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(Securities Code 7701)
May 30, 2022

To Shareholders with Voting Rights:

Yasunori Yamamoto
Representative Director, President & CEO
SHIMADZU CORPORATION
1, Nishinokyo Kuwabara-cho, Nakagyo-ku,
Kyoto, Japan

NOTICE OF THE 159TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby notify that the 159th Annual General Meeting of Shareholders of SHIMADZU CORPORATION (the “Company”) will be held for the purposes as described below.

You can exercise your voting rights in writing (by submitting the enclosed Voting Rights Exercise Form) or by electromagnetic means (via the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Monday, June 27, 2022, Japan standard time (hereinafter JST).

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. (JST)
- 2. Place:** Main Hall at the Head Office
1, Nishinokyo Kuwabara-cho, Nakagyo-ku, Kyoto, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the 159th Fiscal Year (April 1, 2021 - March 31, 2022) 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 159th Fiscal Year (April 1, 2021 - March 31, 2022)
 - Matters to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Eight (8) Directors, Members of the Board
 - Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

Instructions for the Exercise of Voting Rights

The following methods are available for exercising voting rights. Please review the attached Reference Documents for the General Meeting of Shareholders from Page 3 onward and exercise your voting rights.

Exercise voting rights

You can exercise your voting rights in writing or by electromagnetic means.

- **Exercise of voting rights in writing**
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form by mail so that we can receive it no later than the following deadline.
Deadline: 5:00 p.m. Monday, June 27, 2022 (JST)
- **Exercise of voting rights via the Internet, etc.**
Please access the Company's designated website (<https://evote.tr.mufg.jp/>) from a computer or a smartphone, enter your "Login ID" and "Temporary Password", both of which are noted on the Voting Rights Exercise Form, follow the on-screen instructions and exercise your voting rights.
Deadline: 5:00 p.m. Monday, June 27, 2022 (JST)

If you are able to attend the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time: 10:00 a.m. Tuesday, June 28, 2022 (JST)

For inquiries about the system and other matters, contact:
Securities Business Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation
Phone: (0120) 173-027 (Toll Free) (available from 9:00 to 21:00) (Japan only)

<Electronic Platform for Exercising Voting Rights>

Institutional investors can use the Electronic Voting Platform operated by ICJ, Inc. if they submit an application to do so in advance.

Handling of duplicate voting

- 1) If the voting rights are exercised both in writing and by electromagnetic means and the vote for the same proposal differs, the exercise of voting rights by electromagnetic means shall be deemed valid.
- 2) If the voting rights are exercised by electromagnetic means multiple times and the vote for the same proposal differs, the last exercise of voting rights shall be deemed valid.

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- ◎ Of the documents required to be appended to this Notice of Convocation as attachments, the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website (<https://www.shimadzu.co.jp/>) in accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company, and are therefore not included in the attached documents. The Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements as well as the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements were audited by the Accounting Auditor and the Audit & Supervisory Board as part of the Consolidated Financial Statements and the Non-consolidated Financial Statements in preparing the Audit Report.
 - ◎ Should matters to be described in the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<https://www.shimadzu.co.jp/>).

Reference Documents for the General Meeting of Shareholders

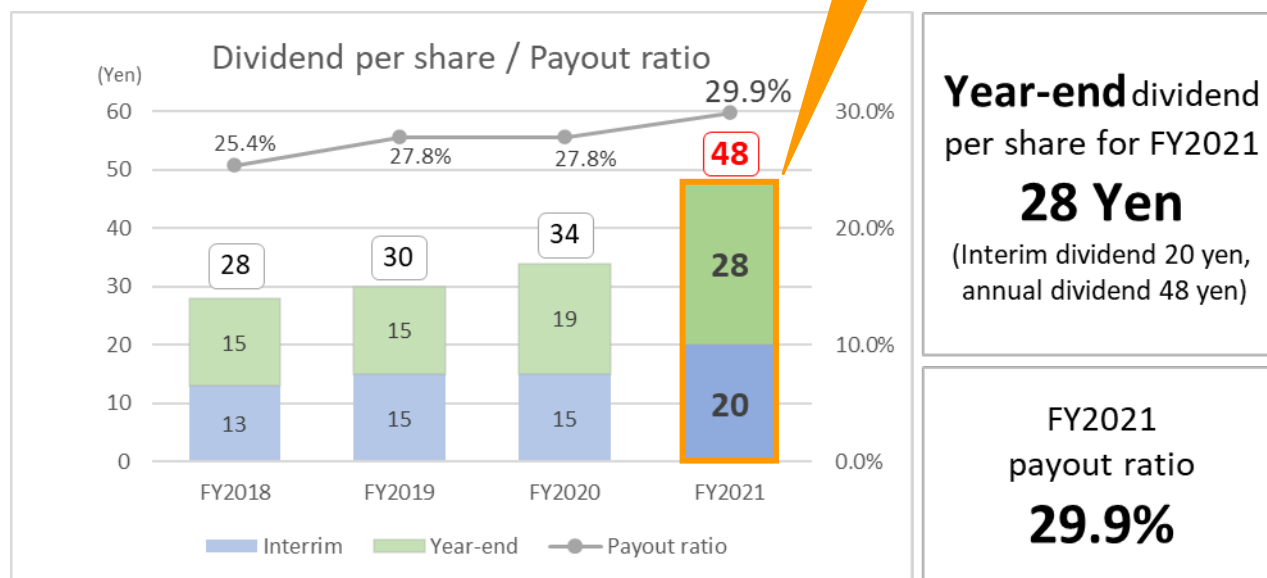
Proposals and References

Proposal 1: Appropriation of Surplus

The Company views the return of profits to shareholders as a key management objective. The Company's basic policy is to maintain stable dividends while taking into consideration earnings performance and cash flows comprehensively. The Company will utilize its internal reserves for investments that will lead to the Company's growth and increase the profitability over the medium- to long-term, such as capital, R&D, strategic and human resources investments.

Based on this policy, with respect to the appropriation of surplus (year-end dividend) for the fiscal year ended March 31, 2022, taking into consideration the earnings performance for the year and business development from now on, the Company proposes payment of a dividend of 28 yen per share as shown below. Combined with the interim dividend, the total annual dividend will be 48 yen per share, an increase of 14 yen from the previous fiscal year.

1. Type of dividend property
Cash
2. Matters related to the allotment of dividend property to shareholders and the total amount
28 yen per share of common stock of the Company
Total amount: 8,254,889,020 yen
3. Effective date of distribution of surplus
June 29, 2022



Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

Since the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the Reference Documents for the General Meeting of Shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions of Publication of References and the Like of General Meeting of Shareholders and Quasi Publication (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned new establishment and deletion, supplementary provisions regarding the effective date, etc. shall be established.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined parts are to be amended.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p><u>Article 15. Publication of References and the Like of General Meeting of Shareholders and Quasi Publication</u> <u>With regard to the information to be stated or indicated, such as references of the general meeting of shareholders, business reports, accounting documents and consolidated accounting documents, the Corporation may, upon convening a general meeting of shareholders, deem to provide such notice to the shareholders by the publication method utilizing the Internet pursuant to the Ordinance of the Ministry of Justice.</u> [Newly established]</p>	<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS [Deleted]</p> <p><u>Article 15. Measures for providing information in Electronic format, etc.</u> 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information contained in the reference documents of the general meeting of shareholders, etc. in electronic format.</u> 2. <u>Among the matters for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those matters 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 right.</u></p>

<p>[Newly established]</p>	<p><u>Supplementary Provisions</u></p> <ol style="list-style-type: none"> <li data-bbox="810 210 1406 461">1. <u>The amendments to Article 15 of the current Articles of Incorporation shall be effective on September 1, 2022 (hereinafter, the “Effective Date”), which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u> <li data-bbox="810 468 1406 719">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 (Publication of References and the Like of General Meeting of Shareholders and Quasi Publication) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from the Effective Date.</u> <li data-bbox="810 725 1406 913">3. <u>These supplementary provisions shall be deleted on the date when six (6) months have elapsed from the Effective Date or three (3) months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>
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Proposal 3: Election of Eight (8) Directors, Members of the Board

The terms of office of all eight (8) Directors, Members of the Board will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors, Members of the Board.

The candidates for Director, Member of the Board are as follows.


No.	Name			Current positions and responsibilities at the Company	Attendance at Board of Directors' meetings
1	Teruhisa Ueda	Reappointment		Chairman and Representative Director Chairman of the Board	100% (13/13)
2	Yasunori Yamamoto	Reappointment		Representative Director, President & CEO	100% (13/13)
3	Yasuo Miura	Reappointment		Director, Member of the Board Senior Corporate Executive Officer In charge of Risk Management and Corporate Marketing General Manager, Tokyo Office	100% (13/13)
4	Akira Watanabe	New appointment		Senior Managing Executive Officer CFO In charge of Corporate Strategy Planning and Corporate Communication	—
5	Hiroko Wada	Reappointment	Outside Director Independent Officer	Director, Member of the Board (part-time)	100% (13/13)
6	Nobuo Hanai	Reappointment	Outside Director Independent Officer	Director, Member of the Board (part-time)	100% (13/13)
7	Yoshiyuki Nakanishi	Reappointment	Outside Director Independent Officer	Director, Member of the Board (part-time)	100% (10/10)
8	Nami Hamada	New appointment	Outside Director Independent Officer	—	—

(Note) As for the attendance at the Board of Directors' meetings of Mr. Yoshiyuki Nakanishi, the Board of Directors' meetings applicable to him were only those held subsequent to his assumption of office on June 25, 2021.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
1	<p>Teruhisa Ueda (May 14, 1957)</p>  <p><Reappointment></p>	<p>April 1982 Joined the Company June 2007 Corporate Officer June 2007 Deputy General Manager, Analytical and Measuring Instruments Division June 2011 Director, Member of the Board June 2011 General Manager, Analytical and Measuring Instruments Division June 2013 Managing Executive Officer June 2014 Senior Managing Executive Officer June 2015 President and Representative Director June 2015 CEO April 2022 Chairman and Representative Director (to present) April 2022 Chairman of the Board (to present)</p> <p>[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] Mr. Teruhisa Ueda assumed office as Chairman and Representative Director in April of this year. As Chairman of the Board, he is running the Board appropriately and is committed to enhancing corporate value by strengthening corporate governance. Based on his abundant experience and a distinguished track record in a business in addition to having served as CEO with the strong leadership, the Company expects his role in strengthening the Board's functions for decision-making on important matters and for monitoring and oversight of business execution, and has nominated him again as a candidate for Director, Member of the Board.</p>	<p>23,976</p> <hr/> <p>Years served as Director, Member of the Board: 11 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2021 13/13 (100%)</p>

(Notes)

1. There are no special interests between Mr. Teruhisa Ueda and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Teruhisa Ueda is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
2	<p>Yasunori Yamamoto (February 20, 1959)</p>  <p><Reappointment></p>	<p>April 1983 Joined the Company June 2013 President, Shimadzu Europa GmbH (Germany) June 2014 Corporate Officer June 2017 Managing Executive Officer June 2017 In charge of Manufacturing, Corporate Information & Communications Technology, and CS Management June 2017 Jointly in charge of Corporate Research and Development April 2020 In charge of Corporate Strategy Planning and Corporate Communication June 2020 Director, Member of the Board April 2021 Senior Managing Executive Officer April 2021 CFO April 2022 President and Representative Director (to present) April 2022 CEO (to present)</p> <p>[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] Mr. Yasunori Yamamoto assumed office as President and Representative Director in April of this year. Responsible for management of the Group as the CEO, he is committed to strengthening the Board's functions in decision-making and in oversight by giving accounts of business execution and important matters at the Board. He has abundant knowledge and track record in the field of engineering and manufacturing, and management of an overseas subsidiary in addition to having served as CFO responsible for Corporate Strategy Planning and Corporate Communication. Therefore, the Company expects his role in promoting the medium-term management plan and enhancing corporate value, and has nominated him again as a candidate for Director, Member of the Board.</p>	<p>9,427</p> <hr/> <p>Years served as Director, Member of the Board: 2 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2021 13/13 (100%)</p>

(Notes)

1. There are no special interests between Mr. Yasunori Yamamoto and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Yasunori Yamamoto is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
3	<p>Yasuo Miura (April 25, 1957)</p>  <p><Reappointment></p>	<p>April 1980 Joined the Company April 2005 General Manager, Corporate Strategy Planning Department June 2007 Corporate Officer June 2009 President, Shimadzu Europa GmbH (Germany) June 2013 Director, Member of the Board (to present) June 2013 Managing Executive Officer June 2013 In charge of Finance (currently Finance and Accounting) June 2013 In charge of Corporate Marketing (to present) June 2015 General Manager, Tokyo Office (to present) June 2017 Senior Managing Executive Officer April 2019 Senior Corporate Executive Officer (to present) April 2020 CFO April 2021 In charge of Risk Management (to present)</p> <p>[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] Responsible for Risk Management and Corporate Marketing, Mr. Yasuo Miura is fulfilling accountability to the Board and is contributing to the Board's functions in decision-making on important matters and in oversight of business execution. Based on his abundant knowledge and track record in finance and accounting, sales operations and management of an overseas subsidiary, the Company expects his role in further contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Director, Member of the Board.</p>	<p>23,601</p> <hr/> <p>Years served as Director, Member of the Board: 9 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2021 13/13 (100%)</p>


(Notes)

1. There are no special interests between Mr. Yasuo Miura and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Yasuo Miura is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		
4	Akira Watanabe (March 3, 1963)  <New appointment>	April 1985 April 2009	Joined the Company General Manager, TMP Business Unit, Semiconductor Equipment Division (currently Industrial Machinery Division) and Deputy General Manager, Sales & Marketing Department, Semiconductor Equipment Division	Number of shares of the Company held: 2,499
		April 2011 June 2013	General Manager, Sales & Marketing Department, Semiconductor Equipment Division and General Manager, TMP Business Unit, Semiconductor Equipment Division Deputy General Manager, Semiconductor Equipment Division, General Manager, Sales & Marketing Department, Semiconductor Equipment Division and General Manager, TMP Business Unit, Semiconductor Equipment Division	
		June 2016 June 2016 April 2019 April 2020	Corporate Officer General Manager, Industrial Machinery Division Managing Executive Officer General Manager, Industrial Machinery Division and General Manager, Fluidics Systems Division	Attendance at Board of Directors' meetings in FY2021 —
		April 2022 April 2022	Senior Managing Executive Officer (to present) CFO (to present) In charge of Corporate Strategy Planning and Corporate Communication (to present)	
		[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] Mr. Akira Watanabe assumed office as Senior Managing Executive Officer in April of this year. As the CFO, responsible for Corporate Strategy Planning and Corporate Communication, he is fulfilling accountability to the Board. Based on his abundant knowledge and track record in sales operations, marketing and management of an overseas subsidiary in addition to having served as General Manager of the Industrial Machinery business and Fluidics Systems business, the Company expects his role in contributing to the Group's sustainable growth and enhancing corporate value, and has nominated him as a new candidate for Director, Member of the Board.		


(Notes)

1. There are no special interests between Mr. Akira Watanabe and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Akira Watanabe is an insured person under the insurance contract. If he is appointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
5	<p>Hiroko Wada (May 4, 1952)</p>  <p><Reappointment> <u>Outside Director</u> <u>Independent Officer</u></p>	<p>April 1977 Joined Procter & Gamble Sunhome Co., Ltd. (currently The P&G Japan Limited)</p> <p>January 1998 Vice President, In charge of Corporate New Ventures, Asia, The Procter & Gamble Company (U.S.)</p> <p>March 2001 President and Representative Director, Dyson Ltd.</p> <p>April 2004 President and Representative Director, Chief Operating Officer, Toys”R” Us-Japan, Ltd.</p> <p>November 2004 Established Office WaDa (to present)</p> <p>May 2009 Outside Director, Aderans Holdings Co., Ltd. (currently Aderans Co., Ltd.)</p> <p>April 2016 Advisor, Nutraceuticals Division, Otsuka Pharmaceutical Co., Ltd.</p> <p>June 2016 Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] Representative, Office WaDa Outside Director, Coca-Cola Bottlers Japan Holdings Inc. Outside Director, Audit & Supervisory Committee Member, Unicharm Corporation</p>	<p>Number of shares of the Company held: 3,770</p> <hr/> <p>Years served as Director, Member of the Board: 6 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors’ meetings in FY2021 13/13 (100%)</p>
		<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Ms. Hiroko Wada has abundant experience in global business, including as an executive at a multinational company and as the president of Japanese corporations, and extensive knowledge about marketing, human resources development and diversity. She has been proactively engaged in discussions and providing recommendations, which conduces to strengthening of the Board’s functions in decision-making and in oversight. In addition, as a chairperson of the Nominating and/or Compensation Committee, she has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. The Company expects her role in continuously contributing to the Group’s sustainable growth and enhancement of corporate value, and has nominated her again as a candidate for Outside Director.</p>	


(Notes)

1. There are no special interests between Ms. Hiroko Wada and the Company.
2. Ms. Hiroko Wada is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Ms. Hiroko Wada to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if she is without knowledge and is not grossly negligent in performing her duties.
4. Ms. Hiroko Wada satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated her as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 18. She is the Representative of Office WaDa. In the most recent fiscal year, the Company had no business relationship with Office WaDa.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Ms. Hiroko Wada is an insured person under the insurance contract. If she is reappointed as Director, Member of the Board, she will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during her term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
6	<p>Nobuo Hanai (April 30, 1953)</p>  <p><Reappointment> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div></p>	<p>April 1976 Joined Kyowa Hakko Kogyo Co., Ltd. (currently Kyowa Kirin Co., Ltd.)</p> <p>June 2006 Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>April 2009 Managing Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>June 2009 Director of the Board, Kyowa Kirin Co., Ltd.</p> <p>March 2010 Senior Managing Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>March 2012 Executive Director of the Board, President and Chief Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>March 2018 Executive Director of the Board, Chairman and Chief Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>March 2019 Director of the Board, Chairman of the Board, Kyowa Kirin Co., Ltd.</p> <p>June 2020 Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent position] Outside Director, Perseus Proteomics Inc.</p> <p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Nobuo Hanai has abundant management experience as the president of a leading Japanese pharmaceutical company and global knowledge about the pharmaceutical industry as well as research and development. He has been proactively engaged in discussions and providing recommendations, which conduces to strengthening of the Board's functions in decision-making and in oversight. In addition, as a member of the Nominating and/or Compensation Committee, he has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. Based on his insight into the major market, the Company expects his role in continuously contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Outside Director.</p>	<p>1,035</p> <hr/> <p>Years served as Director, Member of the Board: 2 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2021 13/13 (100%)</p>


(Notes)

1. There are no special interests between Mr. Nobuo Hanai and the Company.
2. Mr. Nobuo Hanai is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. At Kyowa Kirin Co., Ltd., during Mr. Nobuo Hanai's tenure as a Director of the Board until March 2020, an incident occurred where the company voluntarily recalled its certain product due to an improper operation conducted during the API manufacturing process of the product, and its API manufacturing contractor was subject to administrative sanctions. Mr. Nobuo Hanai was not aware of the fact until the occurrence of the incident, however, he had regularly raised the company's awareness about quality control, etc. at the Board of Directors' meetings, etc. After the incident came to light, he received internal and external investigation reports and made proposals to prevent a recurrence at the Board of Directors' meetings.
4. The Company has entered into an agreement with Mr. Nobuo Hanai to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
5. Mr. Nobuo Hanai satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 18.
6. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Nobuo Hanai is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
7	<p>Yoshiyuki Nakanishi (November 3, 1954)</p> 	<p>April 1978 Joined Dainippon Ink and Chemicals, Incorporated (currently DIC Corporation)</p> <p>April 2010 Executive Officer, DIC Corporation</p> <p>June 2011 Director of the Board, DIC Corporation</p> <p>April 2012 Representative Director; President and CEO, DIC Corporation</p> <p>January 2018 Chairman of the Board of Directors, DIC Corporation</p> <p>January 2021 Director of the Board, DIC Corporation</p> <p>March 2021 Executive Advisor, DIC Corporation (to present)</p> <p>June 2021 Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] Executive Advisor, DIC Corporation Outside Director, The Japan Steel Works, Ltd. Outside Director, IHI Corporation</p>	<p>216</p> <p>Years served as Director, Member of the Board: 1 year (at the closing of this Meeting)</p> <p>Attendance at Board of Directors' meetings in FY2021 10/10 (100%) (subsequent to assumption of a Director, Board of the Company)</p>
	<p><Reappointment></p> <p><input type="checkbox"/> Outside Director</p> <p><input type="checkbox"/> Independent Officer</p>	<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Yoshiyuki Nakanishi has abundant management experience as the president of a worldwide chemicals company and global knowledge about the chemicals industry as well as management strategy, manufacturing, sales operation, among others. He has been proactively engaged in discussions and providing recommendations, which conduces to strengthening of the Board's functions in decision-making and in oversight. In addition, as a member of the Nominating and/or Compensation Committee, he has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. Based on his insight into the major market, the Company expects his role in continuously contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Outside Director.</p>	

(Notes)

- There are no special interests between Mr. Yoshiyuki Nakanishi and the Company.
- Mr. Yoshiyuki Nakanishi is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
- The Company has entered into an agreement with Mr. Yoshiyuki Nakanishi to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
- Mr. Yoshiyuki Nakanishi satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 18. He serves as Executive Advisor of DIC Corporation. Although the Company has a business relationship (sales of products) with DIC Corporation, the amount of transactions with DIC Corporation represents less than 0.1% of the Company's or DIC Corporation's consolidated net sales for the most recent fiscal year and the ratios satisfy the independence standards (less than 2% of consolidated net sales) for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company.
- The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Yoshiyuki Nakanishi is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 19.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
8	<p data-bbox="272 472 448 539">Nami Hamada (August 3, 1964)</p>  <p data-bbox="256 770 459 792"><New appointment></p> <p data-bbox="284 808 432 831">Outside Director</p> <p data-bbox="268 846 448 869">Independent Officer</p>	<p data-bbox="504 248 1190 595"> July 1992 Joined Lehman Brothers Holdings Inc. October 1996 Vice President, Lehman Brothers Japan Inc. June 1999 Senior Vice President, Lehman Brothers Japan Inc. May 2004 Representative Director, HDH Advisors Japan Limited. December 2006 Principal, HDH Capital Management Pte Ltd. March 2009 Founder, Managing Director, Mile High Capital Inc. (to present) August 2017 Director, Ecoplexus Japan K.K. February 2019 Chief Operating Officer, Vesper Group Japan K.K. </p> <p data-bbox="504 629 1174 797"> [Significant concurrent positions] Founder, Managing Director, Mile High Capital Inc. Outside Director (Audit & Supervisory Committee Member), Coca-Cola Bottlers Japan Holdings Inc. Outside Director (Audit Committee Member), MetLife Insurance K.K. </p> <p data-bbox="504 801 1302 857"> [Reasons for nomination as a candidate for Outside Director and summary of expected roles] </p> <p data-bbox="480 862 1407 1097"> Ms. Nami Hamada has abundant knowledge in finance and accounting through her experience in, for example, managing a finance-related consulting firm. She also has abundant experience with a global perspective, for example, as a manager of a Japanese subsidiary of a foreign securities company, as well as knowledge in human resource development. The Company expects her valuable suggestion on management of the Group based on her abundant knowledge in finance and accounting, and her role in proper oversight of business execution. Therefore, the Company has nominated her as a new candidate for Outside Director. </p>	<p data-bbox="1241 226 1406 338">Number of shares of the Company held: 0</p> <hr/> <p data-bbox="1241 398 1394 510">Years served as Director, Member of the Board: —</p> <hr/> <p data-bbox="1241 600 1378 734">Attendance at Board of Directors' meetings in FY2021 —</p>

(Notes)


1. There are no special interests between Ms. Nami Hamada and the Company.
2. Ms. Nami Hamada is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. If Ms. Nami Hamada is appointed as Director, the Company intends to enter into an agreement with her to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement will be the minimum amount stipulated by laws and regulations if she is without knowledge and is not grossly negligent in performing her duties.
4. Ms. Nami Hamada satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated her as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 18. She is a founder and Managing Director of Mile High Capital Inc. In the most recent fiscal year, the Company had no business relationship with Mile High Capital Inc.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. If Ms. Nami Hamada is appointed as Director, Member of the Board, she will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during her term of office. For the outline of the insurance contract, please refer to Page 19.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

In order to ensure that the number of incumbent Outside Audit & Supervisory Board Members does not fall short of that required by laws and regulations, the election of one (1) substitute Audit & Supervisory Board Member is proposed.

The candidate for substitute Audit & Supervisory Board Member is as follows.

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

Name (Date of birth)	Career summary, positions, and significant concurrent positions	
<p>Fumio Iwamoto (March 12, 1979)</p>  <p><New appointment></p> <p>Substitute Outside Audit & Supervisory Board Member</p> <p>Independent Officer</p>	<p>October 2006 Registered as attorney-at-law October 2006 Joined Yodoyabashi & Yamagami Legal Professional Corporation (to present)</p> <p>[Significant concurrent positions] Partner attorney-at-law of Yodoyabashi & Yamagami Legal Professional Corporation Outside Corporate Auditor, Koyosha Inc.</p> <p>[Reasons for nomination as a candidate for substitute Outside Audit & Supervisory Board Member and summary of expected roles] Mr. Fumio Iwamoto has abundant expertise and experience in legal affairs in general including corporate legal affairs as an attorney-at-law. The Company expects that he will properly provide supervision, advice, etc. as Audit & Supervisory Board Member drawing on such expertise and experience, and has nominated him as a new candidate for substitute Outside Audit & Supervisory Board Member. Although he has no experience in directly taking part in corporate management, the Company expects that he would perform duties of Outside Audit & Supervisory Board Member appropriately for the reasons stated above.</p>	<p>Number of shares of the Company held: 0</p>

(Notes)

1. There are no special interests between Mr. Fumio Iwamoto and the Company.
2. Mr. Fumio Iwamoto is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If Mr. Fumio Iwamoto is appointed as Outside Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement will be the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
4. Mr. Fumio Iwamoto satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. If he is appointed as Audit & Supervisory Board Member, the Company intends to designate him as an independent officer and file a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 18. He is a partner attorney-at-law at Yodoyabashi & Yamagami Legal Professional Corporation. In the most recent fiscal year, the Company had no business relationship with Yodoyabashi & Yamagami Legal Professional Corporation.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. If Mr. Fumio Iwamoto is appointed as Audit & Supervisory Board Member, he will be included in the insured persons under the insurance contract. For the outline of the insurance contract, please refer to Page 19.

(Reference)

Composition of the Company's Audit & Supervisory Board

The composition of the Company's Audit & Supervisory Board is as follows:

Name			Positions	Years served as Audit & Supervisory Board Member (at the closing of this Meeting)	Attendance at Board of Directors' meetings / Audit & Supervisory Board's meetings in FY2021
Hiroyuki Fujii	Incumbent		Senior Audit & Supervisory Board Member	9 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)
Makoto Koyazaki	Incumbent		Audit & Supervisory Board Member	3 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)
Masahiro Nishio	Incumbent	Outside Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member (part-time)	7 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)
Tsuyoshi Nishimoto	Incumbent	Outside Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member (part-time)	2 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)

(Reference)

Skill Matrix of Candidates for Director and Audit & Supervisory Board Member

The composition of the Shimadzu Board of Directors is determined based on achieving a size and diversity appropriate for deploying businesses, the given business environment, and other factors. Shimadzu deploys businesses globally based on the corporate philosophy “Contributing to Society through Science and Technology” in four business segments—Analytical & Measuring Instruments, Medical Systems, Aircraft Equipment, and Industrial Machinery. In particular, Shimadzu is involved in using the company’s strengths to create new businesses in healthcare fields based on merging technologies from both the Analytical & Measuring Instruments and Medical Systems segments.

From the perspective of managing the company in this way, in order to achieve a good balance between decision-making for executing important business activities based on extensive discussion by the Board of Directors and functions for appropriately supervising and auditing such business execution, currently the following areas of knowledge and experience are considered important for the Board of Directors: company management, international experience, technology/IT, sales/marketing, finance/accounting, compliance/risk management, and personnel/human resources development. Directors are appointed from candidates with appropriate knowledge and experience in the above areas. The above areas of knowledge and experience will continue to be reassessed based on external business conditions and company circumstances.

Name		Knowledge/Experience of Directors						
		Company Management	International Experience	Technology/IT	Sales/Marketing	Finance/Accounting	Compliance/Risk Management	Personnel/Human Resources Development
Directors	Teruhisa Ueda		○	○	○	○		
	Yasunori Yamamoto			○	○		○	
	Yasuo Miura			○	○	○	○	
	Akira Watanabe			○	○			
	Hiroko Wada	Outside Shimadzu	○	○		○		○
	Nobuo Hanai	Outside Shimadzu	○	○	○			
	Yoshiyuki Nakanishi	Outside Shimadzu	○	○		○		
	Nami Hamada	Outside Shimadzu	○	○			○	○
Audit & Supervisory Board Members	Hiroyuki Fujii			○			○	○
	Makoto Koyazaki			○	○			
	Masahiro Nishio	Outside Shimadzu				○	○	
	Tsuyoshi Nishimoto	Outside Shimadzu		○			○	

(Note) The above is not intended as a complete list of knowledge and experience held by members of the Board of Directors and Audit & Supervisory Board.

(Reference)

Independence Standards for Outside Directors and Outside Audit & Supervisory Board Member

An Outside Director or an Outside Audit & Supervisory Board Member (including candidates for such posts) is considered independent and is unlikely to have any conflicts of interest with general shareholders if none of the following applies.

- (1) A person for whom the Company is a major business partner (i.e., a person who received payments from the Company that represent 2% or more of its annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (2) A major business partner of the Company (i.e., a person who made payments to the Company that represent 2% or more of the Company's annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (3) A consultant, accounting professional, or legal professional who has received a large amount of monetary consideration or other property (10 million yen or more in the most recent fiscal year) from the Company besides compensation as a Director, Member of the Board or an Audit & Supervisory Board Member (If the person who has received such property is an organization such as a corporation or a union, a person who is affiliated with such organization)
- (4) A person to whom any of the items (1) through (3) applies during the most recent 12 months
- (5) A second-degree relative or closer of a person listed in items 1) through 3) below (excluding immaterial persons)
 - 1) A person listed in items (1) through (4) above
 - 2) An executive officer of a subsidiary of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer)
 - 3) A person to whom 2) applied during the most recent 12 months or who was an executive officer of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer) during the most recent 12 months

Outline of Directors and Officers Liability Insurance Contract

The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. The outline of the insurance contract and other related information are as follows:

(1) Insured persons applicable

Directors, Members of the Board, Audit & Supervisory Board Members, Corporate Officers, and important employees of the Company

(2) Outline of the insurance contract

1) Actual ratio of the insurance premium paid by the insured persons

In principle, the Company pays the insurance premium. Regarding the premium to cover damages arising from the shareholders derivative actions, however, Directors, Members of the Board and Audit & Supervisory Board Members bear the cost.

2) Outline of insurance accidents covered by compensation

The insurance contract, together with premium, shall cover compensation for damages and court cost etc. to be borne by the insured persons in case where a claim for damages is made due to an act (including omission) based on the position of officers etc. of the Company. However, there are certain exemptions such as in the case where damages from intentional action of violation against laws and regulations are not covered by the insurance.

3) Measures to prevent diminishment of the appropriateness of execution of duties by officers and other important personnel

The insurance contract has provisions for a deductible, and damages up to the deductible amount are not covered by the insurance.