

Securities Code: 6925

June 8, 2022

To Our Shareholders:

1-6-5 Marunouchi, Chiyoda-ku, Tokyo

Ushio Inc.

Koji Naito, President and Chief Executive Officer

Notice of the 59th Annual General Meeting of Shareholders

The Company would hereby like to request shareholders to attend the Company's 59th Annual General Meeting of Shareholders as described below.

From the viewpoint of preventing the spread of the novel coronavirus disease (COVID-19), we would also like to strongly request you to exercise your voting rights in writing or by an electromagnetic method in advance as much as possible and refrain from attending the meeting in person regardless of your health condition.

We kindly request you to read the following Reference Document for the Annual General Meeting of Shareholders and exercise your voting rights by no later than 5:15 p.m., June 28, 2022 (Tuesday)

Sincerely yours,

- Date:** 10:00 a.m., June 29, 2022 (Wednesday) (The reception desk opens at 9:00 a.m.)
- Venue:** 11F, *Kujaku* Hall, KKR Hotel Tokyo
1-4-1 Otemachi, Chiyoda-ku, Tokyo

3. Purposes:

Matters to be reported:

The Business Report, the Consolidated and Non-Consolidated Financial Statements and the Results of Consolidated Financial Statement Audits by the Accounting Auditor and the Audit and Supervisory Committee for the 59th business period (April 1, 2021 to March 31, 2022)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendments to Articles of Incorporation

Proposal No. 3: Election of Eight (8) Directors (excluding directors who are Audit & Supervisory Committee Members)

Proposal No. 4: Election of Four (4) Directors who are Audit & Supervisory Committee Members

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- Please refer to the Company's website (<https://www.ushio.co.jp>) for details of the measures to be taken to prevent the novel coronavirus infection at this Annual General Meeting of Shareholders (Japanese only).
 - Please be advised that no gifts will be provided to attending shareholders.
 - "Systems for Ensuring the Appropriateness of Operations and the Status of Operation of such Systems" in the Business Report, "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements are available (Japanese only) online via the Company's website (<https://www.ushio.co.jp>), pursuant to provisions of laws and regulations as well as the Articles 15 of the Articles of Incorporation of the Company.
For this reason, the Business Report and the Consolidated and Non-Consolidated Financial Statements attached to this Notice, are part of the Business Report and the Consolidated and Non-Consolidated Financial Statements that have been audited by the Accounting Auditor and the Audit and Supervisory Committee for the purpose of preparing an accounting auditor's report and an auditors' report.
 - If there are any revisions to the Reference Document for the Annual General Meeting of Shareholders, Business Report, and/or the Consolidated and the Non-Consolidated Financial Statements, such revision will be shown on the Company's website (<https://www.ushio.co.jp>).

Reference Document for the Annual General Meeting of Shareholders

Proposals and Referential Matters

Proposal No. 1: Appropriation of Surplus

The Company would like to appropriate surplus as follows.

Year-end Dividend

Striving to constantly remain cognizant of the fact that returning profits to shareholders is one of the top priorities of corporations, the Ushio Group's basic policy is to provide stable and consistent returns of profits to shareholders, while endeavoring to enhance its financial position and business foundations.

Based on this policy, taking the business environment as well as business results into consideration, the Company would like to distribute the year-end dividend to assign an annual dividend of 50 yen per common share, increase of a regular dividend amount 24 yen per common share from the previous fiscal year as indicated below.

(1) Kind of the dividend property

Cash

(2) Matters regarding assignment of the dividend property and the total amount of the dividend property

An annual dividend: 50 yen per common share

The total amount of the dividend property: 6,041,208,350 yen

(3) The day on which such distribution of dividend of surplus takes effect

On June 30, 2022

Proposal No. 2: Partial Amendments to Articles of Incorporation

1. Reason of the amendment

As the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022, the Company will therefore implement the following amendments to its Articles of Incorporation in order to prepare for the introduction of a system for the electronic provision of materials for general meetings of shareholders.

- (1) Article 15, Paragraph 1 of the proposed amendments will be newly established, as the Company will be obliged to stipulate in its Articles of Incorporation that it will take measures for the electronic provision of the information contained in reference documents for general meetings of shareholders, etc.
- (2) Article 15, Paragraph 2 of the proposed amendments will be newly established in order to allow the scope of the matters described in the documents to be delivered to shareholders who have requested document delivery to be limited to the scope specified by Ordinance of the Ministry of Justice.
- (3) Article 15 of the current Articles of Incorporation will be deleted, as its provisions will become unnecessary once the system of electronic provision of materials for general meetings of shareholders is introduced.
- (4) Article 2 of the supplementary provisions will be established concerning the effectiveness of the above.

2. Details of Amendments

The details of amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p>Chapter III. General Meeting of Shareholders <u>Article 15 (Disclosure of reference documents for general meeting of shareholders, etc. via the Internet and deemed provision)</u></p> <p><u>When convening a general meeting of shareholders, it shall be deemed that the Company has provided shareholders with the necessary information that should be described or presented in reference documents for general meeting of shareholders, business reports, and non-consolidated and consolidated financial statements, if they are disclosed via the Internet in accordance with the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>Chapter III. General Meeting of Shareholders (Deleted)</p> <p><u>Article 15 (Measures for electronic provision of information, etc.)</u></p> <ol style="list-style-type: none">1. <u>When convening a general meeting of shareholders, the Company shall take measures for the electronic provision of information contained in reference documents for general meetings of shareholders, etc.</u>2. <u>With respect to all or part of the matters for which measures for electronic provision of information are to be taken as specified by the Ordinance of the Ministry of Justice, the Company shall not be required to include such matters in the documents to be delivered to shareholders who have made a request for document delivery by the record date for voting rights.</u>

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">Supplementary Provisions (Newly established)</p>	<p style="text-align: center;">Supplementary Provisions</p> <p><u>Article 2 (Transitional measures concerning the electronic provision of information for general meetings of shareholders)</u></p> <ol style="list-style-type: none"> <u>1. The deletion of Article 15 (Disclosure of reference documents for general meeting of shareholders, etc. via the Internet and deemed provision) of the current Article of Incorporation and the new establishment of Article 15 (Measures for electronic provision of information, etc.) of the proposed amendments shall become effective as of September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u> <u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 (Disclosure of reference documents for general meeting of shareholders, etc. via the Internet and deemed provision) of the current Articles of Incorporation shall remain in effect for any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <u>3. This Article shall be deleted after six months have elapsed from the Date of Enforcement, or three months have elapsed from the date of a general meeting of shareholders as specified in the preceding paragraph, whichever is later.</u>

Proposal No. 3: Election of Eight (8) Directors (excluding directors who are Audit & Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding directors who are Audit & Supervisory Committee Members; the same applies hereafter in this proposal) will expire at the close of this Annual General Meeting of Shareholders. The Company hereby proposes the election of eight (8) Directors.

The Board of Directors has previously consulted the Nomination and Compensation Advisory Committee, whose chairperson and majority of the members are Independent Outside Directors, with regard to this agenda. The Audit & Supervisory Committee has judged that all candidates for Directors are eligible with regard to this agenda. In addition, all the four (4) candidates for Outside Directors satisfy the Independence Criteria for Outside Directors prescribed by the Company (page 20).

The following are candidates for Directors.

Candidate number	Name	Current position and responsibility at the Company	Term of office	Attendance at the Board of Directors' meetings
1	[Re-elected] Koji Naito	President and Chief Executive Officer	3 years	100% (11 / 11)
2	[Re-elected] Naoki Kawamura	Representative Director and Senior Executive Vice President Chief Operating Officer General Manager, Business Management Headquarters General Manager, System Solution Division, Business Management Headquarters	3 years	100% (11 / 11)
3	[Re-elected] Kazuhisa Kamiyama	Director and Managing Executive Officer Deputy General Manager, Business Management Headquarters General Manager, Light Source Business Division, Business Management Headquarters	3 years	100% (11 / 11)
4	[Re-elected] Takabumi Asahi	Director and Managing Executive Officer Chief Financial Officer General Manager, Corporate Headquarters	1 year	100% (11 / 11)
5	[Re-elected] Yasufumi Kanemaru	Outside Director Outside Director Independent Director	7 years	100% (11 / 11)
6	[Re-elected] Sakie Tachibana Fukushima	Outside Director Outside Director Independent Director	6 years	100% (11 / 11)
7	[Re-elected] Toyonari Sasaki	Outside Director Outside Director Independent Director	3 years	100% (11 / 11)
8	[Newly elected] Masatoshi Matsuzaki	Outside Director Outside Director Independent Director	-	-

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
1	Koji Naito (April 3, 1963)	Apr. 1986 Joined Ushio Inc. Oct. 2014 Executive Officer Apr. 2015 Senior Executive Officer General Manager, Light Source Business Division Apr. 2016 Managing Executive Officer Apr. 2019 Chief Executive Officer Jun. 2019 President and Chief Executive Officer (incumbent)	9,900
<p><Reasons for electing Mr. Koji Naito as a candidate for Director> After having directed the light sources business, which is core business of the Ushio Group, for many years, Mr. Koji Naito has served as President and Representative Director of the Company since 2019, undertaking supervisory functions, while making key decisions and executing business. The Company has judged that with such extensive experience and knowledge, he would continue to drive the Ushio Group to improve its corporate value and achieve further development. Accordingly, the Company proposes him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
2	Naoki Kawamura (October 9, 1963)	<p>Apr. 1986 Joined Ushio Inc.</p> <p>Apr. 2015 Executive Officer General Manager, Biomedical Division</p> <p>Nov. 2016 General Manager, System Solution Division</p> <p>Apr. 2017 Senior Executive Officer</p> <p>Apr. 2018 Managing Executive Officer</p> <p>Apr. 2019 Senior Managing Executive Officer General Manager, Business Management Headquarters and General Manager, System Solution Division, Business Management Headquarters</p> <p>May 2019 General Manager, Business Management Headquarters and General Manager, System Solution Division, Business Management Headquarters and General Manager, Business Development Division, Business Management Headquarters</p> <p>Jun. 2019 Director and Senior Managing Executive Officer</p> <p>Apr. 2020 General Manager, Business Management Headquarters and General Manager, System Solution Division, Business Management Headquarters and General Manager, Incubation Center, Business Management Headquarters</p> <p>May 2020 Representative Director and Senior Managing Executive Officer</p> <p>Apr. 2022 Representative Director, Senior Managing Executive Officer and Chief Operating Officer (incumbent) General Manager, Business Management Headquarters and General Manager, System Solution Division, Business Management Headquarters (incumbent)</p>	6,400
<p><Reasons for electing Mr. Naoki Kawamura as a candidate for Director></p> <p>Mr. Naoki Kawamura has directed optical equipment business of the Company for many years and contributed to the creation of new businesses in biomedical and other fields. He assumed the position of Representative Director of the Company in May 2020. The Company has judged that with such extensive experience and knowledge, he would continue to perform an appropriate role in overall management to further improving corporate value. Accordingly, the Company proposes him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
3	Kazuhiya Kamiyama (September 25, 1968)	<p>Sep. 1995 Joined Ushio Inc.</p> <p>Apr. 2016 Executive Officer General Manager, Corporate Headquarters and General Manager, Corporate Strategy Division, Corporate Headquarters</p> <p>Apr. 2018 General Manager, Corporate Headquarters</p> <p>Jul. 2018 Group Executive Officer Chief Financial Officer, CHRISTIE DIGITAL SYSTEMS INC.</p> <p>Apr. 2019 Group Senior Executive Officer President, CHRISTIE DIGITAL SYSTEMS INC. Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS USA, INC. Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS CANADA INC.</p> <p>Jun. 2019 Director and Group Senior Executive Officer</p> <p>Apr. 2022 Director and Managing Executive Officer (incumbent) Deputy General Manager, Business Management Headquarters and General Manager, Light Source Business Division, Business Management Headquarters (incumbent)</p>	3,450
<p><Reasons for electing Mr. Kazuhisa Kamiyama as a candidate for Director> After having worked in the Accounting and Finance Departments of the Company for many years and undertaken management roles as General Manager of the Administration Department, Mr. Kazuhisa Kamiyama has directed the management of North America Group companies since 2018. He assumed the position of General Manager of the light sources business in April 2022. The Company has judged that with such extensive experience and knowledge, he is expected to continue to perform an appropriate role in overall management toward further improving corporate value. Accordingly, the Company proposes him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
4	Takabumi Asahi (August 28, 1964)	<p>Apr. 2017 Joined Ushio Inc.</p> <p>Jul. 2017 Deputy General Manager, Corporate Headquarters</p> <p>Oct. 2017 Deputy General Manager, Corporate Headquarters and General Manager, Corporate Planning Department, Corporate Strategy Division, Corporate Headquarters</p> <p>Apr. 2018 Executive Officer Deputy General Manager, Corporate Headquarters and General Manager, Corporate Strategy Division, Corporate Headquarters and General Manager, Corporate Planning Department, Corporate Strategy Division, Corporate Headquarters</p> <p>Jul. 2018 General Manager, Corporate Strategy Division and General Manager, Corporate Planning Department, Corporate Strategy Division</p> <p>Apr. 2019 Senior Executive Officer General Manager, Corporate Headquarters and General Manager, Corporate Strategy Division, Corporate Headquarters and General Manager, Corporate Planning Department, Corporate Strategy Division, Corporate Headquarters</p> <p>Jul. 2019 General Manager, Corporate Headquarters (incumbent)</p> <p>Jun. 2021 Director and Senior Executive Officer</p> <p>Apr. 2022 Director, Managing Executive Officer and Chief Financial Officer (incumbent)</p>	1,600
<p><Reasons for electing Mr. Takabumi Asahi as a candidate for Director></p> <p>Mr. Takabumi Asahi has experience working in the Administrative Department since joining the Company, and has also undertaken management roles as General Manager thereof and Executive Officer in charge of financial affairs. The Company has judged that with such extensive experience and knowledge, he is expected to continue to perform an appropriate role in overall management toward further improving corporate value. Accordingly, the Company proposes him as a candidate for Director.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
5	<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 2px; background-color: #cccccc;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; background-color: #cccccc;">Independent Director</div> </div> <p>Yasufumi Kanemaru (March 12, 1954)</p>	<p>Apr. 1979 Joined TKC Corporation Apr. 1982 Joined Logic Systems International, Inc. Sep. 1985 Director, NTT PC Communications Incorporated Nov. 1989 Established Future System Consulting Corp.(currently Future Corporation) and served as President and Chief Executive Officer Mar. 2006 Chairman, President and Chief Executive Officer, Future System Consulting Corp. Jan. 2007 Chairman and Chief Executive Officer, Future Architect, Inc. (currently Future Corporation) Mar. 2011 Chairman, President and Chief Executive Officer, Future Architect, Inc. Jun. 2015 Outside Director(incumbent) Jul. 2015 Chairman, Future Architect, Inc. Apr. 2016 Chairman, President and Group Chief Executive Officer, Future Corporation (incumbent) Chairman, Future Architect, Inc.(incumbent)</p> <p>(Significant concurrent position) Chairman, President and Group Chief Executive Officer, Future Corporation Chairman, Future Architect, Inc. Chairman, Nippon Institute for Research Advancement</p>	9,800
<p><Reasons for electing Mr. Yasufumi Kanemaru as a candidate for Outside Director and overview of expected roles> Mr. Yasufumi Kanemaru has gained extensive experience and knowledge through his career as the founder of a telecommunications and IT consulting firm and as a business manager. The Company has judged that with such strengths, he is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes him as a candidate for Outside Director.</p> <p><Independence> There is no business relationship between the firm for which Mr. Yasufumi Kanemaru serves as the representative and the Company. There are also no special interests between Mr. Yasufumi Kanemaru and the Company. In addition, he satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Mr. Yasufumi Kanemaru is an Independent Outside Director who has no conflicts of interest with ordinary shareholders.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
6	<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div> </div> <p>Sakie Tachibana Fukushima (September 10, 1949)</p>	<p>Jun. 1980 Joined Braxton International Sep. 1987 Joined Bain & Company, Inc. Aug. 1991 Joined Korn/Ferry International-Japan May 1995 Director, Korn/Ferry International Sep. 2000 Regional Managing Director, Korn/Ferry International-Japan Jul. 2001 President and Representative Director, Korn/Ferry International-Japan May 2009 Chairman & Representative Director, Korn/Ferry International-Japan Jul. 2010 President & Representative Director, G&S Global Advisors Inc. (incumbent) Jun. 2016 Outside Director (incumbent) Jun. 2019 Outside Director, Konica Minolta, Inc. (incumbent) Jun. 2020 Outside Director, Kyushu Electric Power Company, Incorporated (incumbent)</p> <p>(Significant concurrent positions) President & Representative Director, G&S Global Advisors Inc. Outside Director, Konica Minolta, Inc. Outside Director, Kyushu Electric Power Company, Incorporated</p>	900
<p><Reasons for electing Ms. Sakie Tachibana Fukushima as a candidate for Outside Director and overview of expected roles></p> <p>Ms. Sakie Tachibana Fukushima has considerable global insights, and extensive knowledge and experience of managing a global business. The Company has judged that with such strengths, she is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes her as a candidate for Outside Director.</p> <p><Independence></p> <p>There is no business relationship between the firm Ms. Sakie Tachibana Fukushima represents and the Company. There are also no special interests between Ms. Sakie Tachibana Fukushima and the Company. In addition, she satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Ms. Sakie Tachibana Fukushima is an Independent Outside Director who has no conflicts of interest with ordinary shareholders.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
7	<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div> </div> <p>Toyonari Sasaki (April 1, 1953)</p>	<p>Apr. 1976 Joined the Ministry of Finance</p> <p>Jul. 2003 Deputy Director, General of the Budget Bureau</p> <p>Jul. 2007 First Deputy Commissioner, National Tax Agency</p> <p>Jul. 2008 Director, General of the Financial Bureau</p> <p>Jan. 2010 Assistant Chief Cabinet Secretary, Cabinet Secretariat</p> <p>Apr. 2013 Chief Domestic Coordinator, Governmental Headquarters for the Trans-Pacific Strategic Economic Partnership Agreement (TPP), Cabinet Secretariat</p> <p>Apr. 2016 Vice Chairman, the Life Insurance Association of Japan (incumbent)</p> <p>Jun. 2019 Outside Director (incumbent) (Significant concurrent position)</p> <p>Vice Chairman, the Life Insurance Association of Japan</p>	1,100
<p><Reasons for electing Mr. Toyonari Sasaki as a candidate for Outside Director and overview of expected roles></p> <p>Mr. Toyonari Sasaki has extensive experience and knowledge of global business development including promotion of free trade. The Company has judged that with such strengths, he is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes him as a candidate for Outside Director. Although he has no direct corporate management experience, the Company believes he is capable of appropriately performing the duties of an Outside Director based on the aforementioned reasons.</p> <p><Independence></p> <p>There are no special interests between Mr. Toyonari Sasaki and the Company. In addition, he satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Mr. Toyonari Sasaki is an Independent Outside Director who has no conflicts of interest with ordinary shareholder.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
8	<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Newly Elected</div> <div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div> </div> <p>Masatoshi Matsuzaki (July 21, 1950)</p>	<p>Apr. 1976 Joined Konishiroku Photo Industry, Inc. (currently Konica Minolta, Inc.)</p> <p>Oct. 2003 Director, Konica Minolta Business Technologies Inc.</p> <p>Apr. 2005 Executive Officer, Konica Minolta Holdings, Inc. (currently Konica Minolta, Inc.) President and Chief Executive Officer, Konica Minolta Technology Center, Inc.</p> <p>Apr. 2006 Senior Executive Officer, Konica Minolta Holdings, Inc.</p> <p>Jun. 2006 Director and Senior Executive Officer, Konica Minolta Holdings, Inc.</p> <p>Apr. 2009 Director, President, Chief Executive Officer and Representative Executive Officer, Konica Minolta Holdings, Inc.</p> <p>Apr. 2014 Director and Chair of the Board of Directors, Konica Minolta, Inc. (incumbent)</p> <p>May 2016 Outside Director, Ichigo Inc. (incumbent)</p> <p>Jun. 2019 Outside Director and Chair of the Board of Directors, LIXIL Group Corporation (currently LIXIL Corporation) (incumbent)</p> <p>Aug. 2021 Outside Director, SmartHR, Inc.</p> <p>Apr. 2022 Outside Director and Chair of the Board of Directors, SmartHR, Inc. (incumbent)</p> <p>(Significant concurrent position) Director and Chair of the Board of Directors, Konica Minolta, Inc. Outside Director, Ichigo Inc. Outside Director and Chair of the Board of Directors, LIXIL Corporation Outside Director and Chair of the Board of Directors, SmartHR, Inc.</p>	0
<p><Reasons for electing Mr. Masatoshi Matsuzaki as a candidate for Outside Director and overview of expected roles></p> <p>Mr. Masatoshi Matsuzaki has a wealth of experience obtained managing the activities of a manufacturer with global operations, and has in-depth knowledge of corporate governance. The Company has judged that with such strengths, he is expected to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes him as a candidate for Outside Director.</p> <p><Independence></p> <p>There are no special interests between Mr. Masatoshi Matsuzaki and the Company. In addition, he satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Mr. Masatoshi Matsuzaki is an Independent Outside Director who has no conflicts of interest with ordinary shareholder.</p> <p>Although Mr. Masatoshi Matsuzaki is the former Representative Executive Officer and the current Chair of the Board of Directors of Konica Minolta, Inc. with which the Company has business transactions, the percentage of such transactions against consolidated net sales of either Konica Minolta Group and Ushio Group is not more than one percent (1%) in each of the past five (5) fiscal years. Further, more than eight (8) years have passed since Mr. Masatoshi Matsuzaki resigned the executive officer of Konica Minolta Group. Based on the aforementioned background, Mr. Masatoshi Matsuzaki satisfies the Independence Criteria for Outside Directors prescribed by the Company.</p>			

Notes:

- (i) Mr. Yasufumi Kanemaru will have served as Outside Director of the Company for seven (7) years at the close of this Annual General Meeting of Shareholders.

(ii) Ms. Sakie Tachibana Fukushima will have served as Outside Director of the Company for six (6) years at the close of this Annual General Meeting of Shareholders.

(iii) Mr. Toyonari Sasaki will have served as Outside Director of the Company for three (3) years at the close of this Annual General Meeting of Shareholders.

2. Mr. Matsuzaki Masatoshi serves as Director of Konica Minolta, Inc., but will retire from the position of Director at the close of the firm's annual general meeting of shareholders scheduled on June 17, 2022.
3. The Company and each Mr. Yasufumi Kanemaru, Ms. Sakie Tachibana Fukushima and Mr. Toyonari Sasaki have in place between them an agreement that limits the liability of damages provided in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act. Under this agreement, the liabilities are limited to the extent prescribed by law. If the appointment of Mr. Yasufumi Kanemaru, Ms. Sakie Tachibana Fukushima and Mr. Toyonari Sasaki is approved, the Company intends to continue the liability limitation agreement described above with each of them. If Mr. Masatoshi Matsuzaki is elected, the Company plans to conclude the liability limitation agreement in the same manner.
4. The Company has registered each Mr. Yasufumi Kanemaru, Ms. Sakie Tachibana Fukushima and Mr. Toyonari Sasaki as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. If the appointment of Mr. Yasufumi Kanemaru, Ms. Sakie Tachibana Fukushima and Mr. Toyonari Sasaki is approved, each of them will continue to be an Independent Director. If Mr. Masatoshi Matsuzaki is elected, the Company will register him as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof.
5. The Company has entered into a Directors' and officers' liability insurance agreement, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers the compensation for legally mandated damage compensation and legal expenses that may be incurred by the insured individuals including Directors of the Company due to claims filed against them in relation to the execution of their duties (unless the case falls under the exemptions specified in the insurance agreement). If the appointment of each candidate is approved, they will be insured individuals under the insurance agreement. The insurance agreement is scheduled to be renewed with the same conditions at the time of next renewal.

Proposal No. 4: Election of four (4) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the close of this Annual General Meeting of Shareholders. The Company hereby proposes the election of four (4) Directors who are Audit & Supervisory Committee Members, increasing the number of Directors in order to reinforce the Company's audit system.

The Board of Directors has previously consulted the Nomination and Compensation Advisory Committee, whose chairperson and majority of the members are Independent Outside Directors, with regard to this agenda. The Company has obtained the consent of the Audit & Supervisory Committee with regard to this agenda. In addition, all the three (3) candidates for Outside Directors satisfy the Independence Criteria for Outside Directors prescribed by the Company.

The following are candidates for Directors who are Audit & Supervisory Committee Members.

Candidate number	Name	Current position and responsibility at the Company	Term of office	Attendance at the Board of Directors' meetings
				Attendance at the Audit & Supervisory Committee's meetings
1	[Re-elected] Nobuyuki Kobayashi	Director (a Full-time Audit & Supervisory Committee Member)	9 years	100% (11 / 11)
				100% (13 / 13)
2	[Re-elected] Rei Sugihara	Outside Director (an Audit & Supervisory Committee Member) <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Outside Director</div> <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Independent Director</div>	2 years	100% (11 / 11)
				100% (13 / 13)
3	[Re-elected] Akemi Sunaga	Outside Director (an Audit & Supervisory Committee Member) <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Outside Director</div> <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Independent Director</div>	2 years	100% (11 / 11)
				100% (13 / 13)
4	[Newly elected] Chiaki Ariizumi	- <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Outside Director</div> <div style="display: inline-block; background-color: #cccccc; padding: 2px;">Independent Director</div>	-	-
				-

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
1	Nobuyuki Kobayashi (March 19, 1959)	<p>Apr. 1982 Joined Ushio Inc. Apr. 2007 Executive Officer Jul. 2011 Senior Executive Officer Jun. 2013 Director and Managing Executive Officer Apr. 2014 General Manager, Corporate Management Division Apr. 2016 In charge of Corporate Headquarter Jun. 2016 Director (a Full-time Audit & Supervisory Committee Member) (incumbent)</p>	6,060
	<p><Reasons for electing Mr. Nobuyuki Kobayashi as a candidate for Director> Mr. Nobuyuki Kobayashi has experience working in the Accounting, Finance, and IT Departments of the Company over many years, and has also undertaken management roles as Director in charge of the Administration Department. The Company has judged that with his depth of specialized knowledge and extensive experience, he would continue to fairly and adequately perform audits and supervise the execution of business. Accordingly, the Company proposes him as a candidate for Director who is an Audit & Supervisory Committee Member.</p>		
2	<div style="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> Outside Director Independent Director </div> Rei Sugihara (October 25, 1958)	<p>Apr. 1986 Judge Apr. 1995 Attorney-at-law (incumbent) Jan. 1996 Joined Koga Law Office (currently Kasumi Sogo Law Office) Oct. 2004 Partner lawyer, Kasumi Sogo Law Office (incumbent) Mar. 2015 Outside Audit & Supervisory Board Member, TACHIKAWA CORPORATION (incumbent) Jun. 2020 Outside Director (an Audit & Supervisory Committee Member) (incumbent)</p> <p>(Significant concurrent positions) Attorney-at-law Partner lawyer, Kasumi Sogo Law Office Outside Audit & Supervisory Board Member, TACHIKAWA CORPORATION</p>	600
	<p><Reasons for electing Ms. Rei Sugihara as a candidate for Outside Director and overview of expected roles> Ms. Rei Sugihara, as a lawyer specializing in corporate legal affairs, has in-depth specialized knowledge of laws, considerable insights into corporate management, and supervisory capabilities. The Company has judged that with such strengths, she would continue to fairly and adequately perform audits and supervise the execution of business. Accordingly the Company proposes her as a candidate for Outside Director who is an Audit & Supervisory Committee Member. Although she has no direct corporate management experience, the Company believes she is capable of appropriately performing the duties of an Outside Director based on the aforementioned reasons.</p> <p><Independence> There are no special interests between Ms. Rei Sugihara and the Company. In addition, she satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Ms. Rei Sugihara is an Independent Outside Director who has no conflicts of interest with ordinary shareholder.</p>		

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
3	<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div> </div> <p style="text-align: center;">Akemi Sunaga (August 14, 1961)</p>	<p>Oct. 1989 Joined Auditing Department of Aoyama Audit Corporation (currently PricewaterhouseCoopers Aarata LLC)</p> <p>Feb. 1991 Joined Auditing Department of Chuo Audit Corporation</p> <p>Aug. 1993 Certified public accountant (incumbent)</p> <p>Oct. 1994 Certified public tax accountant (incumbent)</p> <p>Nov. 1994 Established Sunaga CPA Firm and served as Representative (incumbent)</p> <p>Nov. 1996 Established Marunouchi Business Consulting Ltd. and served as Representative Director (incumbent)</p> <p>Jan. 2012 Established Marunouchi Business Consulting Tax Co. and served as Senior Partner (incumbent)</p> <p>Jun. 2017 Established Marunouchi Audit Corporation and served as Senior Partner (incumbent)</p> <p>Jun. 2020 Outside Director (an Audit & Supervisory Committee Member) (incumbent) Outside Director (an Audit & Supervisory Committee Member), YOMEISHU SEIZO CO., LTD. (incumbent)</p> <p>Jun. 2021 Outside Audit & Supervisory Board Member, Prima Meat Packers, Ltd. (incumbent)</p> <p>(Significant concurrent positions)</p> <p>Certified public accountant</p> <p>Certified public tax accountant</p> <p>Representative, Sunaga CPA Firm</p> <p>Representative Director, Marunouchi Business Consulting Ltd.</p> <p>Senior Partner, Marunouchi Business Consulting Tax Co.</p> <p>Senior Partner, Marunouchi Audit Corporation</p> <p>Outside Director (an Audit & Supervisory Committee Member), YOMEISHU SEIZO CO., LTD.</p> <p>Outside Audit & Supervisory Board Member, Prima Meat Packers, Ltd.</p>	600
<p><Reasons for electing Ms. Akemi Sunaga as a candidate for Outside Director and overview of expected roles ></p> <p>Ms. Akemi Sunaga, as certified public accountant and certified public tax accountant, has in-depth specialized knowledge of financial affairs, accounting and tax, considerable insights into corporate management, and supervisory capabilities. The Company has judged that with such strengths, she would continue to fairly and adequately perform audits and supervise the execution of business. Accordingly the Company proposes her as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p> <p><Independence></p> <p>There is no business relationship between the firm Ms. Akemi Sunaga represents and the Company. There are also no special interests between Ms. Akemi Sunaga and the Company. In addition, she satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Ms. Akemi Sunaga is an Independent Outside Director who has no conflicts of interest with ordinary shareholders.</p>			

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
4	<p>Newly Elected</p> <p>Outside Director</p> <p>Independent Director</p> <p>Chiaki Ariizumi (October 14, 1964)</p>	<p>Apr. 1987 Joined the Bank of Japan</p> <p>Jul. 2002 Manager, Nagoya Branch, the Bank of Japan</p> <p>Jul. 2005 Director, Public Relations Department, the Bank of Japan</p> <p>Jul. 2009 Director, Secretariat of the Policy Board, the Bank of Japan</p> <p>Jun. 2019 Director, Public Relations Department, the Bank of Japan</p> <p>Jan. 2020 Personnel and Corporate Affairs Department, the Bank of Japan</p> <p>Mar. 2020 Outside Audit & Supervisory Board Member, KOBAYASHI PHARMACEUTICAL CO., LTD.</p> <p>Jun. 2021 Outside Audit & Supervisory Board Member, Kiraboshi Bank, Ltd. (incumbent)</p> <p>Mar. 2022 Outside Director, KOBAYASHI PHARMACEUTICAL CO., LTD. (incumbent)</p> <p>(Significant concurrent positions)</p> <p>Outside Audit & Supervisory Board Member, IDEA Consultants, Inc.</p> <p>Outside Audit & Supervisory Board Member, Kiraboshi Bank, Ltd.</p> <p>Outside Director, KOBAYASHI PHARMACEUTICAL CO., LTD.</p>	0
<p><Reasons for electing Ms. Chiaki Ariizumi as a candidate for Outside Director and overview of expected roles ></p> <p>Ms. Chiaki Ariizumi has experience working in public financial institutions over many years and has a wealth of experience and knowledge in analyzing economic conditions and financial markets as well as considerable knowledge of finance and accounting. The Company has judged that with such strengths, she is expected to fairly and adequately perform audits and supervise the execution of business. Accordingly the Company proposes her as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p> <p><Independence></p> <p>There are no special interests between Ms. Chiaki Ariizumi and the Company. In addition, she satisfies the Independence Criteria for Outside Directors prescribed by the Company. Therefore, the Company judged that Ms. Chiaki Ariizumi is an Independent Outside Director who has no conflicts of interest with ordinary shareholder.</p>			

Notes:

- Ms. Rei Sugihara and Ms. Akemi Sunaga will have served as Outside Director of the Company for two (2) years at the close of this Annual General Meeting of Shareholders.
- The Company and each Ms. Rei Sugihara and Ms. Akemi Sunaga have in place between them an agreement that limits the liability of damages provided in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act. Under this agreement, the liabilities are limited to the extent prescribed by law. If the appointment of Ms. Rei Sugihara and Ms. Akemi Sunaga is approved, the Company intends to continue the liability limitation agreement described above with each of them. If Ms. Chiaki Ariizumi is elected, the Company plans to conclude the liability limitation agreement in the same manner.
- The Company has registered each Ms. Rei Sugihara and Ms. Akemi Sunaga as an Independent Director with the

Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. If the appointment of Ms. Rei Sugihara and Ms. Akemi Sunaga is approved, each of them will continue to be an Independent Director. If Ms. Chiaki Ariizumi is elected, the Company will register her as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof.

4. The Company has entered into a Directors' and officers' liability insurance agreement, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers the compensation for legally mandated damage compensation and legal expenses that may be incurred by the insured individuals including Directors of the Company due to claims filed against them in relation to the execution of their duties (unless the case falls under the exemptions specified in the insurance agreement). If the appointment of each candidate is approved, they will be insured individuals under the insurance agreement. The insurance agreement is scheduled to be renewed with the same conditions at the time of next renewal.

<Reference> Independence Criteria for Outside Director (summary)

The Company has prescribed the Independence Criteria for Independent Outside Directors by resolution of the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, the majority of whose members are independent outside directors, a summary of which is as follows:

Ushio Inc. Independence Criteria (summary)

The Company will judge that a director who does not fall under any of the following is an independent outside director who has no conflicts of interest with ordinary shareholder:

- (i) A person who is an executing person (an executive directors, executive officers or significant employees such as executives; the same applies hereafter) of Ushio Group or a former executing person of Ushio Group.
- (ii) A person/organization who is a major client of Ushio Group (a person/organization that pays to Ushio Group one percent (1%) or more of annual consolidated net sales of Ushio Group), or its executing person.
- (iii) A person/organization for which Ushio Group is a major client (a person/organization that receives payment from Ushio Group of one percent (1%) or more of annual consolidated net sales of such person/organization), or its executing person.
- (iv) A lender from which Ushio Group borrows ten percent (10%) or more of consolidated total assets of Ushio Group, or its executing person.
- (v) A person who is working in an auditing firm that is the accounting auditor of Ushio Group.
- (vi) An executing person of companies whose shares are held by Ushio Group for reasons other than pure investment purposes.
- (vii) A shareholder who holds ten percent (10%) or more of the voting rights of the Company, or its executing person.
- (viii) An executing person of the lead underwriter(s) of the Company.
- (ix) A person who have been in any of the above (ii) through (viii) in the past five (5) years.
- (x) A consultant, accounting professional or legal professional who has received cash or other property benefits from Ushio Group of ten (10) million yen or more in average per year over past three (3) years, other than as compensation for being a director/audit and supervisory board member (if the recipient is a corporation, partnership or any other organization, this applies any person belonging to such organization).
- (xi) A spouse and a relative within the second degree of kinship of any of persons listed in above (i) through (x) (however, with respect to persons who are former executing persons of Ushio Group, only persons who have been executing persons in the past five (5) years).

<Reference> Skills Matrix of the Board of Directors

If both Proposal No. 3 and No. 4 are approved as proposed, a skills matrix of the Board of Directors will be as following:

		Expected expertise and experience							
		Corporate management	Global business	Finance, accounting, M&A	Manufacturing, technologies, R&D, new business	IT, digital transformation	Sales, marketing	Legal affairs, risk management	Sustainability, diversity
Directors	Koji Naito	●	●		●		●		●
	Naoki Kawamura	●			●		●		
	Kazuhisa Kamiyama	●	●	●				●	
	Takabumi Asahi	●	●	●			●	●	●
	[Outside Director] [Independent Director] Yasufumi Kanemaru	●				●			
	[Outside Director] [Independent Director] Sakie Tachibana Fukushima		●					●	●
	[Outside Director] [Independent Director] Toyonari Sasaki		●					●	
	[Newly elected] [Outside Director] [Independent Director] Masatoshi Matsuzaki	●	●		●			●	●
Audit & Supervisory Committee Members	Nobuyuki Kobayashi			●				●	
	[Outside Director] [Independent Director] Rei Sugihara							●	
	[Outside Director] [Independent Director] Akemi Sunaga			●					
	[Newly elected] [Outside Director] [Independent Director] Chiaki Ariizumi			●					