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Securities Code: 5290

June 10, 2022

To all shareholders,

Akihide Tsuchiya, Representative Director and President

Vertex Corporation

5-7-2 Kojimachi, Chiyoda-ku, Tokyo

Notice of the 4th Ordinary General Meeting of Shareholders

Vertex Corporation (the “Company”) is pleased to announce its 4th Ordinary General Meeting of Shareholders, which will be held as indicated below.

If you do not wish to attend on the day of the event, you can still exercise your voting rights in writing or via the Internet. Please read the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights, by no later than Tuesday, June 28, 2022, at 5:45 p.m. (JST).

- 1. Date and Time** Wednesday, June 29, 2022, 10:00 a.m. (Reception to begin at 9:00 a.m.) (JST)
- 2. Location** Square Kojimachi, 3F meeting room
6-6 Kojimachi, Chiyoda-ku, Tokyo

3. Meeting Objectives

Items to Report

1. Business Report and Consolidated Financial Statements for the 4th Term (from April 1, 2021 to March 31, 2022), as well as the results of the audit of the Consolidated Financial Statements by the Financial Auditor and Audit and Supervisory Committee
2. Non-consolidated Financial Statement reports for the 4th Term (from April 1, 2021 to March 31, 2022)

Matters to be Resolved

- | | |
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| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Four Directors (Excluding Directors Serving as Audit and Supervisory Committee Members) |
| Proposal No. 4 | Election of Four Directors Serving as Audit and Supervisory Committee Members |

4. Matters Decided Prior to the Convocation (Information on the Exercising of Voting Rights)

- (1) If there is no clear indication of approval or disapproval for an agenda item on your voting form, it will be treated as an indication of approval.
- (2) If you exercise your voting rights multiple times via the Internet, etc., only the most recent vote will be treated as valid.
- (3) If you exercise your voting rights through both the voting form and the Internet, etc., votes made through the Internet, etc. will be treated as valid, regardless of the date and time they were received.
- (4) If you wish to make a diverse exercise of your voting rights, please notify the Company of your intention and reasons in writing at least three days before the General Meeting of Shareholders.

- ◎ If attending on the day of the event, please submit your enclosed voting form to the reception desk.
In order to save resources, please also bring this notice of convocation.
- ◎ Please note that we will not be offering any gifts for those who attend this meeting.
- ◎ Of the documents to be provided upon this notice of convocation, notes to consolidated financial statements and notes to non-consolidated financial statements are posted on the Company's website (<https://www.vertex-grp.co.jp>, in Japanese only) based on laws and regulations as well as Article 16 of the Company's Articles of Incorporation, and as such are not attached to this notice of convocation. The consolidated financial statements and non-consolidated financial statements described in the attached documents of this notice of convocation (in Japanese only) are a part of the consolidated financial statements and non-consolidated financial statements audited by the financial auditor and the Audit and Supervisory Committee when preparing the accounting audit report and audit report.
- ◎ If there are any revisions made to the reference documents for the General Meeting of Shareholders, business reports, consolidated financial statements, or non-consolidated financial statements, the revised content will be posted on the Company's website (<https://www.vertex-grp.co.jp>).
- ◎ In order to prevent the spread of COVID-19, staff will wear masks, alcohol disinfectant will be prepared, and other measures will be taken.

If you will be attending the meeting in person, we ask that before traveling to the venue you check the current situation regarding the spread of infections and confirm your own physical health; please also take precautions to prevent infection, such as by wearing a face mask.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company's basic policy is to pay stable and continuous dividends while also securing the internal reserves necessary for future business development and the strengthening of the management structure.

For the current fiscal year, considering that the consolidated business results have exceeded the forecast made at the beginning of the fiscal year, the Company would like to propose an ordinary dividend per share of ¥65, and a special dividend of ¥15, resulting in the following:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and total amount
¥80 per share of common stock, for a total amount of ¥719,178,800.
- (3) Effective date for dividends of surplus
The effective date for dividends will be June 30, 2022.

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

Since the revised provisions stipulated in the proviso to 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 for the introduction of a system for providing informational materials for the General Meeting of Shareholders in an electronic format.

- (1) Since it is obligatory to stipulate in the Articles of Incorporation that the information contained in the reference documents, etc., for the General Meeting of Shareholders will be provided electronically, Article 16, paragraph 1 of the proposed amendment will be newly established in order to state this.
- (2) Among items for which electronic provision measures are to be taken for the information contained in the reference documents, etc., for the General Meeting of Shareholders, Article 16, paragraph 2 of the proposed amendment will be newly established to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents so that it is within the scope specified by the Ministry of Justice Order.
- (3) When the system for providing informational materials for the General Meeting of Shareholders in an electronic format is introduced, the provisions of the Article 16 of the current Articles of Incorporation will no longer be necessary, and so will be deleted.
- (4) Supplementary provisions regarding the effects of the aforementioned establishment and deletion of provisions will be established. These supplementary provisions shall be deleted after the set date has elapsed.

2. Details of the amendments

Details of the amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 3 General Meeting of Shareholders</p> <p><u>Article 16</u> <u>When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or presented in the reference documents for the General Meeting of Shareholders, business reports, financial statements, or consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p style="text-align: center;">Chapter 3 General Meeting of Shareholders (Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>Article 16</u></p> <ol style="list-style-type: none"> <u>1. When the Company convenes a General Meeting of Shareholders, it shall take measures to provide information that constitutes the content of reference documents, etc., for the General Meeting of Shareholders in electronic format.</u> <u>2. Among the items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u>
Supplementary Provisions (Newly established)	<p>Supplementary Provisions</p> <p><u>Article 2</u></p> <ol style="list-style-type: none"> <u>1. The deletion of the pre-amendment Article 16 and the establishment of the revised Article 16 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u> <u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the pre-amendment Articles of Incorporation shall remain effective regarding any General Meeting of Shareholders held on a date within six months from September 1, 2022.</u> <u>3. The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 3 Election of Four Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all four Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members. The same shall apply hereafter in this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

With regard to this proposal, the Audit and Supervisory Committee of the Company has determined that all candidates for Director are suitable.

The candidates for Director are as follows:

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
1	Yoshihito Tanaka (June 27, 1958)	<p>Apr. 1981 Joined Hokuriku Concrete Industry Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 1992 General Manager of Takefu Plant</p> <p>Apr. 2001 General Manager of Bio Systems Office, Environmental Business Division</p> <p>June 2006 Executive Officer, General Manager of Technology Division</p> <p>Mar. 2008 Representative Director and President of Maintenance Survey Design Co., Ltd. (now M-T Giken Co., Ltd.)</p> <p>Mar. 2011 General Manager of Technology Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2011 Director, Executive Officer, General Manager of Technology Division</p> <p>June 2013 Director, Managing Executive Officer, General Manager of Technology Division</p> <p>June 2015 Director, Senior Managing Executive Officer, General Manager of Technology Division</p> <p>Feb. 2016 Representative Director and Vice President, General Manager of Technology Division</p> <p>Oct. 2018 Director and Vice Chairman of the Company</p> <p>Mar. 2019 Representative Director and Vice President, General Manager of Environmental Business Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2019 Representative Director and President</p> <p>June 2020 Representative Director and Chairman of the Company (current position)</p> <p>Apr. 2021 Representative Director and Chairman of Vertex Co., Ltd. (current position)</p> <p>(Up to date)</p>	15,139 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
2	Akihide Tsuchiya (January 19, 1962)	<p>Apr. 1984 Joined SUZUKI MOTOR CORPORATION</p> <p>July 2005 Joined Nippon Zenith Pipe Co., Ltd. (now Vertex Co., Ltd.), General Manager of Sales Promotion Department</p> <p>Sept. 2006 General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>Aug. 2007 Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Nagoya Branch</p> <p>Apr. 2009 Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Aug. 2009 Managing Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Apr. 2011 Director, Managing Executive Officer, General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>June 2013 Director of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014 Managing Director of Haneda Zenith Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017 Representative Director and President (current position)</p> <p>June 2017 Representative Director and President of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>June 2020 Representative Director and President of the Company (current position) (Up to date)</p>	11,808 shares
3	Satoshi Takane (October 23, 1958)	<p>Apr. 1982 Joined The Kyowa Bank, Ltd. (now Resona Bank, Limited)</p> <p>July 2000 General Manager of Todoroki Branch, The Asahi Bank, Ltd. (now Resona Bank, Limited)</p> <p>June 2002 General Manager of Administration Division, HANEX Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2010 Director, General Manager of Administration Division</p> <p>Dec. 2011 Director, Managing Executive Officer</p> <p>June 2013 Director, Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014 Representative Director and Senior Managing Director, Haneda Zenith Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017 Representative Director and Chairman</p> <p>June 2017 Representative Director and Chairman of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018 Director and Vice Chairman of the Company</p> <p>June 2020 Director (current position) (Up to date)</p>	2,012 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
4	Masashi Senba (February 17, 1965)	<p>Apr. 1987 Joined HANEDA CONCRETE INDUSTRIAL CO., LTD. (now Vertex Co., Ltd.)</p> <p>Sept. 1992 Senior Managing Director</p> <p>Sept. 2002 Representative Director and President</p> <p>June 2012 Representative Director and Vice President of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014 Representative Director and Vice President of Haneda Zenith Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017 Director and Vice President (current position)</p> <p>Oct. 2018 Director and Vice President of the Company</p> <p>Apr. 2020 Representative Director and President of Zenith Construction Co., Ltd. (now Vertex Construction Co., Ltd.) (current position)</p> <p>June 2020 Director of the Company (current position) (Up to date)</p>	155,234 shares

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. The number of Company shares owned includes the portion held by the executive shareholders' association.
 3. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act, with each of the candidates for Director being one of the insured parties. The insurance premiums for this shall be fully borne by the Company, and covers damages that may occur as a result of the insured individuals being responsible for the execution of their duties or as a result of receiving a claim for the pursuit of such liabilities. For each of the candidates, if they are approved as a Director, they will be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.

Proposal No. 4 Election of Four Directors Serving as Audit and Supervisory Committee Members

The terms of office of four Directors serving as Audit and Supervisory Committee Members (of those, three being Outside Directors) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of four Directors who will serve as Audit and Supervisory Committee Members (of those, three being Outside Directors).

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director serving as an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
1	Shinji Hanamura (June 8, 1957)	<p>Apr. 1980 Joined Hokuriku Concrete Industry Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Mar. 1998 Team Leader of Design and Technology, Engineering Division</p> <p>June 2000 Executive Officer, Acting General Manager of Technology Division, Team Leader of Functionality Assurance</p> <p>Apr. 2003 Executive Officer, Deputy General Manager of Production Department, General Manager of Hyogo Plant</p> <p>June 2006 Director, General Manager of Production Division, General Manager of Hyogo Plant</p> <p>Mar. 2008 Director, Executive Officer, General Manager of General Planning Division</p> <p>June 2010 Director, Managing Executive Officer, General Manager of General Planning Division</p> <p>June 2013 Director, Senior Managing Executive Officer, General Manager of General Planning Division</p> <p>June 2014 Representative Director and President, General Manager of General Planning Division</p> <p>Mar. 2017 Representative Director and President</p> <p>Oct. 2018 Representative Director and Chairman of the Company</p> <p>June 2019 Representative Director and Chairman of Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2020 Director (full-time Audit and Supervisory Committee Member) of the Company (current position) (Up to date)</p>	14,995 shares
2	Joji Takayama (September 1, 1951)	<p>Apr. 2004 Secretary General, Secretariat General Deputy Director of Board of Audit of Japan</p> <p>Dec. 2004 Director General of 3rd Bureau</p> <p>July 2007 Director General of 5th Bureau</p> <p>July 2008 Senior Specialist of National Diet Library, Japan</p> <p>Oct. 2011 Auditor of Japan Atomic Energy Agency, Inauguration of Independent Administrative Agency</p> <p>June 2014 Outside Director, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Feb. 2016 Auditor of I.G.M.Holdings Inc. (current position)</p> <p>Oct. 2018 Outside Director of the Company</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position) (Up to date)</p>	0 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
3	Kuniyoshi Koike (July 9, 1969)	<p>Apr. 1996 Registered as an attorney at law (with The Tokyo Bar Association) (current position) Joined Minato Sougou Law Office (current position)</p> <p>Nov. 2007 Member of Charter Committee, The Tokyo Bar Association</p> <p>Apr. 2008 Part-time lecturer, Hosei University Law School (current position)</p> <p>Apr. 2011 Lecturer of Public Services Human Resource Development Center, Hosei University</p> <p>Oct. 2011 Legal counsel of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>June 2015 Outside Director of Haneda Zenith Holdings Co.,Ltd. (now Vertex Co., Ltd.)</p> <p>June 2016 Director of Chuo Labour Bank (current position)</p> <p>Oct. 2018 Outside Director of the Company</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position) (Up to date)</p>	100 shares
4	Hisataka Sokawa (October 21, 1947)	<p>Apr. 1971 Joined Ministry of Construction (now Ministry of Land, Infrastructure, Transport and Tourism (MLIT))</p> <p>June 2000 Director-General of Sewerage and Wastewater Management Department, City Bureau</p> <p>Jan. 2001 Director-General of Sewerage and Wastewater Management Department, City and Regional Bureau, MLIT</p> <p>Oct. 2003 Senior Managing Director of Japan Institute of Wastewater Engineering and Technology</p> <p>July 2005 Director of Japan Sewage Works Agency (in charge of business management)</p> <p>July 2008 Vice President</p> <p>July 2009 President</p> <p>July 2012 Chairman of Japan Sewage Works Association</p> <p>June 2017 Advisor (current position)</p> <p>June 2019 Outside Auditor of the Company</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position) (Up to date)</p>	0 shares

- Notes:
- There are no special interests between any of the candidates and the Company.
 - Joji Takayama, Kuniyoshi Koike, and Hisataka Sokawa are candidates for Outside Directors.
 - The reason why Joji Takayama was nominated to be a candidate for Outside Director is that he possesses a wealth of knowledge and high level of insight cultivated through experience primarily in government agencies. The Company expects that he will be able to continue to provide supervision and advice regarding the execution of directorial duties from a professional standpoint taking advantage of that insight, etc. Additionally, if he is elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making. Although he has never in the past been involved in the management of a company except as an outside officer, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
 - The reason why Kuniyoshi Koike was nominated to be a candidate for Outside Director is that he possesses a wealth of experience and insight as an attorney at law. The Company expects that he will monitor management from an independent and objective perspective, taking into account the entire corporate society, including laws and regulations. Additionally, if he is elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making. Although he has never in the past been involved in the management of a company except as an outside officer, as an attorney at law, he is familiar with corporate legal affairs, and so the Company judges he will appropriately fulfill his duties as an Outside Director.

5. The reason why Hisataka Sokawa was nominated to be a candidate for Outside Director is that he possesses an extensive knowledge and high level of insight, and that he is intimately familiar with the sewerage field through the experience he has gained in positions such as the Chairman of the Japan Sewage Works Association. The Company expects that he will be able to continue to provide supervision and advice regarding the execution of directorial duties from a professional standpoint taking advantage of that insight, etc. Additionally, if he is elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making.
Although he has never in the past been involved in the management of a company except as an outside officer, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
6. Joji Takayama, Kuniyoshi Koike and Hisataka Sokawa are currently Outside Directors serving as Audit and Supervisory Committee Members. At the conclusion of this meeting, the terms of office for Mr. Takayama and Mr. Koike will be three years and nine months, and the term of office as Outside Director for Mr. Sokawa will be two years. Additionally, Mr. Sokawa has served as an Outside Auditor for the Company in the past.
7. The Company has entered into contracts with Joji Takayama, Kuniyoshi Koike and Hisataka Sokawa based on the provisions of Article 427, paragraph (1) of the Companies Act limiting liability for damages under Article 423, paragraph (1) of the same act. The maximum amount of liability for damages based on the aforementioned contracts is the minimum liability limit stipulated in Article 425, paragraph (1) of the Companies Act, and if the reelection of Mr. Takayama, Mr. Koike and Mr. Sokawa are approved, the Company will continue the limited liability contracts with the same content.
8. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act, with each of the candidates for Director being one of the insured parties. The insurance premiums for this shall be fully borne by the Company, and covers damages that may occur as a result of the insured individuals being responsible for the execution of their duties or as a result of receiving a claim for the pursuit of such liabilities. For each of the candidates, if they are approved as a Director, they will be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.
9. The Company has given notification regarding Joji Takayama, Kuniyoshi Koike and Hisataka Sokawa as independent officers based on the provisions of the Tokyo Stock Exchange. If the reelection of Mr. Takayama, Mr. Koike and Mr. Sokawa are approved, they will continue as independent officers.

Reference

Skill Matrix

Name	Corporate Management	Marketing Sales	Manufacturing/ Technology	Development/ R&D	Human Resources/ Labor	Legal	Financial Accounting	Administrative Experience
Yoshihito Tanaka	●		●	●				
Akihide Tsuchiya	●	●		●				
Satoshi Takane					●	●	●	
Masashi Senba	●		●				●	
Shinji Hanamura	●				●		●	
Joji Takayama							●	●
Kuniyoshi Koike					●	●		
Hisataka Sokawa		●						●