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(Securities Code: 6315)

June 7, 2023

CONVOCATION NOTICE FOR THE 45TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

Notice is hereby given that the 45th Ordinary General Meeting of Shareholders of TOWA CORPORATION (the "Company") will be held as detailed below.

In convening the General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., in electronic format. The information is posted on the following websites on the Internet. Please access any of the following websites to confirm the information.

URL
TOWA's website https://www.towajapan.co.jp/jp/ir/stock/meeting/ (in Japanese) Please access the Company's website above and confirm the "Convocation Notice for The 45th Ordinary General Meeting of Shareholders".
Website for Reference Documents for the General Meeting of Shareholders https://d.sokai.jp/6315/teiji/ (in Japanese)
Tokyo Stock Exchange Website (Listed Company Information Service) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese) Please access the above website, enter "TOWA" in "Issue name (company name)" or our securities code "6315" in "Code", click "Search," select "Basic information" and then "Documents for public inspection /PR Information". Please check the "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection" column.

In the event you are unable to attend the meeting, you can exercise your voting rights in writing (the Voting Rights Exercise Form) or via the Internet. In this case, please examine the Reference Documents for the General Meeting of Shareholders later in this translation, then exercise your voting rights in accordance with "Exercising voting rights" on page 3 by 5:30 p.m. on Wednesday, June 28, 2023.

Sincerely Yours,

Hirokazu Okada, President & CEO
TOWA CORPORATION
5, Kamichoshi-cho, Kamitoba, Minami-ku, Kyoto, Japan

Details of the General Meeting of Shareholders

1. Date and time:

Thursday, June 29, 2023, 10:00 a.m.(Japan Standard time)

2. Venue:

5, Kamichoshi-cho, Kamitoba, Minami-ku, Kyoto, Japan

Meeting room on the seventh floor of the Company's HQ building

3. Agenda:

Reports; 1. Business report, consolidated financial statements, and audit reports regarding the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 45th fiscal term (from April 1, 2022 to March 31, 2023)

2. Report of the financial statements for the 45th fiscal term (from April 1, 2022 to March 31, 2023)

Proposal; 1. Election of Five (5) Directors who are not Audit and Supervisory Committee Members

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - In the event of any modifications to the materials provided in an electronic format, a notice of the modification will be posted on the Company's website (<https://www.towajapan.co.jp>).
 - Paper-based materials will be provided to shareholders who have requested such materials. In accordance with laws and regulations and Article 14 paragraph 2 of the Articles of Incorporation of the company, the following items are excluded from the paper-based materials.
 1. From the consolidated financial statements: "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements"
From the non-consolidated financial statements: "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements"

Exercising voting rights

Your voting is important for the shareholders meeting.

Please examine the Reference Documents for the General Meeting of Shareholders, then exercise your voting rights.

There are three ways to exercise your voting rights.

1. Voting at the General Meeting of Shareholders

Please bring this convocation notice and the enclosed Voting Rights Exercise Form and submit the form to the reception.

Date and time: June 29, 2023 (Thursday) 10:00 a.m.

2. Voting via mail

Please indicate your approval or disapproval for each proposal listed on the enclosed Voting Rights Exercise Form and return it to us.

Deadline to arrive us: June 28, 2023 (Wednesday) 5:30 p.m.

3. Voting via the Internet

Please see the instructions for online voting on the next page and enter your approval or disapproval for each proposal.

Deadline: June 28, 2023 (Wednesday) 5:30 p.m.

[Note]

- If voting is conducted both in writing and via the Internet, the Internet vote will be regarded as effective.
- If voting is conducted multiple times via the Internet, the most recent vote will be regarded as effective.
- If your approval or disapproval is not provided for each proposal, your vote will be cast in support of the proposal.

If you wish to vote via the Internet, please follow the procedures below.

Reading the login QR code —Smart Exercise®—

You can login to the voting website without entering your voting code and password.

Procedures:

1. Read the QR code printed on the lower-right corner of the Voting Rights Exercise Form.

Note: QR code is a registered trademark of Denso Wave Inc.

2. Indicate your approval or disapproval in accordance with the guidance appearing on the screen.

You can use this “Smart Exercise®” to vote only **one (1)** time.

If you want to change your vote results after you have voted, please access desktop website, and enter your voting code and password printed on the Voting Rights Exercise Form. Then vote again.

Note: You can access the desktop website by reading the QR code again.

How to enter voting code and password

Procedures:

1. Access the website for voting: <https://soukai.mizuho-tb.co.jp/>
2. Enter your voting code printed on the Voting Rights Exercise Form.
3. Enter the initial password printed on the Voting Rights Exercise Form.
Then, set your own password in accordance with the guidance appearing on the screen.
4. Indicate your approval or disapproval in accordance with the guidance appearing on the screen.

For inquiries about exercising voting rights via the Internet

Please address any inquiries concerning exercising voting rights via the Internet, such as the operations for a computer, smartphone and mobile phone, to the following number:

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Internet Help Dial

0120-768-524

(9:00 a.m. to 9:00 p.m. on weekdays)

[Note]

Please note that institutional investors can use the platform operated by ICJ, Inc. for exercising voting rights.

Acceptance of Questions from Shareholders in Advance

In consideration of the circumstances of shareholders who may not be able to come to the venue on the day of the General Meeting of Shareholders, we will accept questions from shareholders regarding the purpose of this General Meeting of Shareholders.

Shareholders who wish to ask questions are requested to have the "Exercise of Voting Rights Form" ready at hand and access the Company's website. Please access the Company's website and enter your shareholder number, name, and the nature of your question.

We plan to respond to the most frequently asked questions within a certain range on our website after this General Meeting of Shareholders.

Please note that we will not be able to respond to each question individually.

1. Questions for the through the website

<https://www.towajapan.co.jp/jp/ir/stock/meeting/> (in Japanese)

HOME>IR Information>Stock Information/General Meeting of Shareholders>General Meeting of Shareholders

2. Period during which questions may be submitted

From Wednesday, June 7, 2023 to Wednesday, June 21, 2023 at 5:30 p.m.

Please use our website pre-qualification form to ask questions in advance.

Video On-demand of the General Meeting of Shareholders

The business report portion of this General Meeting of Shareholders will be edited and distributed on demand on the Company's website.

The video will be posted in early July. We hope you will take advantage of it.

1. URL of the On-demand Video

<https://www.towajapan.co.jp/jp/ir/stock/meeting/> (in Japanese)

2. Distribution Period

From early July 2023 to Monday, July 31, 2023

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1. Election of Five (5) Directors who are not Audit and Supervisory Committee Members

The terms of office of all five (5) current Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Accordingly, it is proposed that five (5) Directors who are not Audit and Supervisory Committee Members be elected.

This proposal has been determined by the Board of Directors after deliberation by the voluntary Nomination and Compensation Committee (majority of the members are Independent Outside Directors and the Chairperson is an Independent Outside Director).

The Audit and Supervisory Committee has previously given its opinion to this proposal that all of the candidates are suitable.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current positions and responsibilities at the Company
1	Hirokazu Okada Re-nominated	President & CEO
2	Koichi Ishida Re-nominated	Director, Managing Executive Officer (Chief Operating Officer, Core Technology Business Division, Development Division and Singulation Development Division) Core Technology Business Division Manager
3	Nobutaka Shibahara Re-nominated	Director, Senior Executive Officer (Chief Operating Officer, Corporate Planning Division and Administration Division) Administration Division Manager
4	Kazuhiro Nishimura Re-nominated	Director, Executive Officer (Chief Operating Officer, Production Division) Production Division Manager
5	Muneo Miura Re-nominated	Director, Executive Officer (Chief Operating Officer, Marketing and Sales Division) Marketing and Sales Division Manager

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
1 Re-nominated	Hirokazu Okada (August 11, 1951)	April 1979 Joined the Company March 1988 Director June 2000 Senior Director August 2003 Director November 2005 Director, Department Manager of PM Market Development Dept. June 2006 Director, Managing Executive Officer, Department Manager of PM Market Development Dept. June 2008 Director, Managing Executive Officer, Division Manager of Development Div. April 2010 Executive Director, Chief Operating Officer of Development Div., Marketing and Sales Div. and Bandoh Memorial Research Laboratory April 2012 President & CEO (to present) (Significant concurrent positions) CEO of TOWA (Nantong) Co., Ltd.	200,029
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Okada joined the Company in 1979 and promoted the globalization of the Company's business. After serving as sales department manager, he was promoted to Director. Then he founded the sales and marketing system of TOWA Group's semiconductor equipment business. After that, he was appointed as the head of product development divisions such as the Development Div. After serving as Executive Director, he was promoted to President & CEO in 2012. Through such various experiences in the Company's business, he acquired and possesses abundant ideas in addition to deep insights and wide connections. He continuously exerts leadership as the top management and plays the most important role in passing down the Company's technologies and culture. Therefore, we once again nominate Mr. Okada as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
2 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Re-nominated</div>	Koichi Ishida (October 6, 1962)	<p>March 1985 Joined the Company</p> <p>April 2010 Executive Officer, Division Manager of Mold Products Div.</p> <p>April 2014 Executive Officer, Division Manager of Marketing and Sales Div.</p> <p>April 2016 Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.</p> <p>June 2017 Director, Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.</p> <p>April 2018 Director, Senior Executive Officer, Chief Operating Officer of Marketing and Sales Div. and New Business Promotion Div., Division Manager of New Business Promotion Div.</p> <p>April 2021 Director, Managing Executive Officer, Chief Operating Officer of Marketing and Sales Div. and New Business Promotion Div., Division Manager of New Business Promotion Div.</p> <p>June 2022 Director, Managing Executive Officer, Chief Operating Officer of Core Technology Business Div., Development Div., and Singulation Development Div., Division Manager of Core Technology Business Div. (to present)</p>	17,902
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Ishida joined the Company in 1985 and engaged in manufacturing for many years. From 2010, he has been responsible for planning business strategies and implementing them as Executive Officer and contributed to the reinforcement of the business basis of the Company. He has served as Director since June 2017 and now he heads the Core Technology Business Div., Development Div., and Singulation Development Div. His experience and achievements will continue to contribute significantly to TOWA Group's management, and he is considered indispensable to the Company's continuous development. Therefore, we once again nominate Mr. Ishida as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession																											
3 Re-nominated	Nobutaka Shibahara (August 16, 1964)	<table border="0"> <tr> <td style="padding-right: 20px;">April</td> <td style="padding-right: 20px;">1987</td> <td>Joined the Company</td> </tr> <tr> <td>April</td> <td>2008</td> <td>Department Manager of Production Control Dept., Production Div.</td> </tr> <tr> <td>April</td> <td>2010</td> <td>Department Manager of Planning Dept., Administration Div.</td> </tr> <tr> <td>April</td> <td>2014</td> <td>CEO of TOWA (Suzhou) Co., Ltd.</td> </tr> <tr> <td>October</td> <td>2017</td> <td>Division Manager of Corporate Planning Div.</td> </tr> <tr> <td>April</td> <td>2019</td> <td>Executive Officer, Division Manager of Corporate Planning Div.</td> </tr> <tr> <td>April</td> <td>2021</td> <td>Executive Officer, Division Manager of Administration Div.</td> </tr> <tr> <td>June</td> <td>2021</td> <td>Director, Executive officer, Chief Operating Officer, Corporate Planning Div. and Administration Div., Division Manager of Administration Div.</td> </tr> <tr> <td>June</td> <td>2022</td> <td>Director, Senior Executive officer, Chief Operating Officer, Corporate Planning Div. and Administration Div., Division Manager of Administration Div. (to present)</td> </tr> </table>	April	1987	Joined the Company	April	2008	Department Manager of Production Control Dept., Production Div.	April	2010	Department Manager of Planning Dept., Administration Div.	April	2014	CEO of TOWA (Suzhou) Co., Ltd.	October	2017	Division Manager of Corporate Planning Div.	April	2019	Executive Officer, Division Manager of Corporate Planning Div.	April	2021	Executive Officer, Division Manager of Administration Div.	June	2021	Director, Executive officer, Chief Operating Officer, Corporate Planning Div. and Administration Div., Division Manager of Administration Div.	June	2022	Director, Senior Executive officer, Chief Operating Officer, Corporate Planning Div. and Administration Div., Division Manager of Administration Div. (to present)	11,938
April	1987	Joined the Company																												
April	2008	Department Manager of Production Control Dept., Production Div.																												
April	2010	Department Manager of Planning Dept., Administration Div.																												
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<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Shibahara joined the Company in 1987 and was mainly engaged in manufacturing and administration. Then, he served as CEO of an overseas office and managed and administrated whole areas of the subsidiary. Making the most of these careers, he has been contributing as executive officer of the Company since 2019, and as director of the Company since 2021 and strengthening management foundation. With his insight and ability to execute business in all business areas of TOWA Group, he is considered indispensable to TOWA Group's continuous corporate value enhancement. Therefore, we once again nominate Mr. Shibahara as a candidate for Director.</p>																														

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
4 Re-nominated	Kazuhiro Nishimura (November 3, 1965)	June 1984 Joined the Company October 2010 CEO of TOWA (Suzhou) Co., Ltd. April 2014 Department Manager of System Manufacturing Dept., System Products Div. October 2017 Assistant Division Manager of Mold Products Div. October 2018 Division Manager of Mold Products Div. April 2020 Executive Officer, Division Manager of Production Div. June 2022 Director, Executive Officer Chief Operating Officer, Division of Production Div. Division Manager of Production Div. (to present)	5,049
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Nishimura joined the Company in 1984 and was mainly engaged in manufacturing. Then, he served as CEO of a main manufacturing subsidiary in China and managed and administrated whole areas of the subsidiary. From 2020, as an executive officer, he has strengthened the production system, contributing significantly to the achievement of TOWA 10-year vision. He has served as Director since June 2022. He is considered an indispensable person in further promoting the Group's production strategy and reinforcing the production system. Therefore, we once again nominate Mr. Nishimura as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
5 Re-nominated	Muneo Miura (August 1, 1969)	<p>October 1990 Joined the Company</p> <p>April 2015 Department Manager of Sales Engineering Dept., Marketing and Sales Div.</p> <p>April 2016 Department Manager of Global Sales Dept., Marketing and Sales Div.</p> <p>April 2018 Division Manager of Marketing and Sales Div.</p> <p>April 2020 Executive Officer, Division Manager of Marketing and Sales Div.</p> <p>June 2022 Director, Executive Officer Chief Operating Officer, of Marketing and Sales Div. Division Manager of Marketing and Sales Div. (to present)</p>	5,283
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Miura joined the Company in 1990 and was mainly engaged in design and spent about ten (10) years at the Company's overseas subsidiaries. After returning to Japan, he served in the Sales Engineering Dept. and as Sales Manager, and from 2020, as Executive Officer, he made a significant contribution to improving the Group's profitability by strengthening the global sales structure and improving cash flow such as advance payment transactions. He has served as Director since June 2022, with his extensive overseas experience and track record, he is considered indispensable to TOWA Group's continuous development in the future. Therefore, we once again nominate Mr. Miura as a candidate for Director.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each candidate's "number of shares of the Company in possession" is as of March 31, 2023.
3. The Company has concluded a directors and officers liability insurance contract with an insurance company based on Article 430-3, Paragraph 1 of the Companies Act of Japan to compensate for possible damages the executives may bear, such as expenses for compensation or expenses needed for a trial, when they are sought for compensation for damages by shareholders or a third party. All candidates for Director are insured by the contract. Although the contract will expire during their term, the Company will seamlessly conclude equivalent directors and officers liability insurance contract to insure all the candidates.

(Reference) Skills matrix of Directors (candidates included)

The list of skills possessed by the Directors (candidates included) will be as follows.

NAME	Position/title (planned)	Outside	Independent	Corporate management	Production, engineering development	Expatriate experience	Sales and marketing	Accounting	Legal and compliance
Hirokazu Okada	President & CEO, Director			●	●	●	●		
Koichi Ishida	Director, Managing Executive Officer				●		●		
Nobutaka Shibahara	Director, Senior Executive Officer			●		●			●
Kazuhiro Nishimura	Director, Executive Officer			●	●	●			
Muneo Miura	Director, Executive Officer					●	●		
Kiyoshige Gamo	Director, Full-time Audit and Supervisory Committee Member			●		●			
Daisuke Wake	Director, Audit and Supervisory Committee Member	○	○					●	
Miho Goto	Director, Audit and Supervisory Committee Member	○	○						●
Motoko Tanaka	Director, Audit and Supervisory Committee Member	○	○					●	