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Securities Code: 6387
October 7, 2022

To our shareholders:

Tsukasa Kawabe, President
Samco Inc.
36 Waraya-cho, Takeda, Fushimi-ku,
Kyoto

Notice of the 43rd Annual General Meeting of Shareholders

We are pleased to announce the 43rd Annual General Meeting of Shareholders of Samco Inc. (the “Company”), which will be held as described below.

In light of the situation with the novel coronavirus disease (COVID-19), shareholders who wish to exercise their voting rights in advance in writing are kindly requested to review the attached Reference Documents for the General Meeting of Shareholders, indicate their approval or disapproval on the enclosed voting form, and return the form so that it will arrive at the Company no later than 5:00 p.m., Monday, October 24, 2022 (JST).

- 1. Date and Time:** Tuesday, October 25, 2022 at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)
- 2. Venue:** Inamori Hall, KYOTO PULSE PLAZA (Kyoto Trade Fair Center 3F)
5 Tobadono-cho, Takeda, Fushimi-ku, Kyoto

3. Purpose of the Meeting:

Matter to be reported:

The Business Report and the Non-consolidated Financial Statements for the 43rd fiscal year (from August 1, 2021 to July 31, 2022)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Amendment to the Articles of Incorporation
Proposal No. 3 Election of Eight Directors

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- No gifts will be offered at the General Meeting of Shareholders. We appreciate your understanding in advance.
- In the event that circumstances arise that require revisions to be made to the matters to be stated in the Reference Documents for the General Meeting of Shareholders, the Business Report and the Non-consolidated Financial Statements, the revised matters will be posted on the Company’s website.
Address for posting: <https://www.samco.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders as a key management issue, and while maintaining stable dividends as a basic policy, and taking into consideration future business development and other factors, the Company proposes to pay year-end dividends for the fiscal year under review as follows.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥35.00 per common share of the Company Total payment: ¥281,146,355
- (3) Effective date of dividends of surplus
October 26, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the proposal

(1) Article 2. (Purpose)

The Company proposes to add purposes of the Company to Article 2 (Purpose) of the current Articles of Incorporation and adjust the related item number due to the establishment of new items to allow for the Company to respond to various requests of customers as business operations expand.

(2) Article 15. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)

Following the 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) on September 1, 2022, and the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format, the Company proposes to make the following changes to its Articles of Incorporation.

(i) Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 in “Proposed amendments” will be newly established, as the Articles of Incorporation are required to stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.

(ii) Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 in “Proposed amendments” will be newly established to allow the scope of items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to be limited to the scope specified by the Ministry of Justice Order among items for which the measures for providing information that constitute the content of reference documents for the general meeting of shareholders, etc. in electronic format will be taken.

(iii) Since the provisions of Article 15 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required with the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format, they will be deleted.

(iv) Supplementary provisions will be established to stipulate when the provisions to be deleted in (iii) above will take effect. These supplementary provisions shall be deleted after the predetermined period has elapsed.

(3) Article 18. (Number of Directors)

The Company proposes to change the number of Directors stipulated in Article 18 (Number of Directors) of the current Articles of Incorporation from seven to eight in order to allow for an increase in the number of independent outside Directors, etc. to strengthen the corporate governance system, including diversity, for the Company’s continued business development and performance improvement going forward.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1. - 7 (Omitted) (Newly established) (Newly established) 8. All businesses that are incidental to those mentioned in the preceding items.</p> <p><u>Article 15. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented 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> (Newly established)</p> <p>Article 18. (Number of Directors) The Company shall have <u>not more than seven</u> Directors. (Newly established)</p>	<p>Article 2. (Purpose) (Unchanged) 1. - 7 (Unchanged) <u>8. Design, supervision, contracted construction and construction execution relating to machinery and equipment installation work</u> <u>9. Sale of used products</u> <u>10.</u> (Unchanged) (Deleted)</p> <p><u>Article 15. (Measures, etc. for Providing Information in Electronic Format)</u> <u>(i) When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>(ii) Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p>Article 18. (Number of Directors) The Company shall have <u>not more than eight</u> Directors.</p> <p><u>Supplementary Provisions</u> <u>Article 1.</u> <u>(i) Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u> <u>(ii) These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal No. 3 Election of Eight Directors

At the conclusion of this meeting, the terms of office of all seven Directors will expire. Accordingly, in order to further strengthen the corporate governance system, the Company proposes to increase the number of Directors by one, and proposes the election of eight Directors, including one new Director, subject to the approval and adoption of Proposal No. 2, “Amendment to the Articles of Incorporation,” as originally proposed.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Expertise of the candidate					
			Corporate management	Technology and R&D/ Manufacturing	Sales/ Marketing	Finance and Administration	Legal/ Internal control	Global experience
1	Osamu Tsuji	Chairman & CEO	○	○		○		○
2	Tsukasa Kawabe	President & COO	○	○	○		○	○
3	Haruhiko Yamashita	Director Executive Officer	○	○		○		
4	Shozo Miyamoto	Director Executive Officer				○	○	
5	Kiyoshi Sato	Director Executive Officer		○	○			
6	Masanori Murakami [Outside] [Independent]	Director (Outside Director)	○	○				○
7	Hidemi Takasu [Outside] [Independent]	Director (Outside Director)	○	○	○			○
8	Shizuo Fujita [New election] [Outside] [Independent]	—		○				○

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	Osamu Tsuji (March 7, 1942)	Sept. 1979	Established the Company, President	877,807 shares
		June 1986	Established Samco Engineering Co., Ltd., President (current position)	
Oct. 2014	Chairman & President of the Company			
Apr. 2016	Chairman of the Samco Foundation (current position)			
Oct. 2016	Chairman & CEO, Supervising New Business Development Division of the Company			
Sept. 2017	Chairman, President & CEO, Supervising New Business Development Division			
Oct. 2018	Chairman & CEO (current position)			
<p>[Reasons for nomination as candidate for Director] Osamu Tsuji is the founder of the Company and has been directing the Company's management and driving its business with his strong leadership since its establishment. He also has a high level of expertise and insight into the Company's business and related industries, and plays an important role in the Board of Directors' decision-making and supervision of business execution. Therefore, the Company proposes his election as Director.</p>				
2	Tsukasa Kawabe (December 7, 1974)	Apr. 1999	Joined Chubu Electric Power Co., Inc.	34,960 shares
		July 2008	Joined the Company	
Oct. 2012	Director, Executive Officer and General Manager of OPTO Films Research Laboratory			
Nov. 2014	Director and Managing Executive Officer in charge of International Business Promotion and New Business Development			
Oct. 2016	Director, Managing Executive Officer, Supervising International Business			
Oct. 2017	Director, Senior Managing Executive Officer, Supervising International Business			
Oct. 2018	President & COO (current position)			
<p>[Reasons for nomination as candidate for Director] Tsukasa Kawabe has gained experience and a track record mainly in the overseas business, and currently directs the Company's management and drives its business with his strong leadership as President. Additionally, he has driven the Company's overseas business and worked to strengthen relationships with business partners, thus enhancing the Company's corporate value. He has abundant experience and knowledge of management in general, and in order to utilize such experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</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	Haruhiko Yamashita (April 12, 1965)	Apr. 1984 Joined ROHM Co., Ltd.	5,100 shares
		Jan. 1996 Joined the Company	
		Nov. 2014 General Manager of Manufacturing Department	
		Nov. 2016 Executive Officer, Deputy General Manager of Manufacturing Division and General Manager of Manufacturing Department	
		Oct. 2018 Director, Executive Officer, General Manager of Manufacturing Division and General Manager of Manufacturing Department (current position)	
<p>[Reasons for nomination as candidate for Director] Haruhiko Yamashita has accumulated many years of experience and a track record in manufacturing, materials, quality assurance, production site operations. Furthermore, he is currently fulfilling his duties as the head of the production department and as Director and Executive Officer, and in order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>			
4	Shozo Miyamoto (May 2, 1963)	Apr. 1986 Joined Hitachi, Ltd.	1,100 shares
		Apr. 2005 Joined the Company	
		Sept. 2017 Deputy General Manager of Accounting Department	
		Oct. 2019 Executive Officer and General Manager of Accounting Department	
		Oct. 2020 Director, Executive Officer, General Manager of Administration Division and General Manager of Accounting Department (current position)	
<p>[Reasons for nomination as candidate for Director] Shozo Miyamoto has accumulated many years of experience and a track record in the accounting and finance department. Furthermore, he is currently fulfilling his duties as the head of the administration department and as Director and Executive Officer, and in order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</p>			
5	Kiyoshi Sato (October 18, 1965)	Apr. 1988 Joined the Company	2,200 shares
		July 2016 Deputy General Manager of Sales Promotion Department	
		Oct. 2017 Executive Officer and General Manager of Sales Promotion Department	
		Oct. 2020 Director, Executive Officer, General Manager of Sales Division and General Manager of Sales Promotion Department (current position)	
<p>[Reasons for nomination as candidate for Director] Kiyoshi Sato has accumulated many years of experience and a track record in the Company's sales department. Furthermore, he is currently fulfilling his duties as the head of the sales department and as Director and Executive Officer, and in order to utilize his experience and knowledge for the Board of Directors' decision-making and supervision of business execution, the Company proposes his election as Director.</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
6	Masanori Murakami (November 28, 1943)	<p>Apr. 1971 Research Assistant, Department of Materials Science and Engineering, Kyoto University</p> <p>June 1971 Post-doctoral Fellow, University of California, Los Angeles (UCLA) in U.S.A.</p> <p>Feb. 1975 Research Staff Member, IBM T. J. Watson Research Center, New York, U.S.A.</p> <p>Dec. 1983 Manager, Thin Film Materials Division, IBM Watson Central Research Center, New York, U.S.A.</p> <p>Aug. 1990 Professor, Department of Materials Science and Engineering, Kyoto University</p> <p>Apr. 1996 Professor, Materials Science and Engineering, Graduate School of Engineering, Kyoto University</p> <p>Mar. 2007 Professor Emeritus, Kyoto University (current position)</p> <p>Apr. 2007 Vice Chancellor, Ritsumeikan Trust/ Professor, Ritsumeikan Global Innovation Research Organization, Ritsumeikan University</p> <p>Oct. 2014 Outside Director of the Company (current position)</p> <p>Jan. 2015 Assistant Trustee, Ritsumeikan Trust/ Eminent Professor, Ritsumeikan University</p> <p>Apr. 2018 Special Assistant to the President, Ritsumeikan Trust</p> <p>Apr. 2020 Assistant Trustee, Ritsumeikan Trust</p> <p>Apr. 2022 Senior Research Fellow, Ritsumeikan University (current position)</p>	2,100 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p>Although Masanori Murakami has never been directly involved in the management of a company, he has abundant knowledge and broad insight as Professor Emeritus, Kyoto University and Senior Research Fellow, Ritsumeikan University. The Company therefore proposes his election as outside Director so that he can continue to provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his advanced experience he has cultivated at overseas companies and through the management of universities. He has served as outside Director of the Company since October 2014, and his tenure as outside Director will have been eight years at the conclusion of this meeting.</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
7	Hidemi Takasu (January 5, 1948)	<p>Mar. 1971 Joined ROHM Co., Ltd.</p> <p>June 1997 Director and Deputy General Manager of ULSI Research and Development Headquarters</p> <p>June 2009 Managing Director, General Manager of LSI Headquarters and in charge of Research and Development</p> <p>Oct. 2009 Managing Director and General Manager of Research and Development Headquarters</p> <p>May 2013 Managing Director in charge of Quality and General Manager of Research and Development Headquarters</p> <p>July 2013 Managing Director in charge of New Business Creation and Quality</p> <p>Aug. 2017 Advisor of the Company</p> <p>June 2019 Outside Director of SCREEN Holdings Co., Ltd. (current position)</p> <p>Oct. 2020 Outside Director of the Company (current position)</p>	600 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] Hidemi Takasu has abundant management experience as an officer in charge of technology at other companies and strong relationships with universities in Japan and abroad. The Company therefore proposes his election as outside Director so that he can continue to provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his business experience he has cultivated in the semiconductor industry. He has served as outside Director of the Company since October 2020, and his tenure as outside Director will have been two years at the conclusion of this meeting.</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
*8	Shizuo Fujita (May 1, 1955)	<p>Apr. 1980 Research Associate, Faculty of Engineering, Kyoto University</p> <p>Aug. 1990 Associate Professor, Faculty of Engineering, Kyoto University</p> <p>Aug. 1994 Visiting Researcher, North Carolina State University, U.S.A.</p> <p>Apr. 1996 Associate Professor, Graduate School of Engineering, Kyoto University</p> <p>Apr. 2001 Professor, International Innovation Center, Kyoto University</p> <p>Apr. 2007 Professor, International Innovation Organization, Kyoto University</p> <p>Oct. 2007 Professor, Graduate School of Engineering, Kyoto University</p> <p>Apr. 2021 Professor Emeritus, Kyoto University (current position)</p> <p>Researcher (adjunct), Office of Society-Academia Collaboration for Innovation, Kyoto University (current position)</p>	— shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] Shizuo Fujita has abundant knowledge and broad insight as a professor emeritus at Kyoto University. The Company therefore newly proposes his election as outside Director so that he can provide supervision, advice, etc. on Directors' business execution from the standpoint of an outsider, utilizing his advanced experience he has cultivated as a front-line researcher in the field of compound semiconductor electronics. Although he has never been directly involved in the management of a company, the Company judges he will appropriately perform his duties as an outside Director based on the reasons stated above.</p>			

- (Notes)
1. A new candidate for Director is indicated by an asterisk (*).
 2. There is no special interest between any of the candidates for Director and the Company.
 3. Masanori Murakami, Hidemi Takasu and Shizuo Fujita are candidates for outside Director.
 4. The Company has entered into an agreement with Masanori Murakami and Hidemi Takasu to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under such agreement is the amount stipulated by laws and regulations, and the Company plans to continue such agreement with them if their reelection is approved. If the election of Shizuo Fujita is approved, the Company plans to enter into the same limited liability agreement with him.
 5. The Company has designated Masanori Murakami and Hidemi Takasu as independent officers as stipulated by the Tokyo Stock Exchange and has notified the Exchange of this designation, and will continue to designate them as independent officers if their reelection is approved. Shizuo Fujita also meets the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and if his election is approved, the Company plans to designate him as an independent officer.