	January 2012	General Manager of Sales Management Department and Manager of Export Control Office, Hitachi Cable, Ltd.	
	January 2013	Resigned from Hitachi Cable, Ltd.	
	February 2013	Joined IWAKI CO.,LTD.	
	April 2013	General Manager of Security Export Control Office	
June 2016	Audit & Supervisory Board Member (current)		

- Notes: 1. No material conflict of interest exists between Mr. Ichiro Miyake and the Company.
2. The number of shares of the Company held by Mr. Ichiro Miyake represents the number of shares based on the shareholder registry as of March 31, 2024 and includes the number of shares held through the Iwaki Shareholding Association for Executives.
3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan, the Company has entered into an agreement with Mr. Ichiro Miyake to limit his liabilities for damages under Article 423, paragraph 1 of the Companies Act of Japan. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount stipulated by laws and regulations. If Mr. Ichiro Miyake is reelected, the Company plans to renew this agreement with him.