

## [Notice Concerning Measures to Prevent the Spread of COVID-19]

The Company would hereby like to inform shareholders about the measures to prevent the spread of COVID-19 to be taken at the FY2021 Annual Meeting of Shareholders venue as follows. Your understanding and cooperation would be appreciated.

### 1. Requests to shareholders

- (1) If you are going to attend the meeting, you are kindly requested to check the development of COVID-19 and your health condition on the day of the meeting, and carefully decide whether or not to attend.
- (2) Those who do not wear masks may not be allowed to enter the venue. Please also wash your hands using disinfectant.
- (3) Attendees' body temperature will be checked at the entrance of the venue. Those with a temperature of 37.5 Celsius or higher or who appear to be in a poor health condition may not be allowed to enter the venue.
- (4) The meeting will be held in a simpler manner than usual, for example, by omitting an in-depth statement on the business results for time-saving purposes. Attendees are kindly requested to read the convocation notice before the meeting.

### 2. Our preventive measures at the venue

- (1) For shareholders' safety, the number of available seats at the venue of the Annual Meeting of Shareholders will be substantially reduced. Visitors exceeding the limitation may not be allowed to enter the venue.
- (2) Executives and meeting staff who have been health checked in advance will handle the meeting with masks on.

### Prior acceptance of shareholders' questions

Regarding the Items to be reported and the Items to be resolved at the FY2021 Annual Meeting of Shareholders, shareholders are allowed to submit questions in advance via our corporate website until March 21. Most asked questions will be answered on our corporate website on around March 25. Those not selected will be reviewed for our future improvement.

Acceptance period: Wednesday, March 9, 2022, to Monday, March 21, 2022

Please access the following URL to submit your questions.

### Livestreaming of the Annual Meeting of Shareholders

Please access the following URL and enter your ID and password to watch the live video of the Annual Meeting of Shareholders via your personal computer or smartphone.

Starting time for the livestreaming: 10:00 a.m., Wednesday, March 30, 2022

Login URL for submitting questions in advance and for watching the livestreaming:

<https://area31.smp.ne.jp/area/p/nhpe4pcsgl1lesjka0/6BYv22/login.html>

(Login ID: Shareholder number      Password: Shareholder's registered address zip code)



- While care will be taken to keep the shareholders present at the meeting out of the video frame, images of those shareholders may be inadvertently taken on video.
- You may be unable to watch the live video depending on your environment.
- The livestreaming system is for watching only and cannot accept your questions or exercise of voting rights.

Any operational change in the meeting depending on the future condition shall be publicized on our corporate website (<https://www.tokaicarbon.co.jp/>).

March 9, 2022

To Our Shareholders:

2-3, Kita-Aoyama 1-Chome, Minato-ku, Tokyo

**Tokai Carbon Co., Ltd.**

Hajime Nagasaka, President and CEO

**Notice of FY2021 Annual Meeting of Shareholders**

The Company would hereby like to inform shareholders that the FY2021 Annual Meeting of Shareholders of the Company will be held as described below.

To prevent the spread of COVID-19, we kindly request you to refrain from visiting the venue of the Annual Meeting of Shareholders as much as possible, and read the reference materials of the meeting described below and exercise your voting rights by using the Internet or in writing (by submitting a voting statement) no later than 5:35 p.m. on Tuesday, March 29, 2022.

Sincerely yours,

1. **Date:** 10:00 a.m., Wednesday, March 30, 2022
2. **Venue:** 2-3, Kita-Aoyama 1-Chome, Minato-ku, Tokyo  
Headquarters Office (10th floor of Aoyama Building)  
(Please refer to the access map for the venue of the Annual Meeting of Shareholders attached at the end of this notice.)
3. **Purposes:**
  1. **Items to be reported:** The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Auditors for the fiscal year 2021 business period (January 1, 2021 to December 31, 2021)
  2. The non-consolidated financial statements for the fiscal year 2021 business period (January 1, 2021 to December 31, 2021)

**Items to be resolved:**

**Agenda No. 1:** Appropriation of Retained Earnings

**Agenda No. 2:** Partial Amendment to the Articles of Incorporation of the Company

**Agenda No. 3:** Election of Eight (8) Directors

**Agenda No. 4:** Election of One (1) Auditor

**Agenda No. 5:** Election of One (1) Substitute Auditor

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1. If there are any revisions to the Reference Document for the Annual Meeting of Shareholders, the business report, the consolidated financial statements and the non-consolidated financial statements, such revisions will be posted on the Company's website. (URL: <https://www.tokaicarbon.co.jp/>)
  2. The following documents are posted on the Company's website (URL: <https://www.tokaicarbon.co.jp/>) in accordance with applicable laws and regulations and the provisions of Article 17 of the Articles of Incorporation of the Company. They are therefore not included in this notice of the annual meeting of shareholders.
    - (1) The consolidated statements of changes in net assets and the notes to consolidated financial statements forming parts of the consolidated financial statements
    - (2) The statements of changes in net assets and the notes to financial statements forming parts of the financial statements

This document includes parts of financial statements and consolidated financial statements audited by the Audit & Supervisory Board Members of the Company to prepare the auditors' report, and by the Accounting Auditor to prepare the Accounting Auditor's report.
  3. When you attend the meeting, we kindly request that you submit the enclosed voting form to the receptionist at the venue.

## Reference Document for the Annual Meeting of Shareholders

### **Agenda No. 1: Appropriation of Retained Earnings**

The Company would like to appropriate retained earnings as follows.

The Company regards returning profits to shareholders to be one of its important management priorities in its efforts to increase corporate value over the medium and long term. Accordingly, the Company maintains its basic policy to pay dividends stably and continuously with a consolidated payout ratio of 30% as a target, while giving consideration to its operating results and forecasts, investment plans, and status of cash flows, etc. in each period.

The Company plans to pay a year-end dividend of ¥15 per share for the current period, which is the same as the interim dividend. The year-end dividend will bring the total 2021 dividend, including the interim dividend, to ¥30 per share.

1. Type in which dividends are paid  
Cash payment
2. Allocation of dividends and total amount of dividends  
¥15 per common share of the Company  
Total      ¥3,197,708,025
3. Effective date on which dividends are disbursed from retained earnings  
March 31, 2022

## Agenda No. 2: Partial Amendment to the Articles of Incorporation of the Company

### 1. Reason for the amendment

Revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Law No. 70 of 2019) will come into effect from September 1, 2022. This amendment to the Articles of Incorporation of the Company is to prepare for the introduction of a system to provide reference materials for a General Meeting of Shareholders in electronic format as follows:

- [1] Proposed amended Article 17 [1] stipulates information that is comprised of the contents of reference materials for the General Meeting of Shareholders, etc., to be uploaded onto a website in electronic format available for downloading.
- [2] Proposed amended Article 17 [2] covers the stipulation to restrict the scope of items to be listed in the documents to be sent to shareholders who have requested the delivery of materials in paper-based format.
- [3] Provisions for disclosure via the Internet and deemed provision of reference materials for a general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will no longer be required and is deleted.
- [4] A supplementary provision regarding the effective date, etc., is established in line with the above additions and deletions.

### 2. Details of the proposed amendment

The details of the proposed amendment are as follows:

(Amended parts are underlined)

Existing Articles of Incorporation	Proposed amendment
<p>Article 17 (Disclosure via the Internet of Reference Materials for General Meeting of Shareholders)</p> <p><u>In convening the General Meeting of Shareholders, the Company may deem that the information regarding the matters that should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial documents and consolidated financial documents has been provided to the shareholders by disclosing the same through the method of using the Internet in accordance with the provisions of laws and regulations.</u></p> <p>(Addition)</p> <p>(Addition)</p>	<p>(Deletion)</p> <p><u>Article 17 (Electronic Provision Measures)</u></p> <p><u>[1] In convening the General Meeting of Shareholders, the Company may provide information regarding the contents of reference materials for the General Meeting of Shareholders, etc., in electronic form.</u></p> <p><u>[2] Of the items to be provided electronically as stipulated in the Ministry of Justice Ordinance, the Company may determine not to list all or part of the items to a shareholder who has requested the information to be provided in paper form before the reference date of the right to vote.</u></p> <p><u>Supplementary Provision</u>  <u>(Transitional Measures concerning Electronic Provision, Etc.)</u></p> <p><u>1. The deletion of Article 17 of the current Articles of Incorporation (Disclosure via the Internet of Reference Materials for General Meeting of Shareholders) and the addition of the amended Article 17 to the Articles of</u></p>

	<p><u>Incorporation (Electronic Provision Measures) shall become effective as of the effective date of the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Law No. 70 of 2019) (“Effective Date”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain in effect for a General Meeting of Shareholders to be held within six months of the Effective Date.</u></p> <p><u>3. This Supplementary Provision shall be deleted on the day after six months have elapsed from the Effective Date or three months have elapsed from the day of the General Meeting of Shareholders mentioned in the preceding paragraph, whichever comes later.</u></p>
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### Agenda No. 3: Election of Eight (8) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company proposes to elect eight (8) Directors.

The candidates for Directors are as follows.

[Reference] List of candidates External Candidates for External Directors Independent Independent Directors registered with the Tokyo Stock Exchange

Candidate No.	Name	Current position	Attendance at Board of Directors Meetings
1 <span style="border: 1px solid black; padding: 2px;">Reappoint</span>	Hajime Nagasaka	Representative Director, President and CEO	15 of 15
2 <span style="border: 1px solid black; padding: 2px;">Reappoint</span>	Yuji Serizawa	Director	15 of 15
3 <span style="border: 1px solid black; padding: 2px;">Reappoint</span>	Masafumi Tsuji	Director	15 of 15
4 <span style="border: 1px solid black; padding: 2px;">Reappoint</span>	Katsuyuki Yamaguchi	Director	15 of 15
5 <span style="border: 1px solid black; padding: 2px;">Reappoint</span>	Shunji Yamamoto	Director	15 of 15
6 <span style="border: 1px solid black; padding: 2px;">Reappoint</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Nobumitsu Kambayashi	Director	15 of 15
7 <span style="border: 1px solid black; padding: 2px;">Reappoint</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Mayumi Asada	Director	11 of 11
8 <span style="border: 1px solid black; padding: 2px;">New</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Toshiro Miyazaki	*	—

Note:

- The attendance at the Board of Directors Meeting for Ms. Mayumi Asada represents her attendance since March 2021 when she assumed the position of Director.
- The asterisk “\*” indicates that this item is not applicable as the Director has been newly appointed.

[Reference] Skill matrix

Name	Expertise and experience expected of Directors and Auditors										
	Gender	Term of office (years)	Corporate management	Finance and accounting	Legal and compliance	International business	Manufacturing and technology	Sales and marketing	Personnel and human resource development	Governance and risk management	ESG and sustainability
Hajime Nagasaka	Male	16	•			•			•	•	•
Yuji Serizawa	Male	9	•		•				•	•	•
Masafumi Tsuji	Male	5	•			•		•	•	•	
Katsuyuki Yamaguchi	Male	3					•				•
Shunji Yamamoto	Male	3				•	•				
Nobumitsu Kambayashi	Male	6	•			•		•	•	•	
Mayumi Asada	Female	1			•					•	•
Toshiro Miyazaki	Male	—	•	•						•	
Masanao Hosoya	Male	3		•	•	•				•	
Kazuyuki Kakehashi	Male	6			•		•				•
Kaoru Ogashiwa	Male	2		•	•						
Motokazu Hiura	Male	1		•	•						



Candidate No.	1
Name	Hajime Nagasaka (Reappoint)
Date of Birth	January 9, 1950 (72)
Term of Office as Director	16 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	143,951 shares

Brief profile, position and responsibility	
April 1972	Joined Tokai Electrode Mfg. Co., Ltd. (currently the Company)
March 2006	Director Executive Officer Deputy General Manager, Carbon Black Division
March 2008	Director Managing Executive Officer Deputy General Manager, Carbon Black Division
March 2010	Director Managing Executive Officer General Manager, Carbon Black Division
March 2011	Director Senior Managing Executive Officer General Manager, Carbon Black Division
March 2012	Director Senior Managing Executive Officer in charge of Carbon Black Division and Graphite Electrode Division
March 2013	Representative Director Senior Managing Executive Officer in charge of Carbon Black Division and Graphite Electrode Division
March 2014	Representative Director Executive Vice President in charge of Carbon Black Division, Graphite Electrode Division and Raw Material Procurement Department
February 2015	President and CEO (incumbent)
Reason for nomination as a candidate for Director	
Mr. Hajime Nagasaka has been involved in the management of the Company and its group companies over many years, serving as President and CEO since February 2015. The Company reappointed him as a candidate for Director because Mr. Nagasaka has extensive experience and broad knowledge mainly of its mainstay carbon black business and the graphite electrode business.	

Notes:

1. There are no special conflicts of interest between Mr. Hajime Nagasaka and the Company.
2. Outline of Directors and Officers Liability Insurance

The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Hajime Nagasaka as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Nagasaka assumes the position of Director, the insurance agreement will be renewed during the term of office.

Candidate No.	2
Name	Yuji Serizawa (Reappoint)
Date of Birth	December 27, 1959 (62)
Term of Office as Director	9 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	61,130 shares

Brief profile, position and responsibility	
April 1984	Joined the Company
March 2006	Executive Officer Deputy General Manager, Fine Carbon Division
March 2009	Executive Officer General Manager, Fine Carbon Division
March 2012	Director Executive Officer in charge of Fine Carbon Division General Manager, Fine Carbon Division
March 2013	Director Executive Officer General Manager, Tanoura Laboratory General Manager, Tanoura Plant
March 2014	Executive Officer General Manager, Graphite Electrode Division
March 2015	Director Executive Officer General Manager, Graphite Electrode Division
January 2016	Director Executive Officer General Manager, Corporate Planning Division
March 2017	Director Executive Officer responsible for Human Resources Department, General Affairs Department, and Legal Affairs Department (incumbent)
<p>Reason for nomination as a candidate for Director</p> <p>Mr. Yuji Serizawa has been engaged in the management of the Company and its group company over many years, serving as Director, Executive Officer of the Company since March 2015. The Company reappointed Mr. Serizawa as a candidate for Director because he has extensive experience and knowledge mainly in the fine carbon business, graphite electrode business, and administrative operations.</p>	

Notes:

1. There are no special conflicts of interest between Mr. Yuji Serizawa and the Company.
2. Outline of Directors and Officers Liability Insurance

The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Yuji Serizawa as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Serizawa assumes the position of Director, the insurance agreement will be renewed during the term of office.

Candidate No.	3
Name	Masafumi Tsuji (Reappoint)
Date of Birth	January 10, 1963 (59)
Term of Office as Director	5 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	55,130 shares

Brief profile, position and responsibility	
April 1986	Joined the Company
March 2014	Business Director General Manager, Carbon Black Division
March 2015	Executive Officer General Manager, Carbon Black Division
January 2016	Executive Officer General Manager, Graphite Electrode Division
January 2017	Executive Officer General Manager, Fine Carbon Division
March 2017	Director Executive Officer General Manager, Fine Carbon Division
January 2020	Director Executive Officer Deputy Chairman, Corporate Planning Department, Strategic Investment Department, and Sales Research & Planning Department General Manager, Corporate Planning Department
February 2020	Director Executive Officer Deputy Chairman, Corporate Planning Department, Strategic Investment Department, and Sales Research & Planning Department General Manager, Corporate Planning Department and Sales Research & Planning Department
April 2020	Director Executive Officer responsible for Corporate Planning Department, Strategic Investment Department, and Sales Research & Planning Department General Manager, Corporate Planning Department (incumbent)
<b>Notable Concurrent Positions</b> Director and President of Tokai Carbon U.S. Holdings, Inc. Director, Tokai Carbon GE LLC Director, Tokai Carbon CB Genpar LLC Director, Tokai COBEX HoldCo GmbH	
<b>Reason for nomination as a candidate for Director</b> Mr. Masafumi Tsuji has held positions, such as General Manager, Human Resources Department, General Manager, Management Planning Office, General Manager, Carbon Black Division, General Manager, Graphite Electrode Division, and General Manager, Fine Carbon Division, and he has been serving as Director, Executive Officer since March 2017. The Company reappointed Mr. Tsuji as a candidate for Director because he has extensive experience and knowledge of the Company's businesses ranging from planning and administration to sales.	

Notes:

1. There are no special conflicts of interest between Mr. Masafumi Tsuji and the Company.
2. **Outline of Directors and Officers Liability Insurance**  
The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Masafumi Tsuji as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Tsuji assumes the position of Director, the insurance agreement will be renewed during the term of office.

Candidate No.	4
Name	Katsuyuki Yamaguchi (Reappoint)
Date of Birth	March 29, 1964 (58)
Term of Office as Director	3 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	27,159 shares

Brief profile, position and responsibility	
April 1988	Joined the Company
September 2015	General Manager, Engineering Department, Technology & Engineering Division
December 2016	Business Director General Manager, Technology & Engineering Division
March 2018	Executive Officer General Manager, Technology & Engineering Division
March 2019	Director Executive Officer General Manager, Technology & Engineering Division
June 2019	Director Executive Officer General Manager, Technology & Engineering Division General Manager, Environment & Safety Department
March 2020	Director Executive Officer General Manager, Technology & Engineering Division
March 2021	Director Executive Officer General Manager, R & D Strategy Division General Manager, Intellectual Property Department (incumbent)
Reason for nomination as a candidate for Director	
<p>Mr. Katsuyuki Yamaguchi has been engaged mainly in the R&amp;D field since he joined the Company, and has held positions including General Manager, Engineering Department, and General Manager, Technology &amp; Engineering Division, and he has been serving as Director, Executive Officer since March 2019. The Company reappointed Mr. Yamaguchi as a candidate for Director because he has extensive business experience in the Company and knowledge of the Company's businesses ranging from R&amp;D, manufacturing, and engineering.</p>	

Notes:

1. There are no special conflicts of interest between Mr. Katsuyuki Yamaguchi and the Company.
2. Outline of Directors and Officers Liability Insurance

The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Katsuyuki Yamaguchi as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Yamaguchi assumes the position of Director, the insurance agreement will be renewed during the term of office.

Candidate No.	5
Name	Shunji Yamamoto (Reappoint)
Date of Birth	March 8, 1962 (60)
Term of Office as Director	3 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	9,500 shares

Brief profile, position and responsibility	
April 1985	Joined the Company
March 2013	General Manager, Kyushu-Wakamatsu Plant
June 2015	General Manager, Production & Technology Department, Carbon Black Division
March 2016	Director, Managing Director, Thai Tokai Carbon Product Co., Ltd.
March 2018	Executive Officer, the Company Director, Managing Director, Thai Tokai Carbon Product Co., Ltd.
March 2019	Director Executive Officer Director, Tokai Carbon CB Genpar LLC (incumbent)
Notable Concurrent Positions Director, Tokai Carbon CB Genpar LLC	
Reason for nomination as a candidate for Director Mr. Shunji Yamamoto has been engaged mainly in the manufacturing division since he joined the Company, and has held positions, such as General Manager, Kyushu-Wakamatsu Plant, General Manager, Production & Technology Department, Carbon Black Division, and he has been serving as Director, Executive Officer since March 2019. In addition, he has displayed his ability as top management of Thai Tokai Carbon Product Co., Ltd., an affiliate of the Company, since he assumed the position in March 2016. The Company reappointed Mr. Yamamoto as a candidate for Director because he has extensive business experience in the Company and knowledge of the Company's businesses of manufacturing and engineering.	

Notes:

1. There are no special conflicts of interest between Mr. Shunji Yamamoto and the Company.
2. Outline of Directors and Officers Liability Insurance

The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Shunji Yamamoto as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Yamamoto assumes the position of Director, the insurance agreement will be renewed during the term of office.

Candidate No.	6
Name	Nobumitsu Kambayashi (Reappoint) (External) (Independent)
Date of Birth	May 28, 1948 (73)
Term of Office as External Director	6 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Number of the Company's shares owned	19,800 shares

Brief profile, position and responsibility	
April 1971	Joined Kawasaki Heavy Industries, Ltd.
October 2002	Director, Kawasaki Shipbuilding Corporation
June 2005	Managing Director, Kawasaki Shipbuilding Corporation
April 2008	Managing Executive Officer, Kawasaki Heavy Industries, Ltd. Director/Senior Vice President, Kawasaki Shipbuilding Corporation
June 2009	Senior Vice President, Kawasaki Heavy Industries, Ltd.
April 2010	President & Representative Director, Kawasaki Shipbuilding Corporation Senior Vice President (part-time), Kawasaki Heavy Industries, Ltd.
October 2010	Senior Vice President (Representative Director), Kawasaki Heavy Industries, Ltd. President, Ship & Offshore Structure Company
April 2013	Director, Kawasaki Heavy Industries, Ltd.
June 2013	Senior Advisor, Kawasaki Heavy Industries, Ltd.
June 2015	Chairman, Japan Ship Technology Research Association (incumbent)
March 2016	External Director, the Company (incumbent)
June 2017	Outside Director, Inui Global Logistics Co., Ltd. (incumbent)
Notable Concurrent Positions Chairman, Japan Ship Technology Research Association Outside Director, Inui Global Logistics Co., Ltd.	
Reason for nomination as a candidate for External Director and expected roles Mr. Nobumitsu Kambayashi has held various positions, such as President and Representative Director of Kawasaki Shipbuilding Corporation and President of Ship & Offshore Structure Company of Kawasaki Heavy Industries, Ltd., and he has been serving as External Director of the Company since March 2016. The Company reappointed Mr. Kambayashi as a candidate for Director because he has provided appropriate advice on the management and business execution of the Company from an objective and professional viewpoint based on his extensive experience and insights gained as a manager of globally operating manufacturing companies and is expected to contribute to effectively strengthening the decision-making function and oversight function of the Company's Board of Directors.	

Notes:

1. There are no special conflicts of interest between Mr. Nobumitsu Kambayashi and the Company.
2. Mr. Nobumitsu Kambayashi is a candidate for External Director.
3. Outline of limited liability agreement  
If this agenda item is approved as proposed and Mr. Nobumitsu Kambayashi assumes the position of External Director, the Company will enter into an agreement with Mr. Kambayashi to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
4. Outline of Directors and Officers Liability Insurance  
The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Nobumitsu Kambayashi as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Kambayashi assumes the position of External Director, the insurance agreement will be renewed during the term of office.
5. Mr. Nobumitsu Kambayashi meets the Independence Standards for External Officers set by the Company. If this agenda is approved as proposed, the Company will designate Mr. Nobumitsu Kambayashi as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.

Candidate No.	7
Name	Mayumi Asada (Reappoint) (External) (Independent)
Date of Birth	February 5, 1968 (54)
Term of Office as External Director	1 year
Attendance at Board of Directors Meeting	100% (11 of 11)
Number of the Company's shares owned	2,300 shares

Brief profile, position and responsibility	
October 2002	Registered as an attorney-at-law and joined Hiranuma Takaaki Law Office
July 2013	Member of the committee for medical dispute settlement, the Tokyo Metropolitan Medical Association (incumbent)
January 2014	Representative, Marunouchi Building Aoi Law Office (incumbent)
March 2014	Acquired Doctor's degree in Medicine at the Juntendo University Graduate School of Medicine
April 2015	Member of the council for disclosure and personal information protection, Meguro-ku (incumbent)
June 2017	Member of the external audit committee for medical safety at Juntendo University Hospital
April 2018	Reconciliation officer at Tokyo Family Court (incumbent)
April 2020	Business Director, Incorporated Educational Institution Nikaido Gakuen (incumbent)
March 2021	External Director, the Company (incumbent)
July 2021	Assistant Professor, part-time, Juntendo University (incumbent)
<b>Notable Concurrent Positions</b> Representative, Marunouchi Building Aoi Law Office Member of the committee for medical dispute settlement, the Tokyo Metropolitan Medical Association Member of the council for disclosure and personal information protection, Meguro-ku Reconciliation officer at Tokyo Family Court Business Director, Incorporated Educational Institution Nikaido Gakuen Assistant Professor, part-time, Juntendo University	
<b>Reason for nomination as a candidate for External Director and expected roles</b> The Company reappointed Ms. Mayumi Asada as a candidate for Director because she has had a long career as a lawyer and medical knowledge as a Doctor of Medicine, and is expected to provide appropriate advice on the management and business execution of the Company from an objective and professional viewpoint based on her extensive experience and insights gained as a lawyer and Doctor of Medicine. Accordingly, Ms. Asada is expected to appropriately perform duties as External Director, though she has never been involved in corporate management by other means than serving as External Director or External Auditor.	

Notes:

- There are no special conflicts of interest between Ms. Mayumi Asada and the Company.
- Ms. Mayumi Asada is a candidate for External Director.
- Outline of limited liability agreement**  
 If this agenda item is approved as proposed and Ms. Mayumi Asada assumes the position of External Director, the Company will enter into an agreement with Ms. Asada to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
- Outline of Directors and Officers Liability Insurance**  
 The Company maintains an insurance policy for officers and directors ("D&O insurance policy"). If Ms. Mayumi Asada assumes the position of External Director, the Company shall include Ms. Asada as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against her as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Ms. Asada assumes the position of External Director, the insurance agreement will be renewed during the term of office.
- Ms. Mayumi Asada meets the Independence Standards for External Officers set by the Company. If this agenda is approved as proposed, the Company will designate Ms. Mayumi Asada as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register her accordingly with the said exchange.

Candidate No.	8
Name	Toshiro Miyazaki (New) (External) (Independent)
Date of Birth	August 21, 1949 (72)
Number of the Company's shares owned	0 shares

Brief profile, position and responsibility	
April 1972	Joined Mitsui Shipbuilding & Engineering Co., Ltd. (currently Mitsui E&S Holdings Co., Ltd.)
October 2002	General Manager, Corporate Planning Dept., Mitsui Shipbuilding & Engineering Co., Ltd.
March 2005	Corporate Auditor (part-time), MODEC, Inc.
June 2005	Associate Officer, General Manager, Corporate Planning Dept., Head of Asset Management Project Office, Mitsui Shipbuilding & Engineering Co., Ltd.
June 2007	Director, Finance, Accounting, and Investor Relations and Communications, Mitsui Shipbuilding & Engineering Co., Ltd.
March 2008	Director, MODEC, Inc.
March 2011	Representative Director, President, MODEC, Inc.
March 2019	Director, Chairman of the Board, MODEC, Inc.
March 2020	Executive Advisor, MODEC, Inc. (incumbent)
Notable Concurrent Positions Executive Advisor, MODEC, Inc.	
Reason for nomination as a candidate for External Director and expected roles Mr. Toshiro Miyazaki held various positions, such as Representative Director and President of MODEC, Inc. and Director of Mitsui Shipbuilding & Engineering Co., Ltd. The Company appointed Mr. Miyazaki as a candidate for Director because he has extensive experience and insights as a top executive of globally operating manufacturing companies and is expected to provide advice on the management of the Company and perform the management oversight function from a position independent of the Company's management engaged in the execution of the Company's operations.	

Notes:

1. There are no special conflicts of interest between Mr. Toshiro Miyazaki and the Company.
2. Mr. Toshiro Miyazaki is a candidate for External Director.
3. Outline of limited liability agreement  
If this agenda item is approved as proposed and Mr. Toshiro Miyazaki assumes the position of External Director, the Company will enter into an agreement with Mr. Miyazaki to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
4. Outline of Directors and Officers Liability Insurance  
The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Toshiro Miyazaki as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance. If Mr. Miyazaki assumes the position of External Director, the insurance agreement will be renewed during the term of office.
5. Mr. Toshiro Miyazaki meets the Independence Standards for External Officers set by the Company. If this agenda is approved as proposed, the Company will designate Mr. Toshiro Miyazaki as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.



#### Agenda No. 4: Election of One (1) Auditor

The terms of office of Mr. Kaoru Ogashiwa as Auditor will expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company wishes to elect one (1) Auditor.

The Board of Auditors has already given its consent to this issue.

The candidate for Auditor is as follows.

Name	Kaoru Ogashiwa (Reappoint) (External) (Independent)
Date of Birth	January 7, 1967 (55)
Term of Office as External Auditor	2 years
Attendance at Board of Directors Meeting	100% (15 of 15)
Attendance at Board of Auditors Meeting	100% (11 of 11)
Number of the Company's shares owned	100 shares

Brief profile and position	
October 1990	Joined Research Center Management Consulting Institute, New Japan Securities Co., Ltd. (currently Japan Investor Relations and Investor Support, Inc.)
December 1992	Registered as a Certified Tax Accountant Representative, Ogashiwa Kaoru Certified Tax Accountant Office (incumbent)
June 2005	Corporate Auditor, Senkon Logistics Co., Ltd.
June 2017	External Director and Audit and Supervisory Committee Member, Senkon Logistics Co., Ltd. (incumbent)
May 2019	External Auditor, the Company (incumbent)
Notable Concurrent Positions Representative, Ogashiwa Kaoru Certified Tax Accountant Office External Director and Audit and Supervisory Committee Member, Senkon Logistics Co., Ltd.	
Reason for nomination as a candidate for External Auditor and expected roles Mr. Kaoru Ogashiwa has professional knowledge on taxation developed through his duties as a Certified Tax Accountant and extensive experience as Corporate Auditor and as External Director and Audit and Supervisory Committee Member of a logistics company. The Company reappointed Mr. Ogashiwa as a candidate because, though he has never been involved in corporate management, with the insights based on his above-mentioned experience, he is expected to provide appropriate advice on the management of the Company as an External Auditor.	

#### Notes:

1. There are no special conflicts of interest between Mr. Kaoru Ogashiwa and the Company.
2. Mr. Kaoru Ogashiwa is a candidate for External Auditor.
3. Outline of limited liability agreement  
If this agenda item is approved as proposed and Mr. Kaoru Ogashiwa assumes the position of an External Auditor, the Company will enter into an agreement with Mr. Ogashiwa to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
4. Outline of Directors and Officers Liability Insurance  
The Company maintains an insurance policy for Audit & Supervisory Board Members ("D&O insurance policy"). If Mr. Kaoru Ogashiwa assumes the position of External Auditor, the Company shall include Mr. Ogashiwa as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of the insurance payment for the term of insurance. If Mr. Ogashiwa assumes the position of External Auditor, the insurance agreement will be renewed during the term of office.
5. Mr. Kaoru Ogashiwa meets the Independence Standards for External Officers set by the Company. If Mr. Kaoru Ogashiwa assumes the position of External Auditor, the Company will designate him as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.

## Agenda No. 5: Election of One (1) Substitute Auditor

The Company wishes to elect one (1) Substitute Auditor to prepare for a situation in which there is a shortfall in the number of auditors required by laws and regulations.

The Board of Auditors has already given its consent to this issue.

The candidate for Substitute Auditor is as follows.

Name	Yoshinori Matsushima (External) (Independent)
Date of Birth	February 7, 1968 (54)
Number of the Company's shares owned	0 shares

Brief profile and position	
November 1997	Joined Deloitte Touche Tohmatsu LLC
May 2001	Registered as a Certified Public Accountant, and established Matsushima Certified Public Accountant Office (incumbent)
May 2006	Registered as Certified Tax Accountant
Reason for nomination as a candidate for Substitute External Auditor	
Mr. Yoshinori Matsushima has professional taxation knowledge and experience as a Certified Tax Accountant in addition to financial and accounting knowledge gained through his duties as a Certified Public Accountant. Though Mr. Matsushima has never been involved in corporate management, with the insights based on his above-mentioned experience, he is expected to provide appropriate advice on the management of the Company as an External Auditor.	

### Notes:

1. There are no special conflicts of interest between Mr. Yoshinori Matsushima and the Company.
2. Mr. Yoshinori Matsushima is a candidate for Substitute External Auditor.
3. Outline of limited liability agreement  
If this agenda item is approved as proposed and Mr. Yoshinori Matsushima assumes the position of an External Auditor, the Company will enter into an agreement with Mr. Matsushima to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
4. Outline of Directors and Officers Liability Insurance  
The Company maintains an insurance policy for Audit & Supervisory Board Members ("D&O insurance policy"). If Mr. Yoshinori Matsushima assumes the position of External Auditor, the Company shall include Mr. Matsushima as an insured party under the D&O insurance policy during the term of this Agreement, which covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of the insurance payment for the term of insurance. If Mr. Matsushima assumes the position of External Auditor, the insurance agreement will be renewed during the term of office.
5. Mr. Yoshinori Matsushima meets the Independence Standards for External Officers set by the Company. If Mr. Yoshinori Matsushima assumes the position of External Auditor, the Company will designate him as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.

(Reference)

[Independence Standards for External Officers]

The Company designates all personnel who fulfil the qualifications of independent officers.

The Company has established its own criteria for independence of external officers as follows:

- 1 An executive (executive director, executive officer, corporate officer, manager, or other employee) of the Group (the Company and its consolidated subsidiaries) (including a person who has been an executive of the Group)
- 2 A principal shareholder of the Group (shareholder holding 10% or more of the total voting rights of the Company) or an executive of the Group
- 3 (1) A principal business partner of the Group (whose transaction amount with the Company accounts for more than 2% of the Company's consolidated annual sales for the last fiscal year) or an executive of such principal business partner  
(2) A business partner of the Company whose transaction amount with the Company accounts for more than 2% of the business partner's consolidated annual sales for the last fiscal year, or an executive of such counterparty
- 4 A principal creditor of the Group (whose debt balance as of the end of the last fiscal year accounts for more than 2% of the Company's consolidated total assets) or an executive of such principal creditor
- 5 A professional service provider including a consultant, lawyer, or certified public accountant who has received money or other assets from the Company that is more than 10 million yen on average over the past three years other than the officer's remuneration. In addition, the Group is a principal business partner of the accounting firm, legal firm, or other organization to which the professional service provider belongs (whose transaction amount is 2% or more of their annual revenue)
- 6 A representative or employee of the accounting auditor of the Company
- 7 An executive of a corporation of which the Company holds 10% or more of the voting rights
- 8 A person or organization who receives a large amount in donations or subsidies from the Group or an executive of the Group (the annual amount of donation is 10 million yen or more)
- 9 An executive of a corporation which appoints an officer (director, accounting advisor, auditor, executive officer, or accounting auditor) or employee of the Group as its corporate officer
- 10 A close relative (spouse or a relative to within the second degree) of a person who is one of 1-9 above
- 11 A person who has been one of 2-9 above, or whose close relative has been one of 2-9 above, during the past three years

Even if a person falls under one of the above qualifications, if the Company judges that the person is in practice independent, the Company will disclose and explain the reason when appointing the person as an external officer.