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Securities Code: 7917

June 5, 2023

(Start date of providing information in electronic format: May 26, 2023)

To our shareholders:

Eishi Fuyama
Representative Director, President
FUJIMORI KOGYO CO., LTD.
1-1-1 Koishikawa, Bunkyo-ku, Tokyo

Notice of the 93rd Annual General Meeting of Shareholders

You are cordially informed of the 93rd Annual General Meeting of Shareholders of FUJIMORI KOGYO CO., LTD. (the “Company”). The meeting will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken 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 has posted the information on the Company’s website as “Notice of the 93rd Annual General Meeting of Shareholders.” Please access one of the following websites to view the information.

Company’s website <https://www.zacros.co.jp/gsm/2023-03/>

Website for posted informational materials for the general meeting of shareholders
<https://d.sokai.jp/7917/teiji/>

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet.

Please examine the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5:15 p.m. on Monday, June 19, 2023 (JST).

1. Date and Time: Tuesday, June 20, 2023, at 10:00 a.m. (JST)
(Reception will open at 9:20 a.m.)

2. Venue: FUJIMORI KOGYO CO., LTD. Head Office
22nd Floor, Bunkyo Garden Gate Tower
1-1-1 Koishikawa, Bunkyo-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports for Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee, for the 93rd fiscal year (from April 1, 2022 to March 31, 2023)
2. Non-consolidated Financial Statements for the 93rd fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 3: Election of One Director Who Is an Audit and Supervisory Committee

Member
Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory
Committee Member

4. Handling of votes:

- (1) If shareholders duplicate the vote, such as by exercising the voting rights both via the Internet and in writing, we will consider only the Internet vote to be valid.
- (2) If you exercise voting rights several times via the Internet, only your final vote shall be deemed effective.
- (3) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you indicated your approval.

- If you attend the meeting, we request that you submit the enclosed voting form to the reception at the meeting.
- If any revisions are made to the matters for which measures for providing information in electronic format are to be taken, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the website for posted informational materials for the general meeting of shareholders provided above (in Japanese only). Paper-based documents stating matters for which measures for providing information in electronic format are to be taken are sent to shareholders who have requested the delivery of paper-based documents; however, those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 16, paragraph (2) of the Company's Articles of Incorporation.
 - (i) "Systems for Ensuring the Properness of Business Activities and the Outline of the Operation of the Systems" in the Business Report
 - (ii) "Statement of Changes in Consolidated Shareholders' Equity, etc." and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Statement of Changes in Shareholders' Equity, etc." and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in those documents are part of the documents audited by the Financial Auditor and the Audit and Supervisory Committee in the course of preparing their respective Audit Reports.

- If any revisions are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements, the Company will post such revisions on the Company's website in Japanese only.

[Company's website]

<https://www.zacros.co.jp>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company regards improving the return of profit to shareholders and return on equity as one of its top priorities and, concerning profit distribution, has a basic policy of paying dividends in a stable and continuous manner while taking into account the dividend payout ratio, dividend on equity ratio, etc. according to the growth in business performance.

In accordance with this policy, the Company proposes to pay year-end dividends for the 93rd fiscal year as follows: As the Company has already paid an interim dividend of ¥42 per share, the annual dividend will be ¥84 per share.

Year-end dividends

(1) **Type of dividend property**

cash

(2) **Allotment of dividend property and their aggregate amount**

¥42 per common share of the Company

Total dividends: ¥790,049,568

(3) **Effective date of dividends of surplus**

June 21, 2023

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire upon the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of six Directors.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Directors are eligible.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1	Akihiko Fujimori	Representative Director, Chairman Reelection	93% (14/15)
2	Nobuhiko Fujimori	Representative Director, Vice Chairman Reelection	100% (15/15)
3	Eishi Fuyama	Representative Director, President Reelection	100% (15/15)
4	Taku Shimoda	Senior Vice President, Head of Corporate Strategy & Planning New election	—
5	Michihiko Sato	Director and Senior Executive Officer In Charge of Administration Division General Manager of General Affairs Dept. Reelection	100% (11/11)
6	Norihiro Kusaka	Senior Managing Director of FUJIMORI SANGYO CO., LTD. New election	—

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Akihiko Fujimori (January 2, 1944)</p> <p>Reelection</p> <p>Number of years in office as a Director 37 years</p> <p>Attendance at Board of Directors meetings 14/15 (93%)</p>	<p>Aug. 1969 Joined the Company</p> <p>Jan. 1977 Representative Senior Managing Director of FUJIMORI SANGYO CO., LTD.</p> <p>June 1983 Representative Director, President of KYOWA KOGYO CO., LTD.</p> <p>June 1986 Managing Director and General Manager of Planning Head Office of the Company</p> <p>June 1988 Senior Managing Director and General Manager of Sales Head Office</p> <p>June 1990 Representative Senior Managing Director</p> <p>June 1991 Representative Director, President</p> <p>Jan. 1999 General Manager of Functional Materials Division</p> <p>Apr. 2002 General Manager of Business Planning Department</p> <p>Oct. 2013 Representative Director, Chairman (current position)</p>	452,500 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Akihiko Fujimori has served as Representative Director, President of the Company and has extensive experience and achievements as a corporate manager. Furthermore, since assuming office as Representative Director, Chairman, he has led the management of the Group and made every effort to enhance corporate value of the Company. Therefore, the Company believes that he will continue contributing to the management of the Company and has nominated him as a candidate for Director.</p>			
2	<p>Nobuhiko Fujimori (July 31, 1959)</p> <p>Reelection</p> <p>Number of years in office as a Director 35 years</p> <p>Attendance at Board of Directors meetings 15/15 (100%)</p>	<p>Jan. 1987 Joined Nikka Ltd. Director and General Manager of Management Planning Office</p> <p>June 1988 Director of the Company</p> <p>Apr. 1989 Managing Director of Nikka Ltd.</p> <p>Mar. 1991 Representative Director, President of KYOWA KOGYO CO., LTD.</p> <p>Apr. 1992 Representative Director, President of Nikka Ltd.</p> <p>Apr. 1994 Representative Director, President of Fujimori PlaChemical Co., Ltd.</p> <p>June 2002 Director and Chairman</p> <p>June 2002 Representative Director, Vice President in charge of Overseas Business of the Company</p> <p>Apr. 2003 General Manager of International Department</p> <p>Oct. 2013 Representative Director in charge of Overseas Department</p> <p>June 2014 Representative Director, Vice Chairman (current position)</p>	533,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Nobuhiko Fujimori has served as Representative Director, Vice President of the Company and has extensive experience and achievements as a corporate manager. Furthermore, since assuming office as Representative Director, Vice Chairman, he has led the management of the Group and made every effort to enhance corporate value of the Company. Therefore, the Company believes that he will continue contributing to the management of the Company and has nominated him as a candidate for Director.,</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p>Eishi Fuyama (February 4, 1954)</p> <p>Reelection</p> <p>Number of years in office as a Director 15 years</p> <p>Attendance at Board of Directors meetings 15/15 (100%)</p>	<p>Apr. 1977 Joined the Company</p> <p>Apr. 1998 General Manager of Numata Plant, Functional Materials Division</p> <p>Feb. 2003 General Manager of R&D Center</p> <p>Apr. 2003 Executive Officer and General Manager of R&D Center</p> <p>June 2005 Representative Director, President of MATSUYA CELLOPHANE CO., LTD.</p> <p>June 2007 Executive Officer and General Manager of Healthcare Supply Business Division of the Company</p> <p>Apr. 2008 General Manager of Life Science Business Division</p> <p>June 2008 Director of the Company</p> <p>Apr. 2009 General Manager of Life Science Business Head Office</p> <p>June 2011 General Manager of Packaging Division</p> <p>Oct. 2011 Managing Director</p> <p>June 2012 Senior Managing Director</p> <p>Oct. 2013 Representative Director, President (current position)</p> <p>Dec. 2022 Head of Environmental Solutions Business Unit</p>	15,002 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Eishi Fuyama has contributed to the growth of the Group in the Wellness, Environmental Solution Business Division and other areas of the Company for many years. Furthermore, since assuming office as Representative Director, President, he has led the management of the Group and made every effort to enhance corporate value of the Company. Therefore, the Company believes that he will continue contributing to the management of the Company and has nominated him as a candidate for Director.</p>			
4	<p>Taku Shimoda (August 12, 1972)</p> <p>New election</p> <p>Number of years in office as a Director -</p> <p>Attendance at Board of Directors meetings -</p>	<p>Aug. 2010 Joined the Company</p> <p>Aug. 2018 General Manager of Business Planning Department, Advanced Medical Business Promotion Department</p> <p>June 2019 Executive Officer and General Manager of Advanced Medical Business Promotion Department</p> <p>June 2021 Director and Senior Executive Officer</p> <p>Oct. 2021 Head of Wellness Business Unit</p> <p>June 2022 Senior Vice President (current position)</p> <p>Apr. 2023 Head of Corporate Strategy & Planning (current position)</p>	9,100 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Taku Shimoda has extensive experience in new business planning and overseas business, and has demonstrated outstanding leadership in enhancing corporate value through the expansion of the advanced medical business in the Wellness Business Division on a global basis. Therefore, the Company believes that going forward, he will further contribute to the overall management including the management planning and has nominated him as a candidate for new Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Michihiko Sato (December 10, 1964)</p> <p>Reelection</p> <p>Number of years in office as a Director 1 year</p> <p>Attendance at Board of Directors meetings 11/11 (100%)</p>	<p>June 2015 Seconded from Mizuho Bank, Ltd.</p> <p>Jan. 2016 Acting General Manager of Adhesive Materials Solution Division</p> <p>June 2016 Joined the Company, Executive Officer</p> <p>Aug. 2016 General Manager of Adhesive Materials Solution Division</p> <p>Oct. 2020 General Manager of Display Components Division</p> <p>May 2021 General Manager of General Affairs Dept. (current position)</p> <p>June 2021 Senior Executive Officer, in charge of Administration Division</p> <p>June 2022 Director and Senior Executive Officer, in charge of Administration Division (current position)</p>	2,568 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>Michihiko Sato has extensive experience in financial, human resources and general affairs business. He has played an appropriate role in contributing to the enhancement of the Company's corporate value by making decisions on important management matters and supervising the execution of operations, etc. and made every effort to enhance corporate value of the Company. Therefore, the Company believes that he will continue contributing to the management of the Company and has nominated him as a candidate for Director.</p>		
6	<p>Norihiro Kusaka (June 2, 1982)</p> <p>New election</p> <p>Number of years in office as a Director -</p> <p>Attendance at Board of Directors meetings -</p>	<p>Oct. 2016 Joined FUJIMORI SANGYO CO., LTD.</p> <p>Apr. 2019 Deputy General Manager of Chemical Products Division, FUJIMORI SANGYO CO., LTD.</p> <p>June 2019 Director, FUJIMORI SANGYO CO., LTD.</p> <p>June 2021 Senior Managing Director, FUJIMORI SANGYO CO., LTD. (current position)</p>	1,248 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>Norihiro Kusaka has extensive experience in the construction industry. Furthermore, he has led the management of a Group company FUJIMORI SANGYO CO., LTD. as Senior Managing Director and contributed to the Company's consolidated business performance. Therefore, the Company believes that he will further contribute to the Group as a whole and has nominated him as a candidate for new Director. Please note that he is scheduled to assume the position of President and Representative Director of FUJIMORI SANGYO CO., LTD. on June 7, 2023.</p>		

- (Notes) 1. Norihiro Kusaka serves concurrently as Senior Managing Director of FUJIMORI SANGYO CO., LTD., which is a subsidiary company of the Company and has a business relationship with the Company that includes the sale of products. There is no special interest between any of the other candidates and the Company.
2. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy whose content is summarized below. Each of the candidates for Director is already an insured under the policy. If each candidate is elected and assumes the office as Director, they will continue to be the insureds of the policy. The policy is scheduled to be renewed in October 2023.
- [Summary of the Policy]
- (i) Scope of insureds
Officers of the Company and affiliated companies in which the Company holds more than 50% of their shares (including Directors, Directors who are Audit and Supervisory Committee Members, Auditors, etc. and those appointed after the policy was issued)
 - (ii) Actual portion of insurance premiums borne by the insureds
Insurance premiums are borne in full by the Company, and the insureds do not bear any of the premiums.
 - (iii) Summary of insurance incidents covered
The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability.
 - (iv) Measures to ensure that the proper performance of duties of officers, etc., is not impaired

However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality of the insureds.

Proposal No. 3: Election of One Director Who Is an Audit and Supervisory Committee Member

Eizo Kobayashi, Director who is an Audit and Supervisory Committee Member, has expressed his intention to resign from the position at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member. Pursuant to the provision of Article 20, paragraph (3) of the Articles of Incorporation, the term of office of the Director who is an Audit and Supervisory Committee Member elected will expire at the end of the term of office of the retiring Director, i.e., at the conclusion of the annual general meeting of shareholders for the last fiscal year ending within two years after Jun 17, 2022.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Satoko Takeuchi (March 17, 1975)</p> <p>New election</p> <p>Number of years in office as an outside Director who is an Audit and Supervisory Committee Member -</p> <p>Attendance at Board of Directors meetings -</p> <p>Attendance at Audit and Supervisory Committee meetings -</p>	<p>Apr. 1997 Joined ForeSight & Company</p> <p>May 2006 Joined DeNA Co., Ltd.</p> <p>Dec. 2007 Joined ForeSight & Company</p> <p>Apr. 2016 Junior Associate Professor of Business Breakthrough University</p> <p>Apr. 2017 Director of ForeSight & Company (current position)</p> <p>Oct. 2017 Director of Association for Testing Problem Solving Capabilities (current position)</p> <p>Oct. 2022 Associate Professor of Business Breakthrough University (current position)</p>	<p>0 shares</p>
<p>[Reasons for nomination as candidate for outside Director and outline of expected role]</p> <p>Satoko Takeuchi has many years of experience and a high level of expertise in business strategy and human resource development as a management consultant. The Company has nominated her as a candidate for outside Director because it expects that she will utilize her extensive knowledge and experience in the management, audits, etc. of the Company. The Company judges she will appropriately fulfill her duties as an Outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>		

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Satoko Takeuchi is a candidate for outside Director. She satisfies the requirements for an independent officer as prescribed by the Tokyo Stock Exchange. The Company has submitted notification to Tokyo Stock Exchange, Inc. that she is an independent officer, on the assumption that her election will be approved and she will assume the position of outside Director who is an Audit and Supervisory Committee Member.
 3. If her election is approved, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and Article 31 of the Company's Articles of Incorporation. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy whose content is summarized below. If the candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, she will be the insured of the policy. The policy is scheduled to be renewed in October 2023.

[Summary of the Policy]

(i) Scope of insureds

Officers of the Company and affiliated companies in which the Company holds more than 50% of their shares (including Directors, Directors who are Audit and Supervisory Committee Members, Auditors, etc. and those appointed after the policy was issued)

(ii) Actual portion of insurance premiums borne by the insureds

Insurance premiums are borne in full by the Company, and the insureds do not bear any of the premiums.

(iii) Summary of insurance incidents covered

The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability.

(iv) Measures to ensure that the proper performance of duties of officers, etc., is not impaired

However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality of the insureds.

[Skill Matrix]

Name	Corporate Management	Manufacturing Development	Sales Marketing	Financing Accounting Judicial Affairs	Environment ESG	Internationalization Diversity
Akihiko Fujimori	○	○	○		○	
Nobuhiko Fujimori	○		○	○		○
Eishi Fuyama	○	○			○	○
Taku Shimoda	○	○	○			○
Michihiko Sato			○	○	○	○
Norihiro Kusaka	○	○	○		○	
Manabu Sakai	○	○		○	○	
Jenny Chang	○		○	○		○
Satoko Takeuchi			○	○	○	○

*The above list shows four areas of expertise and experience of each Director and candidate for Director that the Company considers to be particularly important.

Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The validity of the election of Toyo Tanaka who was elected as a Substitute Director who is an Audit and Supervisory Committee Member at the 91st Annual General Meeting of Shareholders held on June 18, 2021 will expire at the beginning of this meeting. Accordingly, the Company requests approval for the election of one Substitute Director who is an Audit and Supervisory Committee Member in order to prepare for a lack in the number of Directors who are Audit and Supervisory Committee Members required by laws and regulations.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Substitute Director who is an Audit and Supervisory Committee Member are as follows:

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Toyo Tanaka (January 12, 1971)</p> <p>Number of years in office as an outside Director who is an Audit and Supervisory Committee Member –</p> <p>Attendance at Board of Directors meetings –</p> <p>Attendance at Audit and Supervisory Committee meetings –</p>	<p>Oct. 2003 Registered as an attorney and joined AKEBONO LAW OFFICE</p> <p>July 2007 Visiting professor of Graduate School of Laws (criminal-related subjects), Toin University of Yokohama</p> <p>Jan. 2011 Judicial Commissioner (Tokyo Summary Court)</p> <p>Oct. 2011 Civil Conciliator (Tokyo Summary Court)</p> <p>June 2016 Auditor of Nihon Dengyo Kosaku Co., Ltd. (current position)</p> <p>Sept. 2017 Joined Ocean Law Offices (current position)</p> <p>Apr. 2020 Domestic Relations Conciliation Commissioner (current position)</p>	0 shares
<p>[Reasons for nomination as candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected role]</p> <p>Toyo Tanaka has a high level of expertise gained as an attorney, and the Company expects that such expertise will be reflected in the management, audits, etc. of the Company. Although Mr. Tanaka has never in the past been involved in the management of a company except as an outside officer, the Company believes that he will be able to play a sufficient role in supervising and auditing the execution of duties by Directors as a Director who is an Audit and Supervisory Committee Member based on the above reasons. Accordingly, the Company has nominated him as a candidate for Substitute Director who is an Audit and Supervisory Committee Member.</p>		

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Toyo Tanaka is a candidate for Substitute Outside Director. He satisfies the requirements for an independent officer as prescribed by the Tokyo Stock Exchange. If he assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company plans to notify the said exchange of his appointment as independent officer.
 3. If Toyo Tanaka assumes the office of Director who is an Audit and Supervisory Committee Member, pursuant to Article 427, paragraph (1) of the Companies Act and Article 31 of the Company's Articles of Incorporation, the Company plans to enter into an agreement to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy whose content is summarized below. Regarding the candidate for Director in this proposal, if the candidate assumes the office as Director who is an Audit and Supervisory Committee Member, he will become an insured of the policy. The policy is scheduled to be renewed in October 2023.

[Summary of the Policy]

- (i) Scope of insureds

Officers of the Company and affiliated companies in which the Company holds more than 50% of their shares (including Directors, Directors who are Audit and Supervisory Committee Members, Auditors, etc. and those appointed after the policy was issued)

- (ii) Actual portion of insurance premiums borne by the insureds

Insurance premiums are borne in full by the Company, and the insureds do not bear any of the premiums.

- (iii) Summary of insurance incidents covered

The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability.

- (iv) Measures to ensure that the proper performance of duties of officers, etc., is not impaired

However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality of the insureds.