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Securities Code: 4368

June 2, 2022

To Our Shareholders:

Shinichi Sugita, Representative Director and President  
**FUSO CHEMICAL CO., LTD.**  
3-10, Koraibashi 4-chome, Chuo-ku, Osaka

## Notice of the 65th Annual General Meeting of Shareholders

FUSO CHEMICAL CO., LTD. (the “Company”) extends its sincere condolences to the people who lost their lives to COVID-19 and deepest sympathy to those who have been affected by this pandemic.

We are pleased to announce the 65th Annual General Meeting of Shareholders of the Company, which will be held as described below.

To prevent the spread of COVID-19, all shareholders are kindly requested to refrain from attending in person, where possible, regardless of your health condition on the day of the meeting, and exercise your voting rights in advance in writing or via the Internet, etc.

Voting rights may be exercised in advance through either of the following methods. Please review the subsequent Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:45 p.m. on Thursday, June 23, 2022 (JST).

### [When exercising voting rights in writing]

Please indicate your votes for each proposal on the enclosed voting form, and return it by the above stated deadline for exercising your votes.

### [When exercising voting rights via the Internet, etc.]

Please vote by the above stated deadline for exercising voting rights.

- 1. Date and time:** Friday, June 24, 2022, at 10 a.m. (JST)
- 2. Venue:** 4th Floor, Osaka Club  
4-11, Imabashi 4-chome, Chuo-ku, Osaka

### 3. Objectives of meeting:

#### Items to be reported:

1. Reports on the Business Report, the Consolidated Financial Statements, and the results of audit of the Consolidated Financial Statements by the Financial Auditor and Audit and Supervisory Committee for the 65th fiscal term (from April 1, 2021 to March 31, 2022)
2. Report on the Non-consolidated Financial Statements for the 65th fiscal term (from April 1, 2021 to March 31, 2022)

#### Items to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus  |
| <b>Proposal No. 2</b> | Amendment to the Articles of Incorporation  |
| <b>Proposal No. 3</b> | Election of Seven Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members) |
| <b>Proposal No. 4</b> | Election of Two Board Directors Who Are Audit and Supervisory Committee Members                               |

- If you are attending on the day of the meeting, you are kindly requested to submit the enclosed voting form to the reception staff. Please also bring this convocation notice with you to save resources.
- Of the documents to be attached to the convocation notice, the System to Ensure the Proper Operation of Business and the Status of Operation of the System in the Business Report, the Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements of the Consolidated Financial Statements, together with Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements of the Non-consolidated Financial Statements are not included in the documents

attached to the said notice, as they are posted on the Company's website pursuant to the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.

Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements which are included in the documents attached to the convocation notice are part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit and Supervisory Committee and the Financial Auditor when audit reports and financial audit reports are prepared, respectively.

- Any changes in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company's website.

The Company's website (<https://fusokk.co.jp>)

### **Request for Cooperation to Prevent the Spread of COVID-19**

- From the perspective of preventing the spread of COVID-19, you are kindly requested to refrain from attending in person, where possible, regardless of your health condition on the day of the meeting.
- We encourage all shareholders to exercise their voting rights in advance of the meeting in writing or via the Internet, etc.
- For shareholders who are attending on the day of the meeting, please assist us in taking measures to prevent the spread of infection such as by wearing face masks and using disinfecting solution, while checking your health condition and the situation of the spread of infection as of the day of the meeting.
- For shareholders who are elderly, pregnant, or with underlying medical conditions, please consider not attending the meeting.
- Shareholders who seem to be not feeling well, such as with a fever or cough, may be asked not to attend.
- From the perspective of shortening the time of the meeting to prevent the spread of COVID-19, a detailed presentation of items to be reported and proposals will be omitted on the floor.
- Any changes in administration of the meeting due to matters such as the situation of the spread of infection or details announced by the government and other authorities will be posted on the Company's website. Please check for the latest situation in advance before attending.

The Company's website (<https://fusokk.co.jp>)

### **Notice of Discontinuance of Handing Out Souvenirs**

Souvenirs will not be handed out to shareholders attending on the day of the meeting. Your understanding would be much appreciated.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company appropriates surplus based on a basic policy of long-term stable return to shareholders taking into consideration strengthening the corporate structure and future business development.

The Company proposes to pay a year-end dividend for the 65th fiscal term of ¥30 per share as follows based on the business performance for the fiscal year under review.

Total dividends per share for the fiscal year including the interim dividend (¥25 per share) will be ¥55 per share.

Matters regarding year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Matters regarding the allocation of dividend property and the total amount thereof  
The Company proposes to pay a dividend of ¥30 per common share of the Company.  
In this event, the total dividends will be ¥1,057,307,250.
- (3) Effective date of dividends of surplus  
June 27, 2022

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reason for the amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for general meetings of shareholders in electronic format.

- (1) Article 15, Paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for general meetings of shareholders, etc. in electronic format.
- (2) Article 15, Paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Content of the amendment

The content of the amendment is as follows.

(Underlined portions indicate changes.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u>  <u>Article 15</u>  <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u>                      (Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u>  <u>Article 15</u>                      1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u>                      2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">Supplementary Provisions</p> <p>Article 1, Article 2 (Omitted)</p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">Supplementary Provisions</p> <p>Article 1, Article 2 (No amendment)</p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 3</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment and the establishment of Article 15 (Measures, etc. for Providing Information in Electronic Format) to the Articles of Incorporation after amendment by resolution of the 65th Annual General Meeting of Shareholders shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment by resolution of the 65th Annual General Meeting of Shareholders shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></li> <li><u>3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 3** Election of Seven Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all current six Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members; the same shall apply throughout this proposal) will expire at the conclusion of the meeting. Therefore, the Company proposes the election of seven Board Directors, increasing the number of Board Directors by one to enhance the management system.

The Audit and Supervisory Committee of the Company believes that all candidates for Board Directors are qualified for this proposal.

The candidates for Board Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Misako Fujioka (April 22, 1955) [Reelection]	<p>June 1988 External Board Director of the Company</p> <p>Mar. 1999 Executive Officer of Teikoku Seiyaku Co., Ltd.</p> <p>Mar. 2011 President &amp; CEO (current position)</p> <p>June 2017 Representative Director &amp; Chairman of the Company (current position)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of Asahi Broadcasting Group Holdings Corporation (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President &amp; CEO of Teikoku Seiyaku Co., Ltd., Outside Director (Audit and Supervisory Committee Member) of Asahi Broadcasting Group Holdings Corporation</p>	119,195 shares
<p>[Reasons for nomination as candidate for Board Director]</p> <p>Misako Fujioka presently holds a position as President &amp; CEO of Teikoku Seiyaku Co., Ltd. and has abundant knowledge and experience in the overall management of a company. Accordingly, judging that she is capable of contributing to the development of the Company group (the "Group"), the Company continues to nominate her as candidate for Board Director.</p>			
2	Shinichi Sugita (October 5, 1955) [Reelection]	<p>Apr. 1980 Joined Fujisawa Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)</p> <p>Apr. 2005 Joined the Company</p> <p>Apr. 2006 Department Manager of Planning and Development Department of Sales Development Division of Life Science Business Unit</p> <p>July 2012 Executive Officer, Division Manager of Electronic Materials Division, and Site Manager of Kyoto Plant</p> <p>Feb. 2019 Deputy Division Manager of Administration Division</p> <p>June 2019 Board Director, Division Manager of Administration Division, and in charge of Innovation Promotion Office</p> <p>June 2020 Representative Director &amp; President (current position)</p>	9,411 shares
<p>[Reasons for nomination as candidate for Board Director]</p> <p>Shinichi Sugita has experience and expertise in the life science and electronic materials businesses, as well as knowledge which he had obtained from managerial work as a Site Manager of a plant and a Division Manager of the Administration Division. Judging that he is capable of contributing to the Group's development by utilizing these, the Company continues to nominate him as candidate for Board Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
3	Haruo Masauji (March 23, 1967) [Reelection]	Apr. 1990	Joined the Company	26,896 shares
		July 2005	Department Manager of Electronic Materials Sales Development Department of Electronic Materials Business Division	
		Feb. 2008	Division Manager of Electronic Materials Division of Electronic Materials Business Unit	
		July 2008	Executive Officer	
		July 2010	Senior Executive Officer and General Manager of Electronic Materials Business Unit (current position)	
		June 2011	Board Director	
		Apr. 2019	Managing Director	
		June 2020	Senior Managing Director (current position) and in charge of Innovation Promotion Office	
[Reasons for nomination as candidate for Board Director] Haruo Masauji is assisting the president in the overall management while supporting the administration by utilizing his experience and expertise in the electronic materials business. Accordingly, judging that he is capable of contributing to businesses the Company is developing, the Company continues to nominate him as candidate for Board Director.				
4	Takashi Tanimura (November 27, 1964) [Reelection]	Dec. 1989	Joined the Company	28,278 shares
		Feb. 2008	General Manager of Shanghai Branch of Qingdao Fuso Refining & Processing Co., Ltd.	
		Aug. 2008	President of FUSO (THAILAND) CO., LTD.	
		May 2011	Division Manager of Asia Business Development Division of Life Science Business Unit and Department Manager of Sales Department of the Company	
		Apr. 2013	General Manager of Life Science Business Unit	
		July 2013	Senior Executive Officer	
		June 2014	Board Director	
		Apr. 2019	Managing Director, in charge of Life Science Business Unit, and Department Manager of Planning and Development Office	
		June 2020	Senior Managing Director (current position), in charge of Life Science Business Unit and Planning and Development Office	
		Apr. 2021	General Manager of International Division (current position)	
[Reasons for nomination as candidate for Board Director] Takashi Tanimura is assisting the president in the overall management while supporting the administration by utilizing his experience and expertise in the life science business. Accordingly, judging that he is capable of contributing to businesses the Company is developing, the Company continues to nominate him as candidate for Board Director.				
5	Motoki Sugimoto (November 11, 1968) [Reelection]	Apr. 1992	Joined the Company	2,317 shares
		Apr. 2010	Department Manager of Sales Development Department of Electronic Materials Business Unit	
		July 2015	Executive Officer and Department Manager of Sales Development Department of Life Science Business Unit	
		Apr. 2019	General Manager of Life Science Business Unit (current position)	
		June 2019	Board Director (current position)	
[Reasons for nomination as candidate for Board Director] Motoki Sugimoto has experience and expertise in the life science and electronic materials businesses. Judging that he is capable of contributing to businesses the Company is developing by utilizing them through his execution of duties as Board Director, the Company continues to nominate him as candidate for Board Director.				



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Atsushi Fujioka (May 4, 1988) [Reelection]	Nov. 2019      Joined the Company Mar. 2020      Executive Director of Teikoku Seiyaku Co., Ltd. (current position) July 2020      Executive Officer and Department Manager of Planning and Development Office of the Company (current position) June 2021      Board Director (current position) [Significant concurrent positions outside the Company] Executive Director of Teikoku Seiyaku Co., Ltd.	22,032 shares
[Reasons for nomination as candidate for Board Director] Atsushi Fujioka has experience and expertise as a Department Manager of the Planning and Development Office. Judging that he is capable of contributing to businesses the Company is developing by utilizing them through his execution of duties as Board Director, the Company continues to nominate him as candidate for Board Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Hakaru Hyakushima (December 20, 1958) [External] [Independent] [New election]</p>	<p>Apr. 1981      Joined Ministry of Finance</p> <p>July 1999      Assistant Regional Commissioner of Criminal Investigation Department of Tokyo Regional Taxation Bureau</p> <p>July 2011      Deputy Commissioner of Commissioner's Secretariat of National Tax Agency</p> <p>July 2012      Regional Commissioner of Nagoya Regional Taxation Bureau</p> <p>Apr. 2015      President of Japan Mint</p> <p>Apr. 2018      Deputy Director-General of Minister's Secretariat of Ministry of Finance</p> <p>Apr. 2019      Professor of Department of Management, Faculty of Management of Otemon Gakuin University (current position), Senior Visiting Research Fellow of Policy Research Institute, Ministry of Finance (current position)</p> <p>June 2019      Outside Director of OSAKA SODA CO., LTD. (current position), Director of Nara Cultural Exchange Organization (current position)</p> <p>Oct. 2019      Part-time lecturer of Kyoto University School of Government</p> <p>June 2020      Outside Audit &amp; Supervisory Board Member of Sumitomo Riko Company Limited (current position)</p> <p>Mar. 2021      Trustee, Kyoto International Conference Center (current position)</p> <p>[Significant concurrent positions outside the Company] Professor of Department of Management, Faculty of Management of Otemon Gakuin University Senior Visiting Research Fellow of Policy Research Institute, Ministry of Finance Director of Nara Cultural Exchange Organization Part-time lecturer of Kyoto University School of Government Outside Director of Osaka Soda Co., Ltd. Outside Audit &amp; Supervisory Board Member of Sumitomo Riko Company Limited</p>	
<p>[Reasons for nomination as candidate for External Board Director and expected roles] Hakaru Hyakushima has abundant government agency experience in taxation, finance, and other fields from holding important posts at the Ministry of Finance and other organizations. Accordingly, with the expectation that he will oversee and offer advice drawn on his knowledge for decision-making of important management matters and supervision of execution of duties, etc. from a neutral and objective perspective, the Company has newly nominated him as candidate for External Board Director. Although he has no experience being involved in the management of a company in any way other than as an outside officer, for the reasons above, the Company has judged him capable of appropriately fulfilling duties as External Board Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. If Hakaru Hyakushima is elected, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with Mr. Hyakushima to limit his liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
  3. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act, which provides that the Company shall cover any damages that may arise from a director being held liable for the performance of his/her duties or being subject to a claim for such liability (however, excluding such performance of an illegal act with full knowledge of its illegality). Each candidate, if elected, will become insured parties under this insurance policy. In addition, the premiums for the policy are fully borne by the Company, including the special contract, and the Company plans to renew this insurance policy with the same content at the time of the next renewal.
  4. Mr. Hyakushima satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the criteria for determining independence set forth by the Company. If he is elected, the Company plans to submit notification of his status as an independent officer. The criteria for determining independence set forth by the Company are included on page 15.

5. Number of shares under the name of officer's shareholding association of the Company is included in the above-mentioned "Number of the Company's shares owned."

**Proposal No. 4** Election of Two Board Directors Who Are Audit and Supervisory Committee Members

The terms of office of Board Directors who are Audit and Supervisory Committee Members Takatoshi Akazawa, Yoshiki Kinoshita and Shizumi Kiyama will expire at the conclusion of the meeting.

Therefore, the Company proposes the election of two Board Directors who are Audit and Supervisory Committee Members, reducing the number of Board Directors who are Audit and Supervisory Committee Members by one as the Company determined that it will be able to continue to ensure the effectiveness of its audits in light of the current status of the Company's auditing system and other factors.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Board Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yoshiki Kinoshita (October 12, 1943) [External] [Independent] [Reelection]	Apr. 1971 Registered as an attorney-at-law with the Osaka Bar Association Jan. 1975 Founded Yoshiki Kinoshita Law Offices (current position) June 2000 Corporate Auditor of the Company June 2018 External Board Director who is an Audit and Supervisory Committee Member (current position)  [Significant concurrent positions outside the Company] Representative, Yoshiki Kinoshita Law Offices Outside Director, LIHIT LAB., INC. (to be appointed May 26, 2022)	42,438 shares
[Reasons for nomination as candidate for External Board Director and expected roles] Yoshiki Kinoshita has advanced expertise as an attorney-at-law and a high level of insight into management, and offers a broad set of viewpoints. Accordingly, with an expectation that he will oversee and offer advice drawn on his knowledge for decision-making of important management matters and supervision of execution of duties, etc. from a neutral and objective perspective as an Audit and Supervisory Committee Member, the Company continues to nominate him as candidate for External Board Director who is an Audit and Supervisory Committee Member. Although he has no experience being involved in the management of a company in any way other than as an outside officer, for the reasons above, the Company has judged him capable of appropriately fulfilling duties as External Board Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Sayaka Eguro (May 25, 1980) [External] [Independent] [New election]	<p>Dec. 2008 Registered as an attorney-at-law with the Dai-Ichi Tokyo Bar Association Joined Soga, Uryu &amp; Itoga</p> <p>Dec. 2009 Dispatched to the National Policy Unit, Cabinet Secretariat</p> <p>May 2012 Joined City-Yuwa Partners (current position)</p> <p>June 2015 External Board Director of the Company</p> <p>June 2018 External Board Director who is an Audit and Supervisory Committee Member</p> <p>June 2020 Retired as External Board Director who is an Audit and Supervisory Committee Member</p> <p>[Significant concurrent positions outside the Company] Counsel, City-Yuwa Partners</p>	-
<p>[Reasons for nomination as candidate for External Board Director and expected roles] Sayaka Eguro has expertise as an attorney-at-law and knowledge related to international businesses. Accordingly, with an expectation that she will oversee and offer advice drawn on her knowledge for decision-making of important management matters and supervision of execution of duties, etc. from a neutral and objective perspective as an Audit and Supervisory Committee Member, the Company has newly nominated her as candidate for External Board Director who is an Audit and Supervisory Committee Member. Although she has no experience being involved in the management of a company in any way other than as an outside officer, for the reasons above, the Company has judged her capable of appropriately fulfilling duties as External Board Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yoshiki Kinoshita is currently an External Board Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of the meeting, his tenure since assuming office in this position will have been four years.
  3. Sayaka Eguro has been a non-executive officer of the Company (External Board Director and External Board Director who is Audit and Supervisory Committee Member) in the past.
  4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Yoshiki Kinoshita to limit his liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Yoshiki Kinoshita is reelected, the Company plans to renew the aforementioned agreement with him. If Sayaka Eguro is elected, the Company plans to enter into the same agreement with her.
  5. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act, which provides that the Company shall cover any damages that may arise from a director being held liable for the performance of his/her duties or being subject to a claim for such liability (however, excluding such performance of an illegal act with full knowledge of its illegality). Each candidate, if elected, will become insured parties under this insurance policy. In addition, the premiums for the policy are fully borne by the Company, including the special contract, and the Company plans to renew this insurance policy with the same content at the time of the next renewal.
  6. Yoshiki Kinoshita satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the criteria for determining independence set forth by the Company. The Company has submitted notification of his status as an independent officer. If he is elected, the Company plans to once again submit notification of his status as an independent officer. Sayaka Eguro satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the criteria for determining independence set forth by the Company. If she is elected, the Company plans to submit notification of her status as an independent officer. The criteria for determining independence set forth by the Company are included on page 15.
  7. Number of shares under the name of officer's shareholding association of the Company is included in the above-mentioned "Number of the Company's shares owned."

**[Reference] Director skills matrix**

If the candidates for Board Director in Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the skills and experience, etc. of the Board Directors of the Company will be as follows. Note that the ratio of External Board Directors is more than one-third (four out of ten) in the Company's Board of Directors.

Name	Position in the Company	External	Independent	Committee		Major skills/experience/etc. of the Board Directors							
				Audit and Supervisory	Personnel Remuneration Advisory	Corporate management	Sustainability ESG	Technology Research Manufacturing	Sales Marketing	Global business	Financial accounting	Personnel and labor affairs	Legal affairs Risk management
Misako Fujioka	Representative Director and Chairman					○	○					○	○
Shinichi Sugita	Representative Director and President					○		○	○		○	○	
Haruo Masauji	Senior Managing Director					○		○	○				
Takashi Tanimura	Senior Managing Director					○		○		○			
Motoki Sugimoto	Board Director							○	○	○			
Atsushi Fujioka	Board Director					○	○			○			
Hakaru Hyakushima	Board Director	○	○			○					○		○
Yoshiki Kinoshita	Board Director, Audit and Supervisory Committee Member	○	○	◎	◎		○					○	○
Fumiaki Hirata	Board Director, Audit and Supervisory Committee Member	○	○	○	○	○		○	○				
Sayaka Eguro	Board Director, Audit and Supervisory Committee Member	○	○	○	○		○			○		○	○

\* Chairpersons of each committee are marked with ◎.

## [Reference] Criteria for Determining Independence of External Officers

The Company will deem that an external officer does not have a possible conflict of interest with general shareholders in the event none of the following items apply after examining to the extent reasonably possible, and will submit notification as an independent officer stipulated by Tokyo Stock Exchange.

- (1) An executive (\*1) of the Company or the Company's subsidiary (collectively the "Group") or someone who was an executive of the Group in the past ten years
- (2) A party for which the Group is a major counterparty (\*2) or an executive thereof
- (3) A major counterparty of the Group (\*3) or an executive thereof
- (4) A consultant, accounting professional or legal professional who is receiving a large amount of money or other assets (\*4), in addition to remuneration for officers from the Group (if the recipient of these assets is an organization such as a corporation or an association, a person belonging to such organization)
- (5) A person who is a certified public accountant belonging to the auditing firm that is the Financial Auditor of the Group
- (6) A current major shareholder of the Group (directly or indirectly holding 10% or more of the voting rights of the Company) or if the major shareholder is a corporation, an executive of such corporation
- (7) An executive of a company of which the Group is a major shareholder (directly or indirectly holding 10% or more of the voting rights)
- (8) An executive of a major financial institution (\*5) from which the Group has borrowed funds, or a parent company or subsidiary thereof
- (9) A person who is receiving a donation or subsidy that exceeds a certain amount (¥10 million per year on average over the past three years) from the Group (if such person is an organization such as a corporation or an association, an executive of such organization)
- (10) An executive of a company, its parent company or subsidiary that is accepting directors (whether full-time or part-time) from the Group
- (11) A person who has fallen under (2) to (10) above over the past three years
- (12) A spouse or a relative within the second degree of a person who falls under (1) to (11) above (limited to an important person (\*6))
  - (\*1) An "executive" refers to an executive stipulated in Article 2, paragraph (3), item (vi) of the Ordinance for Enforcement of the Companies Act, which includes employees as well as executive directors. (Does not apply to audit & supervisory board members)
  - (\*2) A "party for which the Group is a major counterparty" refers to a counterparty that provides goods or services for the Group and has received payment from the Group accounting for 2% or more of such counterparty's annual consolidated net sales for the most recent fiscal year.
  - (\*3) A "major counterparty of the Group" refers to a counterparty for which the Group provides goods or services and has a trading amount accounting for 2% or more of the Group's annual consolidated net sales for the most recent fiscal year.
  - (\*4) A "large amount of money or other assets" refers to: (i) if such entity is an individual, an amount of ¥10 million or more annually paid by the Group other than remuneration for officers in the most recent fiscal year, (ii) if such entity is an organization such as a corporation, an amount of profit in terms of money or other assets accounting for 2% or more of the total revenue of such organization in the most recent fiscal year.
  - (\*5) A "major financial institution" refers to a financial institution from which the aggregate amount of borrowings as at the end of the most recent fiscal year exceeds 2% of the Company's consolidated total assets.
  - (\*6) An "important person" refers to (i) for executives, a director, executive officer, and operating officer; (ii) for auditing firms and law offices, a certified public accountant or attorney belonging respectively thereto, as well as a counselor or officer belonging to other corporations, and any other person objectively and reasonably deemed to be in positions of similar importance.