

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 5013
June 7, 2022

To Shareholders with Voting Rights:

Masanori Arisaka
President and Representative Director
Yushiro Chemical Industry Co., Ltd.
2-34-16 Chidori, Ota-ku, Tokyo, Japan

**NOTICE OF
THE 89th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

It is our pleasure to inform you that the 89th Annual General Meeting of Shareholders of Yushiro Chemical Industry Co., Ltd. (the “Company”) will be held as described below.

The safety of our shareholders is our top priority. Therefore, we request that you refrain from attending the meeting in person to prevent the spread of COVID-19. Please exercise your voting rights prior to the meeting.

Please review the attached Reference Documents for the General Meeting of Shareholders and follow the instructions on pages 3-4 to exercise your voting rights by 5:30 p.m. on Thursday, June 23, 2022 (Japan time).

- 1. Date and Time:** Friday, June 24, 2022 at 10:00 a.m. Japan time
(Reception opens at 9:00 a.m.)
- 2. Place:** TOPAZ 15, 15th floor, Main Tower, Shinagawa Prince Hotel
4-10-30 Takanawa, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:** For the Company’s 89th Fiscal Year (April 1, 2021 - March 31, 2022):
 1. The Business Report, Consolidated Financial Statements, and results of audits by the Financial Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements
 - Proposals to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
 - Proposal 4:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member
 - Proposal 5:** Payment of a Retirement Bonus to a Retiring Director (Who Is Not an Audit and Supervisory Committee Member)

~~~~~  
© If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the venue’s reception.

- ⊙ Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements will be posted on the Company's website (<https://www.yushiro.co.jp>, available in Japanese) (available in Japanese).
- ⊙ Of the documents required to be attached to this notice, those listed below are provided via the Company's website (<https://www.yushiro.co.jp>, available in Japanese) in accordance with laws, regulations, and Article 15 of the Company's Articles of Incorporation.
  - (1) Consolidated Statement of Changes in Equity
  - (2) Notes to the Consolidated Financial Statements
  - (3) Non-consolidated Statement of Changes in Equity
  - (4) Notes to the Non-consolidated Financial Statements

## Instructions for the Exercise of Voting Rights

Voting rights at the General Meeting of Shareholders are an important form of shareholder rights. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders.

Voting rights may be exercised in either of the following three ways.

### Attendance at the General Meeting of Shareholders

The meeting venue will be the Shinagawa Prince Hotel. Please submit the enclosed Voting Rights Exercise Form at the venue reception. Please also bring this notice when attending the meeting.

Date and time:  
10:00 a.m. Japan time on  
Friday, June 24, 2022

### By Mail

Please indicate your approval or disapproval regarding each proposal on the enclosed Voting Rights Exercise Form, and return the form to arrive by the voting deadline below.

Voting deadline:  
To arrive by 5:30 p.m. Japan time  
on Thursday, June 23, 2022

### Via the Internet

Please follow the instructions on the following page to enter your approval or disapproval regarding each proposal.

Voting deadline:  
5:30 p.m. Japan time on  
Thursday, June 23, 2022

### Institutional Investors

In addition to the exercise of voting rights via the Internet indicated above, institutional investors may exercise voting rights via the electronic voting system platform operated by ICJ, Inc., subject to application in advance.

### Treatment in the Case of Multiple Exercise of Voting Rights

- (i) If voting rights are exercised both by mail and via the Internet, the votes submitted via the Internet will be deemed valid.
- (ii) If voting rights are exercised multiple times via the Internet, the final votes submitted will be deemed valid.

## Guide to the Exercise of Voting Rights via the Internet

To exercise your voting rights via the Internet, please access the Company's designated voting rights exercise website from a PC, smartphone, or mobile phone and follow the on-screen instructions to vote by **5:30 p.m. Japan time on Thursday, June 23, 2022.**

### Access by Scanning the QR Code

By scanning the QR code with a smartphone, you can access the voting rights exercise website without entering your login ID and password.

1. Scan the login QR code displayed on the right-hand side of the Voting Rights Exercise Form.
2. Follow the on-screen instructions to enter your approval or disapproval regarding each proposal.

Note: Voting rights can only be exercised once using the method above. To resubmit your votes, please follow the "Access by Entering Your Login ID and Temporary Password" shown on the right.

### Access by Entering Your Login ID and Temporary Password

Voting rights exercise website  
(<https://evote.tr.mufg.jp/>)

1. Access the website shown above from a PC, smartphone, or mobile phone.
2. Enter the login ID and temporary password shown on the right-hand side of the Voting Rights Exercise Form.
3. Enter the temporary password and a new password.
4. Follow the on-screen instructions to enter your approval or disapproval regarding each proposal.

Precautions regarding the exercise of voting rights via the Internet:

- (1) The exercise of voting rights via the Internet will be suspended from 2:00 a.m. to 5:00 a.m. each day.
- (2) The voting rights exercise website may not be accessible from a PC, smartphone, or mobile phone depending on the Internet environment, communications services, and the model of device used. Please inquire at the help desk below for details.
- (3) Shareholders are responsible for any Internet connection fees and communications charges, etc. that may arise when accessing the voting rights exercise website.

System-related inquiries:

Securities Transfer Agency Division, Mitsubishi UFJ Trust and Banking Corporation (Help Desk)  
0120-173-027 (toll-free within Japan) Business hours: From 9:00 a.m. to 9:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) shall become unnecessary and shall therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

#### 2. Details of the amendments

(Amended parts are underlined.)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Proposed Amendments |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> | <p>(Deleted)</p>    |

| Current Articles of Incorporation | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (Newly established)               | <p data-bbox="810 241 1299 275"><u>(Measures for Electronic Provision, Etc.)</u></p> <p data-bbox="810 293 1410 510"><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p data-bbox="911 533 1410 819"><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> |

| Current Articles of Incorporation                                                                                                                                                                                                      | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Supplementary Provisions<br/>(Transitional Measures Concerning Outside Corporate Auditors' Liability Limitation Agreements)</p> <p style="text-align: center;">(Omitted)</p> <p style="text-align: center;">(Newly established)</p> | <p>Supplementary Provisions<br/>(Transitional Measures Concerning Outside Corporate Auditors' Liability Limitation Agreements)</p> <p style="text-align: center;">(Unchanged)</p> <p><u>(Transitional Measures Concerning Measures for Electronic Provision for the General Meeting of Shareholders)</u></p> <ol style="list-style-type: none"> <li>1. <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and establishment of the proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date").</u></li> <li>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></li> <li>3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></li> </ol> |

**Proposal 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has confirmed the suitability of all candidates based on an assessment of factors including their execution of duties and performance during the fiscal year under review.

The candidates for the position of Director (excluding Director who is an Audit and Supervisory Committee Member) are as follows.

| No. | Name                |                                               | Current positions and responsibilities at the Company                                                           |
|-----|---------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 1   | Masanori Arisaka    | [Reappointment]                               | President and Representative Director                                                                           |
| 2   | Seiji Takahashi     | [Reappointment]                               | Director<br>General Manager, Research Division and Deputy<br>General Manager, Corporate Administration Division |
| 3   | Kazushige Kobayashi | [Reappointment]                               | Director<br>Manager responsible for Administration of North and<br>South America                                |
| 4   | Kazutoshi Takakura  | [New<br>appointment]                          | General Manager, Sales Division                                                                                 |
| 5   | Masafumi Nakano     | [Reappointment]<br>[Outside]<br>[Independent] | Director                                                                                                        |



| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Name<br>(Date of birth)                                        | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of<br>shares of the<br>Company held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Masanori Arisaka<br>(November 21, 1965)<br><br>[Reappointment] | <p>April 1988      Joined the Company</p> <p>April 2010      General Manager, Central Japan Administration<br/>Department</p> <p>February 2012    President Director, Yushiro (Thailand) Co., Ltd.</p> <p>April 2012      Manager responsible for Administration of ASEAN<br/>and India, the Company<br/>President Director, Yushiro (Thailand) Co., Ltd.</p> <p>June 2013      Executive Officer and Manager responsible for<br/>Administration of ASEAN and India, the Company<br/>President Director, Yushiro (Thailand) Co., Ltd.</p> <p>April 2014      Executive Officer and General Manager, IL<br/>Business Administration Division, the Company<br/>President Director, Yushiro (Thailand) Co., Ltd.</p> <p>June 2014      Director and General Manager, IL Business<br/>Administration Division, the Company<br/>President Director, Yushiro (Thailand) Co., Ltd.</p> <p>June 2017      Managing Director and General Manager, IL<br/>Business Administration Division, the Company</p> <p>April 2020      Managing Director and General Manager, Sales<br/>Administration Division</p> <p>June 2021      Senior Managing Director and General Manager,<br/>Sales Division</p> <p>January 2022    President and Representative Director (present<br/>position)</p> | 24,700                                     |
| <p>Reason for nomination as a candidate for Director:<br/>Mr. Masanori Arisaka has led the Company as the manager responsible for the sales division for many years. He has also contributed to the sustainable growth of the Group by managing the ASEAN and India regions based on his extensive and abundant experience and insight. Since assuming the position of Representative Director in January 2022, he has demonstrated leadership at the head of management. Based on his experience and achievements, the Company has judged that he is able to continue to contribute to the Company's sustainable growth and the enhancement of corporate value, and has therefore renominated him as a candidate for Director.</p> |                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name<br>(Date of birth)                                      | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of<br>shares of the<br>Company held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Seiji Takahashi<br>(January 10, 1967)<br><br>[Reappointment] | <p>April 1992      Joined the Company</p> <p>January 2006    Seconded to Yushiro Manufacturing America, Inc.</p> <p>February 2012   General Manager, Central Japan Administration<br/>Department, Sales Division, the Company</p> <p>April 2014      Executive Officer and General Manager, West<br/>Japan Business Department, IL Business<br/>Administration Division</p> <p>April 2016      Executive Officer and Officer responsible for<br/>Technology Division, IL Business Administration<br/>Division</p> <p>July 2016       Executive Officer and Officer responsible for<br/>Technology Division, IL Business Administration<br/>Division</p> <p>                      General Manager, Research Division and General<br/>Manager, Technical Center</p> <p>June 2017      Director and Officer responsible for Technology<br/>Division, IL Business Administration Division<br/>General Manager, Research Division and General<br/>Manager, Technical Center</p> <p>April 2020      Director; General Manager, Research Division and<br/>General Manager, Technical Center</p> <p>March 2022     Director; General Manager, Technology Division<br/>and Deputy General Manager, Corporate<br/>Administration Division (present position)</p> | 9,800                                      |
| <p>Reason for nomination as a candidate for Director:<br/>Mr. Seiji Takahashi possesses business experience at the Company's United States subsidiary and has served for many years in key positions in the Company's sales, research and development divisions. He has also contributed to the Company's global management based on his extensive and abundant practical experience. Based on his experience and achievements, the Company has judged that he is able to continue to contribute to the Company's sustainable growth and the enhancement of corporate value, and has therefore renominated him as a candidate for Director.</p> |                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Name<br>(Date of birth)                                       | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                      | Number of<br>shares of the<br>Company held |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Kazushige Kobayashi<br>(July 24, 1963)<br><br>[Reappointment] | April 1986      Joined the Company                                                                                                        | 4,400                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | April 2002      Seconded to Yushiro-Jet Chemicals Sdn. Bhd.<br>(currently Yushiro Malaysia Sdn. Bhd.)                                     |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | September 2004      Seconded to Yushiro (Thailand) Co., Ltd.                                                                              |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | April 2008      Deputy General Manager, Sales Division Office,<br>Sales Division, the Company                                             |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | April 2012      President, Yushiro India Company Pvt. Ltd.                                                                                |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | April 2014      General Manager, IL Business Administration<br>Office, IL Business Administration Division, the<br>Company                |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               | July 2017      Executive Officer and Officer responsible for IL<br>Business Administration Office, IL Business<br>Administration Division |                                            |
| April 2021      Executive Officer and Manager responsible for<br>Administration of North and South America<br>President and CEO, Yushiro Manufacturing<br>America, Inc.<br>CEO, QualiChem, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                               |                                                                                                                                           |                                            |
| June 2021      Director and Manager responsible for<br>Administration of North and South America, the<br>Company (present position)<br>President and CEO, Yushiro Manufacturing<br>America, Inc. (present position)<br>CEO, QualiChem, Inc. (present position)                                                                                                                                                                                                                                                                                                                                                     |                                                               |                                                                                                                                           |                                            |
| <p>Reason for nomination as a candidate for Director:<br/>Mr. Kazushige Kobayashi possesses abundant business experience at the Company's overseas subsidiaries and has served for many years in key positions in the Company's sales division. He has also contributed to the Company's global management based on his extensive and abundant practical experience. Based on his experience and achievements, the Company has judged that he is able to contribute to the Company's sustainable growth and the enhancement of corporate value, and has therefore renominated him as a candidate for Director.</p> |                                                               |                                                                                                                                           |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Name<br>(Date of birth)                                            | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of<br>shares of the<br>Company held |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Kazutoshi Takakura<br>(December 14, 1966)<br><br>[New appointment] | <p>January 1991      Joined the Company</p> <p>April 2009      Seconded to Yushiro Manufacturing America, Inc.</p> <p>April 2017      General Manager, Nagoya Branch, Sales Division, IL Business Administration Division, the Company</p> <p>April 2019      Deputy General Manager and General Manager, Nagoya Branch, Sales Division, IL Business Administration Division</p> <p>April 2020      Deputy General Manager, Sales Administration Division, General Manager, Sales Administration Department, and General Manager, Nagoya Branch, Sales Administration Division</p> <p>July 2020      Executive Officer, Deputy General Manager, Sales Administration Division, General Manager, Sales Administration Department, and General Manager, Nagoya Branch, Sales Administration Division</p> <p>April 2021      Executive Officer and Officer responsible for Sales Administration Department, Sales Division</p> <p>January 2022    Executive Officer and General Manager, Sales Division (present position)</p> | 3,100                                      |
| <p>Reason for nomination as a candidate for Director:<br/>Mr. Kazutoshi Takakura possesses business experience at the Company's United States subsidiary and has served for many years in key positions in the Company's sales division. He also possesses abundant experience and achievements across all aspects of sales activities in Japan and overseas. Based on his experience and achievements, the Company has judged that he is able to contribute to the Company's sustainable growth and the enhancement of corporate value, and has therefore nominated him as a candidate for Director.</p> |                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name<br>(Date of birth)                                                                     | Career summary, positions, responsibilities,<br>and significant concurrent positions | Number of<br>shares of the<br>Company held                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Masafumi Nakano<br>(December 18, 1955)<br><br>[Reappointment]<br>[Outside]<br>[Independent] | April 1979                                                                           | Joined Toyo Kogyo Co., Ltd. (currently Mazda Motor Corporation)                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | April 2006                                                                           | Executive Officer and General Manager, Hofu Plant, Mazda Motor Corporation                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | April 2010                                                                           | Executive Officer and General Manager, Hiroshima Plant, Mazda Motor Corporation            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | June 2012                                                                            | Executive Officer and General Manager, Quality Division, Mazda Motor Corporation           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | June 2013                                                                            | Managing Executive Officer in charge of Product and Brand Quality, Mazda Motor Corporation |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | June 2015                                                                            | TPM Consultant, TPM Consulting Company, JMA Consultants Inc.                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | April 2018                                                                           | Professional Advisor and TPM Consultant, TPM Consulting Business Division                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                             | June 2019                                                                            | Outside Director, the Company (present position)                                           |
| Reason for nomination as a candidate for Outside Director, and expected roles:<br>After serving in key positions at Mazda Motor Corporation for many years, Mr. Masafumi Nakano has engaged in consultancy work and possesses abundant experience and broad insight. He is expected to utilize this experience and insight in his role of providing appropriate guidance and advice on the management of the Group and supervising it from an objective standpoint independent of those in an executive position. The Company therefore judges that he will contribute to the Company's sustainable growth and the enhancement of corporate value, and has renominated him as a candidate for Outside Director. |                                                                                             |                                                                                      |                                                                                            |

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Mr. Masafumi Nakano is a candidate for the position of Outside Director.
  3. Mr. Masafumi Nakano currently serves as an Outside Director of the Company. He will have served in this position for three (3) years as of the conclusion of this General Meeting of Shareholders.
  4. The Company has established Independence Criteria for Outside Officers (presented on pages 19 and 20). Candidates for the position of Outside Director are selected based on these criteria. The Company has designated Mr. Masafumi Nakano as an Independent Director as prescribed by the Tokyo Stock Exchange (TSE) and has notified the TSE of this designation. The Company intends to continue this designation if the election of Mr. Masafumi Nakano is approved and passed.
  5. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Masafumi Nakano, which limits his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to this agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act. If the reappointment of Mr. Masafumi Nakano is approved and passed by this General Meeting of Shareholders, the Company intends to continue the agreement with him.
  6. The Company has entered into a directors and officers liability insurance (D&O insurance) policy as prescribed under Article 430-3, Paragraph 1 of the Companies Act. A summary of the content of this insurance policy is presented in "3. Company officers (3) Directors and officers liability insurance (D&O insurance)" in the Business Report (available in Japanese). All candidates elected as Directors (excluding Directors who are Audit and Supervisory Committee Members) will continue to be insured under this policy. The Company intends to renew this policy under similar terms when it comes due for renewal.
  7. The number of shares of the Company held by Mr. Kazutoshi Takakura includes his holdings under the employee stock ownership plan.

**Proposal 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The agreement of the Audit and Supervisory Committee has been obtained to this proposal.

The candidates for the position of Director who is an Audit and Supervisory Committee Member are as follows.

| No. | Name                                                   | Current positions and responsibilities at the Company      |
|-----|--------------------------------------------------------|------------------------------------------------------------|
| 1   | Katsuko Iizuka                                         | Director (Audit and Supervisory Committee Member)          |
|     |                                                        | [Reappointment]<br>[Outside]<br>[Independent]              |
| 2   | Atsuko Sugiyama<br>(Present family name:<br>Matsumoto) |                                                            |
|     |                                                        | [New appointment]<br>[Outside]<br>[Independent]            |
| 3   | Toshio Yamazaki                                        | Director (Standing Audit and Supervisory Committee Member) |
|     |                                                        | [Reappointment]                                            |

| No. | Name<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number of<br>shares of the<br>Company held |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1   | Katsuko Iizuka<br>(December 24, 1964)<br><br>[Reappointment]<br>[Outside]<br>[Independent]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>April 1987    Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>April 1998    Registered as an attorney</p> <p>                  Joined Hirakawa, Sato &amp; Kobayashi (currently City-Yuwa Partners)</p> <p>April 2013    Partner, City-Yuwa Partners (present position)</p> <p>June 2015    Outside Director, Nissin Sugar Co., Ltd. (present position)</p> <p>June 2016    Outside Director (Audit and Supervisory Committee Member), the Company (present position)</p> <p>February 2017 Outside Corporate Auditor, K.R.S. Corporation (present position)</p> <p>(Significant concurrent positions)<br/>Partner, City-Yuwa Partners<br/>Outside Director, Nissin Sugar Co., Ltd.<br/>Outside Corporate Auditor, K.R.S. Corporation</p> | -                                          |
|     | <p>Reason for nomination as a candidate for Outside Director, and expected roles:<br/>Ms. Katsuko Iizuka possesses abundant experience acquired over many years as an attorney as well as broad and expert insight. She is expected to utilize this experience and insight in her role of providing appropriate guidance and advice on the management of the Group and strengthening the supervision and audit of the Group's management as an Outside Director who is an Audit and Supervisory Committee Member. The Company therefore judges that she will contribute to the Company's sustainable growth and the enhancement of corporate value, and has renominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                            |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name<br>(Date of birth)                                                                                                         | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of<br>shares of the<br>Company held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Atsuko Sugiyama<br>(Present family name:<br>Matsumoto)<br>(July 5, 1974)<br><br>[New appointment]<br>[Outside]<br>[Independent] | <p>October 1999    Joined Asahi Audit Corp. (currently KPMG AZSA LLC)</p> <p>April 2003      Registered as a certified public accountant</p> <p>September 2016    Vice President, Masaaki Sugiyama CPA and Tax Accountant Office (present position)</p> <p>February 2017    Registered as a certified public tax accountant</p> <p>May 2017        Independent Outside Corporate Auditor, Welcia Holdings Co., Ltd. (present position)</p> <p>June 2020        Outside Director (Audit and Supervisory Committee Member), FUJI KOSAN CO., LTD. (present position)</p> <p>(Significant concurrent positions)<br/>Vice President, Masaaki Sugiyama CPA and Tax Accountant Office<br/>Independent Outside Corporate Auditor, Welcia Holdings Co., Ltd.<br/>Outside Director (Audit and Supervisory Committee Member), FUJI KOSAN CO., LTD.</p> | -                                          |
| Reason for nomination as a candidate for Outside Director, and expected roles:<br>Ms. Atsuko Sugiyama possesses abundant experience acquired over many years as a CPA and tax accountant, and as a Vice President of a CPA and tax accountant office, and she has broad and expert insight. She is expected to utilize this experience and insight in her role of providing appropriate guidance and advice on the management of the Group and further strengthening the supervision and audit of the Group's management as an Outside Director who is an Audit and Supervisory Committee Member. The Company therefore judges that she will contribute to the Company's sustainable growth and the enhancement of corporate value, and has nominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member.                                              |                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                            |
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Toshio Yamazaki<br>(July 28, 1952)<br><br>[Reappointment]                                                                       | <p>April 1975        Joined the Company</p> <p>April 2003        General Manager, Technology Department IV, Technology Division</p> <p>April 2004        General Manager, Information Management Department, Technology Division</p> <p>April 2006        General Manager, Materials Procurement Department, Administration Division</p> <p>April 2008        President, Yushiro (Thailand) Co., Ltd.</p> <p>April 2012        Chief Engineer (Director), Research and Development Division, the Company</p> <p>June 2013        Assistant General Manager, Technology Promotion Department, Research and Development Division</p> <p>June 2016        Director (Standing Audit and Supervisory Committee Member) (present position)</p>                                                                                                    | 4,700                                      |
| Reason for nomination as a candidate for Director:<br>Mr. Toshio Yamazaki has experience in key positions in a broad range of divisions and companies within the Group, including the research and development division, the administration division, and as President of the Company's Thai subsidiary. Based on this extensive and abundant practical experience, he has worked to enhance the audit and supervisory structure as a Director who is a standing Audit and Supervisory Committee Member. The Company has judged that he is able to continue to contribute to the Company's sustainable growth and the enhancement of corporate value by strengthening the supervision and audit of the Group as a Director who is an Audit and Supervisory Committee Member, and has therefore renominated him as a candidate for Director who is an Audit and Supervisory Committee Member. |                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                            |

- Notes: 1. There are no special interests between any of the candidates and the Company.
2. Ms. Katsuko Iizuka and Ms. Atsuko Sugiyama are candidates for the position of Outside Director.
3. Ms. Atsuko Sugiyama changed her family name to Matsumoto after marriage but engages in her duties as a CPA and tax accountant under her maiden name.
4. Ms. Katsuko Iizuka currently serves as an Outside Director who is an Audit and Supervisory Committee Member of the Company. She will have served in this position for six (6) years as of the conclusion of this General Meeting of Shareholders.

5. The Company has established Independence Criteria for Outside Officers (presented on pages 19 and 20). Candidates for the position of Outside Director are selected based on these criteria. The Company has designated Ms. Katsuko Iizuka as an Independent Director as prescribed by the Tokyo Stock Exchange (TSE) and has notified the TSE of this designation. The Company intends to continue this designation if the election of Ms. Katsuko Iizuka is approved and passed. If Ms. Atsuko Sugiyama is elected as proposed, the Company intends to designate her as an Independent Director as prescribed by the TSE and notify the TSE of this designation.
6. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Katsuko Iizuka, which limits her liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to this agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act. If the reappointment of Ms. Katsuko Iizuka is approved and passed by this General Meeting of Shareholders, the Company intends to continue the agreement with her.
7. If the election of Ms. Atsuko Sugiyama is approved and passed, the Company intends to enter into a liability limitation agreement with her in accordance with the Company's Articles of Incorporation, to limit her liability for damages to the amount stipulated by laws and regulations.
8. The Company has entered into a directors and officers liability insurance (D&O insurance) policy as prescribed under Article 430-3, Paragraph 1 of the Companies Act. A summary of the content of this insurance policy is presented in "3. Company officers (3) Directors and officers liability insurance (D&O insurance)" in the Business Report (available in Japanese). All candidates elected as Directors who are Audit and Supervisory Committee Members will be insured under this policy. The Company intends to renew this policy under similar terms when it comes due for renewal.



**Proposal 4: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member**

The Company proposes the election of one (1) substitute Director who is an Audit and Supervisory Committee Member to prepare for cases where the Company lacks the number of Directors who are Audit and Supervisory Committee Members required by law or regulation.

The effect of this election may be annulled prior to the assumption of office by resolution of the Board of Directors, with the agreement of the Audit and Supervisory Committee.

The agreement of the Audit and Supervisory Committee has been obtained to this proposal.

The candidate for the position of substitute Director who is an Audit and Supervisory Committee Member is as follows.

| Name<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Career summary, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Number of<br>shares of the<br>Company held |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| <p style="text-align: center;">Tsuneo Sato<br/>(November 29, 1944)<br/><br/>[Outside]</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>April 1977     Registered as an attorney<br/>                    Joined Yuasa and Hara</p> <p>July 1997       Established Hirakawa, Sato &amp; Kobayashi<br/>                    (currently City-Yuwa Partners)</p> <p>February 2003   Partner, City-Yuwa Partners</p> <p>January 2015    Of Counsel, City-Yuwa Partners (present position)</p> <p>December 2017 Director, DALTON CORPORATION (present<br/>                    position)<br/>(Significant concurrent positions)<br/>Of Counsel, City-Yuwa Partners<br/>Director, DALTON CORPORATION</p> | -                                          |
| <p>Reason for nomination as a candidate for substitute Director who is an Audit and Supervisory Committee Member, and expected roles:<br/>Mr. Tsuneo Sato is a founding member of Hirakawa, Sato &amp; Kobayashi (currently City-Yuwa Partners) and possesses abundant experience acquired over many years as an attorney and corporate manager, as well as broad and expert insight. He is expected to utilize this experience and insight in his role of providing appropriate guidance and advice on the management of the Group and further strengthening the supervision and audit of the Group's management as an Outside Director who is an Audit and Supervisory Committee Member. The Company therefore judges that he will contribute to the Company's sustainable growth and the enhancement of corporate value, and has nominated him as the candidate for substitute Director who is an Audit and Supervisory Committee Member.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                            |

- Notes:
1. There are no special interests between the candidate for substitute Director who is an Audit and Supervisory Committee Member and the Company.
  2. Mr. Tsuneo Sato is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
  3. The Company has established Independence Criteria for Outside Officers (presented on pages 19 and 20). Candidates for the position of Outside Director are selected based on these criteria. If Mr. Tsuneo Sato assumes office as an Outside Director, the Company intends to designate him as an Independent Director as prescribed by the Tokyo Stock Exchange (TSE) and notify the TSE of this designation.
  4. If Mr. Tsuneo Sato assumes office as a Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to this agreement would be the amount set forth in Article 425, Paragraph 1 of the Companies Act.
  5. The Company has entered into a directors and officers liability insurance (D&O insurance) policy as prescribed under Article 430-3, Paragraph 1 of the Companies Act. A summary of the content of this insurance policy is presented in "3. Company officers (3) Directors and officers liability insurance (D&O insurance)" in the Business Report (available in Japanese). If Mr. Tsuneo Sato assumes office as a Director who is an Audit and Supervisory Committee Member, he will be insured under this policy.

(Reference)

The Expertise of each Candidate for Director

| Name                | Skill                |                                         |                     |                        |               |                        | Independent Director | Nomination Committee Compensation Committee |
|---------------------|----------------------|-----------------------------------------|---------------------|------------------------|---------------|------------------------|----------------------|---------------------------------------------|
|                     | Corporate management | Manufacturing, research and development | Sales and marketing | Finance and accounting | Legal affairs | International business |                      |                                             |
| Masanori Arisaka    | ○                    |                                         | ○                   |                        |               | ○                      |                      | ○                                           |
| Seiji Takahashi     | ○                    | ○                                       | ○                   |                        |               | ○                      |                      | ○                                           |
| Kazushige Kobayashi | ○                    |                                         | ○                   |                        |               | ○                      |                      |                                             |
| Kazutoshi Takakura  |                      |                                         | ○                   |                        |               | ○                      |                      |                                             |
| Masafumi Nakano     |                      | ○                                       |                     |                        |               | ○                      | ○                    | ○                                           |
| Katsuko Iizuka      |                      |                                         |                     |                        | ○             |                        | ○                    |                                             |
| Atsuko Sugiyama     | ○                    |                                         |                     | ○                      |               |                        | ○                    |                                             |
| Toshio Yamazaki     | ○                    | ○                                       |                     |                        |               | ○                      |                      |                                             |

(Reference)

#### Independence Criteria for Outside Officers

Yushiro Chemical Industry Co., Ltd. (hereinafter the “Company”) designates the independence criteria for its Outside Directors (hereinafter “Outside Officers”) as follows. Outside Officers who do not correspond to any of the items listed below will be regarded as being independent of the Company, with no conflict of interests with general shareholders.

- 1) Outside Officers who hold an executive position (see note 1) in the Company or its subsidiaries (hereinafter collectively referred to as the “Group”), or have held such a position during the previous ten (10) years (or, where the Outside Officer has held a non-executive position (see note 2) in the Group within the previous ten (10) years, the ten (10) years immediately preceding the appointment to the said non-executive position)
- 2) Outside Officers for whom the Group is a major trading partner (see note 3), or who hold an executive position at a company for which the Group is a major trading partner
- 3) Outside Officers who are a major trading partner of the Group (see note 4), or who hold an executive position at a company that is a major trading partner of the Group
- 4) Outside Officers who are major lenders, such as financial institutions, upon which the Group depends for financing to an extent that makes them indispensable and irreplaceable, or, where such lenders are corporations, Outside Officers who hold an executive or non-executive position at such a corporation, its parent company or major subsidiary
- 5) Outside Officers who belong to an audit firm that is an Accounting Auditor of the Group
- 6) Outside Officers who receive large amounts (see note 5) of money or other property, apart from officers’ compensation, from the Group as consultants, accounting or legal experts
- 7) Outside Officers who belong to a corporation, association, or other organization, including law firms, audit firms, tax accounting firms, or consulting firms, that receives large amounts (see note 5) of money or other financial benefits from the Group
- 8) Outside Officers who receive donations or assistance exceeding a certain amount (see note 6) from the Group (or, where the recipient of such donations or assistance is a corporation, association, or other organization, Outside Officers who hold an executive position at such an organization)
- 9) Outside Officers who are major shareholders (see note 7) of the Company (or, in the case of corporate shareholders, Outside Officers who hold an executive or non-executive position at such a corporation)
- 10) Outside Officers who hold an executive or non-executive position at a corporation for which the Group is a major shareholder (see note 7)
- 11) Outside Officers who hold an executive or non-executive position at a corporation that has directors or corporate auditors from the Group (whether standing and part-time), or at the parent company or subsidiary of such a corporation
- 12) Outside Officers for whom any of 2) to 11) above has applied during the previous five (5) years
- 13) Outside Officers who are a spouse or relative, within two degrees of kinship, of a person for whom any of 1) to 12) above applies (only where that person has held a significant position: see note 8)
- 14) Outside Officers who may be subject to a substantial conflict of interest for any other reason

Notes: 1. An executive position includes the position of executive director, executive, executive officer, or any equivalent office or employment. (These are collectively referred to as “executive positions” in these criteria.)

2. A non-executive position includes the position of non-executive director, corporate auditor, or accounting advisor. (These are collectively referred to as “non-executive positions” in these criteria.)

3. Those for whom the Group is a major trading partner refer to corporations or individuals for which the monetary value of products and services provided to the Group in the immediately preceding fiscal year accounts for no less than 2% of annual consolidated net sales of the corporations or individuals.
4. Major trading partners of the Group refer to corporations or individuals for which the monetary value of products and services provided by the Group in the immediately preceding fiscal year accounts for no less than 2% of the Company's annual consolidated net sales.
5. Large amounts refer to amounts in the immediately preceding fiscal year of no less than 10 million yen per year in the case of individuals, or no less than 2% of annual consolidated net sales or annual revenue in the case of corporations, associations, or other organizations.
6. Donations or assistance exceeding a certain amount refers to donations or assistance exceeding 10 million yen per year in the immediately preceding fiscal year.
7. Major shareholders refer to shareholders who directly or indirectly hold no less than 10% of the total voting rights.
8. A significant position refers to employment in a senior management position such as director (excluding outside director), corporate auditor (excluding outside corporate auditor), executive officer, etc.

**Proposal 5: Payment of a Retirement Bonus to a Retiring Director (Who Is Not an Audit and Supervisory Committee Member)**

The Company proposes to pay a retirement bonus, within suitable limits, to Mr. Eiichi Ogo and Mr. Shingo Kikuchi, who will retire as Directors at the conclusion of this General Meeting of Shareholders, to reward them for their diligence in that office, in accordance with the Company's internal rules. The Company further proposes to delegate decisions on details such as the specific amount, timing, and method of these payments to the Board of Directors.

Retirement bonuses are paid to retiring Directors in recognition of the efforts they have made to improve the Company's results and corporate value. The amount of such bonuses is calculated using a calculation method for directors' retirement bonuses based on position, years of service, in accordance with the Company's Director Retirement Bonus Regulations. This method complies with the Company's policy on the determination of compensation, etc. for individual Directors, presented on page 31 of the Business Report (available in Japanese). The Company therefore considers the content of this proposal to be appropriate.

The Audit and Supervisory Committee has expressed the opinion that there are no items requiring particular mention regarding this proposal.

A summary of the careers of the retiring Directors is shown below.

| Name           | Career summary                            |                                                                                                              |
|----------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Eiichi Ogo     | June 2009<br>January 2011<br>January 2022 | Director of the Company<br>President and Representative Director<br>Chairman and Director (present position) |
| Shingo Kikuchi | June 2016<br>June 2018<br>June 2021       | Director of the Company<br>Managing Director<br>Senior Managing Director (present position)                  |