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(Stock Exchange Code 8088)
June 8, 2021

To Shareholders with Voting Rights:

Akiji Makino
Chairman and CEO
Iwatani Corporation
6-4, Hommachi 3-chome, Chuo-ku, Osaka

NOTICE OF THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially notified of the 78th Annual General Meeting of Shareholders of Iwatani Corporation (the "Company"). The meeting will be held for the purposes as described below.

If exercising your voting rights in writing or via the Internet, please review the attached Reference Documents for the General Meeting of Shareholders (page 3), indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:15 p.m. on Tuesday, June 22, 2021, Japan time.

In light of the impact of the novel coronavirus disease (COVID-19), we would like to request you to refrain from attending the meeting if at all possible and exercise your voting rights in advance, regardless of your health conditions.

- 1. Date and Time:** Wednesday, June 23, 2021 at 10:00 a.m. Japan time
- 2. Place:** Sakura Ballroom (5F), Hilton Osaka Hotel, 1-8-8, Umeda, Kita-ku Osaka-shi, Osaka, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2020 - March 31, 2021)
 2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2020 - March 31, 2021)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of One Member of the Board
 - Proposal 3:** Election of One Audit & Supervisory Board Member

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

The Matters Concerning Corporate Structure and Policies of the Business Report, the Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements of the Consolidated Financial Statements, and the Non-consolidated Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements of the Non-consolidated Financial Statements have been posted on the Company's website (<http://www.iwatani.co.jp/>) based on laws and regulations and Article 16 of the Company's Articles of Incorporation and have not been included in the documents attached to the Notice of the 78th Annual General Meeting of Shareholders.

The Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements that the Accounting Auditor and the Audit & Supervisory Board Members audited include each of the above-mentioned documents posted on the Company's website, as well as the documents attached to the Notice of the 78th Annual General Meeting of Shareholders.

Should the Reference Documents, the Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<http://www.iwatani.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Concerning the distribution of profits, the Company conducts appropriate return of profits in consideration of factors such as business results and the management environment.

Under such a policy, upon consideration of factors such as the condition of business results, the Company proposes a year-end dividend for the fiscal year under review of ¥75 per share as an ordinary dividend, the same amount as the previous fiscal year. The details are as follows.

Matters concerning the year-end dividend

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to shareholders and total amount of dividends

Amount per share of common stock: ¥75

Total dividends: ¥4,317,377,550

(3) Effective date of dividend payment

June 24, 2021

Proposal 2: Election of One Member of the Board

Member of the Board Mr. Yoshiharu Saita will resign from the office at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of one Member of the Board. The candidate is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
<p>Hiroshi Sato (September 25, 1945)</p> <p>New appointment Outside Independent</p>	<p>April 1970 Joined Kobe Steel, Ltd.</p> <p>April 1993 General Manager, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.</p> <p>April 1995 General Manager, Research & Development Planning Department, Technical Development Group, Kobe Steel, Ltd.</p> <p>June 1996 Member of the Board, Kobe Steel, Ltd.</p> <p>June 1999 Managing Officer, Kobe Steel, Ltd.</p> <p>June 2000 Member of the Board, Managing Officer, Kobe Steel, Ltd.</p> <p>June 2002 Member of the Board, Senior Managing Officer, Kobe Steel, Ltd.</p> <p>June 2003 Senior Executive Director, Kobe Steel, Ltd.</p> <p>April 2004 Representative Executive Vice President, Kobe Steel, Ltd.</p> <p>April 2009 President, Kobe Steel, Ltd.</p> <p>April 2013 Chairman, Kobe Steel, Ltd.</p> <p>April 2016 Member of the Board, Senior Advisor to the Board, Kobe Steel, Ltd.</p> <p>June 2016 Senior Advisor to the Board, Kobe Steel, Ltd.</p> <p>June 2016 Outside Member of the Board, Sumitomo Electric Industries, Ltd. (current position)</p> <p>April 2018 Advisor, Kobe Steel, Ltd. (current position)</p> <p>June 2019 President, The Kobe International House Inc. (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Member of the Board, Sumitomo Electric Industries, Ltd. • President, The Kobe International House Inc. 	<p>0</p>
<p>[Reason for nomination as a candidate for Outside Member of the Board and outline of expected roles]</p> <p>Mr. Hiroshi Sato has engaged in the management of a corporation with a wide range of business domains including materials centering around iron and steel, machinery and energy, and has extensive experience and broad knowledge regarding corporate management as a whole. The Company therefore requests his appointment as an Outside Member of the Board of the Company. After he is elected, the Company seeks his advice on overall management, including management policies and strategies and internal control, as well as on business administration, such as affiliates management and plants management, in the expectation that he will contribute to the initiatives for the Company's sustainable growth and the enhancement of its corporate value over the medium to long term.</p>		

(Notes)

1. No special interests exist between the candidate for Member of the Board and the Company.
2. Mr. Hiroshi Sato is a candidate for Outside Member of the Board. The Company intends to report him as an Independent Officer to the Tokyo Stock Exchange.
3. In the event that the election of Mr. Hiroshi Sato is approved in accordance with this Proposal, the Company intends to enter into an agreement with him that limits the maximum amount of liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act.
4. The Company has entered into a directors and officers liability insurance contract which outlines the following contents. The candidate will be included as an insured under the said insurance contract. The contract is scheduled to be renewed in November 2021 pursuant to Article 430-3 of the Companies Act.

<Outline of contents of the insurance contract>

1) Scope of the insured

The insurance contract insures Members of the Board, Audit & Supervisory Board Members, Executive Officers and Accounting Auditors of the Company and subsidiaries of the Company (including those assumed office after the execution of the contract).

2) Actual ratio of premiums paid by the insured

The premiums are paid by the Company or subsidiaries of the Company. Therefore, the insured do not bear the

premiums.

3) Outline of events insured against

The insurance will cover damages that may arise due to the insured assuming liability for the execution of his or her duties (legal damages and litigation expenses).

4) Measures to ensure that the appropriateness of the duties of directors and officers is not impaired

The insurance has an exemption clause, which stipulates to the effect that damages caused by the intent of the insured, illegal provision of private benefit, or criminal conducts are not covered.

5. It was revealed in October 2017 that Kobe Steel, Ltd., where Mr. Hiroshi Sato served as a Member of the Board until June 2016, and its group companies have been involved in the misconduct concerning the products and services provided by the group companies, such as the act of falsifying or fabricating inspection data for products falling short of public standards or customer specifications, and shipping or delivering those products to customers as if they conformed to the public standards or customer specifications. In connection with the fact, regarding some of those acts, that company was convicted of a breach of the Unfair Competition Prevention Act in March 2019.

Proposal 3: Election of One Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Masahiro Horii will resign from the office at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of one Audit & Supervisory Board Member as a substitute for the resigning Audit & Supervisory Board Member. The agreement of the Audit & Supervisory Board has been obtained for this Proposal. The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
<p>Yasushi Yokoi (November 16, 1956)</p> <p>New appointment Outside Independent</p>	<p>November 1978 Joined Shinwa Audit Corporation (currently KPMG AZSA LLC)</p> <p>March 1982 Registered as Certified Public Accountant (current position)</p> <p>May 2001 Representative Partner, Asahi & Co. (currently KPMG AZSA LLC)</p> <p>July 2005 Director, Kansai Area Office, KPMG AZSA & Co. (currently KPMG AZSA LLC)</p> <p>July 2007 Director, National Public Sector, KPMG AZSA & Co. (currently KPMG AZSA LLC)</p> <p>July 2008 Board Member, KPMG AZSA & Co. (currently KPMG AZSA LLC)</p> <p>July 2010 Board Member, General Manager of Osaka 2nd Business Division, KPMG AZSA LLC</p> <p>July 2012 Senior Executive Board Member in charge of Diversity and General Manager, Nagoya Office, KPMG AZSA LLC</p> <p>July 2017 Senior Executive Board Member, Head of Diversity and Head of Tokai Area, KPMG AZSA LLC</p> <p>July 2019 Established Yasushi Yokoi Certified Public Accountant Office</p> <p>March 2020 Outside Member of the Board (Audit & Supervisory Committee Member), ASICS Corporation (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Certified Public Accountant, Yasushi Yokoi Certified Public Accountant Office • Outside Member of the Board (Audit & Supervisory Committee Member), ASICS Corporation 	<p>0</p>
<p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Yasushi Yokoi was selected as a candidate for Outside Audit & Supervisory Board Member based on his specialized knowledge and experience as a certified public accountant, which we expect him to utilize to strengthen the Company's audit and supervisory structure, as well as his experience as Outside Member of the Board (Audit & Supervisory Committee Member) of another company, which we expect him to utilize in appropriately performing audit and supervision of the Company from a broad perspective.</p>		

(Notes)

1. No special interests exist between the candidate for Audit & Supervisory Board Member and the Company.
2. Mr. Yasushi Yokoi is a candidate for Outside Audit & Supervisory Board Member. The Company intends to report him as an Independent Officer to the Tokyo Stock Exchange.
3. In the event that the election of Mr. Yasushi Yokoi is approved in accordance with this Proposal, the Company intends to enter into an agreement with him that limits the maximum amount of liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act.
4. The Company has entered into a directors and officers liability insurance contract which outlines the following contents. The candidate will be included as an insured under the said insurance contract. The contract is scheduled to be renewed in November 2021 pursuant to Article 430-3 of the Companies Act.
<Outline of contents of the insurance contract>
 - 1) Scope of the insured
The insurance contract insures Members of the Board, Audit & Supervisory Board Members, Executive Officers and Accounting Auditors of the Company and subsidiaries of the Company (including those assumed office after the execution of the contract).
 - 2) Actual ratio of premiums paid by the insured

The premiums are paid by the Company or subsidiaries of the Company. Therefore, the insured do not bear the premiums.

3) Outline of events insured against

The insurance will cover damages that may arise due to the insured assuming liability for the execution of his or her duties (legal damages and litigation expenses).

4) Measures to ensure that the appropriateness of the duties of directors and officers is not impaired

The insurance has an exemption clause, which stipulates to the effect that damages caused by the intent of the insured, illegal provision of private benefit, or criminal conducts are not covered.

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