

*Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.*

(Securities Code 4955)

March 4, 2022

Dear Shareholders,

Hironori Kushibiki  
Representative Director, President  
AGRO-KANESHO CO., LTD.

### ***The Notice of the 63<sup>rd</sup> Ordinary General Meeting of Shareholders***

We would like to take this opportunity to thank you, our shareholders, for your ongoing support provided to AGRO-KANESHO CO., LTD. (the “Company”).

Please be advised that the 63<sup>rd</sup> Ordinary General Meeting of Shareholders of the Company will be held as described below.

You can exercise your voting rights in writing or electronically (via the Internet or other means) instead of attending the meeting. Please review the following reference documents for the Shareholders’ Meeting and exercise your voting rights by 5:30 p.m. (Japan Standard Time (JST)) on Wednesday, March 23, 2022, following the instructions provided below.

**1. Date and Time**                      **Thursday, March 24, 2022, 10:00 a.m.**  
**(Reception desk opens at 9:00 a.m.)**

**2. Place**                                      **The International House of Japan**  
**Iwasaki Koyata Memorial Hall**  
5-11-16 Roppongi, Minato-ku, Tokyo

### **3. Agenda**

#### **Matters for Reporting**

- (1) Business Report, Consolidated Financial Statements, and Reports of Audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 63rd Fiscal Year (from January 1, 2021 to December 31, 2021)
- (2) Non-consolidated Financial Statements for the 63rd Fiscal Year (from January 1, 2021 to December 31, 2021)

#### **Matters for Resolution**

**Item 1: Dividend of Surplus for the 63<sup>rd</sup> Fiscal Year**

**Item 2: Partial Amendments to the Articles of Incorporation**

**Item 3: Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)**

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• The following items are posted on the Company's website in accordance with laws and regulations, as well as with Article 17 of the Company's Articles of Incorporation; accordingly, they are no longer included in the documents attached to this Notice.

- (1) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
- (2) Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements

• Any modifications to the Reference Documents for the Shareholders' Meeting, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements shall be posted on the Company's website.

• For those attending the meeting in person, please present the enclosed voting rights exercise form at the reception desk on arrival at the meeting.

• Please use public transportations to come to the venue.

The Company's website: <https://www.agrokanesho.co.jp/>

## Guidance for Exercising Voting Rights

You can exercise your voting rights by any of the three methods described below:

### 1. Exercise of voting rights in writing (by mail)

Please indicate your approval or disapproval of the proposals on the voting rights exercise form enclosed herewith and return the form to the Company so that it will arrive by the deadline (you need not affix a stamp).

**Deadline: To be received by 5:30 p.m. on Wednesday, March 23, 2022 (JST)**

### 2. Exercise of voting rights electronically (via the Internet or other means)

Please access the online voting website (<https://www.web54.net>) with your smart phone, personal computer, or etc. and indicate your approval or disapproval of the proposals by following the instructions displayed on the screen.

**Deadline: 5:30 p.m. on Wednesday, March 23, 2022 (JST)**

*Please use the contact number below if you have any difficulties when voting electronically.*

*Dedicated line for Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited:*

*Tel: 0120-652-031 (Toll free within Japan only) (9:00 am to 9:00 pm JST)*

Institutional investors may use the electronic voting platform operated by ICJ, Inc. to exercise the voting rights.

\* When voting rights are exercised in duplicate, both in writing and electronically, only the electronically vote will be deemed valid. In addition, when voting rights are exercised several times electronically, the last vote will be deemed valid.

### 3. Exercise of voting rights by attending the Meeting in person

Please submit the voting rights exercise form to the receptionist at the place of the Meeting.

<b>Date and Time</b>	<b>Thursday, March 24, 2022, 10:00 a.m.</b> <b>(Reception desk opens at 9:00 a.m.)</b>
<b>Place</b>	<b>The International House of Japan</b> <b>Iwasaki Koyata Memorial Hall</b> 5-11-16 Roppongi, Minato-ku, Tokyo

## Attached Documents

# Reference Documents for the Shareholders' Meeting

## Proposed Resolutions and Related Information

### Item 1: Dividend of Surplus for the 63<sup>rd</sup> Fiscal Year

Regarding the distribution of profit for the year-end, the Company's basic policy is to maintain the stable payment of dividends from a long-term perspective and respond to the expectation of shareholders.

After carefully considering the development of business operation, we propose as follows for the dividend of surplus for the 63<sup>rd</sup> fiscal year.

#### (1) Type of Dividend Payment

Cash

#### (2) Items Relating to the Dividend Payment to Shareholders and the Total Amount

Payment of a dividend of ¥12 per common share, for a total payment of ¥149,941,056. An interim dividend of ¥10 per common share was paid, which would result in an annual dividend for the 63<sup>rd</sup> fiscal year of ¥22 per common share.

#### (3) Effective Date of Payment of Surplus Available for Dividend

March 25, 2022

### Item 2: Partial Amendments to the Articles of Incorporation

#### (1) Reason for the proposal

Since the amended 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) will come into effect on September 1, 2022, the Company proposes to establish the following amendments. We will take measures for providing information that constitutes the content of reference materials for the general meeting of shareholders, etc. in electronic format and may limit the scope of items to be stated in the documents to be delivered to shareholders who requested the delivery of the documents.

In addition, we propose to delete the current article of “Internet Disclosure and Deemed Provision of Reference Documents of the General Meetings of Shareholders” stipulated in the Articles of Incorporation and establish a supplementary provision to clarify the effective date for the relevant amendments.

(2) Details of amendments

Current	Proposed Amendments
<p><b>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meetings of Shareholders)</b></p> <p><b>Article 17</b></p> <p>When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or indicated in the reference documents of the General Meeting of Shareholders, business report, non-consolidated financial statements, and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</p>	<p>(Deleted)</p>
<p>(Newly inserted)</p>	<p><b>(Electronic provision of reference materials for General Meetings of Shareholders)</b></p> <p><b>Article 17</b></p> <p>(i) When the Company convenes a General Meeting of Shareholders, it shall use the electronic provision methods for the reference materials.</p> <p>(ii) Of the items for which it will use electronic provision methods, the Company shall not need to indicate any of the items established by Ordinances of the Ministry of Justice in the documents sent to shareholders requesting the delivery of documents by the recording date.</p>

Supplementary Provision	Supplementary Provision
<p data-bbox="284 369 742 405">1 - 2 (Descriptions of Provision omitted)</p> <p data-bbox="416 465 609 501">(Newly inserted)</p>	<p data-bbox="975 369 1187 405">1 - 2 (No changes)</p> <p data-bbox="810 465 1355 546"><b>(Transitional measures for Electronic provision methods)</b></p> <p data-bbox="810 562 1356 882">3. Deletion of current Article 17 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meetings of Shareholders) and newly inserted Article 17 (Electronic provision of reference materials for General Meetings of Shareholders) shall enter into force on September 1, 2022.</p> <p data-bbox="810 898 1356 1167">4. However, convocation procedures for general meetings of shareholders falling on or before February 28, 2023, shall follow the current Article 17 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meetings of Shareholders).</p> <p data-bbox="810 1182 1356 1503">5. This supplementary provision (Transitional measures for Electronic provision methods) shall automatically be deleted on March 1, 2023, or on the date after three months have passed from the date of the general meeting of shareholders in the preceding provision, whichever is later.</p>

**Item 3: Election of Four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The term of office of all the current three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members: the same applies hereinafter in this proposal) will expire upon the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of four (4) Directors, including the election of one (1) external Director.

This proposal was submitted to the Company's Audit and Supervisory Committee for their consideration, but they have expressed no opinion.

The candidates for Directors are as follows:

**1. Name: Hironori KUSHIBIKI (Reelection)**

Date of Birth: **June 9, 1949**

Term of Office for Director: **Forty-one (41) years**

Board of Directors Meeting Attendance: **15/15, 100%**

Number of Company's Share Held: **401,594**

**Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company**

**Apr. 1973:** Joined Kanesho Co., Ltd. (currently the Company)

**Feb. 1981:** Director

**Jan. 1985:** Senior Managing Director

**Mar. 1991:** Representative Director, President (current position)

**Dec. 2003:** Director, President, Kanesho Soil Treatment SRL/BV

**Reason for Appointment as Director**

Since the appointment as Representative Director and President of the Company in 1991, Mr. Hironori Kushibiki has been showing strong leadership and has adequately managed and driven the growth of the Company based on his wealth of experience and excellent track record. We have selected Mr. Kushibiki as a candidate as Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company.

**Other significant matters regarding the candidate**

There is no special interest between Mr. Kushibiki and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2023.

2. **Name: Tomohiro INOUE (Reelection)**

Date of Birth: **August 17, 1947**

Term of Office for Director: **Twenty-seven (27) years**

Board of Directors Meeting Attendance: **15/15, 100%**

Number of Company's Share Held: **45,240**

**Career Summary, Position/Responsibilities in the Company and Significant Positions**

**Concurrently Held Outside the Company**

**Apr. 1972:** Joined Kanesho Chemical Industry Co., Ltd. (currently the Company)

**Jan. 1993:** General Manager, Development Division

**Mar. 1995:** Director, General Manager, Development Division

**Dec. 2003:** Director, Kanesho Soil Treatment SRL/BV (present)

**Mar. 2005:** Executive Managing Director, Division Manager, Research & Development Division

**Mar. 2011:** Senior Managing Director

**Mar 2016:** Representative Director, Senior Managing Director (current position)

**Reason for Appointment as Director**

Mr. Tomohiro Inoue has a wealth of knowledge and experience in research and development area and global business, currently serving as representative director & senior managing director, appropriately carrying his role to supervise the overall activities, and contributing to the management of the Company. We have selected Mr. Inoue as a candidate as Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company.

**Other significant matters regarding the candidate**

There is no special interest between Mr. Inoue and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2023.



**3. Name: Yoshio KINOSHITA (Reelection)**

Date of Birth: **April 30, 1961**

Term of Office for Director: **One (1) year**

Board of Directors Meeting Attendance: **12/12, 100%** (attending as Director)

Number of Company's Share Held: 0

**Career Summary, Position/Responsibilities in the Company and Significant Positions**

**Concurrently Held Outside the Company**

**Apr. 1985:** Joined Mitsui & Co., Ltd.

**Apr. 2005:** General Manage, Specialty Chemicals Dept., Mitsui & Co. (U.S.A.), Inc.

**Apr. 2009:** General Manager, Chemical Frontier Development Dept.

Chemical Administrative Div., Mitsui & Co., Ltd.

**Jan. 2011:** General Manager, Third Business Dept., Solar Business Div., Mitsui & Co., Ltd.

**Sep. 2016:** Managing Director, Mitsui AgriScience International S.A./N.V.

**Nov. 2020:** Joined the Company as Advisor

**Mar. 2021:** Director, Executive Managing Officer (current position)

**Jun. 2021:** Director, President, Kanesho Soil Treatment SRL/BV (present)

**Reason for Appointment as Director**

Mr. Yoshio Kinoshita possesses a wealth of experience throughout his career in chemicals area, promoting business and investment activities as well as engaging in investment management. Mr. Kinoshita also accumulated his managerial skills through experience of serving as a board member of crop protection companies and seeds companies. We have selected Mr. Kinoshita as a candidate as Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company based on his extensive experience and excellent track record.

**Other significant matters regarding the candidate**

There is no special interest between Mr. Kinoshita and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2023.

**4. Name: Yoshiyuki FUNAKOSHI (New Election / External Director / Independent Director)**

Date of Birth: **April 13, 1950**

Number of Company's Share Held: 0

**Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company**

**Apr. 1976:** Joined Mitsui Toatsu Chemicals, Inc.

**Sep. 2004:** Executive Officer, General Manager, Osaka Works, Mitsui Chemicals, Inc.

**Apr. 2007:** Managing Executive Officer, Deputy Center Executive, Production & Technology Center, General Manager, Planning & Coordination Div., Production & Technology Center, Mitsui Chemicals, Inc.

**Jun. 2009:** Senior Managing Director, Center Executive, Production & Technology Center, Mitsui Chemicals, Inc.

**Jun. 2011:** President & CEO, Honshu Chemical Industry Co., Ltd.

**Jun. 2015:** Chairman, Honshu Chemical Industry Co., Ltd.

**Jun. 2015:** External Audit & Supervisory Board Member of Toyo Engineering Corporation (present)

**Sep. 2017:** Senior Advisor, Basic Materials Unit, Mitsui & Co., Ltd. (present)

**Aug. 2020:** Senior Advisor, Basic Materials Business Sector, Mitsui Chemicals, Inc. (present)

**Reason for Appointment as External Director and expected role**

Mr. Yoshiyuki Funakoshi possesses a wealth of experience throughout his career in chemicals industry, especially in the production and manufacturing area. We have newly selected Mr. Funakoshi as a candidate as external Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company based on his extensive experience and excellent track record.

We believe that he will contribute to further improving the effectiveness of the Board of Directors meetings from the viewpoint of External and Independent Director through his proposals and suggestions for the overall management of the Company.

**Other significant matters regarding the candidate**

There is no special interest between Mr. Funakoshi and the Company.

Mr. Yoshiyuki Funakoshi is a candidate as External Director, and we will notify him as Independent Director to the Tokyo Stock Exchange, Inc.

Provided that Mr. Funakoshi is elected as proposed, the company will enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act, concerning the liability prescribed in Article 423, Paragraph 1 of the Companies Act, to limit his liability when he acts in good faith and without gross negligence, the maximum extent of the liability shall be the amount set forth in the Companies Act.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2023.

**(Reference) Skill Matrix for Board Members**

Main area of expertise and knowledge the Company expects of the Board Members (maximum three area).

	Name	Internal/ External	Age	Corporate Management	Finance	Legal	Global	Sales	R & D	Production & Technology
1	Hironori Kushibiki	Internal	72	○			○	○		
2	Tomohiro Inoue	Internal	74	○					○	○
3	Yoshio Kinoshita	Internal	60	○			○	○		
4	Yoshiyuki Funakoshi	External	71	○			○			○
-	Masatsugu Hasegawa	Internal	71		○	○		○		
-	Motoharu Fujikura	External	74	○	○		○			
-	Hirokazu Iwasaki	External	43	○	○	○				