

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.

(Securities code: 8158)

June 2, 2023

(Date of commencement of measures for electronic provision: May 26, 2023)

To Shareholders with Voting Rights:

Ryuji Mezaki
President and Chief Executive Officer
SODA NIKKA CO., LTD.
3-6-2, Nihonbashi, Chuo-ku,
Tokyo, Japan

Notice of the 76th Annual General Meeting of Shareholders

We are pleased to inform you that the 76th Annual General Meeting of Shareholders (the “Meeting”) of SODA NIKKA CO., LTD. (the “Company,” or collectively with its subsidiaries, the “Group”) will be held for the purposes described below.

When convening the Meeting, the Company has taken measures for providing information in electronic format (the “measures for electronic provision”) and has posted matters subject to the measures for electronic provision as “Notice of the 76th Annual General Meeting of Shareholders” on the following Company website:

The Company website: <https://www.sodanikka.co.jp/english/ir/meeting.html>

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

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

To view the information, please access the website above, input the Company name or securities code, and click on “Search,” and then click on “Basic information” and select “Documents for public inspection/PR information.”

If you are not attending the Meeting, you may exercise your voting rights in writing or via the internet, so please review the Reference Documents for the General Meeting of Shareholders posted on matters subject to the measures for electronic provision and exercise your voting rights by 5:20 p.m. on Wednesday, June 21, 2023 (Japan time) following the guidance below.

1. **Date and time:** Thursday, June 22, 2023 at 10:00 a.m. Japan time
2. **Venue:** 4F, Conference Center, Bellesalle Tokyo Nihonbashi, Tokyo Nihonbashi Tower at 2-7-1, Nihonbashi, Chuo-ku, Tokyo, Japan
* Please note the floor is different from the last year.
3. **Purpose of the Meeting:**
Matters to be reported:
 1. Business report, consolidated financial statements for the 76th fiscal year (April 1, 2022 to March 31, 2023) and results of audits of the consolidated financial statements by the accounting auditor and the Audit and Supervisory Board
 2. Non-consolidated financial statements for the 76th fiscal year (April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal 1:** Election of 7 Members of the Board
- Proposal 2:** Election of 1 Audit and Supervisory Board Member
- Proposal 3:** Revision of Amount of Remuneration for Members of the Board
- Proposal 4:** Determination of Amount and Details of Performance-linked Stock Remuneration for Members of the Board

- Effective from the Meeting, in consideration of fairness to those shareholders who are able to attend the Meeting and those who are not, we have decided to discontinue the distribution of souvenirs to those shareholders who attend the Meeting. We would appreciate your understanding in this matter.
- The staff members who will be running the venue on the day of the Meeting will continue to wear masks after thoroughly checking their physical condition, including body temperatures, before responding to you.
- If you are attending the Meeting in person, please hand in the enclosed Voting Rights Exercise Form at the reception desk.

You can also exercise your voting rights for the General Meeting of Shareholders in writing or via the internet, etc.

If you exercise your voting rights using both the Voting Rights Exercise Form and the internet, etc., the exercise of your voting rights via the internet, etc. shall prevail regardless of the arrival date of the Voting Rights Exercise Form.

In addition, if you exercise your voting rights multiple times via the internet, etc., only the last voting right exercised shall be deemed as valid.

[Disclosure on the Company website]

Any revisions to the matters subject to the measures for electronic provision will be posted on the websites stated above.








Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 7 Members of the Board

The terms of office of all Members of the Board (6 in all) will expire at the conclusion of this Meeting. In order to further strengthen the management structure, the Company proposes to increase the number of Members of the Board by one and to elect 7 Members of the Board.


The candidates of Members of the Board are as follows:


No.	Name		Positions, responsibilities at the Company and significant concurrent positions	Attendance at the Board of Directors meetings
1	 Takahiko Nagasu	Reappointment	Chairman Chairman of Member of the Board (Part-time), Notsu Zensuke Shoten, Co., Ltd.	100% (15/15 times)
2	 Ryuji Mezaki	Reappointment	President and Chief Executive Officer	100% (11/11 times)
3	 Yasuyuki Matsuo	New appointment	Senior Managing Executive Officer Division Manager, Corporate Planning Division and responsible for Corporate Unit	—
4	 Jun Ikeda	Reappointment Outside Independent	Outside Member of the Board Outside Director, Nishimatsu Construction Co., Ltd.	100% (15/15 times)
5	 Yuji Furukawa	Reappointment Outside Independent	Outside Member of the Board Chairman, The Resona Foundation For Small And Medium Enterprise Promotion Outside Director, WATANABE SATO CO., LTD.	100% (15/15 times)
6	 Yoshihiro Nishiyama	New appointment Outside Independent	Corporate Adviser, TOHO TITANIUM CO., LTD.	—
7	 Mariko Matsumura	New appointment Outside Independent	Partner, Shinwa Sogo Law Offices Outside Statutory Auditor, Fund Creation Group Co., Ltd. Outside Member of the Board, Meiji Holdings Co., Ltd.	—


The Board of Directors of the Company shall elect candidates of Members of the Board after consulting with the Nomination and Remuneration Committee. In consideration of personalities and insights possessed by each individual from among a broad range of diverse human resources, the Board elects those who are deemed capable of fulfilling the roles and responsibilities of Members of the Board as qualified candidates. Candidates of Outside Members of the Board shall satisfy the requirements for independent directors as stipulated by the Companies Act and Tokyo Stock Exchange, Inc. In addition, the Company emphasizes their deep insight and abundant experience necessary for supervising over and providing advice to the Company's management in a candid, active and constructive manner. They are also required to be judged as involving no risk of conflict of interest with general shareholders.


No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="268 589 448 622">Reappointment</p> <p data-bbox="236 663 480 725">Takahiko Nagasu (December 22, 1957)</p> <p data-bbox="228 757 491 943">Attendance at the Board of Directors meetings in the fiscal year under review 100% (15/15)</p> <p data-bbox="236 981 480 1144">Term of office as Member of the Board (at the conclusion of this Meeting) 13 years</p>	<p data-bbox="501 293 1219 1041"> April 1982 Joined the Company April 2005 General Manager, Chemical Materials Department I June 2010 Member of the Board and Operating Officer, Deputy Director, Chemical Materials Sales Division April 2011 Member of the Board and Operating Officer, Deputy Director, Corporate Planning Division April 2012 Member of the Board and Operating Officer, Deputy Director, Corporate Planning Division and General Manager, Overseas Group, Business Strategy Unit May 2012 President April 2018 President Supervisor of Overseas Business and General Manager, Overseas Division June 2021 President and Chief Executive Officer May 2022 Chairman of Member of the Board (part-time), Notsu Zensuke Shoten, Co., Ltd. (to present) April 2023 Chairman, the Company (to present) June 2023 Chairman of Member of the Board (part-time), NIHON HOWSOW Co., Ltd. (to be appointed) </p> <p data-bbox="501 1048 1031 1144"> Significant concurrent positions Chairman of Member of the Board (part-time), Notsu Zensuke Shoten, Co., Ltd. </p>	127,700
<p data-bbox="228 1160 1422 1406"> Reasons for candidacy as Member of the Board Takahiko Nagasu has abundant experience and achievements in a wide range of fields including the chemical materials business, overseas business, corporate planning and business strategies. He has the personality and insight fit for a manager of the Company and has fulfilled his responsibilities as President since May 2012 and as Chairman since April 2023. The Company has decided to renominate him as a candidate for Member of the Board based on the judgment that he would be able to utilize his experience and insight to appropriately supervise the management of the entire Group and contribute to sustainable growth and increased corporate value. </p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Ryuji Mezaki (July 8, 1963) Attendance at the Board of Directors meetings in the fiscal year under review 100% (11/11) Term of office as Member of the Board (at the conclusion of this Meeting) 1 year	April 1987 Joined the Company April 2011 General Manager, Paper Pulp Sales Department April 2016 Branch Manager, Osaka Sales Office April 2019 Operating Officer, General Manager, Corporate Planning Office and in charge of IR April 2020 Operating Officer, General Manager, Corporate Planning Division , General Supervisor of Go forward Project and in charge of promoting the Medium-term Management Plan April 2021 Senior Managing Officer Director, Corporate Planning Division, General Supervisor of Go forward Project and in charge of promoting the Medium-term Management Plan Go forward Stage 2 April 2022 Operating Officer Director, Finance and Accounting Division and in charge of formulating the next Medium-term Management Plan and promoting Go forward June 2022 Member of the Board, Operating Officer Director, Finance and Accounting Division and in charge of formulating the next Medium-term Management Plan and promoting Go forward April 2023 President and Chief Executive Officer (to present)	18,657
<p>Reasons for candidacy as Member of the Board Ryuji Mezaki has abundant experience and achievements in a wide range of fields including chemical materials business, corporate planning, business strategies and financial policy. He has the personality and insight fit for a manager of the Company, and has fulfilled his responsibilities as President and Chief Executive Officer since April 2023. The Company has decided to renominate him as a candidate for Member of the Board based on the judgment that he would be able to utilize his experience and insight to appropriately supervise the management of the entire group and contribute to sustainable growth and increased corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <div style="border: 1px solid black; padding: 2px; display: inline-block;">New appointment</div> Yasuyuki Matsuo (July 2, 1965) Attendance at the Board of Directors meetings in the fiscal year under review – Term of office as Member of the Board (at the conclusion of this Meeting) –	April 1990 Joined the Company April 2011 General Manager, Sales Department I January 2016 General Manager, Chemical Materials Department I and Environmental Chemicals Department April 2016 Operating Officer, General Manager, Chemical Materials Segment, and Director, Basic Chemical Materials Sales Division April 2019 Operating Officer, Branch Manager, Osaka Sales Office April 2021 Senior Managing Officer, Branch Manager, Kansai Head Office April 2023 Senior Managing Executive Officer (to present) Division Manager, Corporate Planning Division and responsible for Corporate Unit (to present)	13,525
Reasons for candidacy as Member of the Board Yasuyuki Matsuo has abundant experience and achievements in the sales field including chemical materials business, as well as the personality and insight fit for a manager of the Company. The Company has decided to nominate him as a candidate for Member of the Board based on the judgment that he would be able to utilize his experience and insight to appropriately supervise the management of the entire group and contribute to sustainable growth and increased corporate value.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p style="text-align: center;"> Outside Independent Reappointment </p> <p style="text-align: center;"> Jun Ikeda (February 28, 1952) </p> <p> Attendance at the Board of Directors meetings in the fiscal year under review 100% (15/15) </p> <p style="text-align: center;"> Term of office as Member of the Board (at the conclusion of this Meeting) 7 years </p>	<p> April 1976 Joined Mitsubishi Corporation December 1998 General Manager, Commodity Chemicals Dept., Mitsubishi International Corporation, New York, U.S.A. May 2003 Corporate Strategy & Planning Dept. and Business Development Dept., Mitsubishi Corporation April 2005 Division COO, Advanced Sciences & Technologies Division April 2006 Executive Officer June 2009 President, Mitsubishi Shoji Foodtech Co., Ltd. November 2012 Representative Director & President, Mitsubishi Corporation Life Sciences Limited President and CEO, KOHJIN Life Sciences Co., Ltd. June 2016 Outside Member of the Board of the Company (to present) Outside Director, Nishimatsu Construction Co., Ltd. (to present) </p> <p> Significant concurrent position Outside Director, Nishimatsu Construction Co., Ltd. </p>	0
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Jun Ikeda has long been engaged in management of trading firms and other corporations and has abundant experience and achievements as a manager, as well as an outside director of other companies. He also has actively participated in the meetings of the Board of Directors and the Nomination and Remuneration Committee, and has played appropriately as an Outside Member of the Board in improving the supervisory function of the Board of Directors and incorporating outside opinions into the management of the Group. The Company requests his reelection as an Outside Member of the Board based on the judgement that he will continue to contribute to strengthening the supervisory function over the Board of Directors meetings of the Company. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p style="text-align: center;"> Outside Independent Reappointment </p> <p style="text-align: center;">Yuji Furukawa (September 24, 1961)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (15/15)</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) 4 years</p>	<p>April 1984 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>March 2009 Executive Officer, Resona Bank, Limited</p> <p>April 2012 Managing Executive Officer</p> <p>April 2013 Representative Director, Vice President and Executive Officer</p> <p>April 2014 Director and Executive Officer, Resona Bank, Limited</p> <p> Executive Officer, Saitama Resona Bank, Limited</p> <p> Representative Executive Officer, Resona Holdings, Inc.</p> <p>June 2014 Director and Representative Executive Officer, Resona Holdings, Inc.</p> <p>April 2017 Director, Resona Holdings, Inc.</p> <p> President, Resona Kessai Service Co., Ltd.</p> <p>June 2017 Chairman, The Resona Foundation For Small And Medium Enterprise Promotion (to present)</p> <p>June 2019 Outside Member of the Board of the Company (to present)</p> <p>June 2020 Outside Director, WATANABE SATO CO., LTD. (to present)</p> <p>Significant concurrent positions Chairman, The Resona Foundation For Small And Medium Enterprise Promotion Outside Director, WATANABE SATO CO., LTD.</p>	0
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Yuji Furukawa has long been engaged in management of a bank and other corporations and has abundant experience and achievements as a manager, as well as an outside director of other companies. He also has actively participated in the meetings of the Board of Directors and the Nomination and Remuneration Committee, and has played appropriately as an Outside Member of the Board in improving the supervisory function of the Board of Directors and incorporating outside opinions into the management of the Group. The Company requests his reelection as an Outside Member of the Board based on the judgement that he will continue to contribute to strengthening the supervisory function over the Board of Directors meetings of the Company. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 <p data-bbox="256 577 459 689"> Outside Independent New appointment </p> <p data-bbox="236 730 480 797">Yoshihiro Nishiyama (September 24, 1955)</p> <p data-bbox="228 826 488 949">Attendance at the Board of Directors meetings in the fiscal year under review —</p> <p data-bbox="228 1014 488 1149">Term of office as Member of the Board (at the conclusion of this Meeting) —</p>	<p data-bbox="504 293 1214 360">April 1978 Joined Nippon Mining Co., Ltd. (currently JX Nippon Mining & Metals Corporation)</p> <p data-bbox="504 367 1214 568">April 2013 Executive Managing Officer, Deputy General Manager, Metals Group, in charge of Planning Department, JX Nippon Mining & Metals Corporation Executive Managing Officer, Pan Pacific Copper Co., Ltd.</p> <p data-bbox="504 575 1214 736">June 2013 Director, Japan Korea Joint Smelting Co., Ltd. Director and Executive Managing Officer, JX Nippon Mining & Metals Corporation Director and Executive Managing Officer, Pan Pacific Copper Co., Ltd.</p> <p data-bbox="504 743 1214 1016">June 2014 General Manager, Metals Group, JX Nippon Mining & Metals Corporation Director and Deputy Chief Executive Officer, Pan Pacific Copper Co., Ltd. President and Representative Director, Japan Korea Joint Smelting Co., Ltd. President and Representative Director, Hibi Kyodo Smelting Co., Ltd.</p> <p data-bbox="504 1023 1214 1090">June 2015 President, Representative Director and Chief Executive Officer, Pan Pacific Copper Co., Ltd.</p> <p data-bbox="504 1097 1214 1187">January 2016 Director, Senior Vice President, General Manager, Metals Group, JX Nippon Mining & Metals Corporation</p> <p data-bbox="504 1193 1214 1261">June 2017 President and Representative Director, TOHO TITANIUM CO., LTD.</p> <p data-bbox="504 1267 1214 1301">June 2021 Corporate Adviser (to present)</p> <p data-bbox="504 1308 1214 1375">June 2023 Outside Director, Shindengen Electric Manufacturing Co., Ltd. (to be appointed)</p> <p data-bbox="504 1382 1214 1449">Significant concurrent position Corporate Adviser, TOHO TITANIUM CO., LTD.</p>	1,000
<p data-bbox="225 1478 1414 1751">Reasons for candidacy as Outside Member of the Board and expected roles Yoshihiro Nishiyama has long been engaged in management of manufacturing companies, and has abundant experience and achievements as a manager. The Company requests his election as an Outside Member of the Board based on the expectation that he will contribute to strengthening the supervisory function over the Board of Directors meetings of the Company and bring in third-party opinions to the management of the Group. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	 <p style="text-align: center;"> Outside Independent New appointment </p> <p>Mariko Matsumura (September 24, 1959)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review —</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) —</p>	<p>April 1988 Admitted to the bar in Japan as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Braun Moriya Hoashi & Kubota</p> <p>February 1994 Joined Ryudo Sogo Law Offices</p> <p>January 2006 Joined Shinwa Sogo Law Offices as Partner (to present)</p> <p>February 2017 Outside Statutory Auditor, Fund Creation Group Co., Ltd. (to present)</p> <p>June 2018 Outside Member of the Board, Meiji Holdings Co., Ltd. (to present)</p> <p>May 2019 Outside Corporate Auditor, Adastria Co., Ltd.</p> <p>April 2022 President, Dai-Ichi Tokyo Bar Association Vice-President, Japan Federation of Bar Associations</p> <p>June 2023 Outside Audit & Supervisory Board Member, Komatsu Ltd. (to be appointed)</p> <p>Significant concurrent positions Partner, Shinwa Sogo Law Offices Outside Statutory Auditor, Fund Creation Group Co., Ltd. Outside Member of the Board, Meiji Holdings Co., Ltd.</p>	0
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Mariko Matsumura has been practicing law for many years, and has extensive knowledge and experience in legal matters. The Company requests her election as an Outside Member of the Board based on the expectation that she will contribute to strengthening the supervisory function over the Board of Directors meetings of the Company and bring in third-party opinions to the management of the Group. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Jun Ikeda, Yuji Furukawa, Yoshihiro Nishiyama and Mariko Matsumura are candidates for Outside Members of the Board.
3. Yoshihiro Nishiyama is to retire from Corporate Adviser of TOHO TITANIUM CO., LTD. in June 2023.
4. The name of Mariko Matsumura on the family register is Mariko Hosoi.
5. Jun Ikeda will have served as the Company's Outside Member of the Board for 7 years at the conclusion of this Meeting.
Yuji Furukawa will have served as Outside Members of the Board for 4 years at the conclusion of this Meeting.
6. Pursuant to provisions of Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the Company has entered into agreements with both Jun Ikeda and Yuji Furukawa to limit their liability stipulated in Article 423, Paragraph 1 of the Act to the amount stipulated by laws and regulations. If they are elected in this proposal and they take office, the Company intends to

extend these agreements. Also, if both Yoshihiro Nishiyama and Mariko Matsumura are elected in this proposal and they take office, the Company intends to enter into similar agreements with them.

7. The Company has filed both Jun Ikeda and Yuji Furukawa as independent directors as stipulated by Tokyo Stock Exchange, Inc. Also the Company has filed both Yoshihiro Nishiyama and Mariko Matsuura as independent directors as stipulated by Tokyo Stock Exchange, Inc., so they will be independent directors if they are elected as proposed.
8. The Company has entered into a directors and officers liability insurance contract to insure all of its Members of the Board. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties of a Member of the Board or receives a claim related to the pursuit of such liability during the coverage period. The Company plans to renew the insurance policy to include all the candidates as the insured, if each candidate is elected as a Member of the Board.

(Reference) Skill matrix of Members of the Board


- Expertise and experience possessed by Members of the Board are as follows.

Name	Expertise and experience					
	Corporate management and management strategy	Personnel affairs and human resources development	Finance, accounting and capital policy	Internal control and governance	Legal affairs, compliance and risk management	International perspective
Takahiko Nagasu	●	●	●	●	●	●
Ryuji Mezaki	●		●	●		
Yasuyuki Matsuo	●			●		
Jun Ikeda	●			●	●	●
Yuji Furukawa	●	●	●	●		
Yoshihiro Nishiyama	●			●	●	●
Mariko Matsumura				●	●	

Proposal 2: Election of 1 Audit and Supervisory Board Member

The term of office of Audit and Supervisory Board Member Hiroyasu Tsuchiya will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of 1 Audit and Supervisory Board Member.

The Company has obtained the consent of the Audit and Supervisory Board regarding this proposal. The candidate for Audit and Supervisory Board Member is as follows:




Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
 <p style="text-align: center;"> Outside Independent Reappointment </p> <p>Hiroyasu Tsuchiya (January 29, 1961)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (15/15)</p> <p>Attendance at the Audit and Supervisory Board meetings in the fiscal year under review 100% (12/12)</p> <p>Term of office as Audit and Supervisory Board Member (at the conclusion of this Meeting) 16 years</p>	<p>April 1992 Registered as Certified Public Accountant (to present)</p> <p>May 1993 Registered as Certified Public Tax Accountant (to present)</p> <p>June 2007 Audit and Supervisory Board member of the Company (to present)</p> <p>June 2008 General Representative, mahoroba Audit Corporation (to present)</p> <p>Significant concurrent position General Representative, mahoroba Audit Corporation</p>	13,765

Reasons for candidacy as Audit and Supervisory Board Member
 Hiroyasu Tsuchiya has abundant knowledge and experience in finance and other areas as a certified public accountant and tax accountant, and has an audit function independent of the Company's management team. Judging from these characteristics, the Company has selected him as a candidate for Audit and Supervisory Board Member. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.

Notes:

1. There are no special interests between the candidate and the Company.
2. Hiroyasu Tsuchiya will have served as the Company's Outside Audit and Supervisory Board Member for 16 years at the conclusion of this Meeting.
3. Pursuant to provisions of Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the Company has entered into agreement with Hiroyasu Tsuchiya to limit his liability stipulated in Article 423, Paragraph 1 of the Act to the amount stipulated by laws and regulations. If he is elected in this proposal and he takes office, the Company intends to extend this agreement.
4. The Company has filed Hiroyasu Tsuchiya as an independent auditor as stipulated by Tokyo Stock Exchange, Inc., he will be independent director if he is elected as proposed.
5. The Company has entered into a directors and officers liability insurance contract to insure all of its Audit and Supervisory Board Members. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties of an Audit and Supervisory Board Member or receives a claim related to the pursuit of such liability during the coverage period. If Hiroyasu Tsuchiya is elected as an Audit and Supervisory Board Member, he will be an insured party under the agreement.

(Reference) Composition of the Audit and Supervisory Board after the election (planned)

Candidate	Name	Current positions in the Company	Attendance at the Board of Directors/Audit and Supervisory Board meetings in the fiscal year under review			
–	 Takahiro Miyamoto	Audit & Supervisory Board Member Auditor-secretary (part-time), SODA NIKKA TRADING (SHANGHAI) CO., LTD.	Board of Directors meetings 100% (15/15) Audit and Supervisory Board meetings 100% (10/10)			
●	 Hiroyasu Tsuchiya <div style="display: inline-block; vertical-align: middle; margin-left: 10px;"> <table border="1" style="border-collapse: collapse;"> <tr><td style="padding: 2px;">Reappointment</td></tr> <tr><td style="padding: 2px;">Outside</td></tr> <tr><td style="padding: 2px;">Independent</td></tr> </table> </div>	Reappointment	Outside	Independent	Outside Audit and Supervisory Board Member General Representative, mahoroba Audit Corporation	Board of Directors meetings 100% (15/15) Audit and Supervisory Board meetings 100% (12/12)
Reappointment						
Outside						
Independent						
–	 Makoto Kikuchi <div style="display: inline-block; vertical-align: middle; margin-left: 10px;"> <table border="1" style="border-collapse: collapse;"> <tr><td style="padding: 2px;">Outside</td></tr> <tr><td style="padding: 2px;">Independent</td></tr> </table> </div>	Outside	Independent	Outside Audit and Supervisory Board Member	Board of Directors meetings 100% (15/15) Audit and Supervisory Board meetings 100% (12/12)	
Outside						
Independent						

Note: The term of office of Audit and Supervisory Board Members of the Company is four years. Takahiro Miyamoto was appointed and assumed office at the 75th Annual General Meeting of Shareholders held in June 2022. Makoto Kikuchi was appointed and assumed office at the 74th Annual General Meeting of Shareholders held in June 2021.

Proposal 3: Revision of Amount of Remuneration for Members of the Board

The amount of the Company's remuneration for Members of the Board was approved at the 59th Annual General Meeting of Shareholders held on June 23, 2006 to be within 250 million yen per annum, taking into consideration the abolition of the officer's retirement bonuses plan, subject to the approval of the proposed amendments to the Articles of Incorporation regarding the change in the number of Members of the Board, and remains the same to date. At that time, there was no track record of paying remuneration to Outside Members of the Board, and the remuneration limit for Outside Members of the Board was not clarified. Since the Company has paid remuneration to Outside Members of the Board who have been elected and assumed office since the 66th Annual General Meeting of Shareholders held on June 25, 2013, the Company proposes the additional approval to revise the amount of remuneration for Members of the Board to be within 250 million yen (of which, the amount of remuneration for Outside Members of the Board to be within 60 million yen) per annum, retroactive to June 25, 2013.

This revision is to set the amount of remuneration for Outside Members of the Board to be within 60 million yen per annum, and does not aim to revise the total amount of remuneration for Members of the Board including other Members of the Board. Expectations for Outside Members of the Board to supervise executive Members of the Board from an objective perspective and from the standpoint of shareholders have become stronger. In light of these duties and responsibilities, the Board of Directors considers the details of the revisions proposed this time to be appropriate. In addition, the amount of remuneration for Members of the Board does not include the employee salary portion paid to Members of the Board concurrently serving as employees as before. Currently, the number of Members of the Board is 6 (of which, the number of Outside Members of the Board is 3). If Proposal 1 is approved and passed as originally proposed, the number of Members of the Board will be 7 with 4 Outside Members of the Board.

Proposal 4: Determination of Amount and Details of Performance-linked Stock Remuneration for Members of the Board

1. Reasons for the proposal and rationale for the proposed remuneration plan

The Company's remuneration for Members of the Board consists of "basic remuneration," "performance-linked remuneration," and "transfer-restricted share-based remuneration." This time, the Company proposes the approval for the introduction of a new performance-linked stock remuneration plan using a trust (hereinafter referred to as the "Plan") for Members of the Board of the Company (excluding Outside Members of the Board, as stated below). The Company also proposes that the Board of Directors be entrusted with the details of the Plan, provided that they fall within the scope stated below. Furthermore, subject to the approval of this Proposal as originally proposed, the remuneration limit for "transfer-restricted share-based remuneration," which was approved at the 72nd Annual General Meeting of Shareholders held on June 25, 2019, shall be abolished, and no further allotment of transfer-restricted shares shall be made thereafter.

The Plan aims to raise awareness among Members of the Board of contributing to the improvement of business performance and the enhancement of corporate value over the medium- to long-term by further clarifying the link between the remuneration of Members of the Board and the business performance and share value of the Company to have Members of the Board share the benefits and risks of fluctuations in the share price with shareholders, and to provide Members of the Board with incentives to continuously enhance the corporate value even after the issuance of shares by placing transfer restrictions on shares to be issued to Members of the Board until they retire from office.

The payment of performance-linked stock remuneration under this Proposal shall be made separately from the maximum amount of remuneration for Members of the Board (within 250 million yen per annum, excluding the employee salary portion paid to Members of the Board concurrently serving as employees), which was approved at the 59th Annual General Meeting of Shareholders held on June 23, 2006, and the payment of remuneration under the Plan shall be made to Members of the Board (excluding Outside Members of the Board, the same shall apply hereinafter) who are in office for a period of four years from the day following the date of conclusion of this Annual General Meeting of Shareholders to the date of conclusion of the Annual General Meeting of Shareholders to be held in June 2027 (hereinafter referred to as the "Eligible Period") (provided, however, the Eligible Period may be extended as stated in 2. (2) below).

The purpose of introduction of the Plan is as stated above. The Company established the policy for determining the details of individual remuneration, etc. for Members of the Board at the Board of Directors meeting held on February 15, 2021, the outline of which is as described on pages 31 and 32 of the Business Report, and resolved at the Board of Directors meeting held on April 17, 2023 to revise the said policy as described at the end of this Proposal, subject to the approval of this Proposal as originally proposed at this Meeting.

The details of this Proposal are necessary and reasonable to pay remuneration, etc. in line with the policy after such revision, and accordingly, the Company believes that they are reasonable.

If the Proposal 1 "Election of 7 Members of the Board" is approved and passed as originally proposed, the number of Members of the Board eligible for the Plan will be 3.

* If this Proposal is approved and passed as originally proposed, the Company plans to introduce the same stock remuneration plan to Executive Officers who have entered into a delegation agreement with the Company.

2. Amount and details, etc. of remuneration, etc. under the Plan

(1) Overview of the Plan

The Plan is a stock remuneration plan where a trust established by a monetary contribution made by the Company (hereinafter referred to as the "Trust") will acquire the shares of the Company's common stock (hereinafter referred to as the "Company's Shares"), and the Company's Shares corresponding to the number of points to be granted to each Member of the Board by the Company will be issued to each Member of the Board through the Trust (provided, however, as described in 3. below, such shares shall be

subject to transfer restrictions by the conclusion of a transfer restriction agreement between the Company and each Member of the Board).

In principle, the Company's Shares will be issued to Members of the Board at certain times in each fiscal year during the trust period.

(a) Persons eligible for the Plan	Members of the Board of the Company (excluding Outside Members of the Board)
(b) Eligible Period	From the day following the date of conclusion of this Annual General Meeting of Shareholders to the date of conclusion of the Annual General Meeting of Shareholders to be held in June 2027
(c) Maximum amount the Company shall contribute as funds for acquiring the Company's Shares that are required for issuance to eligible persons in (a) during the Eligible Period (four years) in (b)	240 million yen in total
(d) Acquisition method of the Company's Shares	Via the method of disposal of treasury shares, or via the method of acquisition from the exchange market (including after-hours trading)
(e) Maximum number of points to be granted to eligible persons in (a)	100,000 points per fiscal year
(f) Criteria for granting points	Points are granted according to the position of the Member of the Board, level of achievement of business performance goal, etc.
(g) Timing of issuance of the Company's Shares to eligible persons in (a)	At certain times in each fiscal year during the trust period
(h) Transfer restriction period in the transfer restriction agreement as set forth in 3. below	From the date of issuance of the Company's Shares to the date of retirement (*)

*For the purpose of this Proposal, "retirement" means to cease to be a Member of the Board and Executive Officer of the Company.

(2) Maximum amount of the Company's monetary contribution

The first trust period of the Trust shall be approximately four years. During the Eligible Period, the Company shall contribute money, with a maximum of 240 million yen in total, which will be used as funds for acquiring the Company's Shares, which are required under the Plan for issuance to Members of the Board, as remuneration for Members of the Board in office during the Eligible Period. The Company will designate Members of the Board who satisfies certain requirements as beneficiaries, and establish the Trust. Using the money entrusted by the Company as capital, the Trust shall acquire the Company's Shares via the method of the Company's disposal of its treasury shares, or via the method of acquisition from the exchange market (including after-hours trading).

(Note) In addition to the abovementioned funds for acquiring the Company's Shares, the actual amount of money that the Company shall entrust to the Trust is a sum that includes estimates of necessary fees such as trust fees and trust administrator compensation. Furthermore, as mentioned above, if the same stock remuneration plan is introduced for Executive Officers who have entered into a delegation agreement with the Company, the Company shall also entrust funds required for acquiring the Company's Shares that will be issued to Executive Officers under the said plan.

Furthermore, the Eligible Period may be stipulated and extended for a period within five years, whenever necessary, through a decision made by the Board of Directors of the Company and in line with this, the trust period of the Trust may be extended (including a case when the trust period is effectively extended due to trust assets being transferred from the Trust to another trust that was established by the

Company for the same purpose as the Trust, the same shall apply hereinafter) to continue the Plan. In such a case, during the said extended Eligible Period, the Company shall additionally contribute to the Trust an amount derived by multiplying 60 million yen by the number of years extended as a maximum amount, as additional funds for acquiring the Company's Shares required for issuance to Members of the Board through the Plan, and continue granting points and issuing the Company's Shares as stated in (3) below.

(3) Calculation method and maximum number of the Company's Shares to be issued to Members of the Board

(a) Method of granting points to Members of the Board, etc.

In accordance with the share issuance regulations stipulated by the Board of Directors of the Company, the Company shall grant points to each Member of the Board according to his/her position, level of achievement of business performance goal, etc. on the point granting day (in principle, in every fiscal year) stipulated in the share issuance regulations during the trust period.

However, the maximum number of points that the Company shall grant to Members of the Board shall be 100,000 points in total per fiscal year.

(b) Issuance of the Company's Shares according to the number of points granted

Members of the Board shall receive the issuance of the Company's Shares, according to the number of points granted to them in (a) above, and by following the procedures in (c) below. One point shall correspond to one Company's Share. However, in the case of an occurrence of events in which it is considered reasonable to adjust the number of the Company's Shares per point, such as a share split or a consolidation of shares, etc. of the Company's Shares, reasonable adjustments shall be made to the number of the Company's Shares per point according to the split ratio or consolidation ratio, etc.

(c) Issuance of the Company's Shares to Members of the Board

Each Member of the Board shall acquire beneficial interests in the Trust and receive the issuance of the Company's Shares as stated in (b) above through the Trust every fiscal year during the trust period, in principle, subject to the conclusion of a transfer restriction agreement with the Company as described in 3. below and other prescribed procedures.

However, if the Company's Shares in the Trust is converted into money, such as when an application for a tender offer of the Company's Shares in the Trust is made and the transaction is settled, money (the amount of such conversion) may be delivered in place of the Company's Shares.

(4) Exercise of voting rights

Based on the orders of the trust administrator, who is independent of the Company and its officers, all voting rights of the Company's Shares in the Trust shall not be exercised. By employing such a method, the Company aims to ensure the neutrality of the Company's management regarding the exercise of voting rights of the Company's Shares in the Trust.

(5) Treatment of dividends

Dividends from the Company's Shares in the Trust shall be accepted by the Trust, and used as funds for acquiring the Company's Shares or as trust fees paid to trustees associated with the Trust, etc.

3. Transfer restriction agreement relating to the Company's Shares to be issued to Members of the Board

In issuing the Company's Shares, as described in 2. (3) (b) above, the Company and each Member of the Board shall enter into a transfer restriction agreement that includes the following details (hereinafter referred to as the "Transfer Restriction Agreement") (each Member of the Board shall receive the issuance of the Company's Shares on the condition that he/she shall enter into the Transfer Restriction Agreement).

However, the Company's Shares to be issued on and after the retirement day of a Member of the Board shall not be subject to the transfer restrictions. In addition, for a certain ratio of the Company's Shares, the Company may deliver money in place of the Company's Shares, provided that the Company has sold and converted funds for tax obligations, such as income tax withheld, into money in the Trust, for the purpose of withholding tax.

(1) Transfer restriction period

A Member of the Board shall not transfer, establish a security interest on, or otherwise dispose of (hereinafter referred to as the “Transfer Restrictions”) the shares issued through the Plan (hereinafter referred to as the “Issued Shares”), during the period from the date of issuance (or, if a Member of the Board receives more than one issuance, from the date of each issuance) until he/she retires from office (hereinafter referred to as the “Transfer Restriction Period”).

During the Transfer Restriction Period, Members of the Board shall manage the Issued Shares in the account at the brokerage firm designated by the Company, for the purpose of managing them separately from shares they already hold.

(2) Acquisition of the Issued Shares without consideration

(a) If a Member of the Board attempts to transfer, establish a security interest on, or otherwise dispose of all or part of the Issued Shares in violation of (1) above, the Company shall rightfully acquire all of the Issued Shares without consideration.

(b) If a Member of the Board falls under any of the following items during the Transfer Restriction Period, the Company shall rightfully acquire all of the Issued Shares without consideration at the time when he/she falls under each of the said items.

- i) if a Member of the Board is sentenced to imprisonment or a heavier sentence
- ii) if a petition is filed for the commencement of bankruptcy proceedings, civil rehabilitation proceedings, or other similar proceedings against a Member of the Board
- iii) if a Member of the Board retires from office due to reasons other than expiration of his/her term of office, mandatory retirement, death, or other justifiable reasons

(c) If a Member of the Board falls under any of the following items during the Transfer Restriction Period, the Company shall rightfully acquire all of the Issued Shares (however, in the case of ii), if it is determined that it is reasonable to acquire a portion of the Issued Shares, only such portion of the Issued Shares) without consideration, by notifying him/her in writing that the Company shall acquire the Issued Shares without consideration, at the time of the arrival of such notice to him/her.

- i) when the Board of Directors of the Company determines that a Member of the Board has been engaged in a business that competes with the business of the Company or the Group, or has assumed the position of an officer or employee of a corporation or other organization that competes with the business of the Company or the Group (excluding cases when the written approval of the Company has been obtained in advance)
- ii) when the Board of Directors of the Company determines that a Member of the Board has violated in any material respect any laws and regulations, internal regulations of the Company or the Group, or the Transfer Restriction Agreement, or other cases where the Board of Directors of the Company determines that it is appropriate for the Company to acquire the Issued Shares without consideration
- iii) when the Board of Directors of the Company determines that the conduct of a Member of the Board has defamed the Company or the Group or caused a significant damage to the Company or the Group

(3) Handling in cases of organizational restructuring, etc.

Notwithstanding (1) above, if, during the Transfer Restriction Period, any of the following items is approved at a General Meeting of Shareholders (at a meeting of the Board of Directors for ii) when the approval of the General Meeting of Shareholders is not required, and for vi)) (provided, however, only when the date specified in each following item (hereinafter referred to as the “Effective Date of Organizational Restructuring, etc.”) falls prior to the expiration date of the Transfer Restriction Period), the Transfer Restrictions on the Issued Shares shall be lifted as of the time immediately preceding the business day before the Effective Date of Organizational Restructuring, etc.

- i) a merger agreement under which the Company becomes the disappearing company: effective date of the merger

- ii) an absorption-type company split agreement or incorporation-type company split plan under which the Company becomes the split company (only when the Company delivers to the shareholders of the Company all or part of the consideration for the company split to be delivered as a result of such company split on the effective date of the company split): effective date of the company split
- iii) a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary: effective date of the share exchange or share transfer
- iv) consolidation of shares (only when the Issued Shares held by each Member of the Board become only fractions of less than one share as a result of the consolidation of shares): effective date of the consolidation of shares
- v) acquisition of all of the shares of the Company's common stock subject to the class-wide call provided for in Article 108, Paragraph 1, Item 7 of the Companies Act: acquisition day stipulated in Article 171, Paragraph 1, Item 3 of the Companies Act
- vi) demand for cash-out for shares of the Company's common stock (refers to demand for cash-out stipulated in Article 179, Paragraph 2 of the Companies Act): acquisition day stipulated in Article 179-2, Paragraph 1, Item 5 of the Companies Act

(4) Other matters determined by the Board of Directors

In addition to the above, the method of manifestation of intent and notification in the Transfer Restriction Agreement, the method of revision of the Transfer Restriction Agreement, and other matters determined by the Board of Directors shall be the contents of the Transfer Restriction Agreement.

End

<Reference> Policy for determining the Company's remuneration, etc. for Members of the Board for the 77th fiscal year (FY2023) and subsequent fiscal years

The policy for determining the Company's individual remuneration, etc. for Members of the Board (including matters relating to delegation of authority) for the 77th fiscal year (FY2023) and subsequent fiscal years are as follows. If this Proposal is approved, the remuneration limit for transfer-restricted share-based remuneration, which was approved at the 72nd Annual General Meeting of Shareholders held on June 25, 2019, will be abolished and the Plan will be introduced, as stated above. However, since shares to be issued under the Plan is subject to the transfer restrictions, remuneration under the Plan is hereinafter stated as "transfer-restricted share-based remuneration."

<Matters relating to determination policy>

A. Basic policy

The basic policy with regard to the Company's remuneration for Members of the Board is to create a remuneration system that is linked to shareholder interests so that it functions sufficiently as an incentive to continuously enhance corporate value, and to set appropriate levels of remuneration based on each responsibility when determining remuneration for individual Members of the Board.

B. Remuneration system

The Company's remuneration for Members of the Board (excluding Outside Members of the Board) consists of fixed remuneration, performance-linked remuneration, and transfer-restricted share-based remuneration, and remuneration for Outside Members of the Board with management oversight functions consists solely of fixed remuneration in view of their duties.

(1) Fixed remuneration shall be monthly remuneration consisting of an oversight or executive salary or both, and paid in accordance with the regulations determined based on comprehensive consideration of positions and responsibilities of Members of the Board as well as other companies' standard, the Company's business performance, and the level of employee salaries, and the details are reviewed as appropriate based on reports of the Nomination and Remuneration Committee in response to changes in the environment.

(2) Performance-linked remuneration shall be cash remuneration reflecting business performance indicators, aiming at raising awareness of improving business performance each fiscal year, and paid as bonuses to officers at a certain time each year, in principle, taking into consideration the degree of achievement of consolidated operating profit and other targets for each fiscal year, in accordance with the regulations stated in (1) above. Such business performance indicators and their targets are reviewed as appropriate based on reports of the Nomination and Remuneration Committee in response to changes in the environment.

(3) Transfer-restricted share-based remuneration shall consist of a fixed portion and a performance-linked portion as stock remuneration with transfer restrictions until Members of the Board retire, aiming at providing them with incentives to continuously enhance the corporate value as well as promoting further value sharing with shareholders, and, in principle, shall be paid at a certain time each year in accordance with the regulations stated in (1) above. In making payment of the performance-linked portion of remuneration, the degree of achievement of ROE and relative TSR and other targets during the evaluation period are taken into consideration, and such business performance indicators and their targets are reviewed as appropriate based on reports of the Nomination and Remuneration Committee in response to changes in the environment. In addition, the Company shall acquire shares allotted to a Member of the Board without consideration in the event he/her falls under certain categories in which the allotted shares shall be acquired by the Company without consideration, and details of transfer-restricted share-based remuneration are reviewed as appropriate based on reports of the Nomination and Remuneration Committee in response to changes in the environment.

(4) With regard to the ratios of each type of remuneration for Members of the Board, each type of remuneration is weighted based on remuneration levels using companies of a similar business scale operating in related industries and business types as the Company as a benchmark, and these are examined by the Nomination and Remuneration Committee. The Board of Directors respects the content of the report by the Nomination and Remuneration Committee, and determines the details of individual remuneration, etc. for Members of the Board within the range of the ratios of each type of remuneration indicated in the report.

<Matters relating to delegation of authority>

The President and Chief Executive Officer of the Company shall be delegated authority to determine specific details of bonuses to officers (performance-linked remuneration) in accordance with a resolution of the Board of Directors. The content of such authority is to distribute evaluations based on the performance of responsibilities of each Member of the Board. In order to properly execute such authority, the President and Chief Executive Officer shall consult the Nomination and Remuneration Committee concerning the draft, obtain its report, and make a decision in accordance with the details of the report.

End