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Securities code: 5191

May 24, 2023

(Date of commencement of electronic provision measures: May 19, 2023)

**To Shareholders with Voting Rights:**

Kazushi Shimizu  
President and Chief Executive Officer  
Sumitomo Riko Company Limited  
1 Higashi 3-chome, Komaki, Aichi, Japan

**CONVOCATION NOTICE FOR  
THE 135TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We wish to inform you that the 135th Ordinary General Meeting of Shareholders of Sumitomo Riko Company Limited (the “Company”) will be held for the purposes as described below.

Upon convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as “Convocation Notice for the 135th Ordinary General Meeting of Shareholders” on the following Company’s website. Please access the website to view the information.

The Company’s website:

<https://www.sumitomoriko.co.jp/english/ir/meeting.html>

In addition to the website shown above, the Company also has posted this information on the following websites.

Website for the materials of the general meeting of shareholders (in Japanese only)

<https://s.srdb.jp/5191/>

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website and enter the Company name in the “Issue name (company name)” field or our securities code in the “Code” field, and click on “Search” to find results. Then, click on “Basic information” and “Documents for public inspection/PR information” to view the information.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Wednesday, June 14, 2023, Japan standard time.

- 1. Date and Time:** Thursday, June 15, 2023, at 10:00 a.m. Japan standard time
- 2. Place:** Hall, 3F, JP TOWER NAGOYA Hall & Conference at  
1-1 Meieki 1-chome, Nakamura-ku, Nagoya, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Company's 135th Fiscal Year (April 1, 2022–March 31, 2023) 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 135th Fiscal Year (April 1, 2022–March 31, 2023)
- Matters to be resolved:**
- First Item:** Appropriation of Surplus
- Second Item:** Election of Eight (8) Directors
- Third Item:** Payment of Bonuses to Directors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In accordance with the provisions of the Articles of Incorporation of the Company, in the case of the exercise of voting rights by proxy, the proxy must present a document evidencing the authority of the proxy (letter of attorney, etc.) to act as such. (A form of a letter of attorney is available in the Investor Relations section on the Company's website at <https://www.sumitomoriko.co.jp/>)

Please refer to the English translation of the Convocation Notice and Reference Documents for the General Meeting of Shareholders posted on the Company's website and other websites as necessary.

The documents delivered also serve as the documents stating matters subject to the electronic provision measures in response to the request for delivery of documents. However, in accordance with laws and regulations and Article 13 of the Articles of Incorporation of the Company, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements are therefore not included in the above documents. Accordingly, such documents constitute only part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of the Audit Reports.

Should matters subject to the electronic provision measures require revisions, the revisions will be posted on the respective websites where the matters are posted.

# Reference Documents for the General Meeting of Shareholders

## Agenda Items and References

**First Item:** Appropriation of Surplus

With regard to the year-end dividend for the 135th fiscal year, in consideration of the business results for this fiscal year, future business development, and other matters, the Company proposes to distribute in the amount of eight (8) yen per share.

1. Type of properties to be distributed  
Cash
2. Matters concerning the allocation of properties to be distributed and the total amount thereof  
Eight (8) yen per share of common stock of the Company  
Total amount: 830,601,520 yen
3. Effective date of distribution of surplus  
June 16, 2023

**Second Item:** Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors (including three (3) Outside Directors).

The candidates for Director are as follows.

[Reference] The list of candidates for Director

No.	Name	Current positions and responsibilities at the Company (as of May 19, 2023)	Attendance at the Board of Directors meetings (for fiscal year 2022)
1	Kazushi Shimizu [Reappointment]	Representative Director President and Chief Executive Officer Officer responsible for Automotive Business Headquarters, Chairperson of CSR Sustainability Committee, Chairperson of Risk Management Committee	16/16
2	Shinichi Waku [Reappointment]	Director Managing Executive Officer Officer responsible for Production Function Headquarters, Quality Assurance Headquarters, and Information Systems Chairperson of Quality Committee	16/16
3	Hideo Yamane [Reappointment]	Director Managing Executive Officer Officer responsible for Legal, Public Relations and Investor Relations, Human Resources and General Affairs Headquarters, Accounting and Finance Division, and Corporate Planning Chairperson of Compliance Committee	13/13
4	Katsuhisa Yano [New candidate]	Managing Executive Officer Officer responsible for Fine Elastomers Business Unit Vice President of Automotive Business Headquarters Vice President of Automotive Anti-Vibration Business Headquarters	—
5	Hideyoshi Yasuda [New candidate]	Managing Executive Officer Officer responsible for Automotive Products Global Sales Headquarters and Global Purchasing Headquarters	—
6	Masaaki Iritani [Reappointment] [Outside] [Independent]	Outside Director (Lead Independent Director) Chairperson of Nomination and Remuneration Committee	16/16
7	Shigeru Hanagata [Reappointment] [Outside] [Independent]	Outside Director Chairperson of Governance Committee	16/16
8	Mariko Miyagi [Reappointment] [Outside] [Independent]	Outside Director	16/16

[Reappointment]: Reappointment candidate; [New candidate]: New candidate; [Outside]: Outside Director candidate; [Independent]: Candidate for independent director as provided for by the financial instruments exchanges

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	Kazushi Shimizu (June 29, 1961)	<p>April 1984    Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>October 2001    Seconded to ADVICS CO., LTD.</p> <p>February 2007    General Manager, Electrical System Sales Dept. 1, Toyoda Branch of SEI</p> <p>April 2010    General Manager, Chubu District Sales Dept., Automotive Business Unit of SEI</p> <p>June 2013    Executive Officer, Deputy General Manager, Automotive Business Unit of SEI</p> <p>June 2016    Managing Executive Officer of SEI Audit &amp; Supervisory Board Member of ADVICS CO., LTD.</p> <p>April 2018    Senior Managing Executive Officer of the Company</p> <p>April 2019    President of Automotive Anti-Vibration Products Business Headquarters, Chairperson of Social Contributions Committee of the Company</p> <p>June 2019    Representative Director of the Company (current)</p> <p>June 2019    Executive Vice President of the Company</p> <p>June 2020    Chairperson of CSR Committee of the Company</p> <p>June 2020    President and Chief Executive Officer, Chairperson of Risk Management Committee of the Company (current)</p> <p>June 2021    President of Automotive Business Headquarters of the Company (current)</p> <p>July 2021    Chairperson of CSR Sustainability Committee of the Company (current)</p>	10,000
<p>[Reasons for selection as a candidate for Director]</p> <p>As President and Chief Executive Officer of the Company, Mr. Kazushi Shimizu demonstrated his skills in structural reforms and strengthening of the fundamentals to achieve the Group's growth. Additionally, serving as the Chairperson of CSR Sustainability Committee, he has led positive promotion activities for SDGs including climate change and initiatives for respect for human rights. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</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
2	Shinichi Waku (February 27, 1962)	<p>April 1985    Joined the Company</p> <p>June 2003    General Manager of Production Engineering Department, Chemical and Plastic Products Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>June 2007    General Manager of Chemical and Plastic Products Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>April 2013    General Manager of Chemical and Plastic Products Business Unit, IT and Electronics Industries Business Headquarters of the Company</p> <p>June 2014    Executive Officer of the Company</p> <p>January 2018    President of Electronics Industries Business Headquarters of the Company</p> <p>June 2019    Managing Executive Officer of the Company (current)</p> <p>April 2020    General Manager of MONOZUKURI Research and Development Laboratories of the Company</p> <p>April 2020    General Manager of Production Function Headquarters of the Company (current)</p> <p>June 2020    Chairperson of Safety and Health Committee of the Company</p> <p>June 2020    Director, Chairperson of Quality Committee, General Manager of Quality Assurance Headquarters of the Company (current)</p>	11,747
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Shinichi Waku achieved substantial results in global development and structural reform of the electronics industries business as the President of the Electronics Industries Business Headquarters of the Company. After that, he has been overseeing the strengthening of the entire Group's production functions and initiatives to achieve carbon neutrality as the General Manager of the Production Function Headquarters. He is also demonstrating his skills in building and improving the quality assurance system of the Company as the General Manager of the Quality Assurance Headquarters. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</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	Hideo Yamane (November 21, 1961)	<p>April 1984    Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>July 2005    President of Sumitomo Electric Finance U.S.A., Inc.</p> <p>January 2014    Deputy General Manager of Accounting Department of SEI</p> <p>April 2015    Trustee and Manager of A.L.M.T. Corp.</p> <p>June 2016    Director and Manager of A.L.M.T. Corp.</p> <p>June 2019    Managing Director of A.L.M.T. Corp.</p> <p>June 2020    Managing Executive Officer of the Company (current)</p> <p>June 2021    General Manager of Accounting and Finance Division of the Company (current)</p> <p>June 2022    Director, Chairperson of Compliance Committee of the Company (current)</p> <p>[Significant concurrent positions]</p> <p>Chairperson of Sumitomo Riko (China) Co., Ltd.</p> <p>President of Sumitomo Riko (Asia Pacific) Ltd.</p>	7,558
<p>[Reasons for selection as a candidate for Director]</p> <p>As the General Manager of Accounting and Finance Division of the Company, Mr. Hideo Yamane has played a leading role in the optimization of financial management throughout the Group globally. Additionally, serving as an officer responsible for Legal, Public Relations and Investor Relations, Human Resources and General Affairs Headquarters, and Corporate Planning, he has played a leading role in establishing a management system capable of effectively responding to management risks in the rapidly changing business environment. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</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
4	<p>Katsuhisa Yano (November 1, 1962)</p> <p>[New candidate]</p>	<p>April 1985    Joined the Company</p> <p>January 2010    General Manager of Automotive Anti-Vibration Products Engineering Headquarters, Automotive Anti- Vibration Products Business Unit of the Company</p> <p>April 2013    General Manager of Automotive Anti-Vibration Products Business Unit, Automotive Anti-Vibration Business Headquarters of the Company</p> <p>March 2014    Executive Officer of the Company</p> <p>June 2017    President of SumiRiko Technical Center America, Inc. Chairperson of SumiRiko Tennessee, Inc. Chairperson of SumiRiko Ohio, Inc.</p> <p>June 2017    Managing Executive Officer of the Company President of Sumitomo Riko America, Inc. (current)</p> <p>June 2021    Vice President of Automotive Business Headquarters, Vice President of Automotive Anti-Vibration Business Headquarters (current)</p> <p>[Significant concurrent position] President of Sumitomo Riko America, Inc.</p>	4,146
<p>[Reasons for selection as a candidate for Director]</p> <p>After serving as the President of subsidiaries in the U.S., Mr. Katsuhisa Yano has led structural reforms to strengthen profitability and improve the constitution of the automotive business of the Company as the Vice President of Automotive Business Headquarters and the Vice President of Automotive Anti-Vibration Business Headquarters of the Company. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</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	Hideyoshi Yasuda (March 31, 1962)  [New candidate]	January 1990    Joined the Company February 2007    Co-General Manager of Lamination Business Unit of the Company April 2010        President of Tokai Rubber (Jiaxing) Co., Ltd. June 2016        Executive Officer of the Company June 2017        President of Automotive Products Global Sales Headquarters No.1 of the Company June 2019        Managing Executive Officer of the Company (current) June 2020        President of Automotive Products Global Sales Headquarters of the Company (current)	3,168
	[Reasons for selection as a candidate for Director] After serving as the President of a subsidiary in China, Mr. Hideyoshi Yasuda has contributed to strengthening the profitability of the automotive business of the Company as the President of Automotive Products Global Sales Headquarters of the Company. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	Masaaki Iritani (January 4, 1950)  [Outside Director]  [Independent Director]	April 1976 Registered as Attorney (Iritani Law Firm) (current) June 2006 Outside Audit & Supervisory Board Member of the Company April 2008 President of Aichi Bar Association June 2011 Outside Director of the Company (current) July 2016 Chairperson of Aichi Prefectural Public Safety Commission February 2019 Chairperson of Nomination and Remuneration Committee of the Company (current) July 2019 Chairperson of Aichi Prefectural Personnel Commission Office (current) [Significant concurrent positions] President of Iritani Law Firm Chairperson of Aichi Prefectural Personnel Commission Office Outside Director of CHUOSEISAKUSHO, LTD. (Audit & Supervisory Committee Member) Outside Director of AIPHONE CO., LTD. Outside Audit & Supervisory Board Member of Toyo Logistics Co., Ltd.	21,144
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Mr. Masaaki Iritani is a specialist in corporate legal affairs and has served as the President of the Aichi Bar Association and Chairperson of the Aichi Prefectural Personnel Commission Office. He has a distinguished track record encompassing diverse fields. Moreover, with his wealth of experience and deep insight as an attorney, he is expected to facilitate dialogue between Outside Directors, management, and stakeholders including shareholders as a lead Independent Director, and to contribute to ensuring objective and transparent procedures as the Chairperson of the Nomination and Remuneration Committee of the Company. Accordingly, the Company believes that he is a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Iritani and general shareholders, and thus the Company intends to continue his appointment as Independent 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
7	Shigeru Hanagata (October 31, 1950)  [Outside Director] [Independent Director]	April 1973    Joined Mitsui & Co., Ltd. October 1989    President of Mitsui Machinery Sales (U.K.) Ltd. January 1996    President of Subaru Italia S.p.A. February 1999    General Manager of Headquarters Automobile Division No. 2 of Mitsui & Co., Ltd. April 2004    Deputy General Manager of Headquarters Machinery Business Unit of Mitsui & Co., Ltd. April 2006    Executive Officer of Mitsui & Co., Ltd. April 2007    General Manager of Automobile Business Unit of Mitsui & Co., Ltd. April 2009    Managing Executive Officer, General Manager of Chubu Office of Mitsui & Co., Ltd. June 2014    Outside Director of the Company (current) June 2019    Chairperson of Governance Committee of the Company (current)	11,532
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Mr. Shigeru Hanagata served for many years as an Executive Officer of a listed company operating worldwide and has a distinguished track record in corporate management and business operations in Japan and abroad. Moreover, with his wealth of experience and deep insight, he is expected to contribute to the establishment and improvement of corporate and group governance structures of the Group as the Chairperson of the Governance Committee of the Company. Accordingly, the Company believes that he is a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Hanagata and general shareholders, and thus the Company intends to continue his appointment as Independent 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
8	Mariko Miyagi (December 19, 1947)  [Outside Director] [Independent Director]	<p>April 1971 Clinical psychologist, Psychiatric Department of Seibo Hospital</p> <p>April 1991 Professor of Faculty of Management Information of SANNO University</p> <p>August 1997 Visiting Research Fellow of The California State University Graduate School of Education</p> <p>April 2002 Professor of Department of Clinical Psychology, Faculty of Psychology of Risssho University</p> <p>April 2008 Professor of Faculty of Lifelong Learning and Career Studies of Hosei University; Professor of Hosei University Graduate School of Career Studies</p> <p>April 2011 Head of Hosei University Career Center</p> <p>April 2012 Director of the Japanese Society for the Study of Career Education (JSSCE)</p> <p>October 2012 Chairperson of Japanese Association of Industrial Counseling (currently Japanese Association of Career Counseling, JACC)</p> <p>April 2015 Dean of Hosei University Graduate School of Career Studies, Lecturer of Social Psychology of Risssho University Graduate School of Psychology</p> <p>April 2015 Honorary Chairperson of JACC (current)</p> <p>April 2018 President of Career Psychology Research Center (current)</p> <p>June 2018 Outside Director of the Company (current)</p> <p>[Significant concurrent positions] President of Career Psychology Research Center Director of ORIX Miyauchi Foundation Auditor of Ferris Jogakuin Honorary Chairperson of JACC</p>	0
<p>[Reasons for selection as a candidate for Outside Director and expected roles] Ms. Mariko Miyagi previously served as the Professor of the Faculty of Lifelong Learning and Career Studies of Hosei University, Dean of Hosei University Graduate School of Career Studies and in other positions, and has achieved outstanding results in the field of psychology and career design theory. With her wealth of experience in and deep insight into the practice of clinical psychology, education research and organizational management, she is expected to contribute to promoting the enhancement of the working environment for employees and diversity management as a Member of CSR Sustainability Committee of the Company. Accordingly, the Company believes that she is a suitable person for the position of Director of the Company. There was or is no risk of conflict of interest arising between Ms. Miyagi and general shareholders, and thus the Company intends to continue her appointment as Independent Director.</p>			

(Notes)

1. Of the candidates for Director, responsibilities of those who currently serve as Director are described in 3. (1) "Directors' names, positions, and responsibilities and significant concurrent positions" in the "Business Report."
2. Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, who are candidates for Director, are candidates for Outside Director.
3. Mr. Masaaki Iritani, a candidate for Outside Director, is the President of Iritani Law Firm, but there are no special interests between him and the Company.
4. Ms. Mariko Miyagi, a candidate for Outside Director, is the President of Career Psychology Research Center, but there are no special interests between her and the Company.
5. Mr. Masaaki Iritani, a candidate for Outside Director, will have served as an Outside Director of the Company for 12 years at the conclusion of this General Meeting of Shareholders.
6. Mr. Shigeru Hanagata, a candidate for Outside Director, will have served as an Outside Director of the Company for nine years at the conclusion of this General Meeting of Shareholders.
7. Ms. Mariko Miyagi, a candidate for Outside Director, will have served as an Outside Director of the Company for five years at the conclusion of this General Meeting of Shareholders.
8. The Company has entered into an agreement with each of the candidates for Outside Director, namely, Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, to limit their liability to the minimum amount of liability pursuant to Article 427, Paragraph 1 of the Companies Act.
9. To be considered independent, Outside Directors of the Company must satisfy the independence standards prescribed by the financial instruments exchanges. In addition, Outside Directors are required to have a wealth of experience and knowledge and profound insight concerning corporate management and/or a specialized field such as legal affairs and

accounting so that they can vigorously offer constructive recommendations and proposals about the Company's management issues.

10. The Company has concluded a directors and officers liability insurance contract with an insurance company that insures all Directors. The insurance covers damages caused as a result of the insured Directors assuming liability regarding the execution of their duties or receiving claims pertaining to such liability. However, there are certain exemptions; for example, any damage caused by intent or gross negligence shall not be covered. If the candidates are appointed as Director, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.

**[Reference]** Skills Matrix of the Company's Board of Directors (from June 15, 2023)

This matrix lists items of expertise and skills for each Director and Audit & Supervisory Board Member based on the management strategy, plans, etc. of the Company. This is not a complete list of skills and professional insights that Directors and Audit & Supervisory Board Members have.

Position	Name	Expertise and Experience					
		Management	Technology development	Manufacturing/ MONOZUKURI	Finance/ Accounting	Legal/ Risk management	Human resources/ Diversity & Inclusion
Representative Director, President and Chief Executive Officer	Kazushi Shimizu	✓	✓				✓
Director Managing Executive Officer	Shinichi Waku	✓	✓	✓			
Director Managing Executive Officer	Hideo Yamane	✓			✓	✓	✓
Director Managing Executive Officer	Katsuhisa Yano	✓	✓	✓			
Director Managing Executive Officer	Hideyoshi Yasuda	✓		✓			✓
Outside Director	Masaaki Iritani	✓				✓	
Outside Director	Shigeru Hanagata	✓				✓	
Outside Director	Mariko Miyagi	✓					✓
Audit & Supervisory Board Member (full-time)	Takehiro Ohashi	✓	✓	✓			
Audit & Supervisory Board Member (full-time)	Hirohisa Maeda	✓			✓	✓	
Audit & Supervisory Board Member (outside)	Aiko Sekine	✓			✓		✓
Audit & Supervisory Board Member (outside)	Hakaru Hyakushima	✓			✓	✓	
Audit & Supervisory Board Member (outside)	Tatsuko Koike	✓				✓	✓

**Third Item:** Payment of Bonuses to Directors

Taking into consideration the business results for this fiscal year, and in accordance with the recommendation by the Nomination and Remuneration Committee, which is an advisory body to the Board of Directors, the Company proposes to pay bonuses not exceeding 75 million yen to five (5) Directors out of eight (8) Directors, excluding the three (3) Outside Directors, at the end of this fiscal year. The Board of Directors determines the policy on the remuneration of the individual directors and other matters and the outline is stated on pages 36–37. This proposal is deemed appropriate as it is in line with the said policy.