

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 7723
June 4, 2021

To Shareholders with Voting Rights:

Toshiyuki Hoshika
President and Representative Director
Aichi Tokei Denki Co., Ltd.
1-2-70 Chitose, Atsuta-ku, Nagoya, Aichi,
Japan

**NOTICE OF
THE 98th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 98th Annual General Meeting of Shareholders of Aichi Tokei Denki Co., Ltd. (the "Company") will be held as described below.

You may either attend the meeting in person or, if not, exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders provided below and exercise your voting rights by no later than 5:15 p.m. on Monday, June 21, 2021, Japan time.

- 1. Date and Time:** Tuesday, June 22, 2021 at 10:00 a.m. Japan time
2. Place: Nagoya Chamber of Commerce & Industry
(Third floor, Meeting Room 5)
2-10-19 Sakae, Naka-ku, Nagoya, Aichi, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 98th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 98th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Payment of Bonuses to Directors

.....

- ◎ When you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.
- ◎ Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements will be posted on the Company's website on the Internet (<https://www.aichitokei.co.jp/>).
- ◎ The following items are not included in this Notice, as they are posted on the Company's website on the Internet (<https://www.aichitokei.co.jp/>) pursuant to the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.
 - 1) "Matters Concerning the Company's Share Options, etc." in the Business Report
 - 2) "System to Ensure That Directors Execute Their Duties in Compliance with Laws and Regulations and the Articles of Incorporation, and Other Systems to Ensure Appropriate Business Operations" in the Business Report
 - 3) "Overview of the State of Operation of the System to Ensure Appropriate Business Operations" in the Business Report
 - 4) "Basic Policy on Control of the Company" in the Business Report
 - 5) "Consolidated Statement of Changes in Equity" in the Consolidated Financial Statements
 - 6) "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - 7) "Statement of Changes in Equity" in the Non-consolidated Financial Statements
 - 8) "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Therefore, the documents attached to this Notice are a part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members in preparing the Independent Auditor's Report and the Audit Report, respectively.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

With regard to the appropriation of surplus, the Company proposes the following.

1. Matters Concerning Year-end Dividends

With regard to the year-end dividend for the 98th fiscal year, the Company proposes the following, placing a high priority on maintaining stable dividends to shareholders and taking into account profit distribution commensurate with business performance of the fiscal year under review.

(1) Type of dividend property

The Company proposes to distribute cash dividends.

(2) Matters concerning allotment of dividend assets and the total amount thereof

The Company proposes the payment of an ordinary dividend of 50 yen per share and a special dividend of 30 yen per share, for a total dividend of 80 yen per share.

The total amount of dividends to be paid will be 410,015,120 yen.

(3) Effective date of dividends of surplus

June 23, 2021

2. Other Matters Concerning Appropriation of Surplus

The Company proposes to appropriate internal reserves as follows in order to strengthen our management base for future proactive business development.

(1) Items of surplus to be increased and the amount thereof

General reserve	1,600,000,000 yen
-----------------	-------------------

(2) Items of surplus to be decreased and the amount thereof

Retained earnings brought forward	1,600,000,000 yen
-----------------------------------	-------------------

Proposal 2: Election of Ten (10) Directors

As the terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of ten (10) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Koichi Kanda (June 7, 1952)	<p>April 1976 Joined the Company</p> <p>June 2007 Executive Officer, General Manager of Gas-related Business Division, and Deputy General Manager of Measuring Devices Business Department</p> <p>June 2009 Executive Officer and General Manager of Corporate Planning Office</p> <p>April 2010 Executive Officer, Deputy General Manager of Sales Management Headquarters, and General Manager of Gas-related Sales Department</p> <p>June 2010 Director, Managing Executive Officer, Deputy General Manager of Sales Management Headquarters, and General Manager of Gas-related Sales Department</p> <p>October 2010 Director, Managing Executive Officer, and General Manager of R&D Department</p> <p>June 2011 Managing Director, Managing Executive Officer, and General Manager of R&D Department</p> <p>June 2013 President and Representative Director, Executive President</p> <p>June 2017 Chairman and Representative Director (to present)</p>	17,600
2	Toshiyuki Hoshika (November 25, 1955)	<p>April 1978 Joined the Company</p> <p>April 2006 Head of Nagoya Branch Office</p> <p>June 2008 Executive Officer and Head of Osaka Branch Office</p> <p>April 2011 Executive Officer, General Manager of Public SS Sales Department, Sales Management Headquarters</p> <p>June 2014 Senior Executive Officer, Deputy General Manager of Production Management Headquarters, and General Manager of Gas Equipment Manufacturing Division</p> <p>April 2015 Senior Executive Officer, Deputy General Manager of Production Department, and General Manager of Gas Equipment Manufacturing Division</p> <p>June 2015 Director, Senior Executive Officer, General Manager of Production Department, and General Manager of Gas Equipment Manufacturing Division</p> <p>June 2016 Director, Managing Executive Officer in charge of Production, and General Manager of Production Department</p> <p>June 2017 President and Representative Director, President Executive Officer (to present)</p>	10,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kazumitsu Onishi (May 7, 1952)	<p>April 1975 Joined the Company</p> <p>June 2003 Head of Nagoya Branch Office</p> <p>April 2006 Head of Tokyo Branch Office</p> <p>June 2007 Executive Officer and Head of Tokyo Branch Office</p> <p>June 2009 Director, Executive Officer, and Head of Tokyo Branch Office</p> <p>June 2010 Director, Managing Executive Officer, and Head of Tokyo Branch Office</p> <p>June 2013 Managing Director and Managing Executive Officer</p> <p>October 2013 Managing Director, Managing Executive Officer, and General Manager of Sales Management Headquarters</p> <p>June 2014 Director, Managing Executive Officer, and General Manager of Sales Management Headquarters</p> <p>April 2015 Director and Managing Executive Officer in charge of Sales</p> <p>June 2017 Director, Senior Managing Executive Officer (to present)</p>	12,000
4	Hiroyuki Takasu (July 16, 1954)	<p>April 1978 Joined the Company</p> <p>April 2005 General Manager of Production Technology Department</p> <p>June 2007 Executive Officer and General Manager of Production Technology Department</p> <p>April 2008 Executive Officer and Deputy General Manager of Production Department</p> <p>June 2009 Executive Officer and Deputy General Manager of Production Management Headquarters</p> <p>April 2010 Executive Officer and General Manager of Technology Department, Production Management Headquarters</p> <p>November 2011 Executive Officer and Assistant to President in charge of Reform Promotion</p> <p>June 2013 Director and Managing Executive Officer in charge of Technology</p> <p>June 2014 Director and Senior Executive Officer in charge of Technology</p> <p>April 2018 Director, Managing Executive Officer, in charge of Engineering (to present)</p>	8,200

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Kenji Kunishima (September 22, 1963)	<p>April 1986 Joined the Company</p> <p>June 2007 General Manager of Public Relations Secretary Office</p> <p>April 2008 General Manager of Secretary Office and Deputy General Manager of General Affairs Department</p> <p>June 2009 General Manager of General Affairs & Human Resources Department, Administration Management Headquarters</p> <p>April 2010 Head of Nagoya Branch Office, Sales Management Headquarters</p> <p>April 2012 Deputy Head of Tokyo Branch Office, Sales Management Headquarters</p> <p>June 2013 Executive Officer, Head of Tokyo Branch Office, Sales Management Headquarters</p> <p>June 2017 Executive Officer, Head of Okazaki Plant, and General Manager of Gas Equipment Manufacturing Division, Production Department</p> <p>April 2019 Senior Executive Officer, Head of Okazaki Plant, and General Manager of Gas Equipment Manufacturing Division, Production Department</p> <p>April 2020 Senior Executive Officer, General Manager of Production Department</p> <p>June 2020 Director, Senior Executive Officer, and General Manager of Production Department</p> <p>April 2021 Director, Managing Executive Officer, General Manager of Production Headquarters (to present)</p>	1,500

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kazuki Sugino (February 24, 1958)	<p>April 1981 Joined The Industrial Bank of Japan, Limited</p> <p>April 2002 Senior Manager of Corporate Planning Division of Mizuho Bank, Ltd.</p> <p>October 2002 Joint General Manager of Kobe-Chuo Branch of Mizuho Bank, Ltd.</p> <p>May 2006 Assistant Manager of Administration Department of Mizuho Financial Group, Inc.</p> <p>June 2009 Director, Managing Executive Officer, and Deputy General Manager of Administration Management Headquarters of the Company</p> <p>June 2010 Director, Managing Executive Officer, Deputy General Manager of Administration Management Headquarters, General Manager of General Affairs & Human Resources Department, and General Manager of Secretary Office</p> <p>April 2011 Director, Managing Executive Officer, Deputy General Manager of Administration Management Headquarters, Deputy General Manager of Sales Management Headquarters, and General Manager of Gas-related Sales Department</p> <p>May 2012 Director, Managing Executive Officer, Deputy General Manager of Administration Management Headquarters, and General Manager of General Affairs & Human Resources Department</p> <p>June 2013 Director, Managing Executive Officer, General Manager of Administration Management Headquarters, and General Manager of General Affairs & Human Resources Department</p> <p>April 2014 Director, Managing Executive Officer, General Manager of Administration Department</p> <p>June 2014 Director, Senior Executive Officer in charge of Administration, and General Manager of Administration Department</p> <p>April 2018 Director, Senior Executive Officer, and General Manager of Administration Department</p> <p>October 2019 Director, Senior Executive Officer, General Manager of Administration Headquarters, Chief of General Affairs Department (to present)</p>	8,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Yutaka Yoshida (October 29, 1958)	<p>January 1987 Joined the Company</p> <p>April 2009 General Manager of Sales Development Department, Sales Management Headquarters</p> <p>April 2012 Deputy General Manager of R&D Department</p> <p>June 2013 Executive Officer and Deputy General Manager of R&D Department</p> <p>October 2013 Executive Officer and General Manager of Quality Assurance Department</p> <p>April 2014 Executive Officer and General Manager of International Sales Department, Sales Management Headquarters</p> <p>April 2015 Executive Officer and General Manager of International Sales Division, Sales Department</p> <p>June 2017 Director, Senior Executive Officer, General Manager of R&D Headquarters (to present)</p>	2,800
8	Hiroshi Yasui (January 12, 1960)	<p>April 1985 Joined the Company</p> <p>June 2007 General Manager of Planning Coordination Office, Measuring Devices Sales Department and Deputy General Manager of Instrumentation Sales Department</p> <p>April 2008 General Manager of Sales Development Division, Sales Department</p> <p>April 2010 Deputy General Manager of Sales Development Department, Sales Management Headquarters and General Manager of Private-Demand Instrumentation Sales Division</p> <p>June 2014 Executive Officer, General Manager of Industry System Sales Department, Sales Management Headquarters</p> <p>April 2015 Executive Officer, Deputy General Manager of Sales Department, General Manager of Industry System Sales Department, and General Manager of Operation Promotion Office</p> <p>April 2017 Executive Officer, Deputy General Manager of Sales Department, and General Manager of Gas Sales Promotion Division</p> <p>June 2017 Senior Executive Officer, Deputy General Manager of Sales Department, and General Manager of Gas Sales Promotion Division</p> <p>April 2019 Senior Executive Officer and General Manager of Sales Department</p> <p>June 2019 Director, Senior Executive Officer, General Manager of Sales Headquarters (to present)</p>	1,800

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Nobuyuki Matsui (May 7, 1943) [Outside] [Independent]	<p>March 1968 Completed Master's degree of Electrical Engineering, Graduate School of Engineering, Nagoya Institute of Technology (current National University Corporation Nagoya Institute of Technology)</p> <p>July 1976 Doctor of Engineering, Tokyo Institute of Technology (current National University Corporation Tokyo Institute of Technology)</p> <p>April 1985 Professor at Department of Electrical Engineering in Nagoya Institute of Technology</p> <p>January 2004 President at Nagoya Institute of Technology</p> <p>April 2010 Auditor of Aichi University of Education, Adviser of Aichi Prefectural Government Office (Industrial Labor Section)</p> <p>April 2012 Professor at Chubu University</p> <p>June 2015 Director of the Company (to present)</p> <p>April 2021 President of International Professional University of Technology in Nagoya (to present)</p> <p>[Significant concurrent positions] Outside Director of Rinnai Corporation President of International Professional University of Technology in Nagoya</p>	-
10	Seiichi Hattori (April 14, 1951) [Outside] [Independent]	<p>April 1975 Joined OKAYA & CO., LTD.</p> <p>March 1997 General Manager of Functional Components Office, Mechatronics Department, Nagoya Head Office of OKAYA & CO., LTD.</p> <p>May 2008 Member of the Board of OKAYA & CO., LTD. and President of Union Autoparts Manufacturing Co., Ltd.</p> <p>May 2011 Member of the Board of OKAYA & CO., LTD. in charge of Thailand Region and President of Union Autoparts Manufacturing Co., Ltd.</p> <p>May 2014 Member of the Board of OKAYA & CO., LTD. and appointed to Deputy General Manager of Nagoya Head Office</p> <p>May 2015 Adviser of OKAYA & CO., LTD. and President and Representative Director of TOKAI PRESSING CO., LTD.</p> <p>June 2016 Director of the Company (to present)</p> <p>February 2021 Vice President and Representative Director of TOKAI PRESSING CO., LTD. (to present)</p> <p>[Significant concurrent positions] Vice President and Representative Director of TOKAI PRESSING CO., LTD.</p>	-

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. Messrs. Koichi Kanda and Toshiyuki Hoshika have abundant experience being in charge of management as Representative Director, and are expected to continue to be in charge of management of the Company by leveraging their experience and achievements. Therefore, the Company believes that they will appropriately perform their duties as Directors, and proposes their reelection as Director.

3. Messrs. Kazumitsu Onishi, Hiroyuki Takasu, Kazuki Sugino, Yutaka Yoshida, Hiroshi Yasui, and Kenji Kunishima have a wide range of experience and insight related to the departments they are in charge of, and can be expected to make accurate and prompt decisions. Therefore, the Company believes that they will appropriately perform their duties as Directors, and proposes their reelection as Director.
4. Messrs. Nobuyuki Matsui and Seiichi Hattori are candidates for Outside Director.
5. Although Mr. Nobuyuki Matsui has never been involved in corporate management other than as Outside Director, he has served as a professor and President of the Nagoya Institute of Technology, and was newly appointed President of International Professional University of Technology in Nagoya on April 1, 2021, and therefore has a high level of knowledge as an academic. The Company believes that he will appropriately perform his duties as Outside Director, and therefore proposes his election as Outside Director.
6. Mr. Seiichi Hattori has abundant experience engaging in the management of overseas business companies and broad insight cultivated in metal and machinery trading companies. The Company expects him to incorporate such experience and insight in its management and to enhance the monitoring and supervisory functions of its management from an independent standpoint, and therefore proposes his election as Outside Director.
The Company has transactions with TOKAI PRESSING CO., LTD., where Mr. Seiichi Hattori is an executive officer, for the purchase of products. In addition, the Company has transactions with OKAYA & CO., LTD., where he was an executive officer in the past, for the purchase of materials and goods and sales of products, etc.
7. Mr. Nobuyuki Matsui will have served as Outside Director for six (6) years at the conclusion of this General Meeting of Shareholders. Mr. Seiichi Hattori will have served as Outside Director for five (5) years at the conclusion of this General Meeting of Shareholders.
8. The Company has entered into a liability limitation agreement with Messrs. Nobuyuki Matsui and Seiichi Hattori to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act to the maximum amount provided for in laws and regulations. In the event that both of them are reelected, the Company will continue this agreement with them.
9. The Company has registered Messrs. Nobuyuki Matsui and Seiichi Hattori with the Tokyo Stock Exchange and the Nagoya Stock Exchange as independent officers pursuant to the provisions of both exchanges. In the event that both candidates are reelected, the Company will continue to register them as independent directors with the exchanges.
10. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company. In the event that the election of each of them is approved, each of them will continue to be included as an insured person under the insurance contract. The Company will renew the insurance contract with similar terms during their terms of office.

(Reference) Composition of the Board of Directors in the event that Proposal 2 is approved.

Based on the knowledge, experience, abilities, etc. of each candidate for Director, items that are particularly expected are marked with ●.

Name	Position and responsibilities	Management	Finance & Accounting	Sales & Marketing	Overseas businesses	Development & Quality	Manufacturing & Procurement	Legal affairs & Governance
Koichi Kanda	Chairman and Representative Director	●	●					●
Toshiyuki Hoshika	President and Representative Director, President Executive Officer	●	●					●
Kazumitsu Onishi	Director, Senior Managing Executive Officer	●		●	●			
Hiroyuki Takasu	Director, Managing Executive Officer, in charge of Engineering	●				●	●	
Kenji Kunishima	Director, Managing Executive Officer, General Manager of Production Headquarters	●			●		●	
Kazuki Sugino	Director, Senior Executive Officer, General Manager of Administration Headquarters, Chief of General Affairs Department		●		●			●
Yutaka Yoshida	Director, Senior Executive Officer, General Manager of R&D Headquarters			●		●		
Hiroshi Yasui	Director, Senior Executive Officer, General Manager of Sales Headquarters			●	●			
Nobuyuki Matsui	Outside Director	●				●	●	
Seiichi Hattori	Outside Director	●		●	●			

*The table shown above does not represent all knowledge that each candidate for Director has.

Proposal 3: Payment of Bonuses to Directors

The Company proposes to pay bonuses to eight (8) Directors (excluding Outside Directors) in office as of the end of the fiscal year under review in the total amount of 57 million yen, taking into account factors including past payments and the business performance of the fiscal year under review.

The Company's Board of Directors has defined a basic policy regarding compensation, etc., for individual Directors. This proposal has been deemed to be appropriate as it is consistent with this policy. The amount to be paid to each Director shall be determined at the discretion of the Board of Directors.