

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 5121)  
June 10, 2022

**To Shareholders with Voting Rights:**

**FUJIKURA COMPOSITES Inc.**

Morita Kenji  
Director and President  
FUJIKURA COMPOSITES Inc.  
(Former Fujikura Rubber Ltd.)  
TOC ARIAKE,  
3-5-7 Ariake, Koto-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 143RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially notified of the 143rd Annual General Meeting of Shareholders of FUJIKURA COMPOSITES Inc. (the "Company"). The meeting will be held for the purposes as described below.

**In order to prevent COVID-19 infections, shareholders attending the General Meeting of Shareholders are encouraged to check their own physical condition and the infection status as of the date of the General Meeting of Shareholders. Attendees are also asked to take precautionary measures against infection such as wearing a mask. If you do not attend the meeting on the day, you can exercise your voting rights in either of the following ways. Please exercise your voting rights by 5:25 p.m. on Tuesday, June 28, 2022, Japan time.**

Exercising voting rights in writing

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and mail it so that it will be received by the above stated expiration date and time.

Exercising voting rights via the Internet, etc.

You may exercise your voting rights on the voting website (<https://www.web54.net>). For exercising your voting rights via the Internet, please refer to "Information on Exercising Voting Rights via the Internet" on the next page. All institutional investors can use the platform for exercising voting rights for institutional investors operated by ICJ, Inc.

- 1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. Japan time
- 2. Place:** EAST Hall, 4th floor, TOC ARIAKE,  
3-5-7 Ariake, Koto-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 143rd Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 143rd Fiscal Year (April 1, 2021 - March 31, 2022)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of Six (6) Directors

---

The measures presented in the previous page may be changed depending on the status of the spread of COVID-19 infections and the contents of the announcements by the government, etc. up to the day of the General Meeting of Shareholders. Please check the information provided on the Company's website (<https://www.fujikuracomposites.jp/>).

Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

Matters concerning year-end dividend:

In consideration of the business results for the current fiscal year, future business development of the Company, and other factors, the Company proposes the payment of year-end dividend as follows:

1. Type of dividend property  
Cash
2. Allocation of dividend property to shareholders and the total amount thereof  
16 yen per share of common stock of the Company  
Total amount of dividends: 336,919,056 yen
3. Effective date of distribution of surplus  
June 30, 2022

### **Proposal 2:** Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the proposal

##### (1) Amendment of Article 2 (Purpose)

This is to make a partial correction of the wording of the business description.

##### (2) Amendment of Article 17 (Electronic Providing Measures, etc.)

Revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022. This amendment of the Articles of Incorporation is to prepare for the introduction of a system to provide reference documents for the general meeting of shareholders in electronic format as follows:

- (i) Article 17, Paragraph 1 of the proposed amendment stipulates that information that is comprised of the contents of reference documents for the general meeting of shareholders, etc. shall be provided in an electronic format.
- (ii) Article 17, Paragraph 2 of the proposed amendment stipulates restrictions to the scope of items to be included in the documents to be delivered to shareholders who have requested the documents in a paper-based format.
- (iii) The provision for the Internet disclosure and deemed provision of reference documents for the general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will no longer be required and will therefore be deleted.
- (iv) Supplementary provisions regarding the effective date, etc., will be established in line with the above establishment and deletion.

## 2. Details of the amendments

The details of the amendments are as follows:

(Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) Development, design, manufacture, processing, sales, and import/export of the following products:</p> <p>(i) Rubber products for automobiles, trains and other transportation equipment, household appliances, housing equipment, electronics equipment, industrial equipment, information and telecommunications equipment, electric power equipment, audio equipment, printing equipment, and inspection equipment, and synthetic resin products and other chemical products having the same uses</p> <p>(ii) Pneumatic equipment for liquid crystal and semiconductor manufacturing equipment, medical equipment, and industrial machinery, and products having the same applications</p> <p>(iii) Inflatable life rafts for ships and aircraft, <u>elevated</u> boarding devices, disaster lifesaving devices, and products having the same applications</p> <p>(iv) Sporting goods for golf, mountain sports, etc.</p> <p>(v) Medical supplies</p> <p>(vi) Metal–air electrochemical cells</p> <p>(vii) Precision molds</p> <p>(viii) Leisure goods for mountain climbing and hiking</p> <p>(ix) Clothing for sports and leisure</p> <p>(x) Medicines and quasi-drugs</p> <p>(xi) Welfare and nursing care goods</p> <p>(2) to (7) (Articles omitted)</p>	<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) Development, design, manufacture, processing, sales, and import/export of the following products:</p> <p>(i) Rubber products for automobiles, trains and other transportation equipment, household appliances, housing equipment, electronics equipment, industrial equipment, information and telecommunications equipment, electric power equipment, audio equipment, printing equipment, and inspection equipment, and synthetic resin products and other chemical products having the same uses</p> <p>(ii) Pneumatic equipment for liquid crystal and semiconductor manufacturing equipment, medical equipment, and industrial machinery, and products having the same applications</p> <p>(iii) Inflatable life rafts for ships and aircraft, <u>descent</u> boarding devices, disaster lifesaving devices, and products having the same applications</p> <p>(iv) Sporting goods for golf, mountain sports, etc.</p> <p>(v) Medical supplies</p> <p>(vi) Metal–air electrochemical cells</p> <p>(vii) Precision molds</p> <p>(viii) Leisure goods for mountain climbing and hiking</p> <p>(ix) Clothing for sports and leisure</p> <p>(x) Medicines and quasi-drugs</p> <p>(xi) Welfare and nursing care goods</p> <p>(2) to (7) (No amendment)</p>
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.)</u></p> <p>Article 17. <u>At the time of convening a general meeting of shareholders, the Company may disclose the information regarding the matters which should be specified or indicated in the reference documents for such general meeting of shareholders, business reports, non-consolidated financial statements and consolidated financial statements by using the Internet, pursuant to the provisions of the applicable Ordinance of the Ministry of Justice. By doing so, the Company may be deemed to have provided the information to the shareholders.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="799 181 1426 212"><u>(Electronic Provision Measures, etc.)</u></p> <p data-bbox="799 212 1426 369"><u>Article 17. The Company shall, at the time of convening a general meeting of shareholders, take measures to electronically provide the information contained in the reference documents for the general meeting of shareholders, etc.</u></p> <p data-bbox="799 369 1426 593"><u>2. The Company may not include all or part of the matters for which it takes electronic provision of information as provided for in the applicable Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested the documents in a paper-based format by the record date for voting rights.</u></p>
(Newly established)	<p data-bbox="799 629 1426 660"><u>(Supplementary Provisions)</u></p> <p data-bbox="799 660 1426 907"><u>1. The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.) of the Articles of Incorporation before amendment and the establishment of Article 17 (Electronic Provision Measures, etc.) of the Articles of Incorporation after amendment shall take effect as of September 1, 2022.</u></p> <p data-bbox="799 907 1426 1064"><u>2. Notwithstanding the preceding paragraph, Article 17 of the Articles of Incorporation before amendment shall remain in effect for general meetings of shareholders whose date is before the last day of February 2023.</u></p> <p data-bbox="799 1064 1426 1243"><u>3. These supplementary provisions shall be deleted after March 1, 2023 or after three (3) months have elapsed from the date of the general meeting of shareholders as set forth in the preceding paragraph, whichever is later.</u></p>

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

As the terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of six (6) Directors in order to establish a more efficient management structure.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held	
1	Morita Kenji (May 30, 1958) (Reelection)	April 1981 April 2005 January 2008 April 2008 June 2008 April 2010 April 2011 April 2012 April 2016	Joined the Company General Manager, Accounting Dept., Administration Div. Deputy General Manager, Administration Div. and General Manager, Accounting Dept. General Manager, Administration Div., General Manager, Accounting Dept. and General Manager, Osaka Branch Director General Manager, Administration Div., General Manager, Accounting Dept. and General Manager, Internal Control Office General Manager, Administration Div., General Manager, Personnel and General Affairs Dept. and General Manager, Internal Control Office Managing Director, General Manager, Sales Div. and General Manager, Osaka Branch Representative Director and President (to present)	66,600
		<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Morita Kenji has extensive business experience and deep knowledge about the management of the group acquired mainly through his involvement in accounting, personnel management and labor affairs, sales, and overseas operations since joining the Company. In addition, since assuming the office of Representative Director and President in 2016, he has exercised strong leadership toward the realization of the newly established medium-term management plan. He has promoted improvement of the corporate value of the Group and reinforcement of corporate governance. In view of these achievements, we believe that he is qualified to serve as a Director.</p>		
2	Kanai Koichi (February 27, 1962) (Reelection)	July 1997 June 2004 April 2009 April 2010 January 2014 June 2015 April 2018 April 2019 April 2020 April 2021	Joined the Company Seconded to Fujikura Composite America, Inc. General Manager, Printing Materials Business Dept. of the Company General Manager, Printing Materials Sales Dept., Sales Div. Responsible for U.S. Operation, Overseas Strategy Administration Dept., Sales Div. Director General Manager, Sales Div. General Manager, Overseas Strategy Administration Dept., Sales Div. Responsible for Overseas Operations, in charge of Advanced Composites, and in charge of Processed Rubber Coated Fabric Managing Director responsible for Business Dept. (to present)	14,200
		<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Kanai Koichi has been involved in a wide range of business expansion both in Japan and abroad since joining the Company and has extensive experience and achievements. He is currently responsible for all business departments, where he endeavors to expand business, improve profit, and strengthen relationships with major clients by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.</p>		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	Takahashi Hidetaka (March 23, 1963) (Reelection)	<p>April 2000      Joined the Company</p> <p>April 2012      Deputy General Manager, Engineering Administration Dept., Engineering and Manufacturing Div.</p> <p>April 2014      Deputy General Manager, Engineering Administration Dept., Engineering and Manufacturing Div. and General Manager, Kazo Factory</p> <p>April 2015      Deputy General Manager, Engineering and Manufacturing Div., General Manager, Engineering Administration Dept. and General Manager, Kazo Factory</p> <p>June 2015      Director</p> <p>April 2017      Deputy General Manager, Engineering and Manufacturing Div., and General Manager, Engineering Administration Dept.</p> <p>April 2019      Deputy General Manager, Engineering and Manufacturing Div., and Deputy General Manager, Overseas Strategy Administration Dept., Sales Div.</p> <p>April 2020      Responsible for Engineering and Manufacturing, General Manager, Business Development Administration Dept., and General Manager, Business Office Administration Dept.</p> <p>April 2021      Managing Director responsible for Administration Div. (to present)</p>	18,215
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Takahashi Hidetaka has long been involved in engineering development since joining the Company and has high-level insight and abilities in the development field. He is currently responsible for Administration divisions including Personnel and General Affairs, Accounting, and Information System, where he endeavors to improve the administration and management structure with a focus on the future of the Company group, including development of human resources and internal control system. In view of these achievements, we believe that he is qualified to serve as a Director.</p>			
4	Yuge Chikashi (August 25, 1960) (Reelection)	<p>April 1984      Joined the Company</p> <p>November 2002      General Manager, Nagoya Sales Office, Industrial Goods Business Dept.</p> <p>April 2012      President, Hangzhou Fujikura Rubber Co., Ltd. President, Anji Fujikura Rubber Co., Ltd.</p> <p>January 2016      General Manager, Industrial Goods Sales Dept., Sales Div. of the Company</p> <p>April 2016      Deputy General Manager, Sales Div.</p> <p>April 2018      General Manager, Osaka Branch</p> <p>June 2018      Director (to present)</p> <p>April 2019      Deputy General Manager, Overseas Strategy Administration Dept., Sales Div.</p> <p>April 2020      Responsible for Sales, in charge of Industrial Materials, and General Manager, Industrial Goods Business Administration Dept.</p> <p>April 2021      Responsible for Engineering and Manufacturing (to present)</p> <p>[Significant concurrent positions] Chairman, FUJIKURA COMPOSITES HAIPHONG, INC. Managing Director, Hangzhou Fujikura Rubber Co., Ltd. Managing Director, Anji Fujikura Rubber Co., Ltd.</p>	8,900
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Yuge Chikashi has been involved in business expansion in Japan and abroad since joining the Company and has extensive experience and high-level achievements. He is currently responsible for Engineering and Manufacturing division, where he endeavors to develop new products that will become mainstays for the Company in the future, by taking advantage of the experiences he has accumulated thus far. In view of these achievements, we believe that he is qualified to serve as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
5	Nagahama Yoichi (January 1, 1950) (Reelection) (Outside Director) (Independent Officer) (Term of office: 2 years and 10 months as of the end of this meeting)	April 1973	Joined Fujikura Electric Wire Corporation (currently Fujikura Ltd.)	1,000
		July 1999 June 2003 April 2006 April 2009 April 2016 June 2018 June 2019 August 2019 April 2020	General Manager, Finance & Accounting Division Member of the Board and Deputy General Manager, Corporate Planning Division Senior Vice President & Member of the Board and General Manager, Corporate Strategy Planning Division President & CEO & Representative Director Chairman of the Board & Representative Director Advisor Outside Director, Fujikura Kasei Co., Ltd. (to present) Outside Director of the Company (to present) Honorary Advisor, Fujikura Ltd. (to present)	
<p>[Reason for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Nagahama Yoichi has extensive experience, achievements and broad insight as a corporate manager. We believe that he will contribute to enhancement of corporate value of the Company through expansion of the Company's business and reinforcement of corporate governance by providing advice on overall management from a practical viewpoint. We therefore believe that he is qualified to serve as a Director.</p>				
6	Sasaki Akira (August 18, 1951) (Reelection) (Outside Director) (Independent Officer) (Term of office: 5 years as of the end of this meeting)	April 1974 April 1979	Joined Toray Industries, Inc. Entered Graduate School of Letters, Arts and Sciences, Waseda University (as a research student majoring in Cultural Sciences Sociology)	-
		April 1981 August 1985 April 1996 September 2016 June 2017	Joined Nippon Research Center, Ltd Joined Sumitomo Business Consulting Co., Ltd. (currently SMBC Consulting Co., Ltd.) Chief Consultant Representative Director, Prime Consulting Co., Ltd. (to present) Outside Director of the Company (to present)	
<p>[Significant concurrent position]</p> <p>Representative Director, Prime Consulting Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Sasaki Akira has extensive experience of education and broad insight. We believe that he will contribute to enhancement of corporate value of the Company through expansion of the Company's business and reinforcement of corporate governance by providing guidance on promotion of sound and efficient management. We therefore believe that he is qualified to serve as a Director.</p>				

(Notes)

1. Mr. Nagahama Yoichi and Mr. Sasaki Akira, candidates for Director, are candidates for Outside Director.
2. There are no special interest relationships between the candidates for Director and the Company.
3. Fujikura Ltd., where Mr. Nagahama Yoichi, a candidate for Director, served as Representative Director, announced a fact on August 31, 2018 that there had been some cases of impropriety related to the quality control.
4. Mr. Nagahama Yoichi and Mr. Sasaki Akira, candidates for Director, satisfy the requirements for independent directors stipulated by Tokyo Stock Exchange, Inc. and Standards for Selecting Independent Directors/Audit & Supervisory Board Members stipulated by the Company, and the Company has registered them as independent directors with the Exchange.
5. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the contents of such insurance policy is set forth on page 13 of the Notice of Convocation in Japanese version. If each candidate is elected and assumes office as Director, each Director will be included as an insured member under such insurance policy. The insurance policy will be renewed with the same contents at the next renewal.



## **Summary of Standards for Selecting Outside Directors/Audit & Supervisory Board Members and Independent Directors/Audit & Supervisory Board Members**

The summary of the standards for selecting outside directors/audit & supervisory board members and independent directors/audit & supervisory board members and is as follows:

### [Standards for Selecting Outside Directors/Audit & Supervisory Board Members]

A qualified party as an outside director/audit & supervisory board member shall satisfy all of the items below:

- a) The party possesses broad insight and abundant experience in a professional field such as corporate management and accounting audit.
- b) The party understands the business of the Company and provides opinions from an objective standpoint based on his or her experience in decision making and business execution.
- c) The party is not a person disqualified for outside director/audit & supervisory board member as specified in the Companies Act, such as a director or a corporate officer of the Company's parent company, etc.

### [Standards for Selecting Independent Directors/Audit & Supervisory Board Members]

A qualified party shall satisfy the requirements for independent directors/audit & supervisory board members stipulated by Tokyo Stock Exchange, Inc. and the standards set forth by the Company in the following:

- a) The party satisfies the standards for outside directors/audit & supervisory board members set forth by the Company.
- b) The party is not a major shareholder (or a director, corporate auditor, accounting advisor, corporate officer, and executive officer thereof) with 10% or more of total voting rights (including indirectly held voting rights).
- c) The party is not an executive director, corporate officer, or executive officer of the Company's major trading partner (a company with transactions with the Company or its subsidiaries accounting for 2% or more of the Company's consolidated net sales).
- d) The party is not a director, corporate auditor, accounting advisor, corporate officer or executive officer of the Company's major lender.
- e) The party is not a certified public accountant, certified public tax accountant, attorney at law, consultant, or auditing company, tax accountant corporation, law firm (including its executives, partners, and employees) receiving substantial contributions (annual amounts in excess of 10 million yen) from the Company, in addition to remuneration as a director/audit & supervisory board member.
- f) The party is not a major shareholder of subsidiaries, affiliates, or parent companies falling under the standards set out in items (b), (c), (d) and (e) above, or a director, corporate accountant, accounting advisor, corporate officer, executive officer or relative (a spouse, relative within the second degree of kinship, or relative who shares livelihood) thereof.