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Securities Code: 7713

August 7, 2024

To Shareholders

Yosuke Kondo, President & CEO

SIGMAKOKI CO., LTD.

17-2, Shimotakahagi-shinden, Hidaka-shi, Saitama

Convocation Notice of the 49th Annual General Meeting of Shareholders

First, we would like to express our deepest sympathies to all those who have been affected by “the 2024 Noto Peninsula Earthquake,” and we sincerely hope for a quick reconstruction and recovery of the disaster-stricken areas. We hereby announce the 49th Annual General Meeting of Shareholders of SIGMAKOKI CO., LTD. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

1 Date and time Wednesday, August 28, 2024 at 10:00 a.m. (registration begins at 9:00 a.m.) (JST)

2 Venue 3F, Multipurpose Hall, the Company’s Head Office/Hidaka Plant
17-2, Shimotakahagi-shinden, Hidaka-shi, Saitama

3 Agenda

Reports

1. The Business Report, Consolidated Financial Statements, and the Reports of the Accounting Auditors and Audit & Supervisory Board on the Results of Audits of Consolidated Financial Statements for the 49th Fiscal Year (June 1, 2023 to May 31, 2024)
2. The Reports of Non-consolidated Financial Statements for the 49th Fiscal Year (June 1, 2023 to May 31, 2024)

Proposal

Proposal Election of Seven (7) Directors

[The Company’s website]

<https://www.sigma-koki.com/meeting/49/> (in Japanese)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/7713/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

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

Access the TSE website by using the internet address shown above, enter “SIGMA KOKI CO., LTD.” in “Issue name (company name)” or the Company’s securities code “7713” 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 in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights via either of the following methods.

Exercise of voting rights via the internet

Please access the dedicated website (<https://www.web54.net>) (in Japanese) and indicate your approval or disapproval by 5:00 p.m., Tuesday, August 27, 2024 (JST).

Exercise of voting rights in writing (by postal mail)

Please indicate your approval or disapproval of the proposal on the voting form and send it by postal mail to arrive at the Company no later than 5:00 p.m., Tuesday, August 27, 2024 (JST).

Reference Documents for the General Meeting of Shareholders

Proposal Election of Seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of seven (7) Directors (including four (4) Outside Directors), increasing the number of Directors by one (1) to further enhance the management system.

The candidates for Director are as follows:

Candidate No.	Name	Current position and/or responsibility in the Company	
1	Yosuke Kondo	President & CEO	Reelection
2	Yasuyuki Ishii	Director Division Manager of Administrative Division and General Manager of Accounting Department	Reelection
3	Yoshinori Tabata	Director Division Manager of Production Division	Reelection
4	Tsutomu Ozawa	Outside Director	Reelection Outside
5	Makoto Nozaki	Outside Director	Reelection Outside Independent
6	Yumiko Matsuo	Outside Director	Reelection Outside Independent
7	Set Sze Yun	—	New election Outside Independent

Reelection: Candidate for reelection as Director

New election: Candidate for new election as Director

Outside: Candidate for Outside Director

Independent: Candidate for Independent Officer

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Yosuke Kondo (April 2, 1963) Reelection	Apr. 1991	Joined the Company	57,300 shares
		Apr. 2000	Division Manager of Optical Element Division	
		June 2002	Division Manager of Sales Division	
		Aug. 2002	Director	
		Sept. 2006	Managing Director	
		Aug. 2011	Senior Managing Director	
		Apr. 2013	Chairman of OptoSigma Corporation	
		Aug. 2013	Representative Director and Senior Managing Director of the Company	
		Aug. 2014	President & CEO (current position)	
	Reasons for nomination as candidate for Director Yosuke Kondo has experience as Director of the Company and of a Group company and he has been involved in the Group's management for many years. Currently, he is contributing to the enhancement of the corporate value of the Company and the Group as President & CEO of the Company. The Company has appointed him again as candidate for Director because of his deep specialist knowledge and wealth of experience in the optics industry along with his strong results, skills and insight as a corporate manager.			
2	Yasuyuki Ishii (September 5, 1967) Reelection	Apr. 1988	Joined the Company	12,300 shares
		May 2008	Audit & Supervisory Board Member of Tac Coat Co., Ltd. (current position)	
		Sept. 2009	Deputy General Manager of Accounting Department of the Company	
		Dec. 2013	General Manager of Accounting Department (current position)	
		Dec. 2013	Director of OptoSigma Europe S.A.S. (current position)	
		June 2019	Deputy Division Manager of Administrative Division of the Company	
		Dec. 2020	Division Manager of Administrative Division (current position)	
		Dec. 2020	Executive Officer	
		Aug. 2023	Director (current position)	
	Significant concurrent positions outside the Company Director of OptoSigma Europe S.A.S. Audit & Supervisory Board Member of Tac Coat Co., Ltd.			
Reasons for nomination as candidate for Director Yasuyuki Ishii has deep specialized knowledge and high insight gained through many years of experience in the Company's accounting and treasury departments, and also performs supervision and auditing work as an Audit & Supervisory Board Member of an affiliated company accounted for by the equity-method and Director of overseas subsidiaries. The Company has appointed him again as a candidate for Director because he has served as supervisor of the administrative division from December 2020 and possesses strong results, skills and insight in business management operations.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yoshinori Tabata (April 16, 1969) Reelection	Apr. 1990 Joined the Company June 2003 Deputy Division Manager of Development Division June 2006 Executive Officer Dec. 2008 Deputy Division Manager of Optical System Equipment Division Apr. 2010 Deputy Division Manager of System Products Division June 2011 General Manager of Optical System Department Dec. 2013 Deputy Division Manager of Sales Division June 2015 Deputy Division Manager of Sales Division and in charge of Development Department June 2017 Division Manager of Engineering Division Aug. 2017 Director (current position) Apr. 2018 Director of OptoSigma Corporation June 2019 Division Manager of Engineering Division and General Manager of Development Department of the Company Jan. 2023 Division Manager of Production Division (current position) July 2023 President & CEO of LMS Co., Ltd. (current position) Significant concurrent positions outside the Company President & CEO of LMS Co., Ltd.	11,900 shares
Reasons for nomination as candidate for Director Yoshinori Tabata has led the Company's engineering and development departments for many years as Director. He is currently leveraging his extensive knowledge to lead the production division, and is contributing to the improvement of our position as a manufacturer of optical products by establishing production technologies for manufacturing our high-quality, high-precision products. He is also expected to acquire a high level of insight into corporate management, such as serving as the Representative Director of a domestic affiliated company accounted for by the equity-method from July 2023. The Company has appointed him again as candidate for Director because of his deep specialist knowledge and wealth of experience in the optics industry along with his strong results, skills and insight as a corporate manager.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Tsutomu Ozawa (October 8, 1961) Reelection Outside	Apr. 1984 Joined HAMAMATSU PHOTONICS K.K. June 2015 19th Department Manager of First Manufacturing Department, Electron Tube Division Oct. 2018 General Manager of First Manufacturing Department, Electron Tube Division General Manager of Third Manufacturing Department, Electron Tube Division (current position) Aug. 2020 Outside Director of the Company (current position) Oct. 2020 General Manager of Electron Tube Business Planning Department, Electron Tube Division of HAMAMATSU PHOTONICS K.K. Jan. 2024 General Manager of First Manufacturing Department, Electron Tube Division (current position) Significant concurrent positions outside the Company General Manager of First Manufacturing Department and Third Manufacturing Department, Electron Tube Division of HAMAMATSU PHOTONICS K.K.	- shares
Reasons for nomination as candidate for Outside Director and overview of expected roles Although Tsutomu Ozawa has no experience of being directly involved in corporate management, he serves as the General Manager of First Manufacturing Department and Third Manufacturing Department, Electron Tube Division of HAMAMATSU PHOTONICS K.K., a business partner of the Company. The Company has appointed him again as a candidate for Outside Director because he has deep specialized knowledge, a wealth of experience, and high insight in optics, which he is expected to reflect in the Company's management as well as provide supervision and advice on the Company's management execution. If appointed, he will be involved as a member of the voluntary Compensation Committee using his objective and neutral standpoint in determining the remuneration, etc. of the Company's officers. In addition, as a member of the voluntary Nominating Committee, he will be similarly involved in the election and dismissal of the Company's officers.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Makoto Nozaki (July 27, 1975) Reelection Outside Independent	Oct. 2004 Registered as a certified public tax accountant Jan. 2009 Established Nozaki Makoto Certified Public Tax Accountant Office Representative (current position) Aug. 2011 Registered as an administrative scrivener Established Nozaki Makoto Administrative Scrivener Office Representative June 2014 Established Heartful Support Co., Ltd. Representative Director (current position) Aug. 2017 Outside Audit & Supervisory Board Member of the Company Aug. 2021 Outside Director (current position) Sept. 2021 Established Makoto Souzoku Administrative Scrivener Corporation Partner (current position) Significant concurrent positions outside the Company Representative of Nozaki Makoto Certified Public Tax Accountant Office Partner of Makoto Souzoku Administrative Scrivener Corporation Representative Director of Heartful Support Co., Ltd.	- shares
Reasons for nomination as candidate for Outside Director and overview of expected roles Makoto Nozaki has deep specialized knowledge and a wealth of experience as a tax accountant and administrative scrivener, as well as a high level of insight into corporate management, such as establishing a business company and serving as its Representative Director. The Company has appointed him again as a candidate for Outside Director because it expects to continue to receive supervision and advice from him on the Company's management execution from a professional perspective with an independent standpoint. If appointed, he will be involved as a member of the voluntary Compensation Committee using his objective and neutral standpoint in determining the remuneration, etc. of the Company's officers. In addition, as a member of the voluntary Nominating Committee, he will be similarly involved in the election and dismissal of the Company's officers.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Yumiko Matsuo (January 13, 1965) Reelection Outside Independent	Apr. 1990 Admitted to practice law in Japan and registered with the Daini Tokyo Bar Association Joined Anderson Mori & Rabinowitz (currently Anderson Mori & Tomotsune) Sept. 1995 Admitted to practice law in the State of New York, the United States June 1997 Joined Hirakawa, Sato & Kobayashi (currently City-Yuwa Partners) Jan. 2010 Registered with the Kanagawa Bar Association Joined Minato International Law Office (current position) June 2016 Outside Director (Audit & Supervisory Committee Member) of SDS Biotech K.K. Dec. 2018 Outside Director of Triumphfield Holdings Co., Ltd. (current position) June 2020 Outside Director (Audit & Supervisory Committee Member) of KAWASUMI LABORATORIES, INC. (currently SB-KAWASUMI LABORATORIES, INC.) Nov. 2020 Outside Director (Audit & Supervisory Committee Member) of TRANSACTION Co., Ltd. (current position) Aug. 2022 Outside Director of the Company (current position) June 2023 Auditor of Japan Association of Athletics Federations (current position) July 2024 Outside Director (Audit & Supervisory Committee Member) of Chiyoda Corporation (current position) Significant concurrent positions outside the Company Attorney of Minato International Law Office Outside Director of Triumphfield Holdings Co., Ltd. Outside Director (Audit & Supervisory Committee Member) of TRANSACTION Co., Ltd. Outside Director (Audit & Supervisory Committee Member) of Chiyoda Corporation	- shares
Reasons for nomination as candidate for Outside Director and overview of expected roles Although Yumiko Matsuo has never been engaged in corporate management directly other than as an outside officer, she has deep expertise and a wealth of experience as an attorney-at-law who has been involved in corporate legal affairs for many listed companies and global companies, and also has a high level of insight into corporate governance, having served as an Outside Director (Audit & Supervisory Committee member) of listed companies. The Company has appointed her again as a candidate for Outside Director because it expects to continue to receive supervision and advice from her on the Company's management execution from a professional perspective with an independent standpoint. If appointed, she will be involved as a member of the voluntary Compensation Committee using her objective and neutral standpoint in determining the remuneration, etc. of the Company's officers. In addition, as a member of the voluntary Nominating Committee, she will be similarly involved in the election and dismissal of the Company's officers.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Set Sze Yun (December 3, 1970) New election Outside Independent	Oct. 1998 Postdoctoral Research Fellow of Research Center for Advanced Science and Technology of The University of Tokyo, Japan Oct. 2000 Research Associate of The School of Engineering of The University of Tokyo, Japan Apr. 2001 Senior R&D Engineer of Micron Optics, Inc., USA Apr. 2002 R&D General Manager of Alnair Labs Corporation, Japan Apr. 2005 CEO and CTO Feb. 2016 Associate Professor of Research Center for Advanced Science and Technology of The University of Tokyo, Japan Aug. 2023 Project Professor (current position) Significant concurrent positions outside the Company Project Professor of Research Center for Advanced Science and Technology of The University of Tokyo, Japan	- shares
Reasons for nomination as candidate for Outside Director and overview of expected roles The Company has appointed him as a candidate for Outside Director because he has been engaged in corporate management directly and has deep specialized knowledge, a wealth of experience, and high insight in optics, which he is expected to reflect in the Company's management as well as provide supervision and advice on the Company's management execution with an independent standpoint. If appointed, he will be involved as a member of the voluntary Compensation Committee using his objective and neutral standpoint in determining the remuneration, etc. of the Company's officers. In addition, as a member of the voluntary Nominating Committee, he will be similarly involved in the election and dismissal of the Company's officers.			

- Notes
1. Yoshinori Tabata is the President & CEO of LMS Co., Ltd. The Company does business with LMS Co., Ltd. concerning the development, assembly, adjustment, inspection, etc. of medical instruments and optical and electrical equipment. There is no special interest between any other candidates and the Company.
 2. Tsutomu Ozawa, Makoto Nozaki, Yumiko Matsuo and Set Sze Yun are candidates for Outside Director.
 3. Tsutomu Ozawa is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure as Outside Director will have been four years.
 4. Makoto Nozaki is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure as Outside Director will have been three years.
 5. Yumiko Matsuo is currently an Outside Director of the Company, and at the conclusion of this meeting, her tenure as Outside Director will have been two years.
 6. Tsutomu Ozawa concurrently serves as General Manager of a business division of HAMAMATSU PHOTONICS K.K., which is the Company's major shareholder (ratio of voting rights held: 14.11%; as of May 31, 2024). The Company does business with HAMAMATSU PHOTONICS K.K. concerning the sale of optical components, etc. Since these transactions account for approximately 96 million yen of the Company's net sales (less than 2% of consolidated net sales in the Company's most recent fiscal year), there is no risk of Tsutomu Ozawa affecting management decisions regarding the Company's business operations and there is no risk of a conflict of interest with shareholders. As a result, the Company requests for his election as an Outside Director.
 7. Makoto Nozaki, Yumiko Matsuo and Set Sze Yun are candidates for Outside Director and candidates for independent officer pursuant to the rules of the Tokyo Stock Exchange.
 8. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tsutomu Ozawa, Makoto Nozaki and Yumiko Matsuo to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations. If their reelections are approved, the Company plans to renew the aforementioned agreements with them. In addition, if the election of Set Sze Yun is approved, the Company plans to enter into a similar agreement with him to limit his liability for damages.
 9. The Company has concluded a directors and officers liability insurance policy with an insurance company stipulated in Article 430-3, paragraph (1) of the Companies Act. The insured are those who hold the positions of Director, Audit & Supervisory Board Member, and Executive Officer of the Company. The policy covers the insured's damages and litigation expenses incurred by the insured due to claims for damages arising from an act committed by an insured person based on their position as an officer of the Company, and the Company will cover the insured's insurance premiums in full. If each candidate assumes the office as Director, they will be included as the insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Reference

Skills matrix of Directors and Audit & Supervisory Board Members after the conclusion of this meeting

- The Company has, as follows, defined the skills (knowledge, abilities, and experience) necessary to ensure the effectiveness of the Board of Directors from the perspective of judging important matters such as management strategy and supervising the execution of duties.
- If Proposal “Election of Seven (7) Directors” is approved as originally proposed, the composition of the Board of Directors will be as follows.

Position	No.	Name		Areas in charge of	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
					Corporate management	Production, technology and R&D	Sales, corporate planning and marketing	Treasury, accounting and finance	Personnel, labor and human resources development	Legal, governance and risk management	ICT, digital strategy, and DX	International business and globalization	ESG, sustainability and diversity
Director	1	Yosuke Kondo	Execution of business	General management	●	●	●	●	●	●	●	●	●
	2	Yasuyuki Ishii	Execution of business	Treasury, accounting, personnel, legal, and IT				●	●	●			
	3	Yoshinori Tabata	Execution of business	Production		●	●		●				
	4	Tsutomu Ozawa	Outside			●							
	5	Makoto Nozaki	Independent /Outside		●			●		●			
	6	Yumiko Matsuo	Independent /Outside							●		●	●
	7	Set Sze Yun	Independent /Outside		●	●						●	●
Audit & Supervisory Board Member	–	Kenji Ueno	Independent /Outside					●		●			
	–	Koichi Nagumo	Outside		●				●	●			●
	–	Misugi Kumazaki	Independent /Outside					●		●			

* The above table does not represent all the knowledge and experience of each person.