

(English Translation)

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(Securities Code: 6113)

November 26, 2019

To our shareholders:

Tsutomu Isobe

President (Representative Director)

AMADA HOLDINGS CO., LTD.

200, Ishida, Isehara-shi, Kanagawa, Japan

**Notice of Convocation of an Extraordinary General Meeting of Shareholders**

This is to inform you that an Extraordinary General Meeting of Shareholders of AMADA HOLDINGS CO., LTD. will be held as follows.

As shareholder who is unable to attend the meeting may exercise his or her voting rights by either of the following manners, please exercise your voting rights, upon examination of the enclosed referential statements, not later than 5:15 p.m. on December 11, 2019 (Wednesday).

[Exercise of voting rights by mail]

Please send back the enclosed voting ballot to AMADA HOLDINGS CO., LTD., with due entries thereon indicating assent or dissent with respect to each agenda so that such voting ballot reaches AMADA HOLDINGS CO., LTD. by the above deadline.

[Exercise of voting rights via the Internet]

Please exercise your voting rights via the Internet, with due entries thereon indicating assent or dissent with respect to each agenda, by the above deadline.

1. Date: December 12, 2019 (Thursday) at 10:00 a.m.
2. Place: At the head office of AMADA HOLDINGS CO., LTD. located at 200, Ishida, Isehara-shi, Kanagawa (246 Hall at Forum 246)

3. Agenda:

Matters to be Resolved:

- |              |  |
|--------------|--|
| First Item:  | Partial amendments to the Articles of Incorporation  |
| Second Item: | Election of two (2) Directors                        |
| Third Item:  | Election of one (1) Audit & Supervisory Board Member |

## Information on Exercising Voting Rights

(1) Exercising voting rights by proxy

If you are unable to attend the General Meeting of Shareholders in person, you may appoint another shareholder (one person) who has voting rights as your proxy to attend the meeting. Please note that a document certifying the power of proxy must be submitted for such attendance.

(2) If you exercise your voting rights redundantly via mail and the Internet, the votes cast via the Internet shall be treated as valid.

(3) If you exercise your voting rights multiple times via the Internet, only the last vote cast shall be treated as valid.

(4) Also, if you exercise voting rights redundantly by using a PC and a smart phone, only the last vote cast shall be treated as valid.

\* Any amendments to the referential statements for the General Meeting of Shareholders will be posted on the “IR Information” page (Japanese: <https://www.amadaholdings.co.jp/ir/> ; English: <https://www.amadaholdings.co.jp/en/ir/>) of the website of AMADA HOLDINGS CO., LTD.

## Items of Business and References

### First Item: Partial amendments to the Articles of Incorporation

#### 1. Reasons for the amendments

The Company has started preparation for an absorption-type merger (hereinafter referred to as the “Merger”) that will become effective on April 1, 2020 (tentative), in which the Company will be the surviving company and AMADA CO., LTD., a wholly owned subsidiary of the Company, will be the company to be absorbed.

Since the Company will succeed to the businesses of AMADA CO., LTD. following the Merger, necessary changes shall be made to the business purposes stipulated in the current Articles of Incorporation in order for the Company to engage in the businesses of AMADA CO., LTD., as well as to change the company name accordingly.

This proposal is also for changing the convener of the meetings of the board of directors in light of the composition of officers in the new system from April 2020 onward.

#### 2. Details of the proposed amendments

Details of the proposed amendments are as follows. The amendments to the Articles of Incorporation shall come into effect on April 1, 2020, the effective date of the Merger, subject to the condition that the Merger takes effect.

(The underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
Article 1 (Company Name) This company shall be called <u>Amada Holdings Kabushikigaisha</u> , which shall be indicated in English as <u>Amada Holdings Co., Ltd.</u>	Article 1 (Company Name) This company shall be called <u>Amada Kabushikigaisha</u> , which shall be indicated in English as <u>Amada Co., Ltd.</u>

Current Articles of Incorporation	Proposed amendments
<p>Article 2 (Purpose)</p> <p>This company shall have the purpose of controlling or managing the businesses activities of companies (including foreign companies) and associations (including overseas entities corresponding to organizations) engaging in the operations noted in each of the following Items and other business entities corresponding to the foregoing and managing operations ancillary or related to such companies, etc., by holding the shares or equity of such companies, etc.</p> <p>(1) Manufacture, sale, repair, leasing, maintenance, checking, and inspection of band sawing machines and other metal working equipment</p> <p>(2) Manufacture, sale, repair, leasing, maintenance, checking, and inspection of press machines and other metal working equipment</p> <p>(3) Manufacture, sale, repair, leasing, maintenance, checking, and inspection of electronic devices</p> <p>(4) Development, sale, maintenance, <u>and operation and administration</u> of information network systems that use software and computers related to the devices in each of the preceding Items</p> <p>(5) Manufacture, sale, repair, leasing, maintenance, checking, and inspection of molds, jigs, accessories and components related to each of the preceding Items</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p> <p>(6) Design, construction, management, and subcontracting for civil engineering, architecture, electricity, steel frames, plant, and landscaping</p> <p>(7) Silviculture operations</p> <p>(8) Leasing and management of real property</p> <p>(9) General motor truck transportation operations, special motor truck transportation operations, light motor truck transportation operations, and consigned freight forwarding operations</p> <p>(10) Acting as an agent for operations in relation to general affairs, accounting and finance, purchasing, and human resources and labor management, etc.</p> <p>(11) Labor dispatch operations</p> <p style="text-align: center;">(New)</p> <p>(12) All operations related to each of the preceding Items</p> <p>② This company may engage in the operations stipulated in each of the preceding Items as well as operations ancillary or related to the foregoing.</p>	<p>Article 2 (Purpose)</p> <p>This company shall have the purpose of <u>engaging in the operations noted in each of the following Items and</u> controlling or managing the businesses activities of companies (including foreign companies) and associations (including overseas entities corresponding to organizations) engaging in the operations noted in each of the following Items and other business entities corresponding to the foregoing and managing operations ancillary or related to such companies, etc., by holding the shares or equity of such companies, etc.</p> <p>(1) <u>Development</u>, manufacture, sale, repair, leasing, maintenance, checking, and inspection of band sawing machines and other metal working equipment</p> <p>(2) <u>Development</u>, manufacture, sale, repair, leasing, maintenance, checking, and inspection of <u>laser markers</u>, press machines and other metal working equipment</p> <p>(3) <u>Development</u>, manufacture, sale, repair, leasing, maintenance, checking, and inspection of electronic devices</p> <p>(4) Development, sale, <u>repair, leasing, maintenance, checking, and inspection</u> of information network systems that use software and computers related to the devices in each of the preceding Items</p> <p>(5) <u>Development</u>, manufacture, sale, repair, leasing, maintenance, checking, and inspection of molds, jigs, accessories and components related to each of the preceding Items</p> <p>(6) <u>Sale, purchase, and contract sale of secondhand goods noted in each of the preceding Items, and sale of technology and know-how associated with each Item</u></p> <p>(7) <u>Contract manufacture and contract research and development of the products related to each of the preceding Items</u></p> <p>(8) Design, construction, management, and subcontracting for civil engineering, architecture, electricity, steel frames, plant, and landscaping</p> <p>(9) Silviculture operations</p> <p>(10) Leasing and management of real property</p> <p>(11) General motor truck transportation operations, special motor truck transportation operations, light motor truck transportation operations, and consigned freight forwarding operations</p> <p>(12) Acting as an agent for operations in relation to general affairs, accounting and finance, purchasing, and human resources and labor management, etc.</p> <p>(13) Labor dispatch operations</p> <p>(14) <u>Brokerage related to each of the preceding Items</u></p> <p>(15) All operations related to each of the preceding Items</p> <p>② This company may engage in the operations stipulated in each of the preceding Items as well as operations ancillary or related to the foregoing.</p>

Current Articles of Incorporation	Proposed amendments
<p>Article 22 (Convening of Meetings of the Board of Directors)</p> <p>Meetings of the board of directors shall be convened by the <u>chairman of the board of directors</u>. When the <u>chairman of the board of directors</u> is unable to perform such duty, a substitute director in accordance with an order stipulated in advance by a resolution of the board of directors shall perform such duty.</p> <p>② Notices of the convening of meetings of the board of directors shall be issued to each director and each auditor at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.</p>	<p>Article 22 (Convening of Meetings of the Board of Directors)</p> <p>Meetings of the board of directors shall be convened by the <u>director and president</u>. When the <u>director and president</u> is unable to perform such duty, a substitute director in accordance with an order stipulated in advance by a resolution of the board of directors shall perform such duty.</p> <p>② Notices of the convening of meetings of the board of directors shall be issued to each director and each auditor at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.</p>

**Second Item:****Election of two (2) Directors**

As stated in the First Item “Partial amendments to the Articles of Incorporation,” the Company is scheduled to make a transition to a new structure as of April 1, 2020. Accordingly, Director Kotaro Shibata and Director Hidekazu Kudo will retire by resignation as of March 31, 2020. Thus, the election of two (2) Directors is newly proposed, in order to reorganize the management structure.

The date of appointment of the Directors elected in this item of business shall be April 1, 2020, and in accordance with the provisions of the Company’s Articles of Incorporation, their terms of office shall be until the conclusion of the Ordinary General Meeting of Shareholders (to be held in June 2020) for the final fiscal year ending within one year after the election.

The candidates for the Directors are as follows:

Candidate Ref No.	Name	Board meeting attendance rate	Current position and responsibility in the Company or position in other companies, etc.
1	Toshinori Kurihara <span>New</span>	–	Corporate Officer President of AMADA GmbH
2	Yukihiro Fukui <span>New</span>	–	Senior Corporate Officer Management of Global Manufacturing Strategy Promotion Director and CEO of AMADA NORTH AMERICA INC.

Candidate  
Ref No.

1

Toshinori Kurihara

Date of Birth

December 2, 1956 (63 years old)

New



No. of Shares of AMADA  
HOLDINGS CO., LTD.  
Held (shares)

3,000 shares

Profile, position and responsibility in the Company

November 1982	Joined the Company	October 2015	Executive Officer and Senior Executive General Manager of Overseas Business HQ of AMADA MACHINE TOOLS CO., LTD.
April 2003	President of Europe HQ (France)		President of AMADA GmbH
January 2007	President of AMADA ITALIA S.r.l.		President of AMADA MACHINE TOOLS AMERICA, INC.
April 2010	General Manager of Overseas Tooling Business Promotion Dept., Overseas Business Div. of Overseas Business HQ of the Company		President of AMADA MACHINE TOOLS EUROPE GmbH
April 2011	Representative Director and President of AMADA TOOL PRECISION CO., LTD.	April 2016	Corporate Officer of the Company
June 2012	Corporate Officer of the Company		President of AMADA GmbH
	Representative Director and President of AMADA TOOL PRECISION CO., LTD.		Corporate Officer of AMADA MACHINE TOOLS CO., LTD.
April 2013	Corporate Officer of AMADA MACHINE TOOLS CO., LTD.		President of AMADA MACHINE TOOLS EUROPE GmbH
	President of AMADA MACHINE TOOLS AMERICA, INC.	April 2018	Corporate Officer of the Company
			President of AMADA GmbH (incumbent)

Important concurrent positions

President of AMADA GmbH

Reasons for nomination as a candidate for Director

Mr. Toshinori Kurihara is executing business appropriately as the representative of the Company group's overseas subsidiary in Germany. He also has in-depth knowledge of global business activities, which he acquired through many years of service in promoting the Company group's overseas business, as well as serving as the representative of overseas subsidiaries. Based on these factors, we have nominated Mr. Kurihara as a candidate for Director, having determined that he is an appropriate candidate capable of contributing to sustainable growth of the Company's corporate value.

Candidate  
Ref No.

2

Yukihiro Fukui

Date of Birth  
August 9, 1957 (62 years old)

New



No. of Shares of AMADA  
HOLDINGS CO., LTD.  
Held (shares)

18,585 shares

Profile, position and responsibility in the Company

March 1980	Joined Sonoike Mfg. Co., Ltd. (later merged to become the current Company)	April 2010	Corporate Officer President of AMADA SHANGHAI PUNCH & SHEAR CO., LTD.
October 2002	General Manager of Production Control Dept. of AMADA MACHINICS, INC. (later merged to become the current Company)	June 2012	Corporate Officer Deputy Chairman and President of AMADA (CHINA) CO., LTD.
October 2003	Joined the Company upon the merger	April 2013	Representative Director and President of AMADA TOOL PRECISION CO., LTD.
April 2004	General Manager of Material Dept.	October 2014	Associate Corporate Officer of the Company Director and CMO of AMADA AMERICA, INC.
October 2007	Deputy General Manager of Fujinomiya Plant		Senior Corporate Officer.
April 2008	General Manager of Fujinomiya Plant	April 2018	Director and CEO of AMADA NORTH AMERICA, INC.
June 2009	Corporate Officer Deputy Senior Executive General Manager of Sheet Metal Solution Development and Manufacturing HQ Executive General Manager of Production Management Div.	June 2019	Senior Corporate Officer Management of Global Manufacturing Strategy Director and CEO of AMADA NORTH AMERICA, INC. (incumbent)

Important concurrent positions

Director and CEO of AMADA NORTH AMERICA, INC.

Reasons for nomination as a candidate for Director

Mr. Yukihiro Fukui is executing business appropriately as the representative of the Company group's overseas subsidiary in the U.S. He is not only familiar with development and manufacturing acquired through his service as plant managers in Japan and overseas, but also has in-depth knowledge of global business activities acquired through his service as the representative of overseas subsidiaries. Based on these factors, we have nominated Mr. Fukui as a candidate for Director, having determined that he is an appropriate candidate capable of contributing to sustainable growth of the Company's corporate value.

(Notes)

1. There are no special interests between both of Messrs. Toshinori Kurihara and Yukihiro Fukui and the Company.
2. Age of both candidates is as of the conclusion of this General Meeting of Shareholders.

**Third Item****Election of one (1) Audit & Supervisory Board Member**

As Audit & Supervisory Board Member Katsuhide Ito will retire by resignation as of March 31, 2020. Thus, the election of one (1) Audit & Supervisory Board Member is newly proposed.

The date of appointment of the Audit & Supervisory Board Member elected in this item of business shall be April 1, 2020, and in accordance with the provisions of the Company's Articles of Incorporation, his term of office shall be until the conclusion of the Ordinary General Meeting of Shareholders (to be held in June 2023) for the final fiscal year ending within four years after the election.

With respect to this item of business, the consent of the Audit & Supervisory Board has been obtained.

The candidate for the Audit & Supervisory Board Member is as follows:

Name	Audit & Supervisory Board meeting attendance rate	Board meeting attendance rate	Current position in the Company
Kotaro Shibata <span style="background-color: red; color: white; padding: 2px;">New</span>	—	100% (4/4 meetings)	Senior Managing Director Assistant to President

(Notes)

1. Mr. Kotaro Shibata will retire from the office of Director of the Company by resignation as of March 31, 2020.
2. The board meeting attendance rate indicates the percentage of attendance as a Director at the meetings of the Board of Directors held during FY2019.

Kotaro Shibata

Date of Birth  
January 7, 1953 (66 years old)

New



No. of Shares of AMADA HOLDINGS CO., LTD. Held (shares)

25,000 shares

Participation in meetings of the Board of Directors

100% (4/4 meetings)

Profile and position in the Company

January 1980	Joined the Company	April 2013	Director and Executive Officer
October 2001	General Manager of Punching Business Dept.		Management of Sales
June 2009	Corporate Officer	April 2015	Director and Executive Vice President of AMADA CO., LTD.
June 2010	Executive General Manager of Sales Management Div.	April 2017	Representative Director and President of AMADA CO., LTD.
	Director and Corporate Officer	June 2017	Senior Managing Director, of the Company
June 2012	Deputy Senior Executive General Manager of Sales Management HQ	April 2018	Senior Managing Director and Assistant to President Chairman and President of AMADA (CHINA) CO., LTD.
	Director and Executive Officer	April 2019	Senior Managing Director and Assistant to President (incumbent)
	Deputy Senior Executive General Manager of Engineering Business HQ		

Reasons for nomination as a candidate for Audit & Supervisory Board Member

Mr. Kotaro Shibata is appropriately performing his duties as an assistant to the Director and President. In addition to his long years of experience supervising the sales division, he has broad knowledge and experience of global management as represented by his development of overseas businesses, such as in China and the ASEAN region. Based on these factors, we have nominated Mr. Shibata as a candidate for Audit & Supervisory Board Member, having determined that he is capable of carrying out objective and proper audits.

(Notes)

1. There are no special interests between Mr. Kotaro Shibata and the Company.
2. Age of the candidate is as of the conclusion of this General Meeting of Shareholders.