

Note: This document has been translated from a part of 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.

Stock Exchange Code 6590

June 3, 2025

To Shareholders with Voting Rights:

Keigo Imamura
Representative Director,
President and Chief Executive Officer
SHIBAURA MECHATRONICS CORPORATION
2-5-1, Kasama, Sakae-ku, Yokohama-shi, Kanagawa, Japan

**NOTICE OF
THE 116th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 116th Annual General Meeting of Shareholders of SHIBAURA MECHATRONICS CORPORATION (the “Company”) will be held for the purposes as described below.

If you do not attend the meeting in person, you can exercise your voting rights via the Internet, etc. or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:15 p.m. on Tuesday, June 17, 2025, Japan time.

- 1. Date and Time:** Wednesday, June 18, 2025 at 10:00 a.m. Japan time
- 2. Place:** Banquet hall “Seiryu” on the 4th floor of Yokohama Bay Sheraton Hotel & Towers located at
1-3-23 Kitasaiwai, Nishi-ku, Yokohama, Kanagawa, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 116th Fiscal Year (April 1, 2024–March 31, 2025) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 116th Fiscal Year (April 1, 2024–March 31, 2025)
 - Proposals to be resolved:**
 - Proposal 1:** Election of 6 Directors
 - Proposal 2:** Election of 1 Corporate Auditor
 - Proposal 3:** Payment of Bonuses to Officers

4. Matters Related to Measures for Electronic Provision

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

<The Company's website>

<https://www.shibaura.co.jp/ir/general.html> (available in Japanese)

In addition to the website above, the Company has also posted the matters subject to measures for electronic provision on the website of the Tokyo Stock Exchange, Inc. (TSE). To confirm the information, please visit the TSE website (TSE Listed Company Search) below and enter and search for the company name (SHIBAURA MECHATRONICS) or the security code (6590) and select "Basic information" and "Documents for public inspection/PR information" in that order.

<Tokyo Stock Exchange's website>

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

- ~~~~~
- ◎ **Should the matters subject to measures for electronic provision require any revisions, the revised matters will be posted on each of the websites on which they are posted.**
 - ◎ **Please note that details of the resolutions of this General Meeting of Shareholders will be posted on the Company's website after the meeting is concluded.**
 - ◎ **The documents sent to you also serve as documents containing the matters subject to measures for electronic provision to be sent upon request from shareholders. Please note that, while the Company has taken measures for electronic provision, we decided to provide shareholders with the paper copy of the materials for the General Meeting of Shareholders for this General Meeting of Shareholders as we did in the past, including the Reference Documents for the General Meeting of Shareholders, in addition to the Voting Rights Exercise Form. There is a possibility that the Company decides to discontinue providing shareholders with the paper copy of the materials for the General Meeting of Shareholders at the next General Meeting of Shareholders in accordance with the purpose of the system for measures for electronic provision. However, shareholders may continue to receive the hard copy pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company by requesting it by the record date (March 31, 2026).**
 - ◎ **We kindly ask for your understanding that we do not hold a social gathering with shareholders after the meeting or distribute souvenirs to our shareholders.**

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 6 Directors

The terms of office of all 5 Directors will expire at the conclusion of this General Meeting of Shareholders. The Company decided to increase the number of Outside Director by 1 in order to further strengthen its corporate governance. Accordingly, the Company proposes the election of 6 Directors.

The candidates for Director are as follows:

No.	Name	Expertise	Current positions and responsibilities at the Company
1	Keigo Imamura [Reappointment]	[Corporate management] [Technology]	Representative Director, President and Chief Executive Officer
2	Yoshiaki Kurokawa [Reappointment]	[Corporate management] [Technology]	Director and Senior Vice President, Executive General Manager of Fine Mechatronics Division
3	Kazutoshi Horiuchi [Reappointment]	[Corporate management] [Marketing & Sales]	Director and Senior Vice President, Executive General Manager of Mechatronics System Division
4	Tomoko Inaba [Reappointment] [Outside] [Independent]	[Law]	Director
5	Mitsuru Ono [New appointment] [Outside] [Independent]	[Corporate management] [Finance and accounting]	
6	Yukiko Sawa [New appointment] [Outside] [Independent]	[Corporate management] [Finance and accounting] [M&A]	

(Note) The definitions of the descriptions of expertise are as follows:

[Corporate management]: A person who has ever assumed office as an executive director or a vice president in the Company or any other company and is deemed to have knowledge and experience of corporate management

[Technology]: A person who has ever belonged to a technical affairs division in the Company and is deemed to have knowledge and experience of technology related to the business of the Company

[Marketing & Sales]: A person who has ever belonged to marketing & sales divisions in the Company and is deemed to have knowledge and experience of sales and marketing related to the business of the Company

[Law]: A person who is a qualified attorney and deemed to have knowledge and experience of law/compliance

[Finance and accounting]: A person who has ever worked at a financial institution, or served as an officer responsible for or overseeing financial affairs in any other company, and is deemed to have knowledge and experience of finance and accounting

[M&A]: A person who has ever belonged to an investment banking division or a business development division in any other company and is deemed to have knowledge and experience of investment, mergers and acquisitions (M&A)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
1	Keigo Imamura (September 30, 1962) [Reappointment]	<p>April 1985 Joined Toshiba Corporation</p> <p>August 1996 Joined the Company</p> <p>April 2009 General Manager of Bonder Department, SAGAMINO Operations</p> <p>April 2011 Deputy Executive General Manager of Production & Procurement Division and General Manager in charge of Mechatronics System Equipment</p> <p>June 2014 Director, Executive General Manager of Production & Procurement Division</p> <p>January 2015 Director, Executive General Manager of Production & Procurement Division and General Manager in charge of Fine Mechatronics Equipment, Fine Mechatronics Division</p> <p>June 2017 Senior Vice President, Deputy Executive General Manager of Fine Mechatronics Division</p> <p>June 2019 Director and Senior Vice President, Executive General Manager of Fine Mechatronics Division</p> <p>June 2020 Director and Executive Vice President, Executive General Manager of Fine Mechatronics Division</p> <p>June 2021 Representative Director, President and Chief Executive Officer</p> <p>To present</p>		159
<p>[Reason for nomination]</p> <p>The term of office of Mr. Keigo Imamura as Company's Director will be six years at the conclusion of this General Meeting of Shareholders, of which four years serving as Representative Director of the Company. He served as Representative Director, President and Chief Executive Officer of the Company and the Group, and took charge of the management and supervised it properly. The Company nominates him as a candidate for Director, because it believes that he is qualified to continue serving as Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
2	Yoshiaki Kurokawa (February 13, 1966)	April 1988 April 2010 July 2015	Joined the Company Manager of Technology Group 2, Fine Mechatronics Division Deputy General Manager in charge of Fine Mechatronics Equipment, Fine Mechatronics Division	60
	[Reappointment]	April 2017 May 2018 June 2019 June 2021	General Manager in charge of Semiconductor Manufacturing Equipment, Fine Mechatronics Division Deputy Executive General Manager of Fine Mechatronics Division Vice President, Deputy Executive General Manager of Fine Mechatronics Division Director and Senior Vice President, Executive General Manager of Fine Mechatronics Division To present	
[Reason for nomination] The term of office of Mr. Yoshiaki Kurokawa as the Company’s Director will be four years at the conclusion of this General Meeting of Shareholders. Mr. Yoshiaki Kurokawa has management experience as the Company’s Director. Currently, he is serving as the operating officer for business operations in the position of Executive General Manager of Fine Mechatronics Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
3	Kazutoshi Horiuchi (April 8, 1969)	April 1993 April 2010 April 2013 April 2015	Joined the Company Chief Specialist of Marketing & Sales Department 1 of Fine Mechatronics Division Senior Manager of Marketing & Sales Department 1 of Fine Mechatronics Division Deputy Executive General Manager of Fine Mechatronics Division	50
	[Reappointment]	June 2019 June 2022	Vice President, Deputy Executive General Manager of Fine Mechatronics Division Director and Senior Vice President, Executive General Manager of Mechatronics System Division To present	
[Reason for nomination] The term of office of Mr. Kazutoshi Horiuchi as the Company’s Director will be three years at the conclusion of this General Meeting of Shareholders. Mr. Kazutoshi Horiuchi has management experience as the Company’s Director. Currently, he is serving as the operating officer for business operations in the position of Executive General Manager of Mechatronics System Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held (hundred shares)
4	Tomoko Inaba (July 22, 1966)	<p>April 1996 Registered as an attorney (Daini Tokyo Bar Association) Joined Hikari Sogoh Law Offices</p> <p>January 2002 Joined Tanso & Yamamoto (currently InfoTech Law Offices)</p> <p>June 2013 Established SHOU LAW OFFICE</p> <p>October 2013 Registered as a patent attorney</p> <p>June 2015 Outside Director, the Company</p> <p>To present</p> <p>August 2017 Joined TATSUMURA LAW OFFICE</p> <p>To present</p> <p>[Significant concurrent position] Partner, TATSUMURA LAW OFFICE</p>	—
	<p>[Reappointment]</p> <p>[Outside]</p> <p>[Independent]</p>	<p>[Reason for nomination and outline of expected roles]</p> <p>The term of office of Ms. Tomoko Inaba as the Company's Outside Director will be ten years at the conclusion of this General Meeting of Shareholders. Although Ms. Tomoko Inaba has no experience in being directly involved in corporate management, she leverages her experience and knowledge as an attorney to conduct management oversight and important decision-making. The Company nominated her as a candidate for Outside Director because it believes that she is qualified to continue serving as Outside Director.</p> <p>The Company expects that Ms. Tomoko Inaba will give effective advice on the general management in the position of Independent Outside Director and contribute to enhancing the corporate governance further not only in the meetings of the Board of Directors but also through her various activities including those in the Personnel and Remuneration Advisory Committee, which acts as an independent voluntary advisory body concerning nomination and remuneration-related matters of Directors and Vice Presidents.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
5	Mitsuru Ono (December 25, 1958) [New appointment] [Outside] [Independent]	April 1981	Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)	—
		April 2011	Executive Officer, General Manager of International Credit Management Department, Sumitomo Mitsui Banking Corporation	
		April 2012	Executive Officer, Deputy Head of International Banking Unit, Sumitomo Mitsui Banking Corporation	
		June 2015	Standing Auditor, Sumitomo Mitsui Banking Corporation	
		May 2017	Adviser, Mazda Motor Corporation	
		June 2017	Director and Senior Managing Executive Officer, Oversight of Financial Services, Assistant to the Officer overseeing Fleet Sales, In charge of Global Corporate Communications, Mazda Motor Corporation	
		June 2018	Director and Senior Managing Executive Officer, Oversight of Financial Services and Administrative Domain, Assistant to the Officer overseeing Fleet Sales, Mazda Motor Corporation	
		June 2019	Director and Senior Managing Executive Officer, Oversight of Financial Services and Administrative Domain, Mazda Motor Corporation	
		June 2021	Director and Senior Managing Executive Officer, Oversight of Financial Services and Corporate Planning & Development, Mazda Motor Corporation	
June 2023	Director and Senior Managing Executive Officer, Oversight of Corporate Planning & Development, Mazda Motor Corporation (until June 2024)			
<p>[Reason for nomination and outline of expected roles]</p> <p>Having work experience at a financial institution, Mr. Mitsuru Ono has served in several key roles at other companies, including positions as an executive officer, corporate auditor, and director. Notably, he also held the role of senior financial executive responsible for overseeing financial affairs. He possesses profound knowledge of finance and accounting, coupled with comprehensive management experience. The Company expects that he will leverage his expertise to conduct management oversight and contribute to important decision-making. The Company nominated him as a candidate for Outside Director because it believes that he is qualified to serve as Outside Director.</p> <p>The Company expects that Mr. Mitsuru Ono will give effective advice on the general management in the position of Independent Outside Director and contribute to enhancing the corporate governance further not only in the meetings of the Board of Directors but also through his various activities including those in the Personnel and Remuneration Advisory Committee, which acts as an independent voluntary advisory body concerning nomination and remuneration-related matters of Directors and Vice Presidents.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
6	Yukiko Sawa (December 14, 1964)	April 1988	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)	—
		September 1998	Associate of Investment Banking Division, Merrill Lynch Japan Securities Co., Ltd. (currently BofA Securities Japan Co., Ltd.)	
		July 2002	Executive Director of Investment Banking Division, JPMorgan Securities Japan Co., Ltd.	
		March 2012	General Manager of Corporate Planning Department, Ajinomoto Co., Inc.	
	[New appointment] [Outside] [Independent]	July 2017	General Manager of Business Strategy and Development Department, Corporate Fellow, Ajinomoto Co., Inc. (until March 2024)	
		June 2021	Director and Chief Financial Officer (CFO), KORTUC Inc. (concurrently served in the aforementioned position at Ajinomoto Co., Inc. until September 2022)	
		April 2024	Corporate Officer, Deputy Head of Investment Advisory Department, Sumitomo Corporation (until March 2025)	
<p>[Reason for nomination and outline of expected roles]</p> <p>Having work experience at financial institutions, Ms. Yukiko Sawa has served as a financial officer at another company and acquired extensive expertise in finance and accounting. In addition, she has gained substantial experience and knowledge in investment, mergers, and acquisitions (M&A) through her roles in investment banking and business development at other organizations. The Company expects that she will leverage her expertise to conduct management oversight and contribute to important decision-making. The Company nominated her as a candidate for Outside Director because it believes that she is qualified to serve as Outside Director.</p> <p>The Company expects that Ms. Yukiko Sawa will give effective advice on the general management in the position of Independent Outside Director and contribute to enhancing the corporate governance further not only in the meetings of the Board of Directors but also through her various activities including those in the Personnel and Remuneration Advisory Committee, which acts as an independent voluntary advisory body concerning nomination and remuneration-related matters of Directors and Vice Presidents.</p>				

(Notes)

1. There are no special interests between the candidates and the Company.
2. The number of shares of the Company held by each candidate includes shares held through Shibaura Mechatronics Officers' Shareholding Association.
3. Ms. Tomoko Inaba, Mr. Mitsuru Ono and Ms. Yukiko Sawa are candidates for Outside Director.
4. Ms. Tomoko Inaba is an Independent Director prescribed by the provisions of the Tokyo Stock Exchange. If she assumes office as Outside Director, she will continue her role as Independent Director. If Mr. Mitsuru Ono and Ms. Yukiko Sawa assume office as Outside Directors, they will be Independent Directors prescribed by the provisions of the Tokyo Stock Exchange.
5. With the expectation that Outside Directors can fully fulfill their roles, the Company has entered into an agreement with current Outside Directors, namely Ms. Tomoko Inaba and Mr. Yuichiro Takada, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If Ms. Tomoko Inaba assumes office as Outside Director, the Company plans to continue the said liability limitation agreement with her. If Mr. Mitsuru Ono and Ms. Yukiko Sawa assume office as Outside Directors, the Company plans to newly enter into the said liability limitation agreement with them.
6. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the candidates assume office as Director, they will be included as the insured under this insurance agreement. In addition, the Company plans to renew this insurance agreement with the same contents at the time of next renewal.
7. Mazda Motor Corporation, at which Mr. Mitsuru Ono served as a Director and Senior Managing Executive Officer from June 2017 until June 2024, received a recommendation from the Japan Fair Trade Commission in March 2021 after the Commission determined that certain transactions conducted as part of its centralized procurement of automobile parts violated the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors—specifically, the provision that prohibits a large procuring enterprise from inducing a subcontractor to provide unjust economic gains. Pursuant to a request issued by the Ministry of Land, Infrastructure, Transport and Tourism in January 2024 to investigate potential irregularities in type designation applications, Mazda Motor Corporation conducted a comprehensive review of all relevant tests. The investigation confirmed that irregularities were present in several tests, and these findings were reported to the Ministry in May 2024.
8. In the past ten years, Mr. Mitsuru Ono had served as an Executive Officer and an Auditor at Sumitomo Mitsui Banking Corporation, which is classified as a Specified Associated Service Provider of the Company.

Proposal 2: Election of 1 Corporate Auditor

One of the 4 Corporate Auditors, Mr. Kazuya Kaneko, will have reached the end of his term at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of 1 Corporate Auditor.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Corporate Auditor is as follows:

The candidate for Corporate Auditor is as follows:			
Name (Date of birth)	Past experience, positions, and significant concurrent positions		Number of shares of the Company held (hundred shares)
Keiji Kuwata (September 21, 1962) [New appointment] [Outside] [Independent]	April 1985	Joined Kirin Brewery Co., Ltd. (currently Kirin Holdings Company, Limited)	—
	March 2009	Director of the Board, General Manager of Kanto-Region, Kirin Logistics Company, Limited (currently Kirin Group Logistics Company, Limited)	
	September 2010	Director of the Board, General Manager of Eastern-Japan Regional Division, Kirin Logistics Company, Limited	
	March 2013	Deputy General Manager of Corporate Planning Department, Kirin Company, Limited (currently Kirin Holdings Company, Limited)	
	April 2015	Executive Officer and Deputy General Manager of Corporate Planning Department, Kirin Company, Limited	
	March 2016	Director of Corporate Strategy, Kirin Holdings Company, Limited	
	March 2017	Executive Officer and General Manager of Corporate Planning Department, Kirin Company, Limited	
	March 2018	Senior Executive Officer and General Manager of Corporate Planning Department, Kirin Company, Limited	
	March 2019	Standing Audit & Supervisory Board Member, Kirin Holdings Company, Limited (until March 2023) Audit & Supervisory Board Member, Kyowa Hakko Kirin Co., Ltd. (currently Kyowa Kirin Co., Ltd.) (until March 2023)	
[Reason for nomination] Mr. Keiji Kuwata acquired diverse experience in corporate planning, logistics, and other related fields during his tenure at various companies. Moreover, he developed substantial management experience by serving as an Audit & Supervisory Board Member. With the expectation that he will conduct effective audits leveraging past experience, knowledge, etc., the Company nominates him as a candidate for Outside Corporate Auditor, because it believes that he is qualified to serve as Outside Corporate Auditor.			

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Keiji Kuwata is a candidate for Outside Corporate Auditor.
3. If Mr. Keiji Kuwata assumes office as Outside Corporate Auditor, he will be an Independent Corporate Auditor prescribed by the provisions of the Tokyo Stock Exchange.
4. With the expectation that Outside Corporate Auditors can fully fulfill their roles, the Company has entered into an agreement with current Outside Corporate Auditors, namely Mr. Kazuya Kaneko, Ms. Noriko Itai and Mr. Tomoyoshi Inoue, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If Mr. Keiji Kuwata assumes office as Outside Corporate Auditor, the Company plans to newly enter into said liability limitation agreement with him.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If Mr. Keiji Kuwata assumes office as Corporate Auditor, he will be included as the insured under this insurance agreement. In addition, the Company plans to renew this insurance agreement with the same contents at the time of next renewal.

Proposal 3: Payment of Bonuses to Officers

Taking into consideration the performance of the current term, the Company proposes to pay bonuses at the total amount of ¥141,500 thousand to 4 Directors (excluding Outside Directors) serving during the fiscal year under review.

In proposing this matter to this General Meeting of Shareholders, the Company has obtained findings from the Personnel and Remuneration Advisory Committee to the effect that such payment for Directors is appropriate and based on policy for determining remuneration, etc. for individual officers established by the Company, per discussions carried out by the said committee, whose membership mainly consists of Independent Outside Directors.

The Company requests that decisions on specific amounts, timing and method of payment, etc. for each Director be left to deliberation by the Board of Directors.

(Notes)

1. The bonus recipients include 1 director who retired at the conclusion of the 115th Annual General Meeting of Shareholders, held on June 19, 2024.
2. An overview of the Company's policy for determining matters pertaining to remuneration, etc. for individual officers is as presented in the Report for the 116th Fiscal Term (in Japanese), under "4. Matters concerning company officers," "(4) Remuneration, etc. for Directors and Corporate Auditors pertaining to the fiscal year under review," "iv. Matters concerning the policy for determining matters of remuneration, etc. for individual officers" (page 15).