

Stock Code:7250

May 26, 2023

(Measures for electronic provision have commenced on May 18, 2023)

To Our Shareholders:

Tetsushi Ogawa

President, Member of the Board



100 Kyutoku-Cho, Ogaki, Gifu, Japan

NOTICE OF THE 99TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 99th Ordinary General Meeting of Shareholders to be held as follows. For the convening of this Ordinary General Meeting of Shareholders, information contained in the Reference documents for this Ordinary General Meeting of Shareholders, etc (matters to be electronically provided) is provided electronically, and is posted on following website as "NOTICE OF THE 99TH ORDINARY GENERAL MEETING OF SHAREHOLDERS".

[The Company's website]

<https://www.pacific-ind.co.jp/eng/investor/meeting/>

Please access the above website and select "Notice of 99th Ordinary Meeting of Shareholders" to view it.

Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights **no later than 17:00 on Friday, June 16, 2023(JST)**.

In addition to the above, the information is also posted on the following website on the Internet.

[Tokyo Stock Exchange's website (Listed Company Search)]

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

To check the information, please access the above website of Tokyo Stock Exchange, enter "PACIFIC INDUSTRIAL" in the "Issue name (company name)" box or the Company's security code "7250" in the "Code" box, click the "Search" button, click the "Basic information" button, select the "Documents for public inspection/PR information" tab, and click the button under "Filed information available for public inspection," "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.")

1. Date : 10:00 am, Saturday, June 17, 2023

2. Place : at the room Kyokko in OGAKI FORUM HOTEL.

2-31 Mangoku, Ogaki, Gifu, Japan

3. Objectives of the Meeting:

Reports:

(1) Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board for the 99th Fiscal Term (from April 1, 2022 to March 31, 2023).

(2) Financial Statements for the 99th Fiscal Term (from April 1, 2022 to March 31, 2023)

Agenda:

Proposal No.1: Election of Six (6) Members of the Board

Proposal No.2: Election of One (1) Substitute Audit & Supervisory Board Member

Please consider the prevalence of infectious diseases and your own health condition before coming to the meeting.

You may exercise your voting rights at this General Meeting of Shareholders by returning the enclosed voting form or exercising your voting rights via the Internet.

●In the event of any revision to the matters for electronic provision measures, the revised information will be posted on the respective websites where it is posted.

●For shareholders who have not requested the delivery of written documents, the Reference Document for the General Meeting of Shareholders and a part of the Business Report will be sent together.

The following items are not included documents to be delivered to shareholders who have requested delivery of documents pursuant to laws and the provisions of Article 14 of the Articles of Incorporation. Accordingly, the delivery documents are a part of business report, consolidated financial statements, and non-consolidated financial statements audited when the Audit & Supervisory Board Member and Accounting Auditors prepare the audit report.

- “Matters Regarding Share Acquisition Rights of the Company,” “Status of the Accounting Auditor,” “Basic Policy for Profit Distribution the status of operation of the company,” and “The policy for determination of dividends of surplus” of the Business Report
- “Consolidated Statements of Changes in Equity,” “Consolidated statement of cash flows (Reference)” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
- “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Proposal No.1: Election of Six (6) Members of the Board

As the terms of office of all six (6) current Directors will expire at the conclusion of this General Meeting of Shareholders, we propose the election of six (6) Directors, including two (2) Outside Directors.


The nominees for members of the board are as follows:

Nominee NO.		Name	Current posts, assignments in the Company and attribute	Board Meeting attendance in fiscal year 2021
1	Reappointment	Shinya Ogawa	Chairman, Member of the Board	12/12 (100%)
2	Reappointment	Tetsushi Ogawa	President, Member of the Board Chief Officer, Corporate Planning Center,	12/12 (100%)
3	Reappointment	Hisashi Kayukawa	Managing Officer , Member of Board Chief Officer, Valve & TPMS Business Group	12/12 (100%)
4	Reappointment	Terumi Noda	Managing Officer, Member of the Board Chief Officer, Stamping & Plastic Molding Business Group	12/12 (100%)
5	Reappointment	Osamu Motojima	Outside Board Member and Independent Officer	12/12 (100%)
6	Reappointment	Masako Hayashi	Outside Board Member and Independent Officer	10/10 (100%)

(Reference)Director Skill Matrix

	Name	Management/ Governance	Manufacturing/ Human Resource Development	R&D/ Technology	Finance/ Accounting	Legal/ Risk Management	International Experience	Sales and Procurement
Board Member	Shinya Ogawa	●	●		●	●	●	●
	Tetsushi Ogawa	●	●	●	●		●	●
	Hisashi Kayukawa	●	●	●	●			
	Terumi Noda	●	●		●		●	●
Outside Board Member	Osamu Motojima	●	●	●		●	●	
	Masako Hayashi	●	●				●	


1. Shinya Ogawa (September 8, 1947) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	April 1973:	Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation)
	January 1981:	Left Toyota Motor Co., Ltd.
	February 1981:	Joined Pacific Industrial Co., Ltd.
	June 1983:	Member of the Board
	June 1985:	Managing Officer, Member of the Board
	March 1989:	Senior Managing Officer, Member of the Board
	February 1990:	Executive Vice President, Member of the Board
	June 1996:	President, Member of the Board
	April 2023	Chairman, Member of the Board (current position)
■ Number of the Company's shares owned: 1,472,001		
■ Reason that the Company appointed Shinya Ogawa as a candidate for member of the board: As President and Representative Director for many years, Shinya Ogawa implemented sustainability management with awareness of the improvement of corporate value and all stakeholders, and devoted himself to the growth and development of the company based on the corporate philosophy of technological development, respect for human right and conservation of the global environment. Since April 2023, he has been responsible for the overall supervision of management as Chairman and Representative Director. The company has continued to nominate him as a candidate for Director because of his insight and wealth of experience as a business manager, which is backed by his track record.		


2. Tetsushi Ogawa (August 16, 1978) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	April 2005:	Joined Toyota Motor Corporation
	December 2010:	Left Toyota Motor Corporation
	January 2011:	Joined Pacific Industrial Co., Ltd.
	June 2011:	Operating Officer
	June 2013:	Managing Officer
	June 2015:	Senior Managing Officer, Member of the Board
	June 2018:	Executive Vice President, Member of the Board
	June 2021:	Vice President and Representative Director,
	April 2023:	President, Member of the Board Chief Officer, Corporate Planning Center (current position)
■ Number of the Company's shares owned: 83,239		
■ Reason that the Company appointed Tetsushi Ogawa as a candidate for member of the board: As Vice President and Representative Director, Tetsushi Ogawa promoted the improvement of earnings through both growth strategies and on-site improvements, and demonstrated outstanding management capabilities in corporate restructuring based on M&A, strengthening of the governance structure and the creation of products pleasing to customers, thereby contributing to the realization of improved corporate value. As President and Representative Director since April 2023, he has taken on the challenge of reform as a group and worked on the creation of new value. In addition to his abundant management experience, the company has judged that his broad and accurate perspective and insight, including his field perspective, are essential to the management of our group and has continued to nominate him as a candidate for Director.		


3. Hisashi Kayukawa (October 24, 1957) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	March 1980: June 2009: June 2013: June 2015: January 2020:	Joined Pacific Industrial Co., Ltd. Operating Officer Managing Officer Managing Officer, Member of the Board Managing Officer, Member of the Board, Chief Officer, Valve & TPMS Business Group (current position)
■ Important post concurrently held at another corporation: President, Schrader-Bridgeport International, Inc. President, Schrader SAS		
■ Number of the Company's shares owned: 46,136		
■ Reason that the Company appointed Hisashi Kayukawa as a candidate for member of the board: Hisashi Kayukawa has been involved in all production related phases, from development, design, production engineering, and through to production for many years, and has worked on advanced technology development with his abundant experience and knowledge, taking the lead to enhance the Company's technology. We appointed him as a candidate, because of his abundant experience and professional knowledge in this area.		

4. Terumi Noda (November 17, 1957) Reappointment

	■ Brief personal history, posts and assignments in the Company	
	May 1980: June 2004: June 2009: June 2015: June 2019: January 2020:	Joined Pacific Industrial Co., Ltd. President, PI System Co., Ltd. Operating Officer, President, Pacific Manufacturing Ohio, Inc. Managing Officer Managing Officer, Member of the Board Managing Officer, Member of the Board, Chief Officer, Stamping & Plastic Molding Business Group (current position)
■ Important post concurrently held at another corporation: President, Pacific Industries USA Inc.		
■ Number of the Company's shares owned: 55,999		
■ Reason that the Company appointed Terumi Noda as a candidate for member of the board: Terumi Noda has been involved in both domestic and international sales development for many years and has excellent insight for business. Also, as the President of a subsidiary in the U.S. and an IT subsidiary, he is familiar with global business environments and advanced communication business environments, etc. We selected him as a candidate for these reasons and because he has broad insight and abundant experience in the areas of corporate planning, human resources, accounting and finance, and procurement etc.		

5. Osamu Motojima (December 5, 1948) Reappointment, Outside Board Member and Independent Officer

	■ Brief personal history, posts, assignments in the Company and important posts concurrently held at other organizations	
	July 1987:	Professor, Kyoto University, Plasma Physics Laboratory
	April 1988:	Professor, Institute of Plasma Physics, Nagoya University
	April 1998:	Scientific Advisor, Ministry of Education, Science and Culture
	April 2002:	Director-General, National Institute for Fusion Science
	April 2004:	Vice President, National Institutes of Natural Sciences
	March 2009:	Foreign Member, The Royal Swedish Academy of Engineering Sciences (current position)
	April 2009:	Professor Emeritus, National Institutes for Fusion Science (current position)
	May 2009:	President, Future Energy Research Association (current position)
	July 2010:	Director General, ITER International Fusion Energy Organization
	June 2013:	Professor Emeritus, The Graduate University for Advanced Studies (current position)
	March 2015:	Director General Emeritus, ITER International Fusion Energy Organization (current position)
	June 2015:	Member of the Board, Pacific Industrial Co., Ltd. (current position)
	December 2015:	Advisor to the Chairman, Chubu University (current position)
June 2019	Director, Chubu University (current position)	
April 2022	Advisor to the Chairman, Chubu Gakuin College (current position)	
■ Duration of assignment of Outside Board Member: eight (8) years (at the conclusion of this 99th Ordinary General Meeting of Shareholders)		
■ Important posts concurrently held at other organizations: Director General Emeritus, ITER International Fusion Energy Organization President, Future Energy Research Association Advisor to the Chairman・Director , Chubu University		
■ The relationship between the organizations that he concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organizations that Osamu Motojima concurrently holds an important post have no capital or other business relationship.		
■ Reason that the Company appointed Osamu Motojima as a candidate for Outside Board Member and expected roles, etc.: The Company proposes that we elect Osamu Motojima as Outside Board Member because he has experience in acting as a professor at universities and specialized agencies for many years as well as Director-General of National Institute for Fusion Science and Director General of ITER. He has abundant international experiences and advanced special knowledge of environment and technologies. After the election, we expect the candidates to contribute their valuable comments to the Board of Directors, etc. on the formulation and other process of management plans, mainly from a managerial perspective, utilizing their expertise, as well as to supervise the progress, etc. of the management plans.		
■ Number of the Company's shares owned: 0		

6. Masako Hayashi (July 21, 1955) Reappointment, Outside Board Member and Independent Officer

	<p>■ Brief personal history, posts, assignments in the Company and Important posts concurrently held at other organizations</p>
	<p>October 199: Professor, Faculty of Regional Studies, Gifu University November 2003: Visiting Professor, Institute of East Asian Studies, University of Leipzig, Federal Republic of Germany April 2010: Vice president, Gifu University October 2015: Member of Tokai Regional Council on State Property, Tokai Local Finance Bureau, Ministry of Finance (current position) April 2016: Member of the Council of the Gifu Prefecture Support Center for the Promotion of Female Participation October 2017: Member of the Gifu Region Labour Council, Gifu Labour Bureau, Ministry of Health, Labour and Welfare December 2017: Chairwoman, Public Safety Commission of Gifu Prefecture (current position) January 2018: Member of the Gifu Prefecture Excellent Enterprise Certification Committee for Promoting Work-Life Balance April 2021: Emeritus Professor, Gifu University (current position) June 2022: Member of the Board, Pacific Industrial Co., Ltd.(current position)</p>
<p>■ Duration of assignment of Outside Board Member: one (1) year (at the conclusion of this 99th Ordinary General Meeting of Shareholders)</p>	
<p>■ Important post concurrently held at another organization: Emeritus Professor, Gifu University Chairwoman, Public Safety Commission of Gifu Prefecture Member of Tokai Regional Council on State Property, Tokai Local Finance Bureau, Ministry of Finance</p>	
<p>■ The relationship between the organization that she concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organization that Masako Hayashi concurrently holds an important post have no capital or other business relationship.</p>	
<p>■ Reason that the Company appointed Masako Hayashi as a candidate for Outside Board Member and expected roles, etc.: Masako Hayashi has served as Vice President and Professor of universities for many years, and has also served as a member of a Public Safety Commission, drawing on her abundant international experience and advanced social knowledge. In addition, while serving as a council member for the Ministry of Finance, the Ministry of Health, Labour and Welfare, Gifu Prefecture, etc., she has been deeply involved in female participation and the promotion of work-life balance, etc. The Company proposes that we elect Masako Hayashi as an Outside Board Member having judged that it would be optimal for the company to have her supervise the management of the company, which promotes the participation of human resources with diverse values, from a female perspective. After the election, we expect the candidates to contribute their valuable comments to the Board of Directors, etc., on the formulation, etc., of management reforms, mainly from a managerial perspective, utilizing their expertise, as well as to supervise the progress, etc., of management plans.</p>	
<p>■ Number of the Company's shares owned: 0</p>	

(Note)

1. There is no special interest between each candidate and the Company.
2. Osamu Motojima and Masako Hayashi are candidates for Outside board members. Osamu Motojima and Masako Hayashi are registered as Independent Officer as stipulated by the Tokyo Stock Exchange and Nagoya Stock Exchange with the respective Exchange. When they are elected as originally proposed, they will serve as Independent Officer.
3. Liability limitation agreement with outside board members
The Company stipulates in the Articles of Incorporation that it may sign an agreement with Outside board members to limit the liability for damages to the Company to a certain extent. When Osamu Motojima and Masako Hayashi are elected, the Company plans to sign an agreement for limitation of liability when they assume the post, which limits the compensation for damage to the higher of the pre-determined amount (2 million yen or higher) or the minimum liability amount stipulated by law.
4. Outline of the Directors and Officers Liability Insurance
The Company has entered into a liability insurance contract for officers, etc. with an insurance company, which will cover damages that may arise due to the insured assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. Each candidate will be covered as an insured person under the said insurance policy.

Proposal No.2: Election of One (1) Substitute Audit & Supervisory Board Member

We hereby propose that we elect a substitute audit & supervisory board member to avoid the situation that the Company does not satisfy the legal requirement for the number of audit & supervisory board members.

For this agenda, we have received consent of the Audit & Supervisory Board.

The nominee for the substitute audit & supervisory board member is as follows:

Kan Kakiuchi (November 4, 1962) Substitute Outside Audit & Supervisory Board Member

	■ Brief personal history, posts, assignments in the Company and important post concurrently held at another organization
	April 1999: Certified as an attorney Jointed Tsurumi Law Office October 2003: Established Kakiuchi Law Firm and posted to the head of this firm (current position)
■ Important post concurrently held at another organization: Head of Kakiuchi Law Firm	
■ The relationship between the organization that he concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organizations that Kan Kakiuchi, a nominee for substitute outside audit & supervisory board member, concurrently holds an important post have no capital or other business relationship.	
■ Reason that the Company appointed Kan Kakiuchi as a candidate for Substitute Outside Audit & Supervisory Board Member and reason that the Company judged that he can properly perform the task as Outside Audit & Supervisory Board Member: Kan Kakiuchi has expert knowledge and abundant experience in corporate legal affairs as a lawyer, and has utilized his advanced social knowledge to serve as a third-party committee member, etc., at various corporate organizations. Based on such experience, the company has judged that he will be able to audit the execution of duties by Directors appropriately and requests his election as a Substitute Audit & Supervisory Board Member.	
■ Number of the Company's shares owned: 0	

(Note)

1. There is no special interest between each candidate and the Company.
2. Kan Kakiuchi is candidates for Substitute Outside Auditor. When he is elected as originally proposed, he will serve as Independent Officer as stipulated by the Tokyo Stock Exchange and Nagoya Stock Exchange.
3. Liability limitation agreement with outside audit & supervisory board member
The Articles of Incorporation of the Company allows the conclusion of a liability limitation agreement between the Company and outside audit & supervisory board member. When the appointment of Kan Kakiuchi is approved, at the assignment of outside audit & supervisory board member, the Company intends to conclude a liability limitation agreement which limits the maximum amount of liability to be either higher the previously fixed amount of over JPY2 million or the legal minimum liability.
4. Outline of the Directors and Officers Liability Insurance
The Company has entered into a liability insurance contract for officers, etc. with an insurance company, which will cover damages that may arise due to the insured assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. Each candidate will be covered as an insured person under the said insurance policy.