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Stock Exchange Code 6436

June 8, 2021

To Shareholders with Voting Rights:

Hiroyuki Tsuda
President & Representative Director
Amano Corporation
275 Mamedocho, Kohoku-ku, Yokohama

**NOTICE OF
THE 105th ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

Please be informed that we will hold the 105th Annual Shareholders Meeting of Amano Corporation (the Company). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or online via the internet. Please review the attached Reference Documents for the Shareholders Meeting, and exercise your voting rights by 5:00 p.m. on Monday, June 28, 2021 Japan standard time.

1. Date and Time : Tuesday, June 29, 2021 at 10:00 a.m. Japan time

2. Place : Conference room at the Company located at
275 Mamedocho, Kohoku-ku, Yokohama

3. Meeting Agenda for the Shareholders Meeting:

- Matters to be reported** :
1. The Business Report, Consolidated Financial Statements for the Company's 105th Fiscal Year (April 1, 2020–March 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 105th Fiscal Year (April 1, 2020–March 31, 2021)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus Retained Earnings

Proposal 2: Appointment of 9 Directors

Proposal 3: Appointment of 1 Audit & Supervisory Board Member

4. Guidance on Exercising Voting Rights, etc.

- (1) If you wish to exercise your voting rights in writing, please indicate approval or disapproval on the enclosed voting rights exercise form, and return it so that it is received by 5:00 p.m., Monday, June 28, 2021.
- (2) If you wish to exercise your voting rights via the internet, please use the login ID and provisional password provided on the voting rights exercise form on the online voting website (<https://evote.tr.mufg.jp/>) and follow the on-screen instructions to indicate approval or disapproval by 5:00 p.m., Monday, June 28, 2021.
- (3) In the event you vote both in writing and online, your online vote shall be deemed effective and counted.

- (4) In the event you vote multiple times online, your intention indicated on the last vote shall be deemed effective and counted. The same rule shall apply to multiple votes via multiple devices, such as PCs, smartphones, or feature phones.
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When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.

Reference Documents for the Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Surplus Retained Earnings

The Company places great importance on its policy for dividend payments to its shareholders. Fundamental to this is its policy for the return of profit to shareholders, based on appropriate results-based distributions of profits.

Dividends shall be determined based on a Payout Ratio of at least 40% on a consolidated basis, a Ratio of Dividend to Net Assets of at least 2.5% and Total Return Ratio of at least 55%.

Year-end dividend

- (1) Type of dividend property

Cash

- (2) Allocation of dividend property to shareholders and its total amount

We intend to pay a year-end dividend of JPY45.00 per common stock of the Company.

This shall equate to a total dividend payment of JPY3,377,058,390.

As a result, the annual dividend including the interim dividend shall amount to JPY65.00 per share, a year-on-year decrease of JPY19.00 (ordinary dividend increase of JPY1.00).

- (3) Effective date of allotment of surplus retained earnings

June 30, 2021

Proposal 2: Appointment of 9 Directors

The term of office of all of 9 Directors will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of 9 Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
1.	Izumi Nakajima (February 7, 1955)	<p>April 1978 Joined the Company</p> <p>March 1995 President & Representative Director of Amano Time & Air Singapore Pte. Ltd.</p> <p>April 1999 General Manager of Parking Business Unit of the Company</p> <p>June 2001 Director of the Company</p> <p>April 2005 Operating Officer, General Manager of Tokyo Metropolitan Sales & Marketing Unit and Metropolitan Area Parking Sales & Marketing Unit of the Company</p> <p>June 2005 Resigned from the office of Director of the Company</p> <p>April 2008 Managing Operating Officer, General Manager of Comprehensive Strategy Planning Unit of the Company</p> <p>June 2009 Director of the Company</p> <p>April 2011 President & Representative Director of the Company</p> <p>June 2017 Chairman & Representative Director of the Company (current position)</p>	98,100
2.	Hiroyuki Tsuda (February 18, 1960)	<p>April 1982 Joined the Company</p> <p>April 2007 General Manager of Kanto Regional Sales & Marketing Unit of the Company</p> <p>April 2011 General Manager of Chubu Regional Sales & Marketing Unit of the Company</p> <p>April 2013 Operating Officer of the Company</p> <p>April 2014 Resigned from the office of Operating Officer of the Company</p> <p>April 2014 President & Representative Director of Amano Management Service Corporation</p> <p>April 2016 Operating Officer of the Company</p> <p>April 2016 Business Supervisory of the Company</p> <p>June 2017 President & Representative Director of the Company (current position)</p>	28,100

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
3.	Kunihiko Ihara (August 3, 1962)	<p>April 1985 Joined the Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)</p> <p>April 2004 Deputy General Manager of Loan Department of the same company</p> <p>April 2007 Joined the Company</p> <p>April 2009 Division Manager of Accounting Division of the Company</p> <p>April 2010 Operating Officer of the Company</p> <p>April 2013 Deputy General Manager of Corporate Administration Unit of the Company</p> <p>April 2015 General Manager of Corporate Administration Unit and Division Manager of Human Resources Division of the Company</p> <p>April 2016 General Manager of Corporate Planning Unit of the Company (current position)</p> <p>June 2016 Director of CREO CO., LTD. (current position)</p> <p>June 2016 Director of the Company (current position)</p> <p>April 2021 Managing Operating Officer of the Company (current position)</p> <p>(Status of the concurrent holding of important position)</p> <p>Director of CREO CO., LTD.</p>	20,300
4.	Manabu Yamazaki (September 5, 1962)	<p>April 1986 Joined the Company</p> <p>April 2013 General Manager of Chugoku & Shikoku Regional Sales & Marketing Unit of the Company</p> <p>April 2014 General Manager of Comprehensive Planning Unit of the Company</p> <p>April 2015 General Manager of Time Information Business Unit of the Company</p> <p>April 2016 Operating Officer of the Company</p> <p>April 2016 Division Manager of Comprehensive Strategy Planning Division and Deputy General Manager of Corporate Planning Unit of the Company</p> <p>April 2017 Business Supervisory and Division Manager of Comprehensive Strategy Planning Division of the Company</p> <p>June 2017 Director of the Company (current position)</p> <p>April 2018 President Amano of USA Holdings Inc.</p> <p>October 2018 Chairman & President of Amano USA Holdings Inc.</p> <p>February 2020 Domestic Group Company Supervisory of the Company</p> <p>April 2020 Corporate Administration Supervisory and General Manager of Corporate Administration Unit and Domestic Group Company Supervisory of the Company</p> <p>April 2021 Managing Operating Officer of the Company (current position)</p> <p>April 2021 Corporate Administration Supervisory and General Manager of Corporate Administration Unit of the Company (current position)</p>	8,500

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
5.	Kirihito Ninomiya (September 28, 1963)	<p>April 1987 Joined the Company</p> <p>April 2011 Deputy General Manager of Time Information Business Unit of the Company</p> <p>April 2014 General Manager of Chubu Regional Sales & Marketing Unit of the Company</p> <p>April 2016 President & Representative Director of Amano Business Solutions Corporation</p> <p>April 2017 General Manager of Time Information Business Unit of the Company</p> <p>April 2018 Operating Officer of the Company (current position)</p> <p>April 2018 General Manager of Time Information Business Unit of the Company and President & Representative Director of Amano Business Solutions Corporation</p> <p>April 2019 General Manager of Time Information Business Unit of the Company</p> <p>April 2020 Sales & Marketing / Business Supervisory and General Manager of Comprehensive Strategy Planning Unit of the Company</p> <p>June 2020 Director of the Company (current position)</p> <p>April 2021 Sales & Marketing Supervisory of the Company (current position)</p>	4,100
6.	Fujinori Tazo (November 23, 1964)	<p>April 1987 Joined the Company</p> <p>April 2016 Deputy General Manager of R&D Unit and Division Manager of Technology R&D Division of the Company</p> <p>April 2018 Deputy General Manager of R&D Unit and Division Manager of Innovation R&D Division of the Company</p> <p>April 2019 Operating Officer of the Company (current position)</p> <p>April 2019 General Manager of R&D Unit of the Company and Technology Desk of Amano USA Holdings, Inc.</p> <p>April 2020 R&D Supervisory / General Manager of R&D Unit and Domestic & Overseas R&D Supervisory of the Company (current position)</p> <p>June 2020 Director of the Company (current position)</p>	5,500
7.	Kiyoshi Kawashima (February 12, 1954) [Outside] [Independent]	<p>April 1979 Registered as an attorney at law (with Daini Tokyo Bar Association)</p> <p>May 1984 Kawashima Law Office (Kanagawa Bar Association) (current position)</p> <p>April 1995 Legal Training and Research Professor of Defense in Civil Cases, Institute in the Supreme Court of Japan</p> <p>April 2004 Professor of Yokohama National University Law School</p> <p>April 2011 Guest Professor of the Open University of Japan (current position)</p> <p>June 2012 Director of Fuji Furukawa Engineering & Construction Co., Ltd. (current position)</p> <p>November 2013 Director of Kanagawa Gakuen , an incorporated Educational Institution (current position)</p> <p>June 2015 Director of the Company (current position)</p> <p>May 2017 Audit & Supervisory Board Member of YOKOHAMA IMPORTMART INC.</p>	0

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
8.	Michinobu Omori (September 17, 1957) [Outside] [Independent]	<p>April 1981 Joined the Ministry of Finance</p> <p>July 1997 Deputy Commissioner of Criminal Investigation Department Tokyo Regional Taxation Bureau</p> <p>July 1999 Director of Tobacco and Salt Industries Office, Planning and Administration Division, Financial Bureau</p> <p>July 2002 Director of Local Financial Department, Kinki Local Financial Bureau</p> <p>July 2003 Counselor of Office for Industrial Revitalization Corporation of Japan, Cabinet Office</p> <p>July 2005 Director of Customs Clearance Division, Customs and Tariff Bureau</p> <p>July 2006 Director of Personnel Division, Customs and Tariff Bureau</p> <p>July 2007 Director General of Hokuriku Local Finance Bureau</p> <p>August 2009 Officer of Nippon Automated Cargo And Port Consolidated System, Inc.</p> <p>May 2010 Director of Treasury Department, Deposit Insurance Corporation of Japan</p> <p>July 2011 Director of Inspection Department, Deposit Insurance Corporation of Japan</p> <p>June 2012 Audit & Supervisory Board Member of The Shoko Chukin Bank, Ltd.</p> <p>June 2016 Director General of Tokyo Customs</p> <p>July 2017 Resigned from the Ministry of Finance</p> <p>January 2018 Advisor of Mitsubishi Heavy Industries Thermal Systems, Ltd.</p> <p>June 2019 Director of the Company (current position)</p> <p>June 2020 Director of Japan Credit Information Reference Center Corp. (current position)</p> <p>(Status of the concurrent holding of important position) Director of Japan Credit Information Reference Center Corp.</p>	0
9.	Sumie Watanabe (November 27, 1959) [Newly appointed] [Outside] [Independent]	<p>August 1980 Joined The Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)</p> <p>April 2008 Division Manager of FP Sales Division of the same company</p> <p>April 2010 Division Manager of FP Consulting Division of The Dai-ichi Life Insurance Company, Limited</p> <p>April 2015 Adjunct of the same company</p> <p>April 2016 Operating Officer of the same company</p> <p>October 2016 Operating Officer of Dai-ichi Life Holdings, Inc.</p> <p>October 2016 Operating Officer of The Dai-ichi Life Insurance Company, Limited</p> <p>April 2021 Chairman & Director of Dai-ichi Life Challenged Co.,Ltd. (current position)</p> <p>(Status of the concurrent holding of important position) Chairman & Director of Dai-ichi Life Challenged Co.,Ltd.</p>	0

- (Note)
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Kiyoshi Kawashima, Mr. Michinobu Omori and Ms. Sumie Watanabe are candidates for Outside Directors.
 3. Reason for Mr. Kiyoshi Kawashima being the candidate for Outside Director is to utilize his professional knowledge, experience and other abilities as an attorney at law for the management of the Company.
The Company expects to receive appropriate advice on putting legal compliance into practice through running the business, taking advantage of his extensive experience as a lawyer.
Although he has no experience of directly managing a company except for Outside Director, the Company has determined that his abundant knowledge regarding corporate management as an attorney at law will enable him to appropriately perform the duties as Outside Director.
 4. Reason for Mr. Michinobu Omori being the candidate for Outside Director is to utilize his professional knowledge, experience and other abilities as the Ministry of Finance official for managing the Company.
The Company expects to receive his appropriate advice for finance, accounting and taxation, taking advantage of his extensive experience as the Ministry of Finance officer.
Although he has no experience of directly managing a company except for Outside Director, the Company has determined that his abundant knowledge regarding corporate management as the Ministry of Finance officer will enable him to appropriately perform the duties as Outside Director.
 5. Reason for Ms. Sumie Watanabe being the candidate for Outside Director is to utilize her experience of corporate management and professional knowledge cultivated in the insurance company for the management of the Company.
The Company expects to receive her appropriate advice for promoting women's advancement at the Company, taking advantage of her extensive experience as a diversity & inclusion officer.
 6. Mr. Kiyoshi Kawashima and Mr. Michinobu Omori are current Outside Directors of the Company, and the number of years since their assumption of office is six years and two years, respectively, at the conclusion of this year's Annual Shareholders Meeting.
 7. As for Mr. Kiyoshi Kawashima and Mr. Michinobu Omori, the Company has notified the Tokyo Stock Exchange, Inc. that they have been designated as independent officers, whose interests are not likely to be in conflict with those of its general shareholders.
Likewise, the company plans to submit notification of Ms. Sumie Watanabe as an independent officer to the Tokyo Stock Exchange, Inc.
 8. The Company has concluded Limited Liability Agreements with Mr. Kiyoshi Kawashima and Mr. Michinobu Omori in order to enable them to fully perform their expected roles. The Company intends to renew the agreements upon approval of their reappointment at this year's Annual Shareholders Meeting, the Company.
Likewise, the Company intends to conclude the same Limited Liability Agreement with Ms. Sumie Watanabe, subject to the approval of the aforementioned Annual Shareholder's Meeting.
The outline of the agreement is as follows:
After concluding this agreement, the outside director shall be responsible for the liability of Article 423, Paragraph 1 of the Companies Act. If he / she is in good faith and has not made any gross negligence in performing his / her duties, he / she shall bear the minimum liability amount stipulated in Article 435, Paragraph 1 of the same Act, which is equivalent to the maximum amount liable for damages.
 9. Mr. Kiyoshi Kawashima and Mr. Michinobu Omori are current members of the Board of Directors of the Company and are hence eligible to be included in the Company's Directors and Officers liability insurance. Under this insurance policy, damages and litigation costs incurred by the insured due to a claim for damages caused by the insured's actions (including omissions) based on the position of an officer of the company. If both persons are reappointed, they will continue to be insured and the Company and its subsidiaries will continue to bear the obligation for paying the insurance premium. Moreover, if the appointment of Ms. Sumie Watanabe is approved, she will also be included in the same insurance policy. Furthermore, the Company plans to renew the insurance policy with the same coverage in case of the policy expires during term of office.

Proposal 3: Appointment of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Takehide Itonaga will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of 1 Audit & Supervisory Board Member.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
Naofumi Nagakawa (January 25, 1966) [Newly appointed] [Outside] [Independent]	April 1989 Joined TOKYU LAND CORPORATION April 1993 Housing Business Unit of the same company April 1996 Kansai branch of the same company October 2009 Temporarily assigned to Tokyu Land Capital Management Inc. October 2019 Chairman of Fujimigaoka-Gakuen, an incorporated educational institution (current position)	0

- (Note)
1. There are no special interests between the candidate and the Company.
 2. Mr. Naofumi Nagakawa is a candidate for Outside Audit & Supervisory Board Member.
 3. The reason for Mr. Naofumi Nagakawa being the candidate for Outside Audit & Supervisory Board Member is to utilize his wide range knowledge, experience and other abilities as Chairman of an incorporated educational institution for the improvement of an audit system of the Company.
 4. The Company plans to notify the Tokyo Stock Exchange, Inc. that Mr. Naofumi Nagakawa has been designated as an independent officer, whose interests are not likely to be in conflict with those of its general shareholders.
 5. The Company intends to conclude the Limited Liability Agreement with Mr. Naofumi Nakagawa, subject to the approval of the aforementioned Annual Shareholder's Meeting.
The outline of the agreement is as follows:
After concluding this agreement, the outside audit & supervisory board member shall be responsible for the liability of Article 423, Paragraph 1 of the Companies Act. If he is in good faith and has not made any gross negligence in performing his duties, he shall bear the minimum liability amount stipulated in Article 435, Paragraph 1 of the same Act, which is equivalent to the maximum amount liable for damages.
 6. Under the policy of the Company's Directors and Officers liability insurance, damages and litigation costs incurred by the insured due to a claim for damages caused by the insured's actions (including omissions) based on the position of an officer of the company. If the appointment of Mr. Naofumi Nakagawa is approved, he will also be included in the insurance policy. Moreover, the Company plans to renew the insurance policy with the same coverage in case of the policy expires during term of office.

(For Your Reference)

Independent criteria of Outside Director and Outside Audit & Supervisory Board Member

Outside Director and Outside Audit & Supervisory Board Member shall be considered independent from the Company if none of the following apply for the past 10 years, to the candidates or to the candidate's relatives up to second degree of kinship.

1. A major business counterparty of the Company (Note1) or a person executing the business.
2. A consultant, an accounting expert, or a legal expert, etc. who receives substantial amounts of money, etc. in addition to the officers' remuneration from the Company (if the recipient of such rewards is a corporation, or other organizations such as unions etc, then this implies the person who belongs to such organizations); (Note2)
3. A person executing the business of the Company or its subsidiaries;
4. A director of the Company's subsidiaries who does not execute the business of its subsidiaries (only the case that Outside Audit & Supervisory Board Member is designated as an independent officer is approved);
5. A major shareholder of the Company or a person executing the business of the major shareholder; (Note3)
6. A person who was once a Director or Audit & Supervisory Board Member of the Company or its subsidiaries at any point during the past 10 years prior to this nomination.

- (Note)
1. Business counterparty with annual transaction amount that exceeds 2% of the consolidated sales of the Company and its business counterparty in the most recent business year.
 2. Substantial amount of money is defined as actual amounts exceeding 10 million yen per year.
 3. A major shareholder means that a shareholder who holds more than 10% of the voting rights of the Company.

(For Your Reference)

Skill Matrix of the Board Members since the Annual Shareholder's Meeting

		For Outside Director		Sales & Marketing / Business	Manufacturing / R&D	Legal / Compliance	Finance / Accounting / Tax	Overseas Business	Diversity & Inclusion
		Independent	Corporate Management						
Izumi Nakajima	Chairman Representative Director			○				○	
Hiroyuki Tsuda	President Representative Director			○					
Kunihiro Ihara	Director Managing Operating Officer						○	○	
Manabu Yamazaki	Director Managing Operating Officer			○				○	
Kirihito Ninomiya	Director Operating Officer			○					
Fujinori Tazo	Director Operating Officer				○			○	
Kiyoshi Kawashima	Director (Outside)	○				○			
Michinobu Omori	Director (Outside)	○	○				○		
Sumie Watanabe	Director (Outside)	○	○	○					○