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Securities Code: 4041

June 7, 2022

Dear Shareholders,

Eiji Aga
Representative Director, President
Nippon Soda Co., Ltd.
2-2-1, Otemachi, Chiyoda-ku,
Tokyo, Japan

Notice of the 153rd Ordinary General Meeting of Shareholders

We are pleased to announce that the 153rd Ordinary General Meeting of Shareholders of Nippon Soda Co., Ltd. (the “Company” or we) will be held as described below.

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), you are encouraged to exercise your voting rights prior to the meeting by postal voting or via the Internet, etc., if at all possible. Regardless of your own state of health, you are urged to refrain from traveling to the venue on the date of the meeting.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal voting or via the Internet, etc. Please examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 28, 2022 (JST).

Details

1. Date and Time: Wednesday, June 29, 2022, at 10:00 a.m.
2. Place: Hall, 4th floor, Otemachi Sankei Plaza
Tokyo Sankei Bldg.
1-7-2 Otemachi, Chiyoda-ku, Tokyo
3. Purpose of the Meeting
Matters to be reported:
 - a. Business Report and Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit and Supervisory Committee for Consolidated Financial Statements for the 153rd Fiscal Year (from April 1, 2021 to March 31, 2022)
 - b. Financial Statements for the 153rd Fiscal Year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Partial Amendments to the Articles of Incorporation
- Proposal 3: Reduction in Legal Capital Surplus
- Proposal 4: Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 5: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members
- Proposal 6: Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member
- Proposal 7: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Directors Serving as Audit and Supervisory Committee Members, Outside Directors, and part-time Directors)

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

In deciding the appropriation of surplus, the Company fundamentally considers revenue trends and makes a well-rounded judgment based on several perspectives including maintaining stable dividend payment, enriching shareholders' equity and improving the financial position. The Company shall use its retained earnings for research and development, capital investment, M&A and other purposes to develop high value-added products and to strengthen competitiveness.

Regarding the year-end dividend, the Company proposes to pay ¥125 per share, mainly because sales in the Chemicals and Agro Products business increased during the fiscal year under review. As a result, the total annual dividend for the fiscal year under review will be ¥180 per share (an increase of ¥70 per share year on year), combined with the interim dividend of ¥55 per share.

[Matters regarding year-end dividend]

1. Type of dividend property: Money
2. Dividend property allotment and total amount thereof

Dividends per common share of the Company:	¥125
Total amount of dividends:	¥3,491,251,125
3. Date of effectiveness of dividends: June 30, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

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 for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Paragraph 1 of Article 17 (Measures, etc. for Providing Information in Electronic Format) of the Proposed Amendment is newly established because the Articles of Incorporation will be required to stipulate that the Company will take measures for electronic provision of information that is the contents of the reference documents of the general meeting of shareholders, etc.
- (2) Paragraph 2 of Article 17 (Measures, etc. for Providing Information in Electronic Format) of the Proposed Amendment shall be newly established to allow the Company to limit the scope of matters to be included in the document to be delivered to shareholders who have requested the document to the scope specified by the applicable Ordinance of the Ministry of Justice, among the matters for which electronic provision measures are taken for information that is the content of the reference documents of the general meeting of shareholders, etc.
- (3) The provisions of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall be deleted as they will become unnecessary once the system for providing informational materials for the general meeting of shareholders in electronic format is introduced.
- (4) Supplementary Provisions regarding the effect of the above newly established and deleted provisions will be established. The Supplementary Provisions shall be deleted after the expiration date.

2. Details of the amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 17.</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents of the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 17.</u></p> <p><u>1. 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></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to state all or some of those items designated by the Ministry of Justice Order in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p>
(Newly established)	<p><u>Article 1.</u></p> <p><u>1. The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) and the establishment of Article 17 (Measures, etc. for Providing Information in Electronic Format) of the Articles of Incorporation shall take effect as of September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 17 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></p> <p><u>3. The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Reduction in Legal Capital Surplus

1. Reason for reduction in surplus

In order to ensure the mobility and flexibility of future capital policies, the Company proposes to reduce the amount of legal capital surplus and transfer it to other capital surplus in accordance with Article 448, paragraph (1) of the Companies Act.

2. Details of reduction in surplus

(1) Amount of legal capital surplus to be reduced

Out of the legal capital surplus of ¥24,148,598,626, ¥6,000,000,000 will be reduced and the entire amount of the reduction will be transferred to other capital surplus, making the amount of legal capital surplus after reduction ¥18,148,598,626.

(2) Date on which the reduction in the amount of surplus takes effect

August 31, 2022

Proposal 4: Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all eight (8) directors (excluding directors serving as audit and supervisory committee members) will expire at the conclusion of this meeting.

Accordingly, we propose to elect eight (8) directors (excluding directors serving as audit and supervisory committee members; including two (2) outside directors).

This proposal was decided after receiving a report from the Nomination and Remuneration Advisory Committee. Furthermore, we have received a report stating that there are no matters requiring additional comments regarding the election of directors (excluding directors serving as audit and supervisory committee members) from the Audit and Supervisory Committee.

The candidates for directors (excluding directors serving as audit and supervisory committee members) are as follows:

No.	Name	Positions and areas of responsibility in the Company	
1	Akira Ishii	Representative Director, Chairman	Reelection
2	Eiji Aga	Representative Director, President (Supervision of New Business Planning and Development Dept.)	Reelection
3	Atsuo Watanabe	Executive Managing Officer (Supervision of Research & Development Div. and General Manager, Production & Technology Div.)	New election
4	Osamu Sasabe	Director, Executive Officer (Supervision of Corporate Strategy Dept., DX Promotion Dept., and Human Resources Dept.)	Reelection
5	Osamu Shimizu	Executive Officer (Supervision of General Affairs Dept. and Finance & Accounting Dept.)	New election
6	Mitsuaki Tsuchiya	Director (Outside Director)	Reelection Independent Outside
7	Yuko Watase		New election Independent Outside
8	Nobuyuki Shimoide	Director (Part time)	Reelection

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	<p>Akira Ishii (July 8, 1953)</p> <p>(Reelection)</p> <p>Tenure as Director: 13 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: 18/18</p>	<p>April 1976 Joined the Company</p> <p>April 2001 Manager, Specialty Products Dept., Specialty & Performance Chemicals Div.</p> <p>April 2004 Manager, General Affairs Dept., Takaoka Plant</p> <p>June 2007 Manager, Corporate Planning Dept.</p> <p>April 2009 Manager, Personnel Dept.</p> <p>June 2009 Director, General Manager, Corporate Planning Dept. and Affiliates Dept. and Manager, Personnel Dept.</p> <p>April 2011 Director, General Manager, Corporate Planning Dept. and Manager, Personnel Dept.</p> <p>June 2011 Director, General Manager, Corporate Planning and Manager, Personnel Dept.</p> <p>April 2013 Director, General Manager, Agro Products Div.</p> <p>June 2013 Director, Executive Managing Officer, General Manager, Agro Products Div.</p> <p>June 2015 Representative Director, President</p> <p>April 2021 Representative Director, Chairman To the present</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>The Company has determined that Akira Ishii is qualified to be a director who undertakes the important management decision-making and supervision of the execution of the duties because he has abundant experience and knowledge from his experience as the Manager of product sales, Manager of the Corporate Planning Dept., Manager of the Personnel Dept. and as General Manager of the Agro Products Div., and has led the entire Nippon Soda Group as top management. Therefore, the Company has nominated him as a candidate for director.</p>	22,300
2	<p>Eiji Aga (January 1, 1963)</p> <p>(Reelection)</p> <p>Tenure as Director: 2 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: 18/18</p>	<p>April 1985 Joined the Company</p> <p>April 2010 Manager, Fine Chemical Dept., Chemicals Business Div.</p> <p>February 2012 Executive Vice President, Alkaline SAS (Secondment)</p> <p>April 2015 Manager, Business Strategy & Administration Dept., Chemicals Business Div., the Company</p> <p>April 2017 Executive Officer, General Manager, Chemicals Business Div. and Supervision of Osaka Branch Office</p> <p>April 2018 Executive Officer, General Manager, Chemicals Business Div.</p> <p>April 2020 Executive Officer, Supervision of Human Resources Dept.</p> <p>June 2020 Director, Executive Officer, Supervision of Marketing & Sales, Human Resources Dept. and Purchasing & Logistics Dept.</p> <p>April 2021 Representative Director, President</p> <p>April 2022 Representative Director, President Supervision of New Business Planning and Development Dept. To the present</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>The Company has determined that Eiji Aga is qualified to be a director who continues to undertake the important management decision-making and supervision of the execution of the duties because of his experience in managing overseas group companies, supervision of Marketing & Sales and being involved in Human Resources, and because he has led the entire Nippon Soda Group as Representative Director, President. Therefore, the Company has nominated him as a candidate for director.</p>	5,600

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
3	<p>Atsuo Watanabe (April 12, 1960)</p> <p>(New election)</p> <p>Tenure as Director: 0 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: -</p>	<p>April 1985 Joined the Company</p> <p>April 2008 Manager, Manufacturing Dept., Chiba Plant</p> <p>April 2012 Manager, Research Planning and Development Dept., Research & Development Div.</p> <p>April 2014 General Manager, Chiba Plant</p> <p>April 2017 Executive Officer, General Manager, Chiba Plant</p> <p>April 2018 Executive Officer, General Manager, Takaoka Plant</p> <p>April 2021 Executive Officer, General Manager, Production & Technology Div. and Manager, Production Planning & Management Dept.</p> <p>April 2022 Executive Managing Officer, Supervision of Research & Development Div. and General Manager, Production & Technology Div.</p> <p>To the present</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>Atsuo Watanabe is nominated as a candidate for director because he has served as plant manager at major sites and has driven the Company's core R&D and production operations as Supervision of Research & Development Div. and General Manager of Production & Technology Div., and is therefore qualified as a director responsible for important management decision-making and supervision of business execution.</p>	2,700
4	<p>Osamu Sasabe (May 14, 1963)</p> <p>(Reelection)</p> <p>Tenure as Director: 1 year</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: 14/14 (after assuming office as Director)</p>	<p>April 1986 Joined the Company</p> <p>April 2012 Manager, Information Systems Dept.</p> <p>April 2016 Manager, Accounting Dept.</p> <p>April 2018 Manager, Corporate Strategy Dept.</p> <p>April 2019 Executive Officer, Manager, Corporate Strategy Dept.</p> <p>April 2020 Executive Officer, Manager, Corporate Strategy Dept. and Manager, DX Promotion Group, Corporate Planning Dept.</p> <p>April 2021 Executive Officer, Manager, Corporate Planning Dept. and Manager, DX Promotion Group</p> <p>June 2021 Director, Executive Officer, Supervision of Human Resources Dept., Manager, Corporate Planning Dept. and Manager, DX Promotion Group</p> <p>Representative Director and President of NS Business Support Co., Ltd.</p> <p>To the present</p> <p>April 2022 Director, Executive Officer, Supervision of Corporate Strategy Dept., DX Promotion Dept., and Human Resources Dept.</p> <p>To the present</p> <p><Important concurrent positions></p> <p>Representative Director and President of NS Business Support Co., Ltd.</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>The Company has determined that Osamu Sasabe is qualified to be a director who continues to undertake the important management decision-making and supervision of the execution of the duties because of his experience in sales departments and also his experience of being in charge of IT, Accounting and Corporate Strategy. Therefore, the Company has nominated him as a candidate for director.</p>	2,700

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
5	<p>Osamu Shimizu (October 23, 1963)</p> <p>(New election)</p> <p>Tenure as Director: 0 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: -</p>	<p>April 1986 Joined The Industrial Bank of Japan, Limited</p> <p>April 2015 Joined the Company</p> <p>April 2016 Substitute Manager, Corporate Strategy Dept.</p> <p>April 2018 Manager, Accounting Dept.</p> <p>April 2019 Executive Officer, Manager, Accounting Dept.</p> <p>April 2021 Executive Officer, Supervision of General Affairs Dept., and Manager, Accounting Dept.</p> <p>April 2022 Executive Officer, Supervision of General Affairs Dept. and Finance & Accounting Dept.</p> <p>To the present</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>Osamu Shimizu is nominated as a candidate for director because of his international experience at a financial institution and knowledge of finance and accounting, as well as his broad experience in management divisions such as corporate planning, accounting and finance, and his suitability as a director responsible for important management decision-making and supervision of business execution.</p>	1,100

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
6	<p>Mitsuaki Tsuchiya (May 1, 1954)</p> <p>(Reelection) (Independent) (Outside)</p> <p>Tenure as Outside Director: 2 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: 18/18</p>	<p>April 1977 Joined The Industrial Bank of Japan, Limited</p> <p>September 2000 General Manager, ALM Planning Dept., Mizuho Holdings, Inc.</p> <p>April 2002 General Manager, Secretarial Office, Mizuho Corporate Bank, Ltd.</p> <p>April 2004 Executive Officer and General Manager, Secretariat Office</p> <p>March 2006 Managing Executive Officer in charge of Sales</p> <p>April 2008 Deputy President & Executive Officer, Mizuho Trust & Banking Co., Ltd.</p> <p>June 2008 Representative Director and Deputy President</p> <p>April 2011 Executive Officer and Vice President, Mizuho Financial Group, Inc.</p> <p>June 2011 Director and Vice President</p> <p>April 2012 President and CEO, Mizuho Research Institute Ltd.</p> <p>June 2012 Auditor (outside), The Japan Atomic Power Company To the present</p> <p>June 2017 Outside Corporate Auditor, Japan Bank for International Cooperation To the present</p> <p>June 2017 Outside Director (Audit and Supervisory Committee Member), ASAHI INDUSTRIES CO., LTD.</p> <p>June 2017 Corporate Auditor, Dai-ichi Leasing Co., Ltd.</p> <p>June 2019 Outside Director, Godo Steel, Ltd. To the present</p> <p>June 2020 Outside Director, the Company To the present</p> <p><Important concurrent positions> Auditor (outside), The Japan Atomic Power Company Outside Corporate Auditor, Japan Bank for International Cooperation Outside Director, Godo Steel, Ltd.</p> <p><u>Reasons for nomination as candidate for outside director and outline of expected roles</u></p> <p>The Company expects Mitsuaki Tsuchiya to provide useful advice in regard to the Company's overall management based on his many years of experience of being involved in the management of financial institutions and business corporations as well as his broad understanding. Also, he is expected to continue contributing to maintaining and enhancing the supervising and monitoring functions over the management, such as conflicts of interest, from a standpoint independent of business execution. Therefore, the Company has nominated him as a candidate for outside director.</p>	500

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
7	<p>Yuko Watase (March 17, 1959)</p> <p>(New election) (Independent) (Outside)</p> <p>Tenure as Outside Director: 0 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: -</p>	<p>April 1982 Joined Seika Sangyo GmbH</p> <p>October 1988 Joined KPMG Minato Audit Corporation (current KPMG AZSA & Co.)</p> <p>April 1992 Registered as a certified public accountant</p> <p>August 1993 Seconded to KPMG Fides (current KPMG AG, Switzerland)</p> <p>October 1996 KPMG Century Audit Corporation (current KPMG AZSA & Co.)</p> <p>October 2002 Director, KPMG FAS Co., Ltd.</p> <p>October 2003 Partner</p> <p>June 2018 Managing Director</p> <p>June 2021 Retired from Managing Director, KPMG FAS Co., Ltd</p> <p><u>Reasons for nomination as candidate for outside director and outline of expected roles</u></p> <p>Yuko Watase has gained professional knowledge and international experience in financial accounting audit as a certified public accountant. In her previous positions, she was involved in advisory work for domestic as well as cross-border M&A and business portfolio strategy for many years, and we have selected her as a candidate for director because we expect that she will contribute to the governance, sound growth and development of the Company by leveraging her experience in these areas.</p>	0
8	<p>Nobuyuki Shimoide (September 24, 1960)</p> <p>(Reelection)</p> <p>Tenure as Director: 3 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year ended March 31, 2022: 18/18</p>	<p>April 1983 Joined the Company</p> <p>April 2013 Manager, Corporate Planning Dept.</p> <p>April 2015 Executive Officer, General Manager, Corporate Planning Dept. and Affiliates Dept.</p> <p>April 2016 Executive Officer, Assistant to President (General Manager, Special Missions) (until March 2019)</p> <p>June 2016 Managing Director, NISSO ENGINEERING CO., LTD. (concurrent) (until June 2019)</p> <p>April 2019 Executive Managing Officer, General Manager, Corporate Strategy Dept.</p> <p>June 2019 Director, Executive Managing Officer Supervision of Business Strategy & Administration (Corporate Strategy Dept. and Information Technology Dept.) and Internal Control & Audit Dept.</p> <p>April 2020 Director, Executive Managing Officer Manager, Corporate Planning Dept.</p> <p>April 2021 Director, Executive Managing Officer, General Manager, Corporate Planning Dept.</p> <p>June 2021 Director (part time) To the present Representative Director and President of NISSO FINE Co., Ltd To the present</p> <p><Important concurrent positions> Representative Director and President of NISSO FINE Co., Ltd</p> <p><u>Reasons for nomination as candidate for director</u></p> <p>The Company has determined that Nobuyuki Shimoide is qualified to be a director who continues to undertake the important management decision-making and supervision of the execution of the duties because he has a wealth of professional experience related to group-wide management as in his prior role of being in charge of corporate planning and his experience in the chemicals businesses. Therefore, the Company has nominated him as a candidate for director.</p>	4,700

- Notes:
1. There are no special interests between each of the above-mentioned candidates and the Company.
 2. Mitsuaki Tsuchiya and Yuko Watase are candidates for outside director.
 3. Mitsuaki Tsuchiya's term of office as outside director will be two (2) years upon the conclusion of this ordinary general meeting of shareholders.
 4. The Company has concluded an agreement with Mitsuaki Tsuchiya and Nobuyuki Shimoide to limit their liability

for damages pursuant to Article 423, paragraph (1) of the Companies Act. Under this agreement, the amount of their liability for damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher. In the case where reappointment of Mitsuaki Tsuchiya and Nobuyuki Shimoide is approved according to the proposal, the Company plans to conclude the same agreement with both of them. In the case where Yuko Watase is elected, the Company plans to enter into an agreement with her to limit her liability for damages pursuant to Article 423, paragraph (1) of the Companies Act. Under this agreement, the amount of her liability for damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher.

5. The Company has concluded a directors and officers liability insurance agreement that insures all directors of the Company as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages such as compensation for damages and litigation expenses to be borne by the insured, incurred in cases where an insured receives a claim for damages arising from acts (including nonfeasance) carried out by the insured as a director or a person at a certain position of the Company. However, the above insurance agreement does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, misconduct, fraudulent acts, or acts committed with the knowledge that they violate laws, regulations, or control laws.

The full amount of the insurance premiums for the insured is borne by the Company.

If this proposal is approved as originally proposed, and the candidates assume office as director, each of them will be included as an insured in the insurance agreement.

The Company plans to renew the insurance agreement on June 30, 2022.

6. The Company has notified the Tokyo Stock Exchange of Mitsuaki Tsuchiya as an independent director according to a provision prescribed by the exchange, and in the case where his reelection is approved according to the proposal, the Company plans to continually appoint him as an independent director. Yuko Watase satisfies requirements for an independent director prescribed by the Tokyo Stock Exchange, and in the case where her election is approved as originally proposed, the Company plans to appoint her as an independent director.

Proposal 5: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

The terms of office of all three (3) directors serving as audit and supervisory committee members will expire at the conclusion of this meeting.

Accordingly, we propose to elect three (3) directors serving as audit and supervisory committee members.

The Audit and Supervisory Committee has already given their consent to this proposal.

The candidates for directors serving as audit and supervisory committee members are as follows:

No.	Name	Positions and areas of responsibility in the Company	
1	Nobuyuki Hori	Executive Officer General Manager, Special Missions	New election
2	Yoko Waki	Director (Outside Director) Audit and Supervisory Committee Member	Reelection Independent Outside
3	Hayato Yoshida		New election Independent Outside

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	<p>Nobuyuki Hori (January 8, 1965)</p> <p>(New election)</p> <p>Tenure as Director (Audit and Supervisory Committee Member): 0 years</p> <p>Attendance at meetings of the Board of Directors and the Audit and Supervisory Committee during the fiscal year ended March 31, 2022: Board of Directors meetings - Audit and Supervisory Committee meetings -</p>	<p>April 1987 Joined the Company</p> <p>April 2012 Manager, Fine Chemical Dept., Chemicals Business Div.</p> <p>July 2013 Manager, Sodium Business Dept., Chemicals Business Div.</p> <p>April 2014 Manager, Sodium Business Dept. and Business Strategy & Administration Dept., Chemicals Business Div.</p> <p>April 2015 Executive Vice President, Alkaline SAS (Secondment)</p> <p>October 2017 Chief, Chemicals Business Div.</p> <p>April 2018 Substitute Manager, Corporate Strategy Dept.</p> <p>April 2020 Executive Officer, General Manager of Special Missions (until March 2021)</p> <p>June 2020 Managing Director, NISSO FINE Co.,Ltd To the present</p> <p>April 2021 Executive Officer</p> <p>April 2022 Executive Officer, General Manager of Special Missions To the present</p> <p><Important concurrent positions> Managing Director, NISSO FINE Co.,Ltd.</p> <p><u>Reasons for nomination as candidate for director serving as audit and supervisory committee member</u> Nobuyuki Hori is nominated as a candidate for director serving as audit and supervisory committee member because the Company expects that he will utilize his considerable knowledge of finance and accounting gained through his work experience in the finance division and corporate planning, and his experience in managing domestic and overseas group companies, in auditing the Company's management.</p>	2,600
2	<p>Yoko Waki (Name as shown on the family register: Yoko Kondo) (September 9, 1971)</p> <p>(Reelection) (Independent) (Outside)</p> <p>Tenure as Outside Director (Audit and Supervisory Committee Member): 2 years</p> <p>Attendance at meetings of the Board of Directors and the Audit and Supervisory Committee during the fiscal year ended March 31, 2022: Board of Directors meetings 18/18 Audit and Supervisory Committee meetings 15/15</p>	<p>October 2002 Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association) Joined South Toranomom Law Offices</p> <p>January 2012 Partner To the present</p> <p>June 2019 Independent Director, HIGASHI TWENTY ONE CO., LTD. To the present</p> <p>June 2020 Director (Audit and Supervisory Committee Member), the Company To the present</p> <p><Important concurrent positions> Attorney-at-law (Partner), South Toranomom Law Offices Independent Director, HIGASHI TWENTY ONE CO., LTD.</p> <p><u>Reasons for nomination as candidate for outside director serving as audit and supervisory committee member and outline of expected roles</u> Yoko Waki has no experience of direct involvement in corporate management, but the Company expects she will utilize her extensive knowledge and perception regarding corporate legal affairs as an attorney-at-law as well as experience of serving as outside director of another company in audits of the Company's management. Therefore, the Company has nominated her as a candidate for director serving as audit and supervisory committee member.</p>	0

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
3	Hayato Yoshida (March 12, 1960) (New election) (Independent) (Outside) Tenure as Outside Director (Audit and Supervisory Committee Member): 0 years Attendance at meetings of the Board of Directors and the Audit and Supervisory Committee during the fiscal year ended March 31, 2022: Board of Directors meetings - Audit and Supervisory Committee meetings -	<p>April 1983 Joined Nissan Motor Co., Ltd.</p> <p>October 1988 Joined Chuo Shinko Audit Corporation (Misuzu Audit Corporation)</p> <p>March 1992 Registered as a certified public accountant</p> <p>November 1993 Seconded to Coopers & Lybrand Germany</p> <p>August 2000 Partner, Misuzu Audit Corporation</p> <p>September 2006 Senior Partner</p> <p>August 2007 Partner, Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>July 2021 Representative, Yoshida Hayato Certified Public Accountant Office To the present</p> <p><Important concurrent positions> Representative, Yoshida Hayato Certified Public Accountant Office</p> <p><u>Reasons for nomination as candidate for outside director serving as audit and supervisory committee member and outline of expected roles</u></p> <p>Hayato Yoshida has extensive experience and a high level of expertise in corporate accounting as a certified public accountant, as well as a broad range of insight, including international experience. Although he has no direct experience of being involved in corporate management, he is nominated as a candidate for outside director serving as audit and supervisory committee member because he is expected to utilize his experience and knowledge in auditing the Company's management.</p>	0

- Notes:
- There are no special interests between each of the above-mentioned candidates and the Company.
 - Yoko Waki and Hayato Yoshida are candidates for outside directors.
 - Yoko Waki's term of office as outside director (audit and supervisory committee member) will be two (2) years upon the conclusion of this ordinary general meeting of shareholders.
 - The Company has concluded an agreement with Yoko Waki to limit her liability for damages pursuant to Article 423, paragraph (1) of the Companies Act. Under this agreement, the amount of their liability for damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher. In the case where her reappointment is approved according to the proposal, the Company plans to conclude the same agreement with her. In the case where Hayato Yoshida is elected, the Company plans to enter into an agreement with him to limit his liability for damages pursuant to Article 423, paragraph (1) of the Companies Act. Under this agreement, the amount of his liability for damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher.
 - The Company has concluded a directors and officers liability insurance agreement that insures all directors of the Company as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages such as compensation for damages and litigation expenses to be borne by the insured, incurred in cases where an insured receives a claim for damages arising from acts (including nonfeasance) carried out by the insured as a director or a person at a certain position of the Company. However, the above insurance agreement does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, misconduct, fraudulent acts, or acts committed with the knowledge that they violate laws, regulations, or control laws.
The full amount of the insurance premiums for the insured is borne by the Company.
If this proposal is approved as originally proposed, and the candidates assume office as director serving as audit and supervisory committee member, each of them will be included as an insured in the insurance agreement.
The Company plans to renew the insurance agreement on June 30, 2022.
 - The Company has notified the Tokyo Stock Exchange of Yoko Waki as an independent director according to a provision prescribed by the exchange, and in the case where her reelection is approved according to the proposal, the Company plans to continually appoint her as an independent director. Hayato Yoshida satisfies requirements for an independent director prescribed by the Tokyo Stock Exchange, and in the case where his election is approved as originally proposed, the Company plans to appoint him as an independent director.

Reference

Structure of the Board of Directors

If Proposals 4 and 5 are approved as proposed at this Ordinary General Meeting of Shareholders, the structure of the Board of Directors will be as follows.

Name	Classification		Expertise and experience						
			Business management	Finance and accounting	Business strategy and portfolio	Research and development	Global skills	ESG and sustainability	Legal and risk management
Akira Ishii			•		•				
Eiji Aga			•		•		•		
Atsuo Watanabe						•		•	
Osamu Sasabe				•	•				
Osamu Shimizu				•			•	•	
Mitsuaki Tsuchiya		Outside	•	•					
Yuko Watase		Outside		•	•		•		
Nobuyuki Shimoide			•		•				
Nobuyuki Hori	Audit and Supervisory Committee Member			•					•
Yoko Waki	Audit and Supervisory Committee Member	Outside							•
Hayato Yoshida	Audit and Supervisory Committee Member	Outside		•					•

(Note) In this table, ● is indicated for experience, knowledge and expertise that each director (including candidates) possesses that are particularly expected.

Independence Criteria for Independent Outside Directors

The Company considers an outside director of the Company (including candidates) to be independent if he or she does not fall under any of the following items.

- (1) A person whose main business partner is the Company or its subsidiary, or their business executor
- (2) Main business partner of the Company or its subsidiary, or their business executor
- (3) Consultant, certified public accountant, lawyer, or other professional who receives a large amount of money or other assets from the Company or its subsidiary other than remuneration for officers
- (4) Any person who has fallen under any of the above (1) through (3) in the past year
- (5) Spouse or relative up to the second degree of kinship of the following persons
 1. A person who falls under (1) through (4) above
 2. A person who is currently or has been in the past year a business executor of the Company or its subsidiary
 3. A person who is currently or has been in the past year a non-executive director of the Company or its subsidiary

Proposal 6: Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member

The appointment of Nobuhiro Takeuchi, who was elected as a substitute audit and supervisory committee member at the 151st Ordinary General Meeting of Shareholders held on June 26, 2020, will be effective until the commencement of this General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) substitute director serving as audit and supervisory committee member in case the number of directors serving as audit and supervisory committee member as provided for in laws and ordinances should become insufficient. The Audit and Supervisory Committee has already given their consent to this proposal.

In addition, the validity of this election can be nullified by a resolution at the Board of Directors with the approval of the Audit and Supervisory Committee only before a substitute director serving as audit and supervisory committee member assumes his or her office as a director serving as audit and supervisory committee member.

The candidate for substitute director serving as audit and supervisory committee member is as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	Shigeo Ogi (November 17, 1951)	<p>November 1974 Joined Deloitte Haskins & Sells</p> <p>August 1979 Registered as a certified public accountant</p> <p>July 1990 Partner, Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>July 1997 Senior Partner</p> <p>October 2003 Chief, Financial Industry Group</p> <p>October 2013 Chief, IFRS Center of Excellence (COE)</p> <p>December 2015 Chief, Ogi CPA Office To the present</p> <p>June 2016 Audit & Supervisory Board Member, the Company</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) To the present External Audit & Supervisory Board Member, ALCONIX CORPORATION To the present</p>	2,200

- Notes:
- There are no special interests between the candidate and the Company.
 - Shigeo Ogi is a candidate for substitute outside director serving as audit and supervisory committee member.
 - Shigeo Ogi is currently an outside director (audit and supervisory committee member) of the Company, and his term of office will be two (2) years upon the conclusion of this ordinary general meeting of shareholders.
 - Shigeo Ogi is nominated as a candidate for substitute outside director serving as audit and supervisory committee member because of his extensive knowledge as an accountant, including international experience, and the Company expects him to utilize his extensive knowledge and experience in auditing the Company's management. He has not had experience in the company management, but for the above reason, we deem that he will appropriately perform duties as an outside director serving as audit and supervisory committee member.
 - The Company has entered into an agreement with Shigeo Ogi to limit his liability for damages pursuant to Article 423, paragraph (1) of the Companies Act, and the amount of his liability for damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher. Upon his appointment as a director serving as audit and supervisory committee member, the Company plans to enter into a similar agreement with him again.
 - The Company has concluded a directors and officers liability insurance agreement that insures all directors of the Company as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages such as compensation for damages and litigation expenses to be borne by the insured, incurred in cases where an insured receives a claim for damages arising from acts (including nonfeasance) carried out by the insured as a director or a person at a certain position of the Company. However, the above insurance agreement does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, misconduct, fraudulent acts, or acts committed with the knowledge that they violate laws, regulations, or control laws.
The full amount of the insurance premiums for the insured is borne by the Company.
If Shigeo Ogi is appointed as a director serving as audit and supervisory committee member, he will be insured under such insurance agreement.
 - Shigeo Ogi satisfies requirements for an independent director prescribed by the Tokyo Stock Exchange, and in the case where he assumes office as director serving as audit and supervisory committee member, the Company plans to notify the exchange of him as an independent director.

Proposal 7: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Directors Serving as Audit and Supervisory Committee Members, Outside Directors, and part-time Directors)

At the 151st Ordinary General Meeting of Shareholders held on June 26, 2020, the amount of remuneration, etc. for directors (excluding directors serving as audit and supervisory committee members) of the Company was approved as an annual amount not exceeding ¥350 million (of which, the amount of outside directors' remuneration is not more than ¥50 million per year, but does not include the salaries of directors who also serve as employees), and at the 152nd Ordinary General Meeting of Shareholders held on June 29, 2021, the amount of points as remuneration through a stock benefit trust as a performance-linked and share-based remuneration plan for directors (excluding directors serving as audit and supervisory committee members, outside directors, and part-time directors; below, "Eligible Directors") was approved as an annual amount not exceeding 16,320 points (equivalent to 16,320 shares of the Company's common stock), which is separate from the above amount of remuneration for Directors.

In order to further promote the sharing of value with our shareholders and to motivate the Company's Eligible Directors to contribute to the enhancement of our corporate value, we have decided to introduce a restricted stock remuneration plan (below, the "Plan", the shares of common stock of the Company to be granted to the Eligible Directors under the Plan are hereinafter referred to as the "restricted shares") in place of the above-mentioned stock benefit trust, which was previously introduced, and we request your approval for the new payment of remuneration for the grant of these restricted stock, which will be separate from the annual amount of ¥350 million or less for the directors (excluding directors serving as audit and supervisory committee members) as stated above.

The current number of directors (excluding directors serving as audit and supervisory committee members) is eight (8) (including three (3) outside directors and part time directors). If Proposal 4 "Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)" is approved as proposed, the number of directors (excluding directors serving as audit and supervisory committee members) will be eight (8) (including three (3) outside directors and part-time directors).

The details of the restricted shares to be granted to the Eligible Directors are as follows.

1. Number of the restricted shares to be granted to the Eligible Directors

(1) Other than the transitional measures (as defined below; the same shall apply hereinafter) portion

The total number of shares of the Company's common stock to be issued or disposed of for the grant of the restricted shares, other than the transitional measures portion, to the Eligible Director each fiscal year in principle shall be 30,000 shares or less per year, and the total amount of monetary compensation claims to be paid for the grant of the restricted shares shall be ¥60 million or less per year (however, this does not include the salary as employee for directors who also serve as employees), based on this proposal.

However, in the event of a stock split or reverse stock split of the Company's common stock (including a gratis allotment of shares of the Company's common stock) with an effective date on or after the date of resolution of this General Meeting of Shareholders, such total number of common shares may be adjusted as necessary to a reasonable extent after such effective date.

(2) Transitional measures portion

Subject to the approval of this proposal at the General Meeting of Shareholders, the Company plans to abolish the stipulation of the amount of remuneration under the above-mentioned stock benefit trust and not to newly grant points under the stock benefit trust based on the stipulation of such amount of remuneration in the future. Furthermore, of the number of points granted based on the stipulation of the amount of remuneration regarding the above-mentioned stock benefit trust, the Eligible Directors plan to waive all of the points for which shares have not yet been delivered, subject to the approval of this proposal at this General Meeting of Shareholders.

Therefore, for the Company's 154th fiscal year (April 1, 2022 to March 31, 2023) only, as transitional measures pertaining to the allocation of the restricted shares in lieu of the above-

mentioned points of the stock benefit trust (below, “transitional measures”), the total amount of monetary compensation claims to be paid for the grant of the restricted shares under the transitional measures will be set separately from the amount of remuneration for directors approved at the Company’s 151st Ordinary General Meeting of Shareholders held on June 26, 2020 and the remuneration described in (1) above, not exceeding 13,000 shares of common stock of the Company equivalent to the points already granted by the stock benefit trust and not exceeding ¥55 million in total (however, this does not include the salary as employee for directors who also serve as employees). However, in the event of a stock split or reverse stock split of the Company’s common stock (including a gratis allotment of shares of the Company’s common stock) with an effective date on or after the date of resolution of this General Meeting of Shareholders, such total number of common shares may be adjusted as necessary to a reasonable extent after such effective date.

With respect to the restricted shares under the transitional measures, the allotment of the restricted shares to the Eligible Directors shall be subject to the condition that the Eligible Directors waive all of the points granted to them for which shares have not yet been delivered.

2. Matters concerning payment upon issuance or disposal of restricted shares

The Eligible Directors shall, in accordance with the resolution of the Board of Directors of the Company, deliver to the Company all of the monetary compensation claims arising from this proposal as assets contributed in kind, and the restricted shares shall be issued or disposed of accordingly. The amount to be paid per share of the restricted shares to be issued or disposed of as a result of this proposal shall be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or the closing price of the immediately preceding trading day if no transaction was performed on that day) to the extent that such amount is not particularly favorable to the Eligible Directors who subscribe for the Company’s common stock.

The specific timing and allocation of payments to each Eligible Director will be determined by the Board of Directors, after receiving a report from the Nomination and Remuneration Advisory Committee and respecting the opinions of the committee.

3. Matters concerning the restricted shares to be granted to the Eligible Directors

Upon the issuance or disposal of the restricted shares to the Eligible Directors, the Company and the Eligible Directors will enter into a restricted share allotment agreement (below, “allotment agreement”) that includes the following details.

(1) Transfer restriction period

An Eligible Director may not transfer, grant a security interest in, or otherwise dispose of (below, “transfer restrictions”) the shares of common stock of the Company allotted under the allotment agreement (below, “allotted shares”) during the period from the payment date of the restricted shares to the time when he/she retires or resigns from his/her position as a director of the Company or other position determined by the Board of Directors of the Company (below, “transfer restriction period”).

(2) Treatment at the time of retirement, etc.

If an Eligible Director resigns or retires from his/her position as a director of the Company or any other position determined by the Board of Directors of the Company before the expiration of the period predetermined by the Board of Directors of the Company (below, “service period”), the Company shall naturally acquire without consideration the allotted shares whose transfer restriction has not been lifted pursuant to (3) below at the time when the transfer restriction period expires, unless there are reasons that the Board of Directors of the Company deems justifiable.

(3) Conditions for cancellation of transfer restrictions

Notwithstanding the provisions of (1) above, the Company shall cancel the transfer restriction on all of the allotted shares upon the expiration of the transfer restriction period, provided that the Eligible Director has continuously been a director of the Company or in any other position determined by the Board of Directors of the Company during the service period. However, if such Eligible Director resigns from his/her position as a director of the Company or any other position determined by the Board of Directors of the Company before the expiration of the service period for reasons deemed justifiable by the Board of Directors of the Company as set forth in (2) above, the Company shall reasonably adjust as necessary the number of the allotted shares to be released from the restrictions on transfer and the time when the restrictions on transfer are released.

(4) Treatment at the time of reorganization

Notwithstanding the provisions of (1) above, if, during the transfer restriction period, a merger agreement under which the Company becomes a defunct company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matters related to organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (however, in cases where approval by the Company's General Meeting of Shareholders is not required for the relevant reorganization, etc., the Company's Board of Directors), the transfer restriction shall be cancelled with respect to the number of allotted shares, which is reasonably determined based on the period from the start of the service period to the approval date of such organizational restructuring, etc., by a resolution of the Board of Directors of the Company, prior to the effective date of such organizational restructuring, etc. In such case, if there are any allotted shares that have not been released from the transfer restrictions at the time immediately following the release of the transfer restrictions, the Company shall naturally acquire such allotted shares without compensation.

(5) Other

Other matters concerning the allotment agreement shall be determined by the Board of Directors of the Company. The allotted shares shall be managed in an exclusive account opened by the Eligible Director at a securities company determined by the Company during the restricted transfer period so that the allotted shares may not be transferred, pledged as collateral, donated during his/her lifetime, or otherwise disposed of during the restricted transfer period.

4. Reasons why the contents of this proposal are appropriate

The Company will grant restricted shares to the Eligible Directors for the purpose of promoting further value sharing with shareholders and providing incentives for the Eligible Directors to continuously improve the corporate value of the Company.

The Company's Board of Directors, at its meeting held on February 26, 2021, established a policy for determining the content of remuneration, etc. for each individual director, an outline of which is shown in the Business Report (pages 47 to 48, in Japanese only), and if this proposal is approved, the Company plans to revise the policy to be consistent with the approved contents. In addition, because the value of the restricted shares is within the maximum annual amount of the Company's common stock set forth in "1. Number of restricted shares to be granted to the Eligible Directors," which is assessed at the market value as of the date of the Board of Directors' resolution regarding the allotment, and since the ratio of the restricted shares to the total number of outstanding shares is 0.15% (1.09% of the total number of outstanding shares for the transitional measures and the maximum number of shares of restricted shares other than the transitional measures portion to be granted over a 10-year period), the dilution ratio is minimal, the Company believes that the proposal is appropriate.

(Reference)

If this proposal is approved, the Company plans to allot restricted shares to the Company's executive officers and councilors in generally the same manner as described above.

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee reviewed the Company's remuneration system and specific methods of calculating remuneration for the Company's directors (excluding directors serving as audit and supervisory committee members), including discussions at the Nomination and Remuneration Advisory Committee. As a result, it was found that the procedures for the determination are appropriate and the remuneration is reasonable.