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(Securities Code: 6328)

March 4, 2022

To our shareholders:

Toshinori Yoshida
Representative Director, President,
Executive Officer & COO
EBARA JITSUGYO CO., LTD.
7-14-1 Ginza, Chuo-ku, Tokyo

Notice of the 83rd Annual General Meeting of Shareholders

We are pleased to announce the 83rd Annual General Meeting of Shareholders of EBARA JITSUGYO CO., LTD. (the “Company”), which will be held as described below.

If you will not attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. In that case, please review the Reference Documents for General Meeting of Shareholders as stated hereafter, and vote according to the “Information on Exercising Voting Rights” (in Japanese only) by 5:30 p.m. on Wednesday, March 23, 2022 (JST).

- 1. Date and Time:** Thursday, March 24, 2022, at 10:00 a.m. (JST)
(Reception will open at 9:30 a.m.)
- 2. Venue:** 6-14-10 Ginza, Chuo-ku, Tokyo
“Sakura,” 2F, Courtyard by Marriott Ginza Tobu Hotel

3. Purpose of the Meeting

Matters to be reported:

- (1) The Business Report and the Consolidated Financial Statements for the 83rd fiscal year (from January 1, 2021 to December 31, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
- (2) Report on the Non-consolidated Financial Statements for the 83rd fiscal year (from January 1, 2021 to December 31, 2021)

Matters to be resolved:

<Company Proposals>

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| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendment of the Articles of Incorporation |
| Proposal No. 3 | Election of Four Directors (Excluding Audit and Supervisory Committee Members) |
| Proposal No. 4 | Election of Five Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 5 | Election of One Substitute Director Who Is an Audit and Supervisory Committee Member |

<Shareholder Proposals>

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| Proposal No. 6 | Revision of Remuneration Amount under Restricted Share-based Remuneration System |
| Proposal No. 7 | Acquisition of Treasury Shares |
| Proposal No. 8 | Election of Director |

- Of the documents to be attached to this notice, information on matters to be indicated in the Notes to the Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company’s website (<https://www.ejk.co.jp/>) in accordance with the provisions of relevant laws and regulations, and the Company’s Articles of Incorporation. These notes are not therefore included in the attachments to this notice.

The Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit and Supervisory Committee and Financial Auditor in preparing the Audit Report and Accounting Audit Report include information provided in the attachments and matters need to be presented as the “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements.”

- If there is any matter that necessitates an amendment to the Reference Documents for General Meeting of Shareholders, Business Report, or Consolidated and Non-consolidated Financial Statements, the amended matter will be published on our website (<https://www.ejk.co.jp/>).

Highlights of initiatives for corporate governance

1. Capital policy and shareholder returns

[Basic Policy] (clarified in February 2021)

- ◆ Continuously implemented stable dividends with a target consolidated payout ratio of 35%
- ◆ As one means of returning profits to shareholders, the Company flexibly purchased its own shares, taking into consideration such factors as demand for funds and stock price levels

[Action in 2021]

- ◆ Increased dividends by 21% compared to initial forecast (up 55% year-on-year) due to the upward revision of the results forecast
- ◆ Acquired treasury shares valued at approximately ¥1,000 million (3% of total shares issued excluding treasury shares) and the total payout ratio was 65.3%

2. Introduction of restricted share-based remuneration

- ◆ Revised the basic policy on director remuneration, and introduced restricted share-based remuneration in March 2021

3. Improvement of liquidity of shares and expansion of investors

- ◆ An employee shareholding association trust type ESOP was introduced in April 2021 (approximately 60,000 shares, ¥300 million).
- ◆ A share split was conducted in July 2021 (1:2 share split of common stock).

4. Reduction of cross-shareholdings

- ◆ A review on shareholding rationale for cross-shareholdings was conducted during the fiscal year ended December 2021, and it was decided to reduce shareholdings for four stocks and steps were made to suspend all trading partner shareholding associations.
- ◆ As of December 31, 2021, the Company held 8 stocks of other than unlisted securities with a total worth of ¥2,260 million (equivalent of 11.8% of the consolidated net assets of ¥19,152 million as of December 31, 2021), and by February 2022 the Company had reduced its holdings in four stocks by ¥362 million, and the balance of cross-shareholdings, when converted to market value as of December 31, 2021, was equivalent to 9.9% of the consolidated net assets as of December 31, 2021.

5. Establishment of Nomination Committee and Remuneration Committee

- ◆ The Nomination and Remuneration Committee was separated into the Nomination Committee and Remuneration Committee, clarifying their respective roles.

Reference Documents for General Meeting of Shareholders

<Company Proposal>

Proposal No. 1 Appropriation of Surplus

The Company pursues a balance between financial soundness, capital efficiency, and profit returns, while aiming to expand profits by making capital investments for new business development, growth investment such as business alliances and M&As, and improving profitability, aiming to improve shareholder value. The Company also recognizes that returning profits to shareholders is a significant management issue.

Regarding year-end dividends for the current fiscal year and other appropriation of surplus, the Company proposes the following, having given consideration to business performance for the current fiscal year and future business development.

1. Year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

¥47.50 per common share of the Company

Total dividends: ¥585,672,435

Notes: The Company performed a share split resulting in two shares for each common share on July 1, 2021. The interim dividend (¥75 per share) paid with June 30, 2021 as the record date is equivalent to ¥37.50 per share when converted into the dividend per share after the share split. As a result, the amount equivalent to the annual dividend for the current fiscal year is ¥85 per share when combined with the year-end dividend, an increase of ¥30 per share.

(3) Effective date of dividends of surplus

March 25, 2022

2. Other appropriation of surplus

(1) Item of surplus to be increased and amount of increase

General reserve: ¥1,000,000,000

(2) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥1,000,000,000

<Company Proposal>

Proposal No. 2 Partial Amendment of the Articles of Incorporation

1. Reasons for the Proposal

The following amendment to the Company’s Articles of Incorporation is proposed to prepare for the introduction of a system of electronic provision of materials for the general meeting of shareholders due to the amendment provision prescribed in the proviso of Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) coming into effect on September 1, 2022.

- (1) Article 15, Paragraph 1 of the proposed amendment is proposed to specify electronic provision measures for information contained in the reference documents, etc. for the general meeting of shareholders.
- (2) Article 15, Paragraph 2 of the proposed amendment is proposed to establish a provision limiting the scope of matters stated in documents delivered to shareholders requesting delivery of documents.
- (3) The deletion of the provision on Internet disclosure and deemed provision of reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) is proposed because this will no longer be required.
- (4) The establishment of Supplementary Provisions on the effective date, etc. of the above establishment and deletion of provisions is proposed.

2. Details of the Amendment

The details of the amendment are as follows.

(Underlined sections indicate changes.)

Current Articles of Incorporation	Proposed Amendment
<p><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.)</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: right;">(New)</p> <p>(Supplementary Provisions)</p> <p style="text-align: right;">(New)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>Article 15 (Electronic Provision Measures, etc.)</u></p> <p><u>1. The Company shall take electronic provision measures for information contained in the reference documents, etc. for the general meeting of shareholders when convening a general meeting of shareholders.</u></p> <p><u>2. The Company may elect not to state all or part of the matters subject to electronic provision measures that are specified by the Ministry of Justice Order in the documents delivered to shareholders who request delivery of documents before the record date for voting.</u></p> <p>(Supplementary Provisions)</p> <p><u>Article 3 (Transitional Measures Concerning the Electronic Provision of Materials for the General Meeting of Shareholders)</u></p>

Current Articles of Incorporation	Proposed Amendment
	<p>1. <u>The amendment to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p>2. <u>Notwithstanding the provision of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) of the Articles of Incorporation shall remain in effect for general meetings of shareholders held within six months from the effective date.</u></p>
	<p>3. <u>The provisions of these Supplementary Provisions shall be deleted after the later date of either the date on which six months have elapsed from the Date of Enforcement or the date on which three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph.</u></p>

<Company Proposal>

Proposal No. 3 Election of Four Directors (Excluding Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of four Directors.

In addition, the Company's Audit and Supervisory Committee has judged each candidate to be an appropriate nomination for the position of Director of the Company for this proposal.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Hisashi Suzuki	Representative Director, Chairman & CEO	<input type="checkbox"/> Reelection
2	Toshinori Yoshida	Representative Director, President, Executive Officer & COO, Supervising Administration, Supervising the Company's Products	<input type="checkbox"/> Reelection
3	Takashi Ishii	Director, Managing Executive Officer, Supervising Sales, General Manager of Environmental Equipment Division	<input type="checkbox"/> Reelection
4	Shuji Ohno	Director, Managing Executive Officer, Head of Planning & Strategy Office	<input type="checkbox"/> Reelection

Reelection Candidate for Director to be reelected

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	Takashi Ishii (February 10, 1962) <u>Reelection</u>	Mar. 1996 Joined the Company	17,176 shares
		Jan. 2005 General Manager of Environmental Equipment Sales Department II	
July 2009 General Manager of Wind & Water Power Division			
Jan. 2012 Executive Officer			
Jan. 2013 Senior Executive Officer			
Jan. 2013 General Manager of Environmental Equipment Division (current position)			
Jan. 2017 Managing Executive Officer (current position)			
Mar. 2019 Director (current position)			
Mar. 2019 Supervising Sales as deputy			
Apr. 2020 Supervising Sales (current position)			
(Reasons for nomination as candidate for Director) Mr. Takashi Ishii has long been engaged in wind and water powered cooling device-related business, and has exhibited strong leadership and driven the growth of the business as the supervisor of the business. He was appointed to the position of Supervising Sales in April 2020, and also has abundant management experience, accomplishments and insight such as leading company-wide incoming orders and sales promotion, and actively promoting the creation of a risk management system for quality, etc. as the Chairman of the Project Review Committee. Based on the skills and knowhow including sales and management strategy, quality and sustainability obtained through his experience to date, he is expected to contribute to further growth of the Group in future. Therefore, the Company proposes his reelection as Director.			
4	Shuji Ohno (June 9, 1967) <u>Reelection</u>	Oct. 1996 Joined the Company	23,025 shares
		Apr. 2002 General Manager of Accounting Department	
Jan. 2007 Executive Officer			
Jan. 2013 Senior Executive Officer			
Jan. 2013 General Manager of Administration Division			
July 2015 Head of President's Office			
July 2016 Head of Planning & Strategy Office (current position)			
Mar. 2020 Director (current position)			
Mar. 2020 Managing Executive Officer (current position)			
(Reasons for nomination as candidate for Director) Mr. Shuji Ohno has been involved in operations such as accounting and finance, corporate planning, public relations and investor relations since joining the Company, and has abundant experience and knowledge in these areas. He also engaged in the formulation of the Medium-term Management Plan, and has performed a central function in the drafting of the entire Group's management strategy. Based on the skills and knowhow including finance, accounting, investor relations and sustainability obtained through his experience to date, he is expected to contribute to further growth of the Group in future. Therefore, the Company proposes his reelection as Director.			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. The number of the Company's shares owned by each candidate is the current number of shares held as of the end of the fiscal year under review (December 31, 2021). In addition, the number presented includes shareholdings of the candidate in the Company's officer stock ownership.
 3. The Company has concluded an officer liability insurance policy pursuant to the provision of Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages in the event of the insured including the Company's officers being liable for damages arising from operations are covered by the insurance. Each of the candidates will be insured under the insurance policy if elected and appointed as Directors. The Company bears the entire cost of insurance premiums. The Company also plans to renew the insurance policy with the same conditions at the time of the next renewal.

<Company Proposal>

Proposal No. 4 Election of Five Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of five Directors who are Audit and Supervisory Committee Members, increasing their number by one to strengthen the audit and supervisory system.

This proposal has been approved by the Audit and Supervisory Committee.

The candidates for Director who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current Position in the Company	Candidate Attributes
1	Hitoshi Kobayashi	General Manager of Audit Office	<input type="checkbox"/> New
2	Seigo Hirayama	Outside Director (Audit and Supervisory Committee Member)	<input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Reelection
3	Noboru Tachibana	Outside Director (Audit and Supervisory Committee Member)	<input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Reelection
4	Kazuo Ishibashi	Outside Director (Audit and Supervisory Committee Member)	<input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Reelection
5	Aki Shimizu	—	<input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> New

Outside Candidate for Outside Director Independent Candidate for independent officer New New candidate

Reelection Candidate for reelection

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	Hitoshi Kobayashi (February 25, 1958) <u>New</u>	<p>Mar. 1978 Joined the Company</p> <p>Apr. 1996 General Manager of General Affairs Department</p> <p>Jan. 2007 Executive Officer</p> <p>May 2007 General Manager of Legal Affairs Department</p> <p>Mar. 2008 Director</p> <p>Mar. 2008 General Manager of Administration Division</p> <p>Jan. 2013 Senior Executive Officer</p> <p>Jan. 2013 General Manager of Measurement Equipment and Medical Division</p> <p>Jan. 2015 General Manager of Engineering Division</p> <p>Jan. 2022 General Manager of Audit Office (current position)</p>	28,067 shares
<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member)</p> <p>Mr. Hitoshi Kobayashi has served in key positions not only in the Company's corporate divisions such as General Affairs, Legal and the Business Planning Office, but also business divisions playing a role in the environmental business that the Company is focusing upon, and has abundant experience such as building internal controls required of listed companies for ensuring the appropriateness of financial reporting. At present, he is actively conducting audit operations as General Manager of the Audit Office.</p> <p>He is expected to supervise management as a Director who is an Audit and Supervisory Committee Member based on skills and knowhow including production/technology/quality/R&D, legal/compliance and labor/human resource development obtained through his experience to date. For this reason, the Company proposes his election as a new Director who is an Audit and Supervisory Committee Member.</p>			
2	Seigo Hirayama (April 15, 1934) <u>Outside</u> <u>Reelection</u>	<p>Apr. 1964 Registered as an attorney at law</p> <p>Apr. 1967 Managing Partner of Hirayama and Suzuki Law Office (now Hirayama, Fukushima and Suzuki Law Office) (current position)</p> <p>July 1983 Company Auditor, Ebara Corporation</p> <p>June 1998 Company Auditor of the Company</p> <p>Apr. 2006 President, Japan Federation of Bar Associations</p> <p>Mar. 2016 Outside Director (Audit and Supervisory Committee Member) (current position)</p>	5,997 shares
<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member and overview of expected roles)</p> <p>Mr. Seigo Hirayama has a high level of knowledge of legal matters in general including corporate law as an attorney, and also has abundant experience such as serving in key roles in the legal community such as President of the Japan Federation of Bar Associations. In particular, he has contributed to the improvement of the effectiveness of the Company's Board of Directors by actively providing comments in meetings of the Board of Directors, and has also promoted the strengthening of the Company's corporate governance by expressing opinions as a member of the Nomination Committee and the Remuneration Committee.</p> <p>He is expected to contribute to further strengthening corporate governance by auditing the execution of duties of Directors from an objective and fair position as an Outside Director who is an Audit and Supervisory Committee Member based on skills and knowhow including legal/compliance and labor/sustainability obtained through his experience to date. For this reason, the Company proposes his reelection as an Outside Director who is a Full-time Audit and Supervisory Committee Member.</p> <p>Although Mr. Hirayama does not have experience of direct involvement in corporate management through methods other than serving as an outside officer, the Company has determined that he will appropriately fulfill his duties as Outside Director for the reasons above.</p>			

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	Noboru Tachibana (August 2, 1950) <u>Outside</u> <u>Reelection</u>	Apr. 1974 Joined The Dai-ichi Kangyo Bank, Limited (now Mizuho Bank, Ltd.) Sept. 1987 London Branch, The Dai-ichi Kangyo Bank, Limited Apr. 1995 General Manager, Chigasaki Branch, The Dai- ichi Kangyo Bank, Limited Feb. 1998 General Manager, Nagoya Ekimae Branch, The Dai-ichi Kangyo Bank, Limited May 2000 General Manager, Ginza Branch, The Dai-ichi Kangyo Bank, Limited Apr. 2002 General Manager, Public Affairs Department No. 2, Mizuho Bank, Ltd. Oct. 2004 Representative Director and Senior Managing Director, OCR Co., Ltd. Oct. 2006 General Manager, Finance Department, Kogakuin University Apr. 2008 Director and General Manager, Finance Department, Kogakuin University Mar. 2012 Outside Director of the Company Mar. 2016 Outside Director (Audit and Supervisory Committee Member) (current position)	6,646 shares
<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member and overview of expected roles)</p> <p>Mr. Noboru Tachibana has intimate familiarity with international finance and abundant knowledge on finance developed through his experience working overseas and in corporate management in a globally operating financial group, in addition to abundant experience and knowledge on management in general. In particular, he actively comments on management strategy and human resource development, stimulates discussion in the Board of Directors and contributes to the improvement of effectiveness of the Company's Board of Directors, in addition to actively commenting on the Company's corporate governance as chair of the Nomination Committee and as a member of the Remuneration Committee.</p> <p>He can be expected to supervise management from an objective viewpoint independent of executives as an Outside Director who is an Audit and Supervisory Committee Member based on skills and knowhow including global and labor/human resource development obtained through his experience to date. For this reason, the Company proposes his reelection as a new Director who is an Audit and Supervisory Committee Member.</p>			

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	<p style="text-align: center;">Kazuo Ishibashi (November 5, 1952)</p> <p style="text-align: center;">Outside Reelection</p>	<p>Nov. 1975 Joined Tohmatsu, Awoki & Co. (now Deloitte Touche Tohmatsu LLC)</p> <p>Aug. 1980 Registered as a Certified Public Accountant</p> <p>July 1988 Partner, Tohmatsu, Awoki & Co. (now Deloitte Touche Tohmatsu LLC)</p> <p>Aug. 1989 Assigned to New York Office of Touche Ross & Co. (now Deloitte Touche Tohmatsu LLC), Executive Partner of New York Regional Operations</p> <p>Nov. 2007 Headquarters Auditor, Tohmatsu, Awoki & Co. (now Deloitte Touche Tohmatsu LLC)</p> <p>Nov. 2014 Chairman, Audit Committee, Deloitte Touche Tohmatsu LLC</p> <p>Jan. 2018 Managing Partner, Kazuo Ishibashi Certified Public Accountant's Office (current position)</p> <p>June 2018 Director, the Amada Foundation (current position)</p> <p>June 2019 Director, the Salt Industry Center of Japan (current position)</p> <p>Mar. 2020 Outside Director of the Company (Audit and Supervisory Committee Member) (current position)</p>	0 shares
<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member and overview of expected roles)</p> <p>Mr. Kazuo Ishibashi has abundant experience and advanced knowledge in his specialized area accumulated as a certified public accountant at a globally operating audit firm and as a chief auditing officer at a large firm for many years. In particular, he actively comments on areas such as auditing, accounting and risk management, stimulates discussion in the Board of Directors and contributes to the improvement of effectiveness of the Company's Board of Directors, in addition to actively offering suggestions on the Company's corporate governance as chair of the Remuneration Committee and as a member of the Nomination Committee.</p> <p>He can be expected to supervise management from an objective viewpoint independent of executives as an Outside Director who is an Audit and Supervisory Committee Member based on skills and knowhow including not only audit/finance/accounting/IR, but also global, human resource development, compliance and sustainability obtained through his experience to date. For this reason, the Company proposes his reelection as a new Director who is an Audit and Supervisory Committee Member.</p> <p>Although Mr. Ishibashi has not been directly involved in corporate management in ways other than being an outside officer, he has overseen management meetings as a Headquarters Auditor, etc. of a large auditing firm for many years and has experience of being involved in organizational management. The Company has determined that he will appropriately fulfill his duties as Outside Director for the reasons above.</p>			

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	Aki Shimizu (June 18, 1977) Outside New	Nov. 2004 Passed the bar exam Oct. 2006 Assistant Judge, Saitama District Court Apr. 2009 Prosecutor attached to the Litigation Department, Sapporo Legal Affairs Bureau Apr. 2011 Assistant Judge, Yokohama Family Court Apr. 2012 Assistant Judge, Yokohama District Court Apr. 2015 Assistant Judge, Matsudo Branch, Chiba District and Family Court Oct. 2016 Judge, Chiba District and Family Court Jan. 2018 Registered as an attorney at law Jan. 2018 Joined Seiwa Meitetsu Law Office (now Meitetsu Law Offices) (current position) <Significant concurrent positions outside the Company> Outside Director, ISB Corporation (to be appointed on March 25, 2022)	0 shares
(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member and overview of expected roles) Ms. Aki Shimizu has served as a judge resolving general civil cases, labor cases and administrative cases, etc., and currently works as an attorney. She has advanced knowledge and abundant experience in legal affairs in general, including corporate law. She can be expected to supervise management from an objective viewpoint independent of executives such as providing expert suggestions on strengthening the supervisory functions of the Company's Board of Directors, strengthening compliance management and promoting diversity from a position independent from management by utilizing the abundant experience and advanced insight and expertise in the legal field based on skills and knowhow including legal affairs/compliance, labor/human resource development and sustainability. Although Ms. Shimizu does not have experience of direct involvement in corporate management, the Company has determined that she will appropriately fulfill her duties as Outside Director for the reasons above.			

New candidate Reelection Candidate for reelection Outside Candidate for Outside Director

- Notes:
- There is no special interest between any of the candidates for Outside Director who are Audit and Supervisory Committee Members and the Company.
 - The number of the Company's shares owned by each candidate is the current number of shares held as of the end of the fiscal year under review (December 31, 2021). In addition, the number presented includes shareholdings of the candidate in the Company's officer stock ownership.
 - Messrs. Seigo Hirayama, Noboru Tachibana and Kazuo Ishibashi are Outside Directors of the Company, and their respective terms of office are as follows as of the conclusion of the general meeting.
Seigo Hirayama: 6 years, Noboru Tachibana: 10 years (including 6 years as Audit and Supervisory Committee Member), Kazuo Ishibashi: 2 years
 - The Company has concluded agreements with Messrs. Seigo Hirayama, Noboru Tachibana and Kazuo Ishibashi limiting liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to Article 427, paragraph (1) of the Companies Act, and the limit on damages pursuant to the agreement is the minimum liability amount specified in Article 425, paragraph (1) of the Companies Act. The Company intends to renew the agreements with the same content if the reappointment of the three candidates is approved.
Furthermore, the Company intends to conclude a similar agreement limiting liability with Ms. Aki Shimizu if her appointment is approved.
 - The Company has concluded an officer liability insurance policy pursuant to the provision of Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages in the event of the insured including the Company's officers being liable for damages arising from operations are covered by the insurance. Each of the candidates will be insured under the insurance policy if elected and appointed as Directors who are Audit and Supervisory Committee Members. The Company bears the entire cost of insurance premiums. The Company also plans to renew the insurance policy with the same conditions at the time of the next renewal.
 - The Company has provided notification that Messrs. Seigo Hirayama, Noboru Tachibana and Kazuo Ishibashi are independent officers pursuant to the provisions set forth by the Tokyo Stock Exchange. The Company intends to continue to treat the three candidates as independent officers if their reappointment is approved.
Furthermore, the Company intends to provide notification to the Tokyo Stock Exchange on Ms. Aki Shimizu as an independent officer.

(Reference)

Independence Standard for Outside Directors

EBARA JITSUGYO CO., LTD. (hereinafter referred to as “the Company”) has specified the following independence standards for Outside Directors in the Company, and if an Outside Director is found to not fall under any of the following items, the Outside Director is judged to have adequate independence for the Company.

1. A former employee (Note 1) of the Company or a consolidated subsidiary of the Company (hereinafter referred to as “the Group”)
2. A person below who is currently related to the Group or has been in the past three years:
 - (1) An executive of a company, etc. falling under any of the following:
 - (i) A major customer to which sales account for more than 2% of the consolidated net sales of the Group
 - (ii) A major supplier from which purchases account for more than 2% of the consolidated net sales of the supplier
 - (iii) A financial institution from which outstanding borrowings exceed 2% of the Group’s consolidated total assets
 - (2) A shareholder holding 10% or more of the total voting rights in the Company, or an executive thereof if the shareholder is an organization such as a corporation
 - (3) A person who was directly engaged in accounting audit operations pertaining to the Company
 - (4) A person providing professional services who receives a large amount of consideration (Note 2)
 - (5) A recipient of a large donation, financing or credit guarantee (Note 3)
3. A spouse, relative within the second degree of kinship or person living with a person falling under any of the above items

(Note 1) Former employee refers to a Director (excluding Outside Directors), company auditor (excluding outside company auditors), executive officer, other similar person or employee (hereinafter referred to as “executive”) of the Group or person who has served as an executive of the Group in the past ten years.

(Note 2) A person providing professional services such as an attorney, a certified public accountant, a certified public tax accountant, a patent attorney, a judicial scrivener or a management consultant receiving more than ¥10 million (excluding tax) per year in consideration other than officer remuneration from the Group, or if the party is an organization such as a corporation, executives and persons belonging to an organization whose consideration from the Group exceeds 2% of the organization’s consolidated net sales.

(Note 3) A person who has received donations, financing or credit guarantees exceeding ¥10 million per year from the Group, or an executive thereof if the recipient is an organization such as a corporation.

(Reference)**Skill Matrix**

The nominations of the candidates for Director were decided by the Board of Directors after it received advice and suggestions from the Nomination Committee, after said committee, which is chaired by an Independent Outside Director and whose members are made up by a majority of Independent Outside Directors, deliberated the matter. In addition, consideration is given not only to a candidate's familiarity with the Company's operations and the power of judgment, expertise and knowledge required of them, but also their high sense of ethics.

In order for the Board of Directors to appropriately fulfill its own decision-making function and its function of management oversight, the following skill matrix is presented to specify the expected roles and possessed skills and experience of each director candidate.

Of the four Independent Outside Directors, one of them has the experience of playing a role in corporate management at another company.

Name		Areas of specialization and experience								Outside Independence
		Corporate Management	Sales Management strategy	Production and technology Quality Research and development	Finance, accounting and IR	Global	Labor Human resource development	Legal, compliance, risk management	Sustainability	
Directors	Hisashi Suzuki	●	●	●	●			●		
	Toshinori Yoshida	●		●			●	●	●	
	Takashi Ishii		●	●					●	
	Shuji Ohno		●		●				●	
Directors who are Audit and Supervisory Committee Members	Hitoshi Kobayashi		●	●				●		
	Seigo Hirayama						●	●	●	●
	Noboru Tachibana	●	●			●	●			●
	Kazuo Ishibashi				●	●	●	●		●
	Aki Shimizu						●	●	●	●

<Company Proposal>

Proposal No. 5 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

In case of a shortage in the number of Directors who are Audit and Supervisory Committee Members specified by law, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member.

This proposal has been approved by the Audit and Supervisory Committee.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

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
Akihiro Fukushima (June 15, 1961)	Apr. 1993 Registered as an attorney at law Joined Hirayama, Suzuki and Urabe Law Office (now Hirayama, Fukushima and Suzuki Law Office) (current position)	0 shares
<p>(Reasons for nomination as candidate for substitute Director who is an Audit and Supervisory Committee Member and overview of expected roles)</p> <p>Mr. Akihiro Fukushima has expert knowledge and experience as an attorney, and the Company proposes him as a candidate for substitute Director who is an Audit and Supervisory Committee Member because it is of the view that he will reflect his perspective from an outside independent position in auditing and that the Company's Audit and Supervisory Committee will be rejuvenated. Although Mr. Fukushima does not have experience of direct involvement in corporate management, the Company has determined that he will appropriately fulfill his duties as Outside Director for the reasons above.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Mr. Akihiro Fukushima is a candidate for substitute Outside Director.
 3. If Mr. Akihiro Fukushima is appointed as a Director who is an Audit and Supervisory Committee Member, the Company intends to conclude an agreement with him limiting liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to Article 427, paragraph (1) of the Companies Act. The limit on damages pursuant to the agreement will be the minimum liability amount specified in Article 425, paragraph (1) of the Companies Act.
 4. The Company has concluded an officer liability insurance policy pursuant to the provision of Article 430-3, paragraph (1) of the Companies Act with an insurance company, and damages in the event of the insured including the Company's officers being liable for damages arising from operations are covered by the insurance. Mr. Akihiro Fukushima will be insured under the insurance policy if appointed as a Director who is an Audit and Supervisory Committee Member.
 5. The Company intends to provide notification on Mr. Akihiro Fukushima as an independent officer if he is appointed as a Director who is an Audit and Supervisory Committee Member.

Proposal No. 6 to Proposal No. 8 are proposals by one shareholder (hereinafter referred to as “proposing shareholder”).

The outline of the proposal and reason for the proposal submitted are stated without changes to the original Japanese text.

<Shareholder Proposal>

Proposal No. 6 Revision of Remuneration Amount under Restricted Share-based Remuneration System

(1) Outline of the proposal

It is proposed that, in order to grant a monetary remuneration claim for granting restricted shares, the remuneration amount for Directors eligible for the Restricted Share-based Remuneration System (hereinafter referred to as “the System”) (including Outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter referred to as “Eligible Directors”) is set to within a total amount of ¥340 million per year apart from the annual remuneration amount of basic remuneration, and that the maximum number of shares to be granted is 134,300 shares (of which the total annual amount for Outside Directors and Directors who are Audit and Supervisory Committee Members is ¥60 million, and the maximum number of shares granted thereto is 23,700 shares). It is proposed that the specific timing of payment and distribution is to be determined in the Board of Directors.

(2) Reasons for the Proposal

The Company pays up to a total amount of ¥35 million per year as remuneration for granting restricted shares to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) as resolved in the Annual General Meeting of Shareholders held on March 25, 2021, but it cannot be considered that value is sufficiently shared between Directors and shareholders, which is the objective of the Restricted Share-based Remuneration System, because the amount is extremely small and Outside Directors and Directors who are Audit and Supervisory Committee Members are excluded from the Eligible Directors. It is believed that the personnel eligible for the System should include not only all Directors (including Outside Directors and Directors who are Audit and Supervisory Committee Members), but also the top 20 management executives including executive officers. Furthermore, I propose that the officers and employees eligible for the System be granted restricted shares equivalent to three times their cumulative fixed remuneration or salary over the next three years. As stated in the “Board Members’ Remuneration to Promote Proactive Business Management” that was published by the Ministry of Economy, Trade and Industry in April 2014 and subsequently undergone continuous revisions, it is believed to be desirable to grant appropriate and effective share-based remuneration to management executives to promote management from a shareholder’s viewpoint and provide an incentive for enhancement of medium- to long-term performance.

Opinion of the Company's Board of Directors

The Board of Directors **opposes this Shareholder Proposal.**

The Company's basic policy on remuneration for the Company's Directors is to have a remuneration system that promotes the sharing of value with shareholders, thereby enabling the recruitment and retention of excellent human resources who can implement the Company's management philosophy while suitably functioning as an incentive to sustainably improve the Company's corporate value, and to determine an appropriate level of remuneration for Directors based on their respective responsibilities.

At the Annual General Meeting of Shareholders held on March 2021, the introduction of a restricted share-based remuneration system was approved with the aim of providing Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) an incentive to continuously improve the Company's corporate value and to further promote shared value with shareholders. When introducing the system, consideration was given to the suitability of the overall remuneration level by referring to officer remuneration survey data provided by an external research organization. Furthermore, the Company has established a Remuneration Committee chaired by an Independent Outside Director and with Independent Outside Directors making up the majority of members as a voluntary advisory body to the Board of Directors in order to ensure objectivity and fairness concerning the remuneration of Directors, and the introduction of the system was submitted to the General Meeting of Shareholders after undergoing deliberation in the Remuneration Committee.

Based on the above course of events, the current remuneration for the Company's Directors is made up of fixed basic remuneration determined according to position and duties, performance-linked remuneration for the purpose of increasing responsibility and consciousness of achievement of fiscal year performance targets, and restricted share-based remuneration providing an incentive for continuously increasing corporate value.

While referring to the survey data on officer remuneration mentioned above, the fixed basic remuneration is calculated based on the required duties and responsibilities, etc., and the performance-linked remuneration is calculated based on a comprehensive assessment of the achievement rates, etc. of the respective management indicators, including operating profit, net profit, along with ROE, etc., that are set as the performance items in order to clearly express business performance for the fiscal year. Moreover, the total amount of monetary remuneration paid for granting restricted share-based remuneration is set to within ¥35 million per year as an amount that is adequate for achieving the above objective and considering the current level of Director remuneration while considering the balance with fixed basic remuneration and performance-linked remuneration and referring to the survey data on officer remuneration mentioned above, with up to 19,200 of the Company's common shares being delivered as restricted shares (the maximum number may be reasonably adjusted in the event of a share split, etc.), and this was approved at the Annual General Meeting of Shareholders held in March 2021.

Under such a remuneration system, the shareholder proposal to set the remuneration amount for Directors eligible for the Restricted Share-based Remuneration System to within a total amount of ¥340 million (maximum number of shares to be granted of 134,300 shares) lacks a balance between the fixed basic remuneration and the performance-linked remuneration and deviates considerably from the Company's basic policy for Director remuneration, and it can be considered as an excessive remuneration amount with a significant lack of balance among stakeholders from the company size, level of operating profit, etc.

Furthermore, this shareholder proposal indicates that the restricted share-based remuneration system would be introduced for all Directors including Directors who are Audit and Supervisory Committee Members, but Directors who are Audit and Supervisory Committee Members are expected to audit the execution of operations by Directors and strengthen management supervisory functions of the Board of Directors, and therefore the Company's policy is to not include them within the scope of the restricted share-based remuneration.

The Board of Directors therefore opposes this Shareholder Proposal.

<Shareholder Proposal>

Proposal No. 7 Acquisition of Treasury Shares

(1) Outline of the proposal

It is proposed that the Company acquires a total of 1,220,000 of the Company's common shares in exchange for cash with a total acquisition value of up to ¥3,050,000,000 within one year of the conclusion of this Annual General Meeting of Shareholders pursuant to the provision of Article 156, Paragraph (1) of the Companies Act.

(2) Reasons for the Proposal

It is believed that steps should be taken to acquire approximately 10% of the Company's total number of issued shares (excluding treasury shares) to expand shareholder return and increase capital efficiency.

Opinion of the Company's Board of Directors

The Board of Directors **opposes this Shareholder Proposal.**

The Company pursues a balance between financial soundness, capital efficiency, and profit returns, while aiming to expand profits by making capital investments for new business development, growth investment such as business alliances and M&As, and improving profitability, aiming to improve corporate value.

We consider the return of profits to shareholders to be an important management issue, and our basic policy for the distribution of profits is to continue to provide stable dividends with a target consolidated payout ratio of 35%, and to flexibly acquire treasury shares with consideration for aspects such as funding needs and share price as one means of providing returns.

Based on this basic policy, the Company is continuously engaged in improving and strengthening returns to shareholders as shown in the table below, and paid a dividend of ¥85 (an increase of ¥30 year on year based on the amount after the share split) with a target consolidated annual payout ratio of 35% and acquired approximately ¥1,000 million in treasury shares (3.0% of the total number of issued shares excluding treasury shares) in the fiscal year ended December 31, 2021. As a result, the total payout ratio for the fiscal year ended December 31, 2021 was 65.3%. As outlined in the EJ2024 Medium-term Management Plan, the Company plans to allocate between ¥2,500 million and ¥3,000 million to research and development investment, and between ¥2,500 million and ¥4,500 million to growth investment such as human resource investment including research and development personnel, capital investment in priority areas, and M&A during the period of the plan, with the aim of increasing medium- to long-term corporate value.

Meanwhile, the acquisition of treasury shares based on this shareholder proposal is an excessive level that exceeds the profit of ¥2,800 million forecast for the fiscal year ending December 31, 2022, and must be considered to be based on a short-term perspective. If such a proposal were to be approved, the source of funding for growth investment would be impaired, and this may not only stagnate the Company's medium- to long-term growth and improvement of corporate value, but also harm financial stability, and it is believed that this would damage the interests of shareholders as a result.

The Board of Directors therefore opposes this Shareholder Proposal.

(Reference) Shareholder returns to date

Classification	Fiscal year ended December 31, 2017	Fiscal year ended December 31, 2018	Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2021
Annual dividend per share	¥25	¥30	¥30	¥55	¥85
Acquisition of treasury shares	–	¥270 million	–	¥570 million	¥1,000 million

- Notes:
1. The annual dividend per share for the fiscal year ended December 31, 2021 is subject to approval of Proposal No. 1 at this Annual General Meeting of Shareholders.
 2. A 1:2 share split was conducted on July 1, 2021, and the values of the annual dividend per share for the fiscal year ended December 31, 2020 and earlier are also shown based on the value after the share split.

<Shareholder Proposals>

Proposal No. 8 Election of Director

(1) Outline of the proposal

The election of one Director is proposed.

The candidate for Director is as follows:

Name:	Kazutaka Mizuochi	
Date of birth:	March 15, 1970	
Career summary	Apr. 1997	Registered as an attorney at law
	Apr. 1997	Joined Tokyo Aoyama Law Office (now Baker & McKenzie (Gaikoku Joint Enterprise))
	July 2018	Joined Hibiya-Nakata (current position)
	Feb. 2020	President, Rising Sun Management Ltd. (current position)

Number of the
Company's shares
owned: –

(2) Reasons for the Proposal

The candidate for Director has abundant experience and a wide range of insight as a corporate law and international law attorney, and also has expert knowledge on corporate governance, investor relations and capital policy. For this reason, it is believed that his experience and insight will contribute to the further improvement of the Group's corporate value.

Opinion of the Company's Board of Directors

The Board of Directors **opposes this Shareholder Proposal.**

The Company has established a Nomination Committee chaired by an Independent Outside Director and with Independent Outside Directors making up the majority of members as a voluntary advisory body to the Board of Directors in order to ensure objectivity and fairness concerning the election of Directors. The selection of candidates for Director is determined in the Board of Directors based on advice and proposals from the Nomination Committee, and the candidates for Director submitted to this Annual General Meeting of Shareholders have also undergone the same determination process.

In total, there are nine candidates for Director proposed by the Company, including the new addition of one Outside Director candidate who will contribute diversity awareness (the Company plans to provide notification to the Tokyo Stock Exchange on the candidate as an independent officer), and each of these candidates possess not only a high sense of ethics, but also the power of judgment, expertise and knowledge that is required of them. If the candidates for Director proposed by the Company are elected, there will be four Independent Outside Directors including one new member, and four of the nine Directors will be Independent Outside Directors.

All five candidates for internal Director (including one candidate for internal Director who is an Audit and Supervisory Committee Member) are well-versed in the Company's operations, and each has knowledge, experience and expertise in areas such as sales, production/technology, finance/accounting/IR, labor/human resource development. Furthermore, there are five candidates for Directors who are Audit and Supervisory Committee Members, and four of these are candidates for Outside Director whom we plan to provide notification on to the Tokyo Stock Exchange as independent officers. One of the four candidates for Outside Director has abundant experience as a corporate executive, while two are attorneys and one is a certified public accountant, and each has expert knowledge and experience in providing advice and oversight to companies, in addition to deep insight into corporate governance. The Company's Board of Directors believes that the Board of Directors made up of such candidates for Director proposed by the Company is the optimal composition for supervising the execution of management aimed at the achievement of the Company's EJ2024 Medium-term Management Plan, and that this will lead to the sustained improvement of the Company's corporate value, and is thereby in the interest of shareholders.

Meanwhile, the candidate for Director in this shareholder proposal serves as the President of Rising Sun Management Ltd., an investment advisor to Nippon Active Value Fund plc, which owns 6.8% of the Company's shares (percentage of shares in relation to the total number of shares issued excluding treasury shares), and is not believed to be appropriate as a Director of the Company from the perspective of avoiding a potential or structural conflict of interest with general shareholders.

The Board of Directors therefore opposes this Shareholder Proposal.