

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.

Security code: 4042

June 1, 2023

Dear Shareholders,

Mamoru Kuwada, Representative director and President
Tosoh Corporation
4560 Kaisei-cho, Shunan City, Yamaguchi Prefecture

Notice of the 124th Ordinary General Meeting of Shareholders

We are pleased to announce the 124th ordinary general meeting of shareholders of Tosoh Corporation (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 124th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

Company website:

<https://www.tosoh.co.jp/ir/stocks/meeting/> (in Japanese)



Matters for which measures for providing information in electronic format are to be taken are described on the above website in addition to the website for posted informational materials for the general meeting of shareholders and the Tokyo Stock Exchange (TSE) website. See below for details.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4042/teiji/> (in Japanese)



Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)



(Access the TSE website by using the internet address shown above, enter “Tosoh” in “Issue name (company name)” or the Company’s securities code “4042” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached reference documents for the general meeting of shareholders and exercise voting rights by 5:00 p.m., Thursday, June 22, 2023 (JST).

- 1. Date** Friday, June 23, 2023, at 10 a.m. Japan Standard Time (reception starts at 9 a.m.)
2. Venue Conference Room in Tosoh Club,
1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

3. Agenda of the meeting

Matters to be reported:

1. Business report and consolidated financial statements for the 124th term (from April 1, 2022 to March 31, 2023), as well as the audit reports of the independent auditors and the board of corporate auditors for the consolidated financial statements
2. Non-consolidated financial statements for the 124th term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal 1:** Election of nine (9) directors
Proposal 2: Election of one (1) corporate auditor
Proposal 3: Election of two (2) substitute corporate auditors

4. Exercising voting rights

1. In the event approval or opposition to a proposal is not indicated on the voting form for exercising voting rights in writing, it will be treated as indication of approval.
2. In the event voting rights are exercised both in writing and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid.
3. If you exercise your voting rights multiple times via the Internet, etc., only the last voting shall be deemed valid.

Discontinuation of distribution of gifts

The Company will discontinue the practice of distributing gifts from this general meeting of shareholders. Your understanding in this matter would be greatly appreciated.

Guide to livestreaming

The general meeting of shareholders will be streamed online via the Internet (video with sound - Japanese only). For more details, please refer to pages 3 and 4.

Notes:

- If any matters to be revised occur in the matters for which measures for providing information in electronic format are to be taken for the general meeting of shareholders, the revised contents will be posted on each of the websites stated on page 1 immediately.
- The Company will not send a notice of resolutions. After the conclusion of the general meeting of shareholders, we will post the resolutions on our website.
- Although the amendment to the Companies Act that went into effect on September 1, 2022 initiated a system of electronic provision of materials for the general meeting of shareholders, the informational materials for the general meeting of shareholders, for this meeting, will be sent uniformly regardless of whether a written request for delivery has been made. Among the matters for which measures for providing information in electronic format are to be taken, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents.
 - (1) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” among Consolidated Financial Statements
 - (2) “Non-Consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the non-consolidated financial statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements provided in the paper-based documents represent part of the documents audited by the independent auditors in preparing the financial audit report and the corporate auditors in preparing the audit report.

- It has not yet been decided whether the same policy as above will be applied to the informational materials for the next and subsequent general meeting of shareholders. We ask for your understanding in advance.
- There will be no gifts provided this year.
- Any changes in the operation of the general meeting of shareholders will be posted on the Company’s website, so please check the website.

Guidance for Livestreaming the General Meeting of Shareholders and Acceptance of Questions in Advance

We will be livestreaming the general meeting of shareholders so that more shareholders can view the proceeding, and we hope you can join.

1. The Company performs livestreaming and accepts questions in advance on the shareholders' portal site

Time and date of publication The shareholders' portal site is scheduled to open on Thursday, June 1, 2023



Site URL <https://v.sokai.jp/4042/2023/tosoh/> (in Japanese)

*QR Code is a registered trademark of DENSO WAVE INCORPORATED.

2. A screen for entering your shareholder number and postcode will be displayed. Enter the information as follows to log in.

Enter your shareholder number and postcode (as of March 31, 2023), read the site terms of use, check the box and click the login button.

3. About the shareholders' portal site

In addition to livestreaming and advance questions, it provides links to the general meeting of shareholders page on the Company's IR site and surveys, etc.

4. Viewing livestreaming

(1) After logging in to the portal site, click "View livestream"

(2) Read the terms of use, check the box for "I agree to the terms of use" and click "Proceed to livestream screen"

Livestreaming schedule **From 10 a.m. Japan Standard Time, Friday, June 23, 2023 until the completion of the agenda**

Notes:

- Only shareholders are authorized to watch the livestream.
- We will do our best not to film the appearance of shareholders in attendance, but they may be unavoidably picked up. We kindly ask for your understanding in advance.
- Please note that depending on the equipment used and the Internet connection environment, shareholders may not be able to watch the video or the video and/or audio may not play properly. We kindly ask for your understanding in advance.
- Shareholders are responsible for communications charges etc. associated with watching livestreaming.
- Please note that the portal site does not support Q&A. We kindly ask for your understanding in advance.
- Please refrain from video recording, audio recording, photographing, saving, providing to third parties, screening, or reproduction of livestreaming video and audio.
- Due to unavoidable circumstances, livestreaming may not be conducted. In that case, we will inform you on our website (<https://www.tosoh.co.jp>) (in Japanese).

Inquiries about livestreaming Inquiries about viewing the livestream on the day of the meeting
PRONEXUS Inc.
0120-970-835

Service hours: From 9 a.m. Japan Standard Time, Friday, June 23, 2023 (day of the general meeting of shareholders until the completion of the agenda)

5. Acceptance of questions in advance

- (1) After logging in to the portal site, click “Ask question in advance”
- (2) Select the question category, enter the content, etc. of your question, read the terms of use, check the box for “I agree to the terms of use” and click “Confirm”
- (3) After checking the content, etc. of the question, click “Send”

Period for accepting questions From Thursday, June 1, 2023 until 6 p.m., Friday, June 16, 2023

Notes on asking questions in advance

- On the day of the general meeting of shareholders, the Company intends to answer those questions from shareholders that are believed to be of interest to shareholders and have content that can be answered by the Company.
- The Company does not provide any assurance that your question will be answered. We are unable to individually respond if we cannot answer. We kindly ask for your understanding in advance.

Streaming after the general meeting of shareholders

If you cannot view the livestream, the Company will post the video footage of the state of the meeting on the website below after the meeting.

<https://www.net-presentations.com/4042/202306s/jldshghs/> (in Japanese)



Release start date: Tuesday, June 27, 2023 (scheduled)

Release end date: Thursday, July 27, 2023 (scheduled)

Guide for Exercising Voting Rights

The exercise of voting rights at the general meeting of shareholders is an important right of shareholders. Please review the attached “Reference documents for the general meeting of shareholders” and exercise voting rights. There are three ways to exercise voting rights.

Shareholders attending the meeting in person



Exercise voting rights by submitting your voting form to reception

Please bring this “Notice of the Ordinary General Meeting of Shareholders” and submit the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person.

Please bring the Voting Rights Exercise Form.

Date and time of the general meeting of shareholders

Friday, June 23, 2023, at 10:00 a.m. Japan Standard Time (reception opens at 9:00 a.m.)

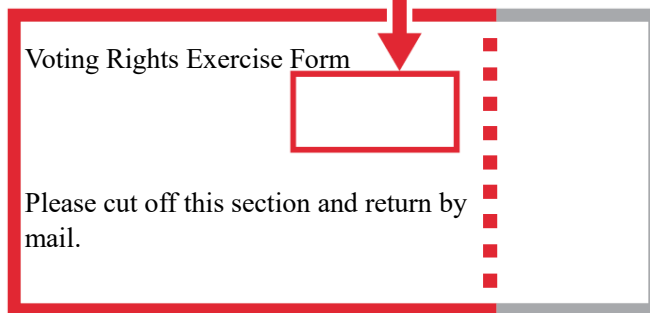
Shareholders not attending the Meeting in person



Exercise voting rights by mail

Please indicate your approval or opposition to each proposal on the enclosed Voting Rights Exercise Form, and then return the form by mail.

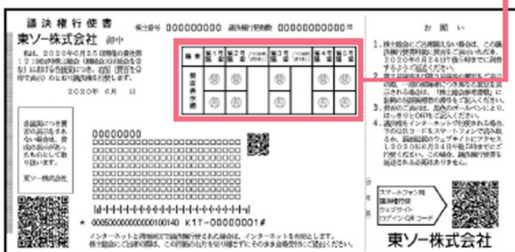
Please indicate your approval or opposition to each proposal.



Voting deadline

Votes must reach us no later than 5:00 p.m., Thursday, June 22, 2023 Japan Standard Time

Guide to fill out the “Voting Rights Exercise Form”



Please indicate your approval or opposition to each proposal here.

Proposals 1 and 3

To approve all candidates..... Write a circle in the “For” field

To oppose all candidates..... Write a circle in the “Against” field

To oppose some of the candidates..... Write a circle in the “For” field and fill in the number of the candidates to oppose on the blank.

Proposal 2

To approve..... Write a circle in the “For” field

To oppose..... Write a circle in the “Against” field

* In the event voting rights are exercised both in writing (post) and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid. In addition, if you exercise your voting rights multiple times via the Internet, etc., only the last vote shall be deemed valid.



Exercise voting rights via the Internet, etc.

Please access the voting website designated by the Company and indicate your approval or opposition to each proposal by following the instructions on the screen.

Voting Website: <https://www.web54.net> (in Japanese)

Voting Deadline

Votes must be done no later than 5:00 p.m., Thursday, June 22, 2023 Japan Standard Time.

Guide for Exercising Voting Rights Electronically via the Internet, etc.

How to scan QR code

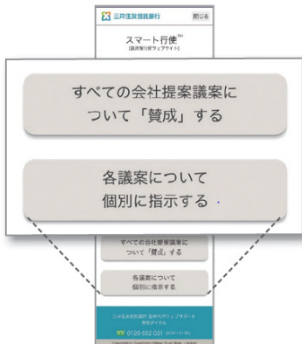
“Smart Vote”

You can log in the voting website by scanning the QR code without entering your voting rights exercise code and password.*



1. Please scan QR code provided at the bottom right of the Voting Rights Exercise Form.

*QR Code is registered trademarks of DENSO WAVE INCORPORATED.



2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

Note that exercising voting rights by using “Smart Vote” method is available only once.

If you need to change your votes after exercising your voting rights, please log in the voting website for a PC by using your voting rights exercise code and password provided on the Voting Rights Exercise Form and exercise your voting rights again.

*If you rescan the QR code, you can access the voting website for a PC.

How to enter voting rights exercise code and password

Voting Website: <https://www.web54.net> (in Japanese)



1. Access the voting website.

Click [Next].



2. Enter your “voting rights exercise code” included in the Voting Rights Exercise Form.

Enter “voting rights exercise code.”

Click [Login].



3. Enter your “password” included in the Voting Rights Exercise Form.

Enter your “initial password.”

Enter the new password that you will actually use.

Click [Register].

4. Please indicate your approval or opposition to each proposal by following the voting instructions on the subsequent screens.

If you have any inquiries about the operation of a PC, a cellular phone or a smartphone, contact the following:

Dedicated Phone Line of Stock Transfer Agency “Web Support,” Sumitomo Mitsui Trust Bank, Limited
Telephone: 0120-652-031 (Toll-free, Japan only)
(Business hours: 9:00 a.m. to 9:00 p.m.)

Exercise of voting rights via the voting rights electronic exercise platform (for institutional investors)

Institutional investors may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Inc. for this general meeting of shareholders as a means of exercising voting rights via the Internet, etc.

Reference documents for the general meeting of shareholders

Proposal 1: Election of nine (9) directors

The terms of office of all nine (9) directors will expire at the conclusion of this meeting.

Accordingly, we propose the election of nine (9) directors.

The candidates for directors are as follows:

No.	Name	Gender	Current position and areas of responsibility in the Company	Tenure (years)	Attendance at board of director's meetings	Candidate attributes
1	Mamoru Kuwada	Male	Representative director President	3 years	15/15	Reappointment
2	Toru Adachi	Male	Director Executive vice president	3 years	15/15	Reappointment
3	Toru Doi	Male	Director Senior vice president	2 years	15/15	Reappointment
4	Akihiro Yoshimizu	Male	Senior vice president	-	-	New Appointment
5	Takahiko Kamezaki	Male	Senior vice president	-	-	New Appointment
6	Tsutomu Abe	Male	External	8 years	15/15	Reappointment External Independent
7	Yoshihiro Hombo	Male	External	3 years	15/15	Reappointment External Independent
8	Mariko Hidaka	Female	External	3 years	15/15	Reappointment External Independent
9	Yukimasa Nakano	Male	-	-	-	New appointment External Independent

New Appointment: Candidates for new appointment

Reappointment: Candidates for reappointment

External: Candidates for external directors

Independent: Independent officer

Note: The attendance to Board of Directors' Meetings of each director candidate is for fifteen (15) Board of Directors' Meetings held between April 2022 and March 2023.

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
1	<p>Reappointment</p> <p>Mamoru Kuwada September 28, 1960 (age 62)</p> <p>Tenure as director 3 years</p> <p>Attendance at board of director's meetings 100% (15/15 meetings)</p>	<p>Apr. 1984 Joined the Company</p> <p>Nov. 2009 General manager of Specialty Materials Production, the Yokkaichi Complex</p> <p>June 2013 Associate director</p> <p>June 2016 Vice president</p> <p>June 2017 Senior vice president</p> <p>June 2020 Director, executive vice president</p> <p>Mar. 2022 Representative director, president (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	21,476
<p>[Reasons for nomination]</p> <p>Mamoru Kuwada has extensive experience in such areas as manufacturing, production technology, construction projects, business administration and facilities administration, and he demonstrates strong leadership in directing and supervising group management. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>			
2	<p>Reappointment</p> <p>Toru Adachi October 16, 1960 (age 62)</p> <p>Tenure as director 3 years</p> <p>Attendance at board of director's meetings 100% (15/15 meetings)</p>	<p>Dec. 1985 Joined the Company</p> <p>June 2016 General manager of Corporate Strategy Vice president</p> <p>June 2019 Senior vice president</p> <p>June 2020 Director, executive vice president (current position)</p> <p>[Current areas of responsibilities]</p> <p>President of the Petrochemical Group and president of the Engineering Group</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	21,210
<p>[Reasons for nomination]</p> <p>Toru Adachi has extensive experience in such areas as accounting, finance, corporate planning and business administration, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
3	Reappointment Toru Doi June 20, 1962 (age 60) Tenure as director 2 years Attendance at board of director's meetings 100% (15/15 meetings)	Apr. 1988 Joined the Company June 2013 General manager of Yokkaichi Research Laboratory, R&D Office Oct. 2014 General manager of Functional Polymers Research Laboratory June 2017 Vice president June 2020 Senior vice president June 2021 Director, senior vice president (current position) [Current areas of responsibilities] General manager of the Research and Development Planning [Significant concurrent positions outside the Company] No significant concurrent positions.	7,118
	<p>[Reasons for nomination] Toru Doi has extensive experience in such areas as research, legal and patents and environment, safety & quality control, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
4	New appointment Akihiro Yoshimizu March 25, 1964 (age 59) Tenure as director - Attendance at board of director's meetings -	Apr. 1986 Joined the Company June 2012 General manager of Caustic Soda & Chlorine Production, Nanyo Complex June 2017 Vice president June 2020 Senior vice president (current position) [Current areas of responsibilities] Senior general manager of the Yokkaichi Complex [Significant concurrent positions outside the Company] No significant concurrent positions.	30,228
	<p>[Reasons for nomination] Akihiro Yoshimizu has extensive experience in such areas as manufacturing, production technology, and facility management, and he contributes to continued safe and stable production and innovation of production technology for the Tosoh Group. The Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
5	<p>New appointment</p> <p>Takahiko Kamezaki August 1, 1963 (age 59)</p> <p>Tenure as director -</p> <p>Attendance at board of director's meetings -</p>	<p>Apr. 1986 Joined the Company</p> <p>June 2019 Senior general manager of the Organic Chemicals Division Vice president</p> <p>June 2022 Senior vice president (current position)</p> <p>[Current areas of responsibilities] President of the Chlor-alkali Group and senior general manager of the Chlor-alkali Division</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions.</p>	3,331
<p>[Reasons for nomination] Takahiko Kamezaki has extensive experience in such areas as sales, overseas operations, and business administration, and he contributes to the continuation and expansion of the Tosoh Group. The Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>			

No.	Name Date of birth	Career summary and position in the Company	Number of the Company's shares held
	<p>Reappointment External Independent</p> <p>Tsutomu Abe June 24, 1945 (age 77)</p> <p>Tenure as director 8 years</p> <p>Attendance at board of director's meetings 100% (15/15 meetings)</p>	<p>July 1969 Joined The Industrial Bank of Japan, Limited</p> <p>June 1997 Director and manager of Corporate Banking Dept. No. 2</p> <p>Apr. 2002 Senior managing director of Mizuho Bank, Ltd.</p> <p>Mar. 2003 Deputy president (representative director)</p> <p>June 2006 Deputy president (representative director) and deputy president executive officer of IBJ Leasing Company, Limited (currently Mizuho Leasing Company, Limited)</p> <p>Apr. 2007 President and CEO</p> <p>Apr. 2013 Director and senior adviser</p> <p>June 2015 External director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions.</p>	<p>12,599</p>
6	<p>[Reasons for nomination and outline of expected roles] Tsutomu Abe has extensive experience in such areas as finance and corporate management, and he provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes he will provide appropriate management supervision through decision-making on important matters, has deemed that he will provide useful advice for sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for external director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
	<p>*1 Tsutomu Abe is a candidate for external director.</p> <p>*2 Tsutomu Abe retired as director and senior advisor of IBJ Leasing Company, Limited (currently Mizuho Leasing Company, Limited) in June 2016. Currently he is not an executive of the said company. The Company has a business relationship for lease of articles, etc. with said company, and the scale of such transactions is less than one percent of the annual consolidated sales of said company.</p> <p>*3 The Company has submitted notice of candidate Tsutomu Abe's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.</p> <p>*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Tsutomu Abe does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 20.</p> <p>*5 The Company has entered into a limitation of liability contract with Tsutomu Abe, who is currently serving as an External Director of the Company. If the candidate is reappointed as director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>		

No.	Name Date of birth	Career summary and position in the Company	Number of the Company's shares held
	<p style="text-align: center;">Reappointment External Independent</p> <p style="text-align: center;">Yoshihiro Hombo March 19, 1957 (age 66)</p> <p style="text-align: center;">Tenure as director 3 years</p> <p style="text-align: center;">Attendance at board of director's meetings 100% (15/15 meetings)</p>	<p>Apr. 1979 Joined Mitsui & Co., Ltd.</p> <p>Apr. 2010 Executive officer</p> <p>Apr. 2012 Managing executive officer</p> <p>Apr. 2014 Senior executive managing officer</p> <p>June 2014 Representative director; senior executive managing officer</p> <p>Apr. 2017 Representative director; executive vice president</p> <p>Apr. 2018 Director</p> <p>June 2018 Counselor</p> <p>Apr. 2019 Vice president and executive officer of VALQUA, LTD.</p> <p>June 2019 Representative director, president & COO (current position)</p> <p>June 2020 External director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Representative director, president & COO of VALQUA, LTD.</p>	2,826
7	<p>[Reasons for nomination and outline of expected roles] Yoshihiro Hombo has extensive experience such as in sales, overseas operations, business supervision and corporate management, and he provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes he will provide appropriate management supervision through decision-making on important matters, has deemed that he will provide useful advice for sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for external director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
<p>*1 Yoshihiro Hombo is a candidate for external director.</p> <p>*2 Yoshihiro Hombo is representative director, president & COO of VALQUA, LTD. There is no business relationship between VALQUA, LTD. and the Company. Yoshihiro Hombo retired as counselor of Mitsui & Co., Ltd., Limited in March 2019. Currently he is not an executive of the said company. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company, and the scale of such transactions is approximately three percent of the annual consolidated sales of the Company.</p> <p>*3 The Company has submitted notice of candidate Yoshihiro Hombo's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.</p> <p>*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Yoshihiro Hombo does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 20.</p> <p>*5 The Company has entered into a limitation of liability contract with Yoshihiro Hombo, who is currently serving as an external director of the Company. If the candidate is reappointed as director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>			

No.	Name Date of birth	Career summary and position in the Company	Number of the Company's shares held
	<p>Reappointment External Independent</p> <p>Mariko Hidaka May 4, 1961 (age 62)</p> <p>Tenure as director 3 years</p> <p>Attendance at board of director's meetings 100% (15/15 meetings)</p>	<p>Apr. 1984 Joined Chuo Audit Corporation</p> <p>Apr. 1987 Registered as certified public accountant</p> <p>July 2000 Partner of Chuo Audit Corporation</p> <p>July 2006 Senior partner of ChuoAoyama Audit Corporation</p> <p>Aug. 2007 Senior partner of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC)</p> <p>June 2020 External director of the Company (current position)</p> <p>Aug. 2020 Representative of Hidaka CPA Office (current position)</p> <p>Jan. 2021 Outside audit and supervisory board member of SBI Sumishin Net Bank, Ltd. (current position)</p> <p>June 2021 External director (Audit and Supervisory Committee member) of KYOKUTO BOEKI KAISHA, LTD. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative of Hidaka CPA Office</p> <p>External director (Audit and Supervisory Committee member) of KYOKUTO BOEKI KAISHA, LTD.</p> <p>Outside audit and supervisory board member of SBI Sumishin Net Bank, Ltd.</p>	468
8	<p>[Reasons for nomination and outline of expected roles]</p> <p>Mariko Hidaka has extensive experience such as in accounting and auditing as well as supporting corporate management, and she provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes she will provide appropriate management supervision through decision-making on important matters, has deemed that she will provide useful advice for sustainable growth of the group and raising corporate value, and therefore proposes her as a candidate for external director. Mariko Hidaka has never been directly involved in the management of a company, except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external director based on the above reasons.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>		
<p>*1 Mariko Hidaka is a candidate for external director.</p> <p>*2 Mariko Hidaka retired as senior partner of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC) in July 2020. Currently she is not an executive of the said company. There is no business relationship between Ernst & Young ShinNihon and the Company. In addition, although the Company has business relationship with KYOKUTO BOEKI KAISHA, LTD., where she concurrently holds a position, there is no special relationship. There is no business relationship between Hidaka CPA Office, which she represents, or SBI Sumishin Net Bank, Ltd., where she holds a concurrent position, and the Company.</p> <p>*3 The Company has submitted notice of candidate Mariko Hidaka's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.</p> <p>*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Mariko Hidaka does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 20.</p> <p>*5 The Company has entered into a limitation of liability contract with Mariko Hidaka, who is currently serving as an external director of the Company. If the candidate is reappointed as director, it is planned that she will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>			

No.	Name Date of birth	Career summary and position	Number of the Company's shares held
9	New appointment External Independent Yukimasa Nakano May 7, 1957 (age 66) Tenure as director - Attendance at board of director's meetings -	Apr. 1982 Joined Onoda Cement Co., Ltd. Apr. 2016 General manager of Kyushu Branch, Taiheiyo Cement Corporation Apr. 2017 Executive officer Apr. 2020 Managing executive officer Apr. 2022 Senior executive officer June 2022 Director, senior executive officer Apr. 2023 Director (current position) [Significant concurrent positions outside the Company] Director of Taiheiyo Cement Corporation	0
	[Reasons for nomination and outline of expected roles] Yukimasa Nakano has extensive experience in accounting, sales, business coordination, corporate management, and other areas. The Company believes he will provide appropriate management supervision through decision-making on matters important for the group, has deemed that he will provide advice beneficial for the sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for external director.		
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.		
*1 Yukimasa Nakano is a candidate for external director.			
*2 Yukimasa Nakano is scheduled to retire as Director of Taiheiyo Cement Corporation in late June 2023. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company, and the scale of such transactions is approximately 1% of the annual consolidated sales of the Company.			
*3 The Company is scheduled to designate Yukimasa Nakano as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange.			
*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Yukimasa Nakano does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 20.			
*5 If Yukimasa Nakano is elected as Director, it is planned that he will enter into a limitation of liability contract with the Company as an external director. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.			

Note: The respective ages stated for the candidates are current as of the sending of this notice of the ordinary general meeting of shareholders.

Summary of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract as prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, whereby insureds are compensated for the amount of damages and litigation expenses in cases where the insured receives a claim for damages arising from actions of the insureds in the execution of their duties. However, damages caused by acts performed by insureds while recognizing that they violate the law or criminal acts by insureds will not be covered.

Directors, corporate auditors, executive officers, and associate directors of the Company and its registered subsidiaries are insured parties under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If each candidate for director in Proposal 1 is appointed as director, he or she will become an insured under said insurance contract.

In addition, said insurance contract is renewed in May of each year upon resolution of the board of directors.

Proposal 2: Election of one (1) corporate auditor

The term of office of corporate auditor, Kouji Kawamoto, will expire at the conclusion of this meeting. Accordingly, we propose the election of one (1) corporate auditor.

The board of corporate auditors has consented to this proposal.

The candidates for corporate auditor are as follows:

Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
New appointment Satoru Yonezawa May 24, 1962 (age 61)	Apr. 1986 Joined the Company June 2011 Manager of Control, Advanced Materials Division June 2013 General manager of Finance June 2017 Vice president June 2020 Senior vice president	15,312
Tenure as corporate auditor -	June 2022 Director, executive vice president (current position) [Current areas of responsibilities]	
Attendance at board of director's meetings 100% (12/12 meetings)	Manager of Corporate Control & Accounting [Significant concurrent positions outside the Company] No significant concurrent positions.	
[Reasons for nomination] Satoru Yonezawa has extensive experience in accounting, finance, overseas operations, business management, and other areas, and based on this experience, the Company has deemed that he will be able to appropriately audit the execution of duties of directors, and therefore proposes him as a candidate for corporate auditor. [Special interest between candidate and the Company] The candidate has no special interests in the Company.		
*1 If Satoru Yonezawa is elected as corporate auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.		

- Notes: 1. The age stated for Satoru Yonezawa is current as of the sending of this notice of the ordinary general meeting of shareholders.
2. In addition, Satoru Yonezawa assumed the office as director in June 2022 and has been attending board of director's meetings held after taking office.

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Directors, corporate auditors, executive officers, and associate directors of the Company and its registered subsidiaries are insured parties under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If Satoru Yonezawa in Proposal 2 is appointed as corporate auditor, he will become an insured under said insurance contract.

In addition, said insurance contract is renewed in May of each year upon resolution of the board of directors.

[Reference] Skill Matrix of Officers (including candidates)

(*The following list does not represent all the attributes of each officer.)

Officer		Corporate Management	Finance Accounting	Legal Compliance Risk Management	Sales Marketing	Manufacturing R&D Technology	International experience Diversity	Human Resources Labor	Environment Society
Director	Mamoru Kuwada	○			○	○		○	○
	Toru Adachi	○	○	○	○			○	
	Toru Doi	○		○		○			○
	Akihiro Yoshimizu	○				○			○
	Takahiko Kamezaki	○			○		○		
	Tsutomu Abe	○	○		○		○		
	Yoshihiro Hombo	○	○		○		○	○	
	Mariko Hidaka	○	○				○	○	
	Yukimasa Nakano	○	○		○		○		
	Corporate auditor	Satoru Yonezawa	○	○	○			○	
Makoto Okayama		○	○	○	○				
Tetsuya Teramoto		○		○	○	○			
Tsuneyasu Ozaki				○	○			○	

Proposal 3: Election of two (2) substitute corporate auditors

The validity of the assignment of substitute corporate auditor ends at the start of this meeting. Therefore, we propose the election of two (2) substitute corporate auditors in advance in case the number of corporate auditors is less than that provided for in laws and regulations.

The Company proposes Yojiro Takahashi as a substitute for Satoru Yonezawa, corporate auditor, and Kenta Nagao as a substitute for Makoto Okayama, Tetsuya Teramoto, and Tsuneyasu Ozaki, external corporate auditors, on the condition that Proposal 2 “Election of one (1) corporate auditor” is approved.

If either of the substitute corporate auditors can legally assume the office as corporate auditor, Yojiro Takahashi will assume the office as corporate auditor.

The board of corporate auditors has consented to this proposal.

The candidates for substitute corporate auditors are as follows:

No.	Name Date of birth	Career summary	Number of the Company’s shares held
1	Yojiro Takahashi February 10, 1951 (age 72)	Apr. 1975 Joined the Company June 2002 Group leader of Raw Materials & Fuel Operations, Purchasing & Logistics June 2004 President of Tosoh America, Inc. June 2005 Associate director President of Tosoh America, Inc., deputy senior general manager, Electronic Materials Division of the Company June 2009 General manager, Human Resources of the Company June 2011 Senior managing director of Tosoh Logistics Corporation June 2014 Standing corporate auditor of Tohoku Tosoh Chemical Co., Ltd. [Significant concurrent positions outside the Company] No significant concurrent positions.	20,894
[Reasons for nomination] Yojiro Takahashi has experience as an associate director of the Company, and as a director and corporate auditor of group companies, and based on this experience, the Company has deemed that he will be able to appropriately audit the execution of duties of directors, and therefore proposes him as a candidate for substitute corporate auditor.			
[Special interest between candidate and the Company] The candidate has no special interests in the Company.			
*1 Yojiro Takahashi is a candidate for substitute corporate auditor. *2 If Yojiro Takahashi assumes the office as corporate auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.			

No.	Name Date of birth	Career summary	Number of the Company's shares held
2	External Independent Kenta Nagao December 25, 1958 (age 64)	Oct. 1986 Joined Chuo Audit Corporation	0
		Aug. 1990 Registered as certified public accountant	
		Dec. 1995 Retired from Chuo Audit Corporation	
		July 1997 Registered as certified public tax accountant	
		Aug. 2011 Managing partner of Growing Tax Corporation (current position)	
		[Significant concurrent positions outside the Company] Managing partner of Growing Tax Corporation External auditor of Ascot Corp. External auditor of SUSMED, Inc.	
		[Reasons for nomination] Kenta Nagao has expertise and a wealth of experience as a certified public accountant as well as a certified public tax accountant. As such, he is believed capable of appropriately carrying out audits of the execution of duties of directors, and therefore proposes him as a candidate for substitute external corporate auditor.	
		[Special interest between candidate and the Company] The candidate has no special interests in the Company.	
		*1 Kenta Nagao is a candidate for substitute external corporate auditor. *2 Kenta Nagao is currently a managing partner of Growing Tax Corporation. There is no business relationship between Growing Tax Corporation and the Company. *3 If Kenta Nagao assumes the office as corporate auditor, the Company is scheduled to designate him as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange. *4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenta Nagao does not fall into any of the restrictions under such criteria, and thus has been selected as candidate for independent substitute external corporate auditor. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 20. *5 If Kenta Nagao assumes the office as corporate auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.	

Note: The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

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Directors, corporate auditors, executive officers, and associate directors of the Company and its registered subsidiaries are insured parties under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If each candidate for substitute corporate auditor in Proposal 3 assumes the office as corporate auditor, he will become an insured person under said insurance contract.

In addition, said insurance contract is renewed in May of each year upon resolution of the board of directors.

(Reference) Criteria for the Independence of External Directors/Corporate Auditors of Tosoh Corporation

The Company has set out the following “Criteria for the Independence of External Directors/Corporate Auditors,” whereby a candidate who does not fall under any of the restrictions in such criteria is considered to meet such criteria.

- (1) A person who served as executive director, executive officer, vice president or otherwise as employee of the Company or its subsidiaries in the past ten years
- (2) Executive director, executive officer or vice president of an entity whose main business partner is the Company (a business partner that provides products or services to the Company and whose transaction amount is equivalent to more than two percent of the total annual consolidated sales in the most recent fiscal year)
- (3) Executive director, executive officer or vice president of a major business partner of the Company (a business partner for which the Company provides products or services and whose transaction amount is equivalent to more than two percent of the total annual consolidated sales of the Company in the most recent fiscal year)
- (4) A person who receives cash or other property benefit equivalent to an amount of 10 million yen or more per annum from the Company as a consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who has fallen under any restriction from (2) to (4) above in the past three years, and
- (6) A relative within the second degree of kinship of a person who falls under any restriction from (1) to (5) above

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