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(Stock Exchange Code 6908)

June 12, 2023

(Date of commencement of electronic provision measures: June 1, 2023)

**To Shareholders with Voting Rights:**

Hitoshi Suzuki  
Representative Director and President  
IRISO ELECTRONICS CO., LTD.  
2-13-8, Shinyokohama, Kohoku-ku,  
Yokohama, Kanagawa, Japan

**NOTICE OF  
THE 57th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to inform you that the 57th Ordinary General Meeting of Shareholders of IRISO ELECTRONICS CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and matters subject to measures for electronic provision are posted on the following website on the Internet.

[The Company’s website] <https://www.irisoele.com/jp/ir/documents/meeting/>

In addition to the above website, this information is also posted on the following website on the Internet.

[Tokyo Stock Exchange website (Listed Company Search)]

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

\*Please search by entering the Company’s name in the “Issue name (company name)” field or the Company’s stock exchange code in the “Code” field, and select “Basic information” and “Documents for public inspection/PR information.”

If you do not attend the meeting in person, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision and follow the “Guidance on Exercising Your Voting Rights” to exercise your voting rights by no later than 5:30 p.m. JST on Monday, June 26, 2023.

- 1. Date and Time:** Tuesday, June 27, 2023 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)
- 2. Place:** Banquet Hall Wakana, 4F, Shin Yokohama Prince Hotel  
3-4, Shinyokohama, Kohoku-ku, Yokohama, Kanagawa, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 57th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 57th Fiscal Year (April 1, 2022 - March 31, 2023)
  - Proposals to be resolved:**
    - Proposal 1:** Distribution of Surplus
    - Proposal 2:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

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- If you attend the meeting in person, please submit the enclosed voting rights exercise form at the reception.
  - Any revisions to the matters subject to measures for electronic provision will be posted on our website on which the matters are posted in Japanese.
  - If neither approval nor disapproval of a proposal is indicated on the voting rights exercise form, it will be treated as an indication of approval.
  - Due to the revision of the Company's Act, shareholders in principle review the matters subject to measures for electronic provision by accessing the above websites, and the Company sends the paper-based documents only to shareholders who have requested them by the record date for voting rights. For this General Meeting of Shareholders, however, the Company is sending the paper-based documents describing the matters subject to measures for electronic provision to all shareholders regardless of whether they have made a request for their delivery. Among the matters subject to measures for electronic provision, the following matters are not stated in this notice pursuant to laws and regulations as well as Article 14 of the Company's Articles of Incorporation.
    - A part of the Business Report
    - "Consolidated Statement of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
    - "Non-consolidated Statement of Changes in Net Assets" and the "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, the notice constitutes a part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee for preparing the Audit Report as well as a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor for preparing the Accounting Auditor's Report.

- Please be aware in advance that the Company will inform you of resolutions at this General Meeting of Shareholders by posting them on its website (in Japanese) in lieu of sending the paper-based document of a notice of the resolution to shareholders.
- For this General Meeting of Shareholders, please consider the situation of the infection of COVID-19 and make a careful decision about your visiting the venue. If you appear to be in poor health condition, you may be refused entry to the venue. We would appreciate your understanding.
- We will take measures to prevent the infection such as our meeting staff wearing a mask as well as adjusting spaces between seats at the venue. Your cooperation would be highly appreciated. If any major changes occur to the operation of the General Meeting of Shareholders due to the spread of the infection of COVID-19, we will notify you via the Company's website.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Distribution of Surplus

The Company proposes to distribute the surplus as follows:

Year-end dividends

The Company recognizes that returning profits to shareholders in a stable manner is an important management issue, and the Company's basic policy is to pay dividends in consideration of its business results, the business environments, and the strengthening of the financial standing over the medium to long term.

In comprehensive consideration of future business environments, business results and shareholders' expectations, the Company proposes to pay year-end dividends for the 57th fiscal year as described below.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and its total amount

Dividend per share of the Company's common stock: ¥80.00

Total amount: ¥ 1,893,870,240

(3) Effective date of distribution of surplus

June 28, 2023

**Proposal 2: Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)**


The terms of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders.

The Company therefore proposes the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members).

This proposal was deliberated by the Audit and Supervisory Committee, and there were no opinions that should be stated at the General Meeting of Shareholders pursuant to the provisions of the Companies Act.


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

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	[Reappointment] Sadao Sato	Chairman & Director	100% (13/13)
2	[Reappointment] Hitoshi Suzuki	President & Representative Director	100% (13/13)
3	[Reappointment] Keiji Takeda	Executive Vice President & Director, and General Manager of Production Management Division	100% (13/13)
4	[Reappointment] Mitsuyoshi Toyoshima	Director, Senior Managing Executive Officer, and General Manager of Administration Division	100% (13/13)
5	[Reappointment] Masashi Koyasu	Director, Managing Executive Officer, and General Manager of Sales Headquarters	92% (12/13)

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	 <p>Sadao Sato (December 5, 1937)</p> <p>[Reappointment]</p> <p>[Years served as Director] 56 years</p> <p>[Attendance at the Board of Directors meetings] 100% (13/13)</p>	<p>February 1963 Established IRISO ELECTRONICS</p> <p>December 1966 Established the Company Representative Director and President</p> <p>June 1993 Chairman, SHANGHAI IRISO ELECTRONICS CO., LTD</p> <p>June 1996 President, IRISO ELECTRONICS PHILIPPINES, INC.</p> <p>March 2003 Honorary Chairman, SHANGHAI IRISO ELECTRONICS CO., LTD</p> <p>June 2005 Director, IRISO COMPONENT CO., LTD.</p> <p>June 2007 Representative Director and Chairman, the Company</p> <p>June 2017 Chairman &amp; Director (to present)</p>	1,895,500
<p>[Reason for nomination as candidate for Director]</p> <p>As the founder, Mr. Sadao Sato has successively held the positions of President and Chairman, established today's IRISO ELECTRONICS CO., LTD., and served on the Company's management over the years. He has appropriately overseen the Company based on his extensive experience and broad insight concerning general corporate management. Therefore, the Company deemed him to be suitable for Director and renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="185 591 429 663">Hitoshi Suzuki (September 28, 1966)</p> <p data-bbox="212 703 402 734">[Reappointment]</p> <p data-bbox="212 775 402 880">[Years served as Director] 9 years</p> <p data-bbox="201 920 413 1077">[Attendance at the Board of Directors meetings] 100% (13/13)</p>	<p data-bbox="453 300 576 331">April 1989</p> <p data-bbox="651 300 871 331">Joined the Company</p> <p data-bbox="453 338 576 369">April 2003</p> <p data-bbox="651 338 1203 369">Department Manager of Engineering Department II</p> <p data-bbox="453 376 576 407">June 2006</p> <p data-bbox="651 376 1257 439">Executive Officer / Department Manager of Engineering Department</p> <p data-bbox="453 448 576 479">April 2009</p> <p data-bbox="651 448 1318 479">Executive Officer / Department Manager of GAB Department</p> <p data-bbox="453 486 632 517">November 2010</p> <p data-bbox="651 486 1227 548">Executive Officer / Deputy General Manager of Sales Headquarters</p> <p data-bbox="453 557 576 589">July 2012</p> <p data-bbox="651 557 1318 620">Executive Officer / Department Manager of Automotive Sales Department</p> <p data-bbox="453 629 576 660">July 2013</p> <p data-bbox="651 629 1318 660">Executive Officer / General Manager of Engineering Division</p> <p data-bbox="453 667 576 698">June 2014</p> <p data-bbox="651 667 1203 730">Director &amp; Executive Officer / General Manager of Engineering Division</p> <p data-bbox="453 739 576 770">July 2017</p> <p data-bbox="651 739 1318 801">Director &amp; Managing Executive Officer / General Manager of Engineering Division</p> <p data-bbox="453 810 576 842">June 2019</p> <p data-bbox="651 810 1262 873">Director &amp; Senior Managing Executive Officer / General Manager of Engineering Division</p> <p data-bbox="453 882 576 913">April 2020</p> <p data-bbox="651 882 1331 945">Director &amp; Senior Managing Executive Officer / Global Project Leader</p> <p data-bbox="453 954 576 985">April 2021</p> <p data-bbox="651 954 1166 985">President &amp; Representative Director (to present)</p>	21,500
<p data-bbox="185 1084 727 1115">[Reason for nomination as candidate for Director]</p> <p data-bbox="185 1122 1461 1263">Having performed duties as General Manager of Engineering Division and Global Project Leader, Mr. Hitoshi Suzuki has a wealth of experience and track record. As he has currently demonstrated leadership as President &amp; Representative Director and led the overall management of the Company, the Company deemed him to be suitable for Director and renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	 <p>Keiji Takeda (November 3, 1964)</p> <p>[Reappointment]</p> <p>[Years served as Director] 11 years</p> <p>[Attendance at the Board of Directors meetings] 100% (13/13)</p>	<p>April 1987      Joined the Company</p> <p>June 2006      Executive Officer / Department Manager of Business Strategy Department</p> <p>April 2008      Executive Officer / General Manager of Ibaraki Plant</p> <p>April 2009      General Director, IRISO ELECTRONICS VIETNAM CO., LTD.</p> <p>June 2012      Director &amp; Executive Officer / General Manager of Administration Division, the Company</p> <p>June 2015      Director &amp; Executive Officer / General Manager of Production Management Division</p> <p>July 2017      Director &amp; Managing Executive Officer / General Manager of Production Management Division</p> <p>June 2019      Director &amp; Senior Managing Executive Officer / General Manager of Production Management Division</p> <p>April 2021      Executive Vice President &amp; Director</p> <p>April 2023      Executive Vice President &amp; Director / General Manager of Production Management Division (to present)</p>	27,600
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Keiji Takeda has extensive experience and achievements through serving as Department Manager of Engineering Department, General Manager of Production Management Division and General Manager of Administration Division. Additionally, he has been leading general corporate management of the Company Group based on his global insight cultivated through management experience at the Company's overseas plants, etc. Furthermore, he has currently assisted the President as Executive Vice President and Director, as well as demonstrated leadership. Accordingly, expecting him to take advantages of these extensive and diverse experiences, achievements and insight, the Company deemed him to be suitable for Director and renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4		<p>April 1981      Joined Hitachi, Ltd.</p> <p>October 2013    General Manager of Financial Management Division</p> <p>April 2018      Vice President and Executive Officer, CFO / General Manager of Management Strategy Division, Hitachi Chemical Co., Ltd.</p> <p>October 2020    Senior Managing Corporate Officer, Showa Denko Materials Co., Ltd.</p> <p>April 2021      Senior Managing Executive Officer / General Manager of Administration Division, the Company</p> <p>June 2021      Director &amp; Senior Managing Executive Officer / General Manager of Administration Division (to present)</p>	5,000
	<p>Mitsuyoshi Toyoshima (October 4, 1958)</p> <p>[Reappointment]</p> <p>[Years served as Director] 2 years</p> <p>[Attendance at the Board of Directors meetings] 100% (13/13)</p>	<p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>· Chairman, SHANGHAI IRISO ELECTRONICS CO., LTD.</li> <li>· Chairman, NANTONG IRISO ELECTRONICS CO., LTD.</li> </ul>	
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Mitsuyoshi Toyoshima has extensive experience and achievements especially in finance, as well as in human resources, procurement, public/investor relations. He also has experience and insight of business management gained through duties at multiple operating companies, including those located overseas. In view of these extensive and diverse experiences, achievements and insight, the Company deemed him to be suitable for Director and renominated him as a candidate for Director.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	 <p data-bbox="212 593 405 663">Masashi Koyasu (March 9, 1958)</p> <p data-bbox="212 703 405 734">[Reappointment]</p> <p data-bbox="212 775 405 880">[Years served as Director] 2 years</p> <p data-bbox="201 916 416 1072">[Attendance at the Board of Directors meetings] 92% (12/13)</p>	<p data-bbox="453 300 871 331">May 1992      Joined the Company</p> <p data-bbox="453 338 1098 369">May 2000      Department Manager, IRS(S) PTE., LTD.</p> <p data-bbox="453 376 855 407">April 2003      Managing Director</p> <p data-bbox="453 414 1278 445">April 2009      Department Manager of Chubu Sales Office, the Company</p> <p data-bbox="453 452 1254 517">January 2020    Managing Executive Officer / General Manager of Sales Headquarters</p> <p data-bbox="453 524 1318 589">June 2021      Director &amp; Managing Executive Officer / General Manager of Sales Headquarters (to present)</p>	3,300
<p data-bbox="185 1084 727 1115">[Reason for nomination as candidate for Director]</p> <p data-bbox="185 1122 1449 1263">Mr. Masashi Koyasu has extensive experience and achievements as General Manager of Sales Headquarters, as well as global insight gained through management experiences at an overseas sales subsidiary of the Company. In view of these extensive and diverse experiences, achievements and insight, the Company deemed him to be suitable for Director and renominated him as a candidate for Director.</p>			

- (Notes)
1. There are no special interests between each of the candidates for Director and the Company.
  2. The number of shares of the Company held by each candidate represents the status as of March 31, 2023.
  3. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance contract covers damages that may be incurred as a result of the liability assumed by Directors etc., the insured persons, in the execution of their duties, or any claims made against them in connection with the pursuit of such liability. For all the insured persons, the target ratio of payment of the insurance premiums, including that of riders, is 10% by Directors and 90% by the Company. Each candidate is already included in the insured persons under this insurance contract and will remain included in the insured persons if this proposal is approved.

The Company's Board of Directors has the structure that takes into account the overall balance between knowledge, experience and skills, diversity and size.

We believe it is, as of now, comprised of Directors whose specialized knowledge and experience differ in areas of management, technology, manufacturing, sales, financial affairs, etc. and has an appropriate number of members for it to make decisions in a to-the-point and swift manner and carry out supervision on execution of duties.

In addition, we appoint Independent Outside Directors to reinforce transparency of decision making and supervisory functions.

Below is a skills matrix of the Directors.

[Skills Matrix]

	Name	Outside Independent	Gender	Key experience/knowledge/skills							Audit and Supervisory Committee	Nominating Committee	Remuneration Committee
				Management in general	Industry experience	International experience	Sales/marketing	Manufacturing in general	Legal affairs / risk management	Financial accounting			
1	Sadao Sato	-	M	●	●	●	●					Member	
2	Hitoshi Suzuki	-	M	●	●	●	●	●				Member	Member
3	Keiji Takeda	-	M	●	●	●		●					
4	Mitsuyoshi Toyoshima	-	M	●	●	●	●		●	●			Member
5	Masashi Koyasu	-	M	●	●	●	●						
6	Toshihiko Miyauchi	-	M	●	●	●				●	Chair		
7	Makoto Ebata	○	M	●	●	●					Member	Chair	Member
8	Shimako Yamamoto	○	F							●	Member	Member	Chair
9	Koji Fujita	○	M						●		Member	Member	Member
10	Noboru Sato	○	M	●	●	●		●			Member		