

(Stock Exchange Code 5976)
June 7, 2021

To Our Shareholders,

Katsumi Omiya
Representative Director, Member of
the Board and President
Neturen Co., Ltd.
2-17-1 Higashi-Gotanda, Shinagawa-ku,
Tokyo, Japan

Notice of Convocation of the 110th Ordinary General Meeting of Shareholders

We would like to take this opportunity to express our heartfelt gratitude to you, our shareholders, for your continued support to Neturen Co., Ltd. (the “Company,” together with its subsidiaries, the “Group”).

We are pleased to inform you that the 110th Ordinary General Meeting of Shareholders of the Company will be held as set forth below.

As a result of careful deliberation in light of the spread of novel coronavirus infection (COVID-19), the Company decided to take appropriate preventive measures against infections and hold this meeting.

In order to prevent the spread of infection, we strongly recommend that shareholders exercise voting rights in advance in written form or via the Internet, etc. wherever possible and refrain from attending the meeting on the day, irrespective of their physical conditions.

Please review the Reference Materials for the General Meeting of Shareholders set out below and exercise your voting rights by 5:45 p.m. JST, Thursday, June 24, 2021.

Yours very truly,

Notes

- 1. Date and Time:** 10:00 a.m. JST on Friday, June 25, 2021 (Registration will start at 9:00 a.m.)
- 2. Venue:** The Company’s conference room, 15th Floor, Oval Court Ohsaki Mark West, 2-17-1 Higashi-Gotanda, Shinagawa-ku, Tokyo
(Please see the access map to the venue at the bottom of this document.)
- 3. Meeting Agenda:**
 - Purpose of the Meeting**
 - Matters to be reported:**
 1. Report on the Business Report, Consolidated Financial Statements and audit results for Consolidated Financial Statements by the independent auditor and the Audit and Supervisory Board for the 110th fiscal year (from April 1, 2020 to March 31, 2021)
 2. Report on Non-consolidated Financial Statements for the 110th fiscal year (from April 1, 2020 to March 31, 2021)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 6 Directors, Members of the Board
 - Proposal 3:** Election of 1 Substitute Audit and Supervisory Board Member

End

- ~~~~~
- If you are attending the meeting, you are kindly requested to submit the enclosed voting rights exercise form to the reception desk at the venue. In addition, to save resources, please bring this Notice of Convocation with you on the day.
 - Among documents to be provided when this Notice of Convocation is given, “Notes to the Consolidated Financial Statements” and “Notes to the Non-Consolidated Financial Statements” are posted on the Company’s website (<https://www.k-neturen.co.jp/>) pursuant to the relevant laws and regulations and Article 16

- of the Company's Articles of Incorporation, and are not attached to this notice.
- If any circumstance occurs that necessitates amendments to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, matters amended will be posted on the Company's website (<https://www.k-neturen.co.jp/>).

(Information) The social gathering with shareholders, an annual event held after the closing of a General Meeting of Shareholders will be canceled in order to prevent the spread of COVID-19.

Food and beverages will not be provided.

We would appreciate your kind understanding in advance.

Guidance to Shareholders for Voting

We inform you that you can exercise your voting rights in written form (the voting rights exercise form) or via the Internet, etc.

Exercising your voting rights by attending the General Meeting of Shareholders

The General Meeting of Shareholders will be held at 10:00 a.m. JST on Friday, June 25, 2021.

Please submit the enclosed voting rights exercise form to the reception desk at the venue.

Not attending the General Meeting of Shareholders

Exercise of your voting rights in written form

Deadline: to be received by 5:45 p.m. JST, Thursday, June 24, 2021

Please send us the enclosed voting rights exercise form indicating your approval or disapproval of each proposal so that it is received by the deadline. If no approval or disapproval is indicated on the form for each proposal, it will be deemed an approval for each proposal.

Exercising your voting rights by “Smart Exercise”

Deadline: to be exercised by 5:45 p.m. JST, Thursday, June 24, 2021

Please scan the “QR Code[®] for logging in on the voting rights exercise website using a smartphone” printed on the enclosed voting right exercise form.

For more information, please see the next page.

Exercising your voting rights via the Internet

Deadline: to be exercised by 5:45 p.m. JST, Thursday, June 24, 2021

Please access the voting rights exercise website <https://www.web54.net> using a PC or other device, enter the voting rights exercise code and password printed on the enclosed voting right exercise form, and follow the onscreen instructions to enter your approval or disapproval of each proposal. For more information, please see the next page.

Handling of duplicate voting

- (1) In the case of duplicate voting done both in written form and via the Internet (including “Smart Exercise”), the vote placed via the Internet (including “Smart Exercise”) will be considered valid.
- (2) In the case of voting twice or more times via the Internet (including “Smart Exercise”), the last vote will be considered valid.

If you have any questions, please contact the following:

Shareholder register administrator: Stock Transfer Agency Administration Center, Sumitomo Mitsui Trust Bank

Questions on exercise of voting rights:

[Telephone] **0120 (652) 031** (hours of operation: 9:00 a.m. to 9:00 p.m. JST)

Other questions: [Telephone] **0120 (782) 031** (hours of operation: 9:00 a.m. to 5:00 p.m. JST on weekdays)

For institutional investors

Institutional investors may opt to exercise their voting rights electronically via the “Electronic Voting Rights Exercise Platform” operated by ICJ, Inc.

Exercising Voting Rights by “Smart Exercise”

(1) Access the voting rights exercise website for smartphones

Use a smartphone or a tablet device to scan the “QR Code® for logging in on the voting rights exercise website using a smartphone” printed on the bottom right of the enclosed voting right exercise form.

(2) Open the voting rights exercise website

When you open the indicated URL, the window of the voting rights exercise website will open. There are two ways of voting.

(3) Vote for or against each proposal separately

Enter approval or disapproval of each proposal separately following the onscreen instructions.

(4) “Approve” all the proposals of the Company

If you have no objection to what is indicated on the confirmation window, press the button for “Vote with this content,” and the exercise of your voting right is completed.

If you want to change your vote after you have once exercised your voting rights, you will need to scan the QR Code® again and enter the “voting rights exercise code” and “password” printed on the enclosed voting right exercise form (you can also exercise your voting rights by directly accessing the voting rights exercise website <https://www.web54.net> using a PC or other device).

Exercising Voting Rights via the Internet

(1) Access the voting rights exercise website

Access the voting rights exercise website using a PC or other device.
<https://www.web54.net>

(2) Login

Enter the “voting rights exercise code” printed on the enclosed voting right exercise form.

(3) Enter the password

Enter the “password” printed on the enclosed voting right exercise form.

Subsequently, follow the onscreen instructions to enter your approval or disapproval for each proposal.

* Fees associated with using the voting rights exercise website such as connection fees and telecommunication charges are to be borne by the shareholder.

* Depending on the Internet user environment, subscribed service and the model of the device you are using, you may not be able to use the voting rights exercise website.

* QR Code is a registered trademark of Denso Wave Inc.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In addition to the policy of continuing stable distribution of dividends, the Company has adopted the approach of appropriating surplus according to its business performance, and its basic policy is to determine dividends, taking into consideration the business environment surrounding the Neturen Group, its financial standing and other factors.

In addition, as a general rule, with respect to “stable distribution of dividends,” the Company has set the lower limit of 10 yen per annum for the time being, and with respect to “appropriating surplus according to its business performance,” the Company targets a consolidated dividend ratio of 40% or higher.

In light of the steady recovery of our performance despite a temporary decline affected by COVID-19, the Company plans to distribute year-end dividends (ordinary dividends) for the fiscal year under review as described below, consistently placing importance on return to stockholders as the Company’s business approach.

- (1) Kind of property for dividends
Cash
- (2) Matters related to allotment of property for dividends to shareholders and its total amount
9 yen per share of common stock of the Company
Total amount: 358,759,980 yen
(Note) The annual dividend including an interim dividend for the fiscal year under review will be 14 yen per share.
- (3) Effective date for distribution of dividends from surplus
June 28, 2021

Proposal 2: Election of 6 Directors, Members of the Board

From the perspective of further strengthening corporate governance, the Company has decided to introduce an executive officer system at the meeting of the Board of Directors held on May 13, 2021, aiming at increasing the transparency and flexibility of business management and enhancing corporate value by separating our management decision-making and supervisory functions from our business execution functions.

The number and composition of the Board of Directors will be revised and the proportion of Outside Directors, Members of the Board will be increased in order to improve the depth, accuracy and speed of decision-making, and aiming at further strengthening supervision over business execution.

In addition, introducing the executive officer system will clarify the authority and responsibility of business execution and enable us to develop a structure that can respond to the changing business environment surrounding the Group appropriately, quickly and dynamically.

Accordingly, as the terms of office of all nine (9) Directors, Members of the Board will expire at the closing of this Ordinary General Meeting of Shareholders, three (3) Directors, Members of the Board are reduced following the introduction of the executive officer system and the election of six (6) Directors, Members of the Board are proposed.

Note that Yasuko Teraura and Mineo Hanai are the candidates for Outside Directors, Members of the Board.

The candidates for Directors, Members of the Board are as follows:

No.	Name	Current positions	Attendance at the meetings of the Board of Directors
1	[Reelection] Katsumi Omiya	Representative Director, Member of the Board and President	100% (16 /16)
2	[Reelection] Nobumoto Ishiki	Managing Director, Member of the Board	100% (16 /16)
3	[Reelection] Takashi Suzuki	Managing Director, Member of the Board	100% (16 /16)
4	[Reelection] Tomokatsu Yasukawa	Director, Member of the Board	100% (16 /16)
5	[Reelection] [Outside officer] [Independent officer] Yasuko Teraura	Director, Member of the Board	100% (16 /16)
6	[Reelection] [Outside officer] [Independent officer] Mineo Hanai	Director, Member of the Board	100% (16 /16)

Candidates for Directors, Members of the Board

No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
1	<p style="text-align: center;"><u>Reelection</u></p> <p>Katsumi Omiya (March 24, 1960)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 1983 Joined the Company</p> <p>June 2012 Director, Member of the Board</p> <p>June 2016 Managing Director, Member of the Board</p> <p>October 2020 Representative Director, Member of the Board and President; supervising safety, health and environmental affairs; General Manager, Business Planning and Development Headquarters</p> <p>To present</p>	39,155
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2012, Mr. Katsumi Omiya has appropriately operated businesses in line with management strategies, and contributed to resolving management issues of the Company, as well as those of the entire Group both domestically and overseas.</p> <p>In addition, since October 2020, he has been performing the supervision and management of the entire Group as Representative Director, Member of the Board and President of the Company actively and appropriately.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group appropriately in implementing any and all measures for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			
2	<p style="text-align: center;"><u>Reelection</u></p> <p>Nobumoto Ishiki (October 9, 1959)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 1982 Joined TRW Automotive Japan Co., Ltd. (currently, ZF Automotive Japan Co., Ltd.)</p> <p>February 2001 Joined Colin Corporation (currently, Fukuda Colin Co., Ltd.)</p> <p>April 2001 Joined the Company</p> <p>February 2006 Joined Toyo Fastener Co., Ltd.</p> <p>April 2007 Joined the Company</p> <p>June 2017 Director, Member of the Board</p> <p>April 2020 Managing Director, Member of the Board</p> <p>April 2021 Managing Director, Member of the Board; supervising facilities; General Manager, IH Division; General Manager, Product Engineering Headquarters; General Manager, Production Engineering Development Department, Product Engineering Headquarters</p> <p>To present</p> <p>[Status of other important concurrent positions]</p> <p>Representative Director and President, Neturen Heat Treat Co., Ltd.;</p> <p>Representative Director and President, NETUREN HYMEC CO., LTD; President, Guangzhou Fengdong Neturen Co., Ltd.;</p> <p>Representative Director and President, PT. Neturen Indonesia;</p> <p>Representative Director and President, Neturen Mexico, S.A. de C.V.</p>	20,892
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2017, Mr. Nobumoto Ishiki has contributed to resolving issues on the engineering aspect of management of the Company, particularly concerning engineering development and production engineering of the Company and the domestic and overseas group companies.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group and businesses he is in charge appropriately in aiming at the early introduction of new products and technologies as well as business reforms for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
3	<p><u>Reelection</u></p> <p>Takashi Suzuki (June 29, 1962)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 1985 Joined the Company</p> <p>June 2016 Director, Member of the Board</p> <p>April 2021 Managing Director, Member of the Board; supervising information strategies and TQM promotion; General Manager, Specialty Steel & Wire Products Division; General Manager, Global Procurement Headquarters; General Manager, Purchasing Department of Specialty Steel & Wire Products Division To present</p> <p>[Status of other important concurrent positions] Representative Director and President, Neturen Czech s.r.o.; President, Neturen (China) Slewing Bearing Co., Ltd.</p>	22,939
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2016, Mr. Takashi Suzuki has contributed to resolving global management issues concerning procurement particularly of raw materials, electricity, etc. for the Company and the domestic and overseas group companies, as well as management issues concerning the revenue management of the entire Group.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group and businesses he is in charge appropriately in aiming at global development and revenue growth for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			
4	<p><u>Reelection</u></p> <p>Tomokatsu Yasukawa (January 6, 1963)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 1986 Joined the Company</p> <p>June 2012 Director, Member of the Board</p> <p>April 2019 Director, Member of the Board; General Manager, Administrative Headquarters To present</p> <p>[Status of other important concurrent positions] Representative Director and President, Neturen Meinan Co., Ltd.</p>	36,709
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2012, Mr. Tomokatsu Yasukawa has contributed to resolving management issues on the governance system for the Company as well as the domestic and overseas group companies and management issues on CSR activities positioning SDGs as the fundamentals of management.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group appropriately in promoting corporate management with a focus on ESG for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
5	<p style="text-align: center;"> <input type="checkbox"/> Reelection <input type="checkbox"/> Outside officer <input checked="" type="checkbox"/> Independent officer </p> <p>Yasuko Teraura (October 16, 1970)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 2000 Registered as attorney (Dai-Ichi Tokyo Bar Association)</p> <p>October 2006 Qualified as attorney, State of New York, U.S.</p> <p>March 2010 Established Endeavour Law Office; Partner, Endeavor Law Office</p> <p>June 2014 Outside Director, Member of the Board, the Company</p> <p>June 2019 Outside Director, Seiko Holdings Corporation</p> <p>To present</p> <p>[Status of other important concurrent positions] Partner, Endeavour Law Office Outside Director, Seiko Holdings Corporation</p>	5,920
<p>Reasons for nomination as a candidate for Outside Director, Member of the Board and expected role</p> <p>Since her appointment as Outside Director, Member of the Board in June 2014, Ms. Yasuko Teraura has utilized her specialist knowledge and abundant experience as an attorney, to contribute to ensuring the appropriateness of the Board of Directors' decision-making by actively offering suggestions and providing advice regarding overall management focused on corporate governance and compliance from a position independent from the Company.</p> <p>In addition, she has utilized her broad knowledge and experience regarding work-style reforms to offer suggestions from a broad perspective, contributing to promoting the reforms.</p> <p>The Company expects that she will continue to offer suggestions and advice appropriately and supervise business execution from an independent position in terms of the legality and appropriateness of decision-making on the Company's management based on her experience as an attorney.</p> <p>For these reasons, the Company has judged that she is appropriately qualified as an Outside Director, Member of the Board of the Company, and proposes her continued appointment.</p>			
6	<p style="text-align: center;"> <input type="checkbox"/> Reelection <input type="checkbox"/> Outside officer <input checked="" type="checkbox"/> Independent officer </p> <p>Mineo Hanai (July 19, 1947)</p> <p>Attendance at the meetings of the Board of Directors: 16/16 times</p>	<p>April 1972 Joined Nippondenso Co., Ltd. (currently, Denso Corporation)</p> <p>March 2000 Earned a doctoral degree in Engineering at Nagoya Institute of Technology</p> <p>June 2006 Senior Managing Director, Denso Corporation</p> <p>June 2008 Representative Director and President, Asmo Co., Ltd.</p> <p>June 2017 Outside Director, Member of the Board, the Company</p> <p>To present</p>	3,400
<p>Reasons for nomination as a candidate for Outside Director, Member of the Board and expected role</p> <p>Since his appointment as Outside Director, Member of the Board in June 2017, Mr. Mineo Hanai has utilized his abundant experience and achievements as a corporate manager in addition to specialist knowledge in the manufacturing industry to provide accurate advice and suggestions for issues for the improvement of technology development capabilities and business expansion promotion, contributing to resolving issues.</p> <p>In addition, he has contributed to raising the level of management as a whole through active and appropriate supervision and instruction, including providing suggestions for raising the level of top management and future human resources.</p> <p>The Company expects that he will continue to offer suggestions and advice on the management appropriately and supervise business execution from an independent position for improving the corporate value of the Company over the medium to long term based on his experience as top management.</p> <p>For these reasons, the Company has judged that he is appropriately qualified as an Outside Director, Member of the Board of the Company, and proposes his continued appointment.</p>			

- (Notes) 1. There are no special interests between the candidates and the Company.
2. The Company has registered candidates Ms. Yasuko Teraura and Mr. Mineo Hanai as independent officer based on the stipulations of Tokyo Stock Exchange, Inc.

3. Candidate Ms. Yasuko Teraura is currently an Outside Director, Member of the Board of the Company, and the number of years since her appointment as Outside Director, Member of the Board shall be seven years at the conclusion of this General Meeting of Shareholders.
4. Candidate Mr. Mineo Hanai is currently an Outside Director, Member of the Board of the Company, and the number of years since his appointment as Outside Director, Member of the Board shall be four years at the conclusion of this General Meeting of Shareholders.
5. At the time of their appointment as Director, Member of the Board, the Company entered into agreements with candidates Ms. Yasuko Teraura and Mr. Mineo Hanai as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the reappointment of Ms. Teraura and Mr. Hanai is approved, the Company intends to continue these agreements.
6. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Directors, Members of the Board to cover damages and litigation expenses incurred by the insured. Insurance premiums are fully borne by the Company. If the candidates take office as Director, Member of the Board, they will be insured under this contract, which is to be renewed with the same terms and conditions during the candidates' terms of office.

Proposal 3: Election of 1 Substitute Audit and Supervisory Board Member

The Company proposes that one Substitute Audit and Supervisory Board Member be elected to prepare for cases of insufficiency in the number of Audit and Supervisory Board Members as set forth in relevant laws and regulations.

In addition, this proposal has already been approved by the Audit and Supervisory Board.

The candidate for Substitute Audit and Supervisory Board Member is as follows:

Candidate for Substitute Audit and Supervisory Board Member

Name (Date of birth)	Career summary, positions and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate	
<table border="1"><tr><td>Outside officer</td></tr></table> Daisuke Takahashi (February 27, 1980)	Outside officer	October 2005 Registered as Attorney-at-Law (Dai-Ichi Tokyo Bar Association) October 2005 Joined Shinwa Sogo Law Office September 2014 Partner, Shinwa Sogo Law Office To present [Status of other important concurrent positions] Partner, Shinwa Sogo Law Office	0
Outside officer			
Reasons for nomination as a candidate for Substitute Outside Audit and Supervisory Board Member			
<p>Mr. Daisuke Takahashi possesses specialist knowledge and experience, etc. as an attorney, and the Company has judged that he will be able to execute his duties appropriately as an Outside Audit and Supervisory Board Member.</p> <p>For these reasons, the Company intends for him to utilize his specialist knowledge and experience, etc. as an attorney in the audit operations of the Company, and proposes his appointment.</p>			

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. Candidate Mr. Daisuke Takahashi will be elected as a Substitute Outside Audit and Supervisory Board Member. If he is appointed as an Audit and Supervisory Board Member, the Company intends to register him as an independent officer based on the stipulations of Tokyo Stock Exchange, Inc.
 3. Mr. Daisuke Takahashi is a candidate for Substitute Outside Audit and Supervisory Board Member. At the time of his appointment as Audit and Supervisory Board Member, the Company intends to enter into an agreement with candidate Mr. Daisuke Takahashi as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
 4. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Audit and Supervisory Board Members to cover damages and litigation expenses incurred by the insured. Insurance premiums are fully borne by the Company. If Mr. Daisuke Takahashi takes office as Audit and Supervisory Board Member, he will be insured under this contract.

End