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(Stock code number: 6877)  
December 4, 2019

**To Shareholders with Voting Rights:**

Yasushi Obara  
President  
Obara Group Inc.  
3-2-10 Chuo-Rinkan, Yamato-shi,  
Kanagawa, Japan

## **NOTICE OF THE 61ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 61st Ordinary General Meeting of Shareholders of Obara Group Inc. (the "Company"). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, you can exercise your voting rights in writing. In such case, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Thursday, December 19, 2019, Japan time.**

- 1. Date and Time:** Friday, December 20, 2019 at 10:00 a.m. Japan time
- 2. Place:** Reception hall "La Rose" on the 3rd floor of Rembrandt Hotel Ebina at 2-9-50 Chuo, Ebina-shi, Kanagawa, Japan  
(Please refer to the map of the venue in Japanese attached at the end of the document.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 61st Fiscal Year (October 1, 2018 – September 30, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
    2. Non-consolidated Financial Statements for the Company's 61st Fiscal Year (October 1, 2018 – September 30, 2019)

**Matters to be resolved:**

- |                    |   |
|--------------------|---|
| <b>Proposal 1:</b> | Appropriation of Surplus                            |
| <b>Proposal 2:</b> | Election of Five (5) Directors                      |
| <b>Proposal 3:</b> | Election of Three (3) Auditors                      |
| <b>Proposal 4:</b> | Granting of Retirement Benefits to Retiring Auditor |

#### **4. Matters Disclosed on the Internet**

With regard to the documents provided with this notice, the following documents have been posted on the Company's website (<http://www.obara-g.com/>) in Japanese in accordance with the provisions of laws and regulations and Article 18 of the Articles of Incorporation of the Company. For this reason, they are not included in the documents provided with this notice.

- (1) Notes to the Consolidated Financial Statements
- (2) Notes to the Non-consolidated Financial Statements

The Auditors and the Accounting Auditor have audited the aforementioned documents in addition to the documents provided with this notice.

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

Should the documents provided with this notice and the Reference Documents for the General Meeting of Shareholders require revisions by the day before the date of the general meeting of shareholders, the revised versions will be posted on the Company's website (<http://www.obara-g.com/>) in Japanese.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

It is proposed that the year-end dividend for the fiscal year under review be as follows taking into consideration factors such as the results of operation for the fiscal year under review and future business development.

- (1) Type of dividend property: Cash
- (2) Matter related to allotment of dividend property and its total amount:  
70 yen per share of common stock of the Company  
Total amount: 1,261,569,330 yen
- (3) Effective date for distribution of surplus:  
December 23, 2019

### Proposal 2: Election of Five (5) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect five (5) Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, significant concurrent positions, and positions and assignment at the Company	Number of shares of the Company held (shares)
1	Yasushi Obara (May 1, 1968)	<p>January 1994    Joined the Company</p> <p>August 2000    Director, SPEEDFAM CO., LTD.</p> <p>August 2000    Director, SPEEDFAM INC. (to present)</p> <p>August 2001    Senior Managing Director, SPEEDFAM CO., LTD.</p> <p>August 2001    Director, SAKUSEIKI CO., LTD. (currently, SPEEDFAM NAGANO CO., LTD.) (to present)</p> <p>October 2004    Executive Vice President (Representative Director), SPEEDFAM CO., LTD.</p> <p>December 2004    Director, the Company</p> <p>July 2011       Representative Director, the Company</p> <p>October 2011    President (Representative Director), the Company (to present)</p> <p>October 2017    President (Representative Director), SPEEDFAM CO., LTD. (to present)</p>	2,571,110 (2,760)
2	Norifumi Kobayashi (September 11, 1962)	<p>December 1984    Joined SPEEDFAM CO., LTD.</p> <p>May 1997        Manager, Administration Division, SPEEDFAM CO., LTD.</p> <p>June 2000        Director, SPEEDFAM CLEAN SYSTEM CO., LTD. (to present)</p> <p>June 2000        Director, SAKUSEIKI CO., LTD. (currently, SPEEDFAM NAGANO CO., LTD.)</p> <p>August 2000     Director, SPEEDFAM CO., LTD. (to present)</p> <p>August 2011     Director, the Company (to present)</p> <p>December 2011    Director, OBARA KOREA CORP. (to present)</p> <p>October 2012     President (Representative Director), SPEEDFAM NAGANO CO., LTD. (to present)</p>	3,187 (197)

No.	Name (Date of birth)	Career summary, significant concurrent positions, and positions and assignment at the Company	Number of shares of the Company held
3	Mitsuhisa Yamashita (June 7, 1953)	September 1985 Joined the Company October 1999 General Manager, Second Sales Department, the Company October 2005 Officer / Yamanashi Plant Manager, the Company October 2008 General Manager, Administration Division, the Company November 2012 Executive Vice President (Representative Director), OBARA CORP. October 2013 President (Representative Director), OBARA CORP. (to present) December 2013 Director, the Company (to present)	8,000 (160)
4	Tomoo Onishi (January 25, 1972)	April 1999 Registered as a certified public accountant February 2004 Registered as a certified public tax accountant September 2006 Representative, MIKASA TAX CORPORATION (to present) December 2006 Auditor, the Company December 2015 Director, the Company (to present)	1,900 (166)
5	Koji Makino (October 7, 1966)	August 1992 Registered as a certified public accountant October 2001 Registered as a certified public tax accountant July 2003 Director, DAN CONSULTING CO., LTD. January 2006 Established MAKINO KOJI CERTIFIED PUBLIC ACCOUNTANT OFFICE February 2009 Representative Director, BE1 & CO. (to present) September 2012 Outside Corporate Auditor, DIGITAL GARAGE, INC. June 2013 Outside Audit and Supervisory Board Member, INAGEYA CO., LTD. (to present) December 2015 Auditor, the Company September 2016 Outside Director, Audit and Supervisory Committee Member, DIGITAL GARAGE, INC. (to present) December 2017 Director, the Company (to present)	100 (-)

1. There is no special interest between each candidate and the Company.
2. Messrs. Tomoo Onishi and Koji Makino are candidates for Outside Directors.  
The Company has submitted a notification designating Messrs. Tomoo Onishi and Koji Makino as independent officers to the Tokyo Stock Exchange in accordance with the regulations of the Tokyo Stock Exchange. If the election of both candidates is approved, the Company will continue to designate them as independent officers of the Company.
3. As Mr. Tomoo Onishi has an extensive experience and knowledge as a certified public accountant, the Company believes that he will actively provide recommendations on the Company's management from an independent standpoint as Outside Director and that he will contribute to the improvement of transparency of the Company's management and the reinforcement of the Company's supervisory function. Therefore, the Company proposes to elect him as Outside Director.
4. As Mr. Koji Makino has an extensive experience and knowledge as a certified public accountant, the Company believes that he will actively provide recommendations on the Company's management from an independent standpoint as Outside Director and that he will contribute to the improvement of transparency of the Company's management and the reinforcement of the Company's supervisory function. Therefore, the Company proposes to elect him as Outside Director.
5. The Company has entered into agreements to limit liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act with Messrs. Tomoo Onishi and Koji Makino in accordance with the provisions of Article 427, Paragraph 1 of the same Act. If both candidates are elected as originally proposed, such liability limitation agreements will continue to be effective. The maximum amount of liability under such agreements will be the higher of 10 million yen or the minimum amount of liability prescribed in Article 425, Paragraph 1 of the Companies Act.
6. Mr. Tomoo Onishi currently serves as Outside Director of the Company. He will have served as Outside Director for four (4) years at the conclusion of this General Meeting of Shareholders.
7. Mr. Koji Makino currently serves as Outside Director of the Company. He will have served as Outside Director for two (2) years at the conclusion of this General Meeting of Shareholders.
8. The numbers in the parenthesis in the column "Number of shares of the Company held" above represent the number of shares held through the directors' shareholding association as of October 4, 2019, which are not included in the number of shares specified before the parentheses.
9. The number of shares held by Mr. Yasushi Obara includes 1,084,500 shares which are managed by himself.

**Proposal 3: Election of Three (3) Auditors**

The terms of office of all three (3) Auditors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect three (3) Auditors.

The Audit & Supervisory Board has already given its prior consent to this proposal.

The candidates for Auditors are as follows:

No.	Name (Date of birth)	Career summary, significant concurrent positions, and positions at the Company		Number of shares of the Company held (shares)
1	Masashi Suyama (January 17, 1952)	April 1975 May 2008 December 2014	Joined Kao Soap Co., Ltd. (currently, Kao Corporation) Audit & Supervisory Board Member, Kao Customer Marketing Co., Ltd. Auditor, the Company (to present)	100 (352)
2	Masako Takahashi (January 13, 1969)	April 1999 February 2002 November 2011 December 2017 August 2019	Registered as a certified public accountant Established MASAKO TAKAHASHI CERTIFIED PUBLIC ACCOUNTANT OFFICE Registered as a certified public tax accountant Auditor, the Company (to present) Outside Auditor, Paidy Inc. (to present)	- (-)
* 3	Kiyoshi Takai (April 19, 1960)	March 1992 October 2004 October 2013	Joined the Company General Manager, Accounting Division, the Company General Manager, Administration Division, the Company	400 (304)

1. The asterisk mark (\*) indicates a new candidate for Auditor.
2. There is no special interest between each candidate and the Company.
3. Mr. Masashi Suyama and Ms. Masako Takahashi are candidates for Outside Auditor.  
The Company has submitted a notification designating Mr. Masashi Suyama and Ms. Masako Takahashi as independent officers to the Tokyo Stock Exchange in accordance with the regulations of the Tokyo Stock Exchange. If the election of both candidates is approved, the Company will continue to designate them as independent officers of the Company.
4. As Mr. Masashi Suyama has an extensive experience and knowledge of manufacturing industry, the Company believes that he will perform a fair audit as Outside Auditor. Therefore, the Company proposes to elect him as Outside Auditor. Mr. Masashi Suyama will have served as Outside Auditor for five (5) years at the conclusion of this General Meeting of Shareholders.
5. As Ms. Masako Takahashi has an extensive experience and knowledge as a certified public accountant, the Company believes that she will perform a fair audit as Outside Auditor. Therefore, the Company proposes to elect her as Outside Auditor. Ms. Masako Takahashi will have served as Outside Auditor for two (2) years at the conclusion of this General Meeting of Shareholders.
6. The Company has entered into agreements to limit liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act with Mr. Masashi Suyama and Ms. Masako Takahashi in accordance with the provisions of Article 427, Paragraph 1 of the same Act. If both candidates are elected as originally proposed, such liability limitation agreements will continue to be effective. The maximum amount of liability under such agreements will be the higher of 10 million yen or the minimum amount of liability prescribed in Article 425, Paragraph 1 of the Companies Act.
7. If Mr. Kiyoshi Takai is elected as originally proposed, the Company will enter into an agreement to limit liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act with Mr. Kiyoshi Takai in accordance with the provisions of Article 427, Paragraph 1 of the same Act. The maximum amount of liability under such agreement will be the higher of 10 million yen or the minimum amount of liability prescribed in Article 425, Paragraph 1 of the Companies Act.
8. The numbers in the parenthesis in the column "Number of shares of the Company held" above represent the number of shares held through the directors' shareholding association as of October 4, 2019 and the employees' shareholding association as of October 29, 2019, which are not included in the number of shares specified before the parentheses.

**Proposal 4:** Granting of Retirement Benefits to Retiring Auditor

The Company proposes retirement benefits within the range of the amount corresponding to standards stipulated by the Company to be granted to Mr. Hiroshi Taniuchi who will retire from the position of Auditor at the conclusion of this General Meeting of Shareholders, as a reward for his contributions during his terms of office as Auditor.

The Company also requests that the specific amount, the timing, and method be left to the discretion of Auditors. The Company derecognized provision (reserve) for retirement benefits for directors (and other officers) on December 31, 2003 that had been provided with a strong relation to seniority. Accordingly, the retirement benefits to be paid to Mr. Hiroshi Taniuchi shall be within the amount of the provision accrued before December 31, 2003.

The career summary for the retiring Auditor is as follows:

Name	Career summary
Hiroshi Taniuchi	October, 1995    General Manager, Accounting Division, the Company December, 2000    Auditor, the Company