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May 31, 2022

To our shareholders:

Junichi Kubo  
President and Representative Director  
**MAEZAWA KASEI INDUSTRIES CO., LTD.**  
2-7-1, Nihonbashi Honcho, Chuo-ku, Tokyo

## **NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are notified of the 68th Ordinary General Meeting of Shareholders of MAEZAWA KASEI INDUSTRIES CO., LTD. (the “Company”), which will be held as described below.

To prevent infections of the novel coronavirus disease (COVID-19), please exercise your voting rights without coming to the venue for this Ordinary General Meeting of Shareholders by using the “Exercise Your Voting Rights in Writing” or the “Exercise Your Voting Rights via the Internet, etc.” Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders, by no later than 5:15 p.m., Monday, June 20, 2022 (Japan Standard Time).

**1. Date and Time:** Tuesday, June 21, 2022 at 10:00 a.m. (Reception desk opens at 9:00 a.m.) (Japan Standard Time)

**2. Venue:** TKP Garden City PREMIUM Kyobashi  
22F, Kyobashi Edogrand, 2-2-1, Kyobashi, Chuo-ku, Tokyo

### **3. Purposes:**

#### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 68th Term (from April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 68th Term (from April 1, 2021 to March 31, 2022)

#### **Items to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of six (6) Directors
- Proposal 4:** Election of one (1) Audit & Supervisory Board Member
- Proposal 5:** Election of one (1) Substitute Audit & Supervisory Board Member

- In order to prevent COVID-19 infections, please wear a face mask and cooperate with body temperature measurement when you come to the venue. If you do not wear a mask, do not cooperate with body temperature measurement, or have a fever of 37.5 degrees or higher, you will be denied entrance to the venue. Please note that officers and administrative staff attending the General Meeting of Shareholders will, after checking their health status by measuring their body temperatures, etc., participate wearing face masks.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Matters related to year-end dividend

The Company has adopted a basic capital policy of proactive returning profits to shareholders, while securing the capital needed for the investments that will ensure sustainable growth and gains in medium- and long-term corporate value.

In the medium-term management plan “Look Forward 2023,” the Company set the goal of meeting its responsibility to provide high income and high dividends to shareholders while maintaining a stable business foundation. The Company proposes a year-end ordinary dividend for this term of 25 yen per share; when combined with the interim dividends of 25 yen, this brings a total dividend of 50 yen per share for the year.

- (1) Type of dividend property  
Cash
- (2) Allocation of dividend property and total amount thereof  
25 yen per common share of the Company  
Total amount of dividends: 373,399,075 yen
- (3) Effective date of distribution of dividends of surplus  
June 22, 2022

**Proposal 2:** Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

- (1) Since the revised provisions provided for 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 in preparation for the introduction of the system for providing informational materials for the General Meeting of Shareholders in electronic format.
  - (i) Article 19, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents, etc. for the General Meeting of Shareholders in electronic format.
  - (ii) Article 19, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
  - (iii) Since the provisions for Disclosure via the Internet and deemed provision of reference documents etc. for the General Meeting of Shareholders (Article 19 of the current Articles of Incorporation) will no longer be required, they will be deleted.
  - (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions 1 to 3 regarding the effective date, etc. will be established.
- (2) In order to invigorate management and improve efficiency, as well as flexibly enhance corporate governance, the Company proposes amendments to provisions related to Directors with titles in Article 24, paragraph 2 of the current Articles of Incorporation.
- (3) The Company proposes changing the Chair of the Board of Directors established in Article 26 of the current Articles of Incorporation to a Director determined beforehand by the Board of Directors in order to give more flexibility to the management of the Board of Directors.

2. Details of the amendments

The details of the amendments are as follows:

<Articles of Incorporation>	(Amended parts are underlined.)
Current	Proposed amendments
<p><u>(Disclosure via the Internet and deemed provision of reference documents etc. for the General Meeting of Shareholders)</u></p> <p>Article 19 <u>When convening a General Meeting of Shareholders, it may be deemed that the Company has provided shareholders with the information with respect to matters which shall be stated or presented in reference documents for the General Meeting of Shareholders, business reports, and non-consolidated and consolidated financial statements by disclosing said information via the Internet pursuant to the provisions of the applicable ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Measures, etc. for providing information in electronic format)</u></p> <p>Article 19</p> <p style="padding-left: 20px;">1. <u>When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of reference documents etc. for the General Meeting of Shareholders in electronic format.</u></p>

Current	Proposed amendments
<p>(Directors with titles)</p> <p>Article 24</p> <ol style="list-style-type: none"> <li>1. The President and Director shall be appointed by the Board of Directors.</li> <li>2. The Board of Directors may, by its resolution, <u>appoint one (1) Chairperson and Director and one (1) or more of each of the following: Vice President and Directors, Senior Managing Directors and Managing Directors.</u></li> </ol> <p>(Person authorized to convene Board of Directors meetings and Chair thereof)</p> <p>Article 26</p> <ol style="list-style-type: none"> <li>1. A Board of Directors meeting shall, unless otherwise provided for in laws and regulations, <u>be convened and presided over by the President and Director.</u></li> <li>2. <u>In cases where the President and Director is unable to so act,</u> another Director shall take his or her place in the order previously determined by the Board of Directors.</li> </ol> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p><u>2. Among 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></p> <p>(Directors with titles)</p> <p>Article 24</p> <ol style="list-style-type: none"> <li>1. The President and Director shall be appointed by the Board of Directors.</li> <li>2. <u>The Chairperson and Director shall be appointed</u> by the Board of Directors.</li> </ol> <p>(Person authorized to convene Board of Directors meetings and Chair thereof)</p> <p>Article 26</p> <ol style="list-style-type: none"> <li>1. A Board of Directors meeting shall, unless otherwise provided for in laws and regulations, <u>be convened and presided over by the Director, who is determined beforehand by the Board of Directors.</u></li> <li>2. <u>In cases where the Director determined in the provision above is unable to so act,</u> another Director shall take his or her place in the order previously determined by the Board of Directors.</li> </ol> <p><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <li>1. <u>The deletion of Article 19 and the newly established provisions shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li>2. <u>Notwithstanding the provision of the preceding paragraph, Article 19 of the Articles of Incorporation (Disclosure via the Internet and deemed provision of reference documents etc. for the General Meeting of Shareholders) shall remain effective in its pre-amendment form regarding any General Meeting of Shareholders held on a date within six months from the Date of Enforcement.</u></li> <li>3. <u>Supplementary Provisions 1 to 3 shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal 3:** Election of six (6) Directors

The term will expire for all six (6) Directors at the conclusion of this Ordinary General Meeting of Shareholders, and thus the Company proposes that six (6) Directors be elected.

The candidates for Director are as follows:

No.	Name	Current position, responsibilities, etc. in the Company	Attendance at the Board of Directors meetings during this fiscal year (Attendance Rate)
1	Junichi Kubo [Reelection]	President and Representative Director Chair of the Board	18/18 (100%)
2	Masahiro Kubota [Reelection]	Chairperson and Representative Director	17/18 (94%)
3	Tatsuhiko Mogi [Reelection]	Director responsible for Quality Assurance and Senior Executive Officer, Chief of Manufacturing Headquarters and General Manager of Central Laboratory	18/18 (100%)
4	Satoru Tanaka [New election]	Senior Executive Officer, Chief of Marketing Headquarters	-- (--%)
5	Mami Kato [Reelection] [Outside Director] [Independent officer]	Outside Director (Independent officer) Member of the Management Advisory Committee	18/18 (100%)
6	Junichi Kondo [New election] [Outside Director] [Independent officer]	Outside Audit & Supervisory Board Member (Independent officer) Member of the Management Advisory Committee	18/18 (100%)

[New election]: New candidate for Director

[Reelection]: Candidate for reelection as Director

[Outside Director]: Candidate for Outside Director

[Independent officer]: Candidate for Independent officer

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Junichi Kubo (Date of birth: September 26, 1958, 63 years old)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">[Term of office] 9 years</p> <p style="text-align: center;">[Attendance at the Board of Directors meetings] 18/18 (100%)</p>	<p>Sept. 1991    Joined the Company</p> <p>Apr. 2009    Tokyo Branch General Manager and Deputy General Manager of Marketing Planning Department, Marketing Headquarters of the Company</p> <p>Apr. 2010    Tokyo Branch General Manager and General Manager of Wide-area Special Sales and Marketing Department, Marketing Headquarters of the Company</p> <p>June 2012    Executive Officer, Deputy Chief of Marketing Headquarters, Tokyo Branch General Manager, and General Manager of Wide-area Special Sales and Marketing Department of the Company</p> <p>Apr. 2013    Executive Officer, Deputy Chief of Marketing Headquarters of the Company</p> <p>June 2013    Director and Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>Apr. 2014    Director and Executive Officer, Chief of Marketing Headquarters and General Manager of Marketing Administration Department of the Company</p> <p>June 2016    Director and Managing Executive Officer, Chief of Marketing Headquarters and General Manager of Marketing Administration Department of the Company</p> <p>June 2017    Director responsible for management of NIIGATA MOLDING CO., LTD.</p> <p>Apr. 2018    Director and Managing Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>May 2019    Director responsible for Aquatic Environment and Managing Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>Apr. 2021    President and Representative Director of the Company (present position)</p> <p><b>Significant concurrent positions outside the Company</b> There is no significant concurrent position outside the Company.</p>	14,000
<p><b>Reasons for nomination as candidate for Director</b> Junichi Kubo has extensive experience in charge of the marketing and sales fields, and has worked to strengthen marketing capacity. He has also contributed to the reinforcement of the profit structure through the consolidation of operations and the streamlining of distribution. During fiscal 2021, the first year of the medium-term management plan "Look Forward 2023," he contributed to the achievement of profit targets by leading management in his role as the President and Representative Director. The Board of Directors has nominated him as candidate for Director again as it expects further improvement of corporate value and sustainable growth.</p>			
<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
2	<p data-bbox="328 577 611 658">Masahiro Kubota (Date of birth: July 29, 1957, 64 years old)</p> <p data-bbox="411 689 531 719">[Reelection]</p> <p data-bbox="392 745 550 797">[Term of office] 10 years</p> <p data-bbox="336 824 606 904">[Attendance at the Board of Directors meetings] 17/18 (94%)</p>	<p data-bbox="632 286 1222 1106"> Mar. 1983    Joined the Company  July 2007    Osaka Branch General Manager of  Marketing Headquarters of the Company  July 2008    Executive Officer, Kansai Branch General  Manager of Marketing Headquarters of the  Company  June 2011    Executive Officer, General Manager of  Development Design Department of the  Company  Apr. 2012    Executive Officer, General Manager of  Development Design Department and  General Manager of Central Laboratory of  the Company  June 2012    Director and Executive Officer, General  Manager of Development Design Department  and General Manager of Central Laboratory  of the Company  June 2013    Managing Director and Senior Executive  Officer, General Manager of Development  Design Department and General Manager of  Central Laboratory of the Company  Oct. 2014    Director of Zhejiang Maezawa Glory  Drainage Material Co., Ltd.  June 2015    President and Representative Director of the  Company  Apr. 2021    Chairperson and Representative Director of  the Company (present position) </p> <p data-bbox="632 1115 1222 1191"> <b>Significant concurrent positions outside the Company</b>  There is no significant concurrent position outside the  Company. </p>	16,200
<p data-bbox="328 1209 1401 1366"> <b>Reasons for nomination as candidate for Director</b>  Masahiro Kubota has extensive experience of business execution and insights, having led the management of the Company as President and Representative Director for six years from 2015. He also has experience leading product development as the General Manager of Development Design Department. The Board of Directors has nominated him as candidate for Director again in the expectation that he will provide advice and support to the President. </p>			
<p data-bbox="328 1384 1401 1429"> <b>Special interests between the candidate and the Company</b>  There is no special interest. </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
3	<p>Tatsuhiko Mogi (Date of birth: January 19, 1962, 60 years old)</p> <p>[Reelection]</p> <p>[Term of office] 6 years</p> <p>[Attendance at the Board of Directors meetings] 18/18 (100%)</p>	<p>Apr. 1992    Joined the Company</p> <p>Apr. 2009    Deputy General Manager of Materials Department, Manufacturing Headquarters of the Company</p> <p>June 2013    Executive Officer, General Manager of Materials Department, Manufacturing Headquarters and General Manager of Aquatic Environment Engineering Department, Aquatic Environment Division of the Company</p> <p>June 2015    Executive Officer, General Manager of Development Design Department, General Manager of Central Laboratory, General Manager of Materials Department, Manufacturing Headquarters, and General Manager of Aquatic Environment Engineering Department, Aquatic Environment Division of the Company</p> <p>Apr. 2016    Executive Officer, General Manager of Development Design Department, General Manager of Central Laboratory, General Manager of Materials Department, Manufacturing Headquarters, and General Manager of Aquatic Environment Department Aquatic Environment Division of the Company</p> <p>June 2016    Director and Executive Officer, Chief of Aquatic Environment Division, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>Apr. 2017    Director and Senior Executive Officer, Chief of Aquatic Environment Division, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>May 2019    Director responsible for Development Design and Senior Executive Officer, General Manager of Central Laboratory of the Company</p> <p>June 2019    Director responsible for management of NIIGATA MOLDING CO., LTD. (present position)</p> <p>Apr. 2021    Director responsible for Quality Assurance and Senior Executive Officer, Chief of Manufacturing Headquarters and General Manager of Central Laboratory of the Company (present position)</p> <p><b>Significant concurrent positions outside the Company</b> Director responsible for management of NIIGATA MOLDING CO., LTD.</p>	8,800
<p><b>Reasons for nomination as candidate for Director</b> After serving in important positions in the Materials Department, Tatsuhiko Mogi served as the Director in charge of the Development Design Department, the Central Laboratory, and water treatment fields, as well as Director of NIIGATA MOLDING CO., LTD. The Board of Directors has nominated him as candidate for Director again in the expectation that he would utilize his extensive experience and insights of raw materials and new materials to take the lead on initiatives to achieve the medium-term management plan “Look Forward 2023” for the Manufacturing Headquarters.</p>			
<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>			



No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
4	<p>Satoru Tanaka (Date of birth: April 25, 1969, 53 years old)</p> <p>[New election]</p> <p>[Term of office] —</p> <p>[Attendance at the Board of Directors meetings] —/— (—%)</p>	<p>Apr. 1996    Joined the Company</p> <p>Apr. 2014    Deputy General Manager of Aquatic Environment Marketing Department, Aquatic Environment Division of the Company</p> <p>July 2016    General Manager of Aquatic Environment Department, Aquatic Environment Division of the Company</p> <p>May 2019    General Manager of Aquatic Environment Division and General Manager of Aquatic Environment Department of the Company</p> <p>Apr. 2020    Executive Officer, General Manager of Aquatic Environment Division, and General Manager of Aquatic Environment Department of the Company</p> <p>Apr. 2021    Senior Executive Officer, Chief of Marketing Headquarters of the Company (present position)</p> <p><b>Significant concurrent positions outside the Company</b> There is no significant concurrent position outside the Company.</p>	1,800
<p><b>Reasons for nomination as candidate for Director</b> As Chief of the Marketing Headquarters, Satoru Tanaka led the achievement of sales targets in the pipe equipment materials field, profits, and sales targets in the water treatment field in 2021. The Board of Directors aims to “achieve sales and profits targets,” “enhance existing businesses and existing products” and “tap into new businesses and new markets” while reviewing the profit foundation of the water treatment field, and has nominated him as a candidate for Director in the expectation he will drive the Marketing Headquarters to achieve these targets in the medium-term management plan “Look Forward 2023.”</p>			
<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
5	<p>Mami Kato (Date of birth: May 7, 1963, 59 years old)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent officer]</p> <p>[Term of office] 6 years</p> <p>[Attendance at the Board of Directors meetings] 18/18 (100%)</p> <p>[Attendance at the Management Advisory Committee meetings] 6/6 (100%)</p>	<p>Apr. 1986    Joined IBM Japan, Ltd.</p> <p>Apr. 1997    Admitted to the bar</p> <p>Jan. 1998    Joined Sakuragaoka Law Office (present position)</p> <p>Apr. 2012    Vice President of Daini Tokyo Bar Association</p> <p>Apr. 2013    Deputy Chief, Gender Equality Promotion Headquarters of Daini Tokyo Bar Association (present position)</p> <p>June 2016    Outside Director of the Company (present position)</p> <p>July 2018    Outside Director and Audit &amp; Supervisory Board Member of VISIONARYHOLDINGS CO., LTD. (present position)</p> <p>July 2018    Outside Audit &amp; Supervisory Board Member of VH RETAIL SERVICE CO., LTD</p> <p>June 2019    Outside Director of Asakuma Co., Ltd.</p> <p>June 2021    Outside Audit &amp; Supervisory Board Member of TADANO LTD. (present position)</p> <p><b>Significant concurrent positions outside the Company</b> Sakuragaoka Law Office (Attorney at law) Outside Director and Audit &amp; Supervisory Board Member of VISIONARYHOLDINGS CO., LTD. (securities code: 9263) Outside Audit &amp; Supervisory Board Member of TADANO LTD. (securities code: 6395)</p>	—
<p><b>Reasons for nomination as candidate for Outside Director and overview of expected roles</b> Mami Kato has extensive experience as an attorney and experience working for companies, which give her both the perspective of an expert in legal affairs and the approach of a corporate employee. We believe that she plays a substantial role in overseeing the execution of operations and deciding important management issues. In addition, as she is Deputy Chief of Gender Equity Promotion Headquarters of Daini Tokyo Bar Association, she promotes “ensuring diversity,” which is part of the Company’s basic policy on corporate governance, and contributes to the sustainable growth of the Company and the improvement of its corporate value over the medium to long term. While she does not have experience with corporate management in any capacity other than as an outside officer, as noted above, the Board of Directors believes that she can appropriately fulfill her responsibilities as Outside Director and accordingly continues to nominate her as a candidate for Outside Director.</p>			
<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
6	Junichi Kondo (Date of birth: September 6, 1950, 71 years old)	Apr. 1973      Joined the Export-Import Bank of Japan (currently Japan Bank for International Cooperation)	-
	[New election]	Oct. 2005      Member of the Board of Japan Bank for International Cooperation	
	[Outside Director]	Oct. 2007      Advisor of Japan Bank for International Cooperation	
	[Independent officer]	Jan. 2008      Advisor to Tokyo Electric Power Company Holdings, Inc.	
	[Term of office]	June 2011      Outside Audit & Supervisory Board Member of the Company (present position)	
	-		
	(Term of office including that as an Audit & Supervisory Board Member: 11 years)	Feb. 2012      Advisor to ITOCHU Corporation	
	[Attendance at the Board of Directors meetings]	Jan. 2015      President (Chief Executive Officer) of the Japan Institute for Overseas Investment	
	18/18 (100%)	Feb. 2015      Auditor of Engineering Advancement Association of Japan	
	[Attendance at the Audit & Supervisory Board meetings]	June 2016      Outside Audit & Supervisory Board Member of Sumitomo Metal Mining Co., Ltd.	
18/18 (100%)	<b>Significant concurrent positions outside the Company</b> There is no significant concurrent position outside the Company.		
[Attendance at the Management Advisory Committee meetings]			
6/6 (100%)			
<p><b>Reasons for nomination as candidate for Outside Director and overview of expected roles</b> Junichi Kondo has attended meetings of the Board of Directors of the Company as an Audit &amp; Supervisory Board Member and has made positive contributions through the use of his extensive knowledge and wealth of experience gained as a member of the management team of Japan Bank for International Cooperation. The Board of Directors has nominated him as a candidate for Outside Director for the expectation he will utilize his insights of corporate management and administration to contribute to management decisions as a Director.</p>			
<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>			

- Notes:
1. “Number of the Company’s shares owned” on the pages of candidates is the number of shares owned as of March 31, 2022.
  2. With regard to age on the pages of candidates, their age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
  3. Mami Kato is a candidate for Outside Director and meets the Company’s own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange, and if her reelection is approved and adopted, the Company plans to continue to register her as an independent officer as prescribed by the Tokyo Stock Exchange. Also, Junichi Kondo meets the Company’s own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange, and if his reelection is approved as proposed, the Company plans to register him as an independent officer as prescribed by the Tokyo Stock Exchange.
  4. The Company entered into an agreement with Mami Kato limiting her liability under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 32 of the Articles of Incorporation. The maximum amount of liability pursuant to that agreement is the minimum amount specified in Article 425, Paragraph 1 of the Companies Act, and if her reelection is approved and adopted, the Company will maintain the agreement. If the reelection of Junichi Kondo is approved as proposed, the Company plans to enter into a similar limited liability agreement with him.
  5. The Company has not entered into any agreement with each of the Directors, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
  6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in “Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement” in the Business Report (in Japanese only). If the election of any of the candidate for Director is approved and adopted, he/she will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

**Proposal 4:** Election of one (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Junichi Kondo will resign at the conclusion of this Ordinary General Meeting of Shareholders, and thus the Company proposes that one (1) Audit & Supervisory Board Member be elected.

The candidate for Audit & Supervisory Board Member is as follows. The consent of the Audit & Supervisory Board has been obtained for this proposal.

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
Masami Shinozaki (Date of birth: September 29, 1953, 68 years old)  [New election]  [Outside Audit & Supervisory Board Member]  [Independent officer]  [Term of office] —  [Attendance at the Audit & Supervisory Board meetings] -/- (-%)  [Attendance at the Management Advisory Committee meetings] -/- (-%)	Apr. 1987 Admitted to the bar Apr. 1987 Joined Hirai Law Office Jan. 2004 President of SHINOZAKI SOGO LAW OFFICE (present position) Feb. 2005 Registered as Certified Public Tax Accountant Apr. 2008 Vice-president of Daiichi Tokyo BAR Association June 2009 Outside Audit & Supervisory Board Member of INAGEYA CORPORATION (present position) Mar. 2018 Outside Audit & Supervisory Board Member of MarkLines Co., Ltd. (present position) Mar. 2022 Auditor of the Professional Golfers' Association of Japan (present position)  <b>Significant concurrent positions outside the Company</b> President of SHINOZAKI SOGO LAW OFFICE (Attorney at law) Outside Audit & Supervisory Board Member of INAGEYA CORPORATION (securities code: 8182) Outside Audit & Supervisory Board Member of MarkLines Co., Ltd. (securities code: 3901) Auditor of the Professional Golfers' Association of Japan	—
<b>Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member</b>		
Masami Shinozaki has extensive experience as an attorney. It has been determined that he is able to contribute to the fair and reasonable decision-making of the Company, management transparency, and the securing of soundness through his perspective as legal expert in the performance of the auditing work of the Company. While he does not have experience with corporate management in any capacity other than as an outside officer, as noted above, the Board of Directors believes that he can appropriately fulfill his responsibilities as Outside Audit & Supervisory Board Member and accordingly nominates him as a candidate for Outside Audit & Supervisory Board Member.		
<b>Special interests between the candidate and the Company</b>		
There is no special interest.		

- Notes:
1. "Number of the Company's shares owned" is the number of shares owned as of March 31, 2022.
  2. The age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
  3. Masami Shinozaki is a candidate for Outside Audit & Supervisory Board Member and meets the Company's own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange, and if his election is approved as proposed, the Company plans to register him as an independent officer as prescribed by the Tokyo Stock Exchange.
  4. The Company plans to enter into an agreement with Masami Shinozaki limiting his liability under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 42 of the Articles of Incorporation. The limit of liability based on this agreement will be the minimum liability established in Article 425, Paragraph 1 of the Companies Act.
  5. The Company has not entered into any agreement with each of the Audit & Supervisory Board Members, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
  6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in "Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement" in the Business Report (in Japanese only). If the election of any of the candidate for Audit & Supervisory Board Members is approved and adopted, he/she will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

**<Reference> Skill Matrix of Officer Candidates**

		Possessed skills							
		Corporate management	Finance /accounting	Legal affairs /compliance	Sales /marketing	Research and development	Human resources /labor	Manufacturing /quality	Global
Junichi Kubo	President and Representative Director	○			○				
Masahiro Kubota	Chairperson and Director	○			○	○			○
Tatsuhiko Mogi	Director	○				○		○	
Satoru Tanaka	Director (New election)				○	○			○
Mami Kato	Outside Director			○					
Junichi Kondo	Outside Director	○	○				○		○
Masahiro Ito	Full-time Audit & Supervisory Board Member	○	○	○			○		
Masayuki Satake	Outside Audit & Supervisory Board Member		○	○			○		
Masami Shinozaki	Outside Audit & Supervisory Board Member (New election)		○	○					

**Proposal 5:** Election of one (1) Substitute Audit & Supervisory Board Member

The Company prior requests approval for the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The candidate for substitute Audit & Supervisory Board Member is as follows. The consent of the Audit & Supervisory Board has been obtained for this proposal.

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned	
<p>Hayato Yoshida (Date of birth: March 12, 1960, 62 years old)</p> <p>[New election]</p> <p>[Outside Audit &amp; Supervisory Board Member]</p> <p>[Independent officer]</p>	<p>Apr. 1983      Joined Nissan Motor Co., Ltd.</p> <p>Oct. 1988      Joined Chuo Shinko Audit Corporation (currently Misuzu Audit Corporation)</p> <p>Mar. 1992      Registered as Certified Public Accountant</p> <p>Sept. 2006     Became Representative Partner of Misuzu Audit Corporation</p> <p>Aug. 2007      Became Partner of Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2021      President of HAYATO YOSHIDA C.P.A. OFFICE (present position)</p>	-	
	<p><b>Significant concurrent positions outside the Company</b> President of HAYATO YOSHIDA C.P.A. OFFICE (Certified Public Accountant)</p>		
	<p><b>Reasons for nomination as candidate for substitute Outside Audit &amp; Supervisory Board Member</b> It has been determined that Hayato Yoshida is able to contribute to the fair and reasonable decision-making of the Company, management transparency, and the securing of soundness through his extensive experience as a Certified Public Accountant and his perspective as an accountant in the performance of the auditing work. While he does not have experience with corporate management in any capacity, the Board of Directors believes that he can appropriately fulfill his responsibilities as Outside Audit &amp; Supervisory Board Member and accordingly nominates him as a candidate for substitute Outside Audit &amp; Supervisory Board Member.</p>		
	<p><b>Special interests between the candidate and the Company</b> There is no special interest.</p>		

- Notes:
1. "Number of the Company's shares owned" is the number of shares owned as of March 31, 2022.
  2. The age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
  3. Hayato Yoshida is a candidate for Outside Audit & Supervisory Board Member and meets the Company's own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange. If he is elected as Outside Audit & Supervisory Board Member, the Company plans to register him as an independent officer with the Tokyo Stock Exchange.
  4. The Company may enter into an agreement with each of Outside Audit & Supervisory Board Members limiting their liabilities under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 42 of the Articles of Incorporation. The maximum amount of liability pursuant to that agreement is the minimum amount specified in Article 425, Paragraph 1 of the Companies Act, and if Hayato Yoshida assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into the agreement with him.
  5. The Company has not entered into any agreement with each of the Audit & Supervisory Board Members, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
  6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in "Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement" in the Business Report (in Japanese only). If the election of Hayato Yoshida is approved and he assumes the office, he will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

**<Reference> Criteria for determining the independence of Outside Officers**

The Company has established the original criteria for independence based on the independence requirements stipulated by the Tokyo Stock Exchange. All candidates for Outside Officers must meet all of these criteria to ensure solid corporate governance.

The criteria are laid out below.

**[Independence Criteria for Outside Officers]**

- (1) The candidate is not a major shareholder of the Company (someone who holds 10% or more of the voting rights in the Company Group directly or indirectly) or its business executor (\*1).
- (2) The Company Group does not hold 10% or more of the voting rights for the candidate directly or indirectly, or its business executor.
- (3) The candidate is not a business executor at another company that has a relationship with the Company through an Outside Officer (\*2).
- (4) The candidate is not a business executor of an organization that has received a large contribution (\*3) from the Company Group.
- (5) None of (1) to (4) above apply to the three-year period prior to the appointment.
- (6) The candidate has never been a business executor of the Company Group in the past.

\*1. "Business executor" refers to an executive director or an employee.

\*2. This refers to a relationship in which a business executor of the Company Group is an Outside Officer of another company and a business executor of the said another company is an Outside Officer of the Company.

\*3. A "large contribution" would amount to 10 million yen a year or an amount exceeding 2% of annual total revenue of the particular organization on average over the past three business years.

**<Reference> Officer Election Policy and Procedures**

The Company receives the opinions of the Management Advisory Committee, which is composed of only Outside Directors and Outside Audit & Supervisory Board Members, to ensure that the election and dismissal of officers are performed through a transparent and fair process based on objective evaluations.

The officer election policy (summary) is provided below.

- (1) Has the business sense, ability to perform, and judgment skills as an officer that can contribute to the sustainable growth of the Company Group and improve corporate value
- (2) Has the required intent and ability to perform duties as an officer, and can fulfill the social responsibilities to stakeholders
- (3) Has personality and insight, and is able to perform duties faithfully as an officer
- (4) Meets the legal requirements for an officer