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Securities Code: 7981

June 7, 2023

(Start date of measures for electronic provision June 2, 2023)

To our shareholders:

Representative Director and President, Takeo Watanabe  
**TAKARA STANDARD CO., LTD.**  
1-2-1 Shigino-higashi, Joto-ku, Osaka, Japan

## Notice of the 149th Annual General Meeting of Shareholders

We are pleased to announce the 149th Annual General Meeting of Shareholders of TAKARA STANDARD CO., LTD. (the “Company”), which will be held as indicated 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 an electronic provision measure) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

With respect to this notice, the Company uniformly sends the same paper-based notice as before, regardless of whether or not the shareholder has made a request for delivery of such paper-based documents.

■ The Company’s website:

[https://www.takara-standard.co.jp/company/ir/shareholders\\_meeting/](https://www.takara-standard.co.jp/company/ir/shareholders_meeting/)

■ TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “TAKARA STANDARD” in “Issue name (company name)” or the Company’s securities code “7981” 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].”)

Please take into consideration the infection situation of COVID-19 and your own physical condition in deciding whether or not to attend the Annual General Meeting of Shareholders. Furthermore, please note that no gift will be provided to the shareholders who attend the meeting.

If you are not attending the meeting in person, **you can exercise your voting rights in writing (by mail) or via the internet. We ask you to review the Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights by 5:50 p.m., Wednesday, June 28, 2023 (Japan Standard Time) in writing (by mail) or via the internet, etc.**

1	<b>Date and Time:</b>	10:00 a.m. on Thursday June 29, 2023
2	<b>Venue:</b>	<b>4F Meeting Room, Takara Standard New Head Office Building</b> 1-2-1 Shigino-higashi, Joto-ku, Osaka, Japan
3	<b>Purpose of the Meeting</b>	<p><b>Matter to be reported:</b></p> <p>The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements for the 149th fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit &amp; Supervisory Board</p> <hr/> <p><b>Matters to be resolved:</b></p> <p>Proposal No. 1      Dividends of Surplus</p> <p>Proposal No. 2      Election of 6 Directors</p> <p>Proposal No. 3      Election of 1 Audit &amp; Supervisory Board Member</p>

- Among matters for an electronic provision measure, the “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements and the “Notes to Non-Consolidated Financial Statements” of the Non-Consolidated Financial Statements are not included in this document, since they are posted on the Company’s website and on the TSE website pursuant to laws and regulations and Article 15 of the Articles of Incorporation of the Company. Each of the above documents is included in the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Member and the Financial Auditor when preparing the audit report and accounting audit report, respectively.
- If revisions to the matters for an electronic provision measure arise, a notice of the revisions will be posted on the Company’s website and the TSE website.

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and Reference Information

#### **Proposal No. 1** Dividends of Surplus

The Company has given consideration to the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 149th fiscal year as follows:


1	<b>Type of dividend property</b>
	To be paid in cash.
2	<b>Allotment of dividend property and their aggregate amount</b>
	¥26 per common share of the Company Total dividends: ¥1,829,319,622
3	<b>Effective date of dividends of surplus</b>
	June 30, 2023

## Proposal No. 2 Election of 6 Directors

The terms of office of four Directors Takeo Watanabe, Yoji Ito, Hidetoshi Suzuki and Ken Hashimoto will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes to add two Directors to strengthen the management system and elect six Directors, including two outside Directors.

Additionally, the nomination of candidates for Director was carried out following deliberations by non-statutory Nominating and Remuneration committees of which half of the members were independent outside Directors.

The candidates for Director are as follows:

Candidate No. 1		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
Reelection		
	Takeo Watanabe	
Date of birth	July 14, 1958	July 1994 Joined the Company
Gender	Male	June 1997 Director
Number of the Company's shares owned	522,800 shares	June 1999 Managing Director
		June 2001 Senior Managing Director
		May 2003 Representative Director and President (current position)
		June 2012 President and Executive Officer (current position)

### Reasons for nomination as candidate for Director

Takeo Watanabe has extensive experience and a proven track record as a management executive gained serving as Representative Director and President of the Company, etc. and has been striving to realize the Company's long-term vision of "Becoming a brighter and more attractive company with the help of enamel" as a member of the top management. He has been nominated to continue as Director with the expectation that he will suitably fulfill his role in making decisions on important matters and providing management oversight as the Company aims to grow sustainably and become a company that is trusted and respected by all stakeholders.

Candidate No. 2

Reelection



Yoji Ito

Date of birth	December 6, 1950
Gender	Male
Number of the Company's shares owned	38,200 shares

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

June 1977	Joined the Company
June 1997	Director
May 2003	Managing Director
June 2006	Senior Managing Director
Apr. 2008	In charge of Human Resources
May 2009	Director and Vice President
Apr. 2010	Representative Director and Vice President
June 2012	Vice President and Executive Officer (current position)
Apr. 2019	General Manager of Administrative Headquarters of Head Office and in charge of Sales Headquarters (current position)
June 2020	Representative Director (current position)
Apr. 2022	In charge of Corporate Planning Office (current position)

Reasons for nomination as candidate for Director

Yoji Ito has contributed to the implementation of management strategies and the Company's growth, having served as the person in charge of the Administration Division of Head Office broadly over many years, and as Representative Director, Vice President and Executive Officer, he has played a central role in the Company's management and strived to improve human productivity, aiming to achieve "overall optimization" in efforts to transform the profit structure. He has been nominated to continue as Director with the expectation that he is well qualified to formulate and advance the Company's business strategy that will play a central role in realizing the Company's long-term vision and that he will suitably fulfill his role in making decisions on important matters regarding the Company and providing management oversight.

Candidate No. 3

Reelection



Hidetoshi Suzuki

Date of birth	February 7, 1961
Gender	Male
Number of the Company's shares owned	5,700 shares

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

Mar. 1984	Joined the Company
Apr. 2012	General Manager of Administration Division of Head Office
Apr. 2015	Executive Officer
Apr. 2017	Managing Executive Officer In charge of Quality Assurance Office (current position)
June 2017	Managing Director
Apr. 2019	General Manager of Production and Logistics Headquarters of Head Office (current position)
June 2020	Director (current position)
June 2021	Senior Managing Executive Officer (current position)

Reasons for nomination as candidate for Director

Hidetoshi Suzuki has extensive experience and insight concerning corporate planning and production management, having served as the General Manager of Administration Division of Head Office, etc. and as Director, he has played a central role in the Company's management, centered on the Production and Logistics Divisions and made active capital investments aimed at rationalization and manpower saving, working to ensure a stable supply of products. He has been nominated to continue as Director with the expectation that he is well qualified to continue to fundamentally transform and fulfill his role in the Production and Logistic Divisions and that he will suitably fulfill his role in making decisions on important matters regarding the Company and providing management oversight.

Candidate No. 4

New election



Masaru Komori

Date of birth	November 19, 1970
Gender	Male
Number of the Company's shares owned	11,100 shares

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

Mar. 1994	Joined the Company
Oct. 2006	General Manager of Okayama Branch
Apr. 2013	General Manager of Saitama Branch
Apr. 2019	President of Tokyo Branch Office (current position)
Apr. 2020	Executive Officer
Apr. 2023	Managing Executive Officer (current position)

Reasons for nomination as candidate for Director

Masaru Komori has played a central role as President of Tokyo Branch Office of the Company in a wide-area sales strategy for Tokyo and the Tokyo metropolitan area and contributed to expanding the Company's sales in the Tokyo metropolitan area by overseeing the Distributor Sales Division, etc. He has been nominated as Director with the expectation that he will suitably fulfill his role in making decisions on important matters and providing management oversight.

Candidate No. 5

Reelection

Outside

Independent



Ken Hashimoto

Date of birth	September 7, 1951
Gender	Male
Number of the Company's shares owned	6,600 shares

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

Apr. 1974	Joined Kao Soap Co., Ltd. (currently Kao Corporation)
Nov. 1999	General Manager of Chemical Business
Mar. 2006	Head of Purchasing Division
June 2008	Director and Executive Officer
June 2012	Director and Managing Executive Officer in charge of Finance and Accounting Division and Information Systems Division
Mar. 2013	In charge of Purchasing Division
Aug. 2014	Advisor of Yoshikawakuni Plastics CO., LTD. (current position)
June 2016	Outside Director of ITOCHU SHOKUHIN Co., Ltd.
June 2017	Director of the Company (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

Ken Hashimoto has extensive knowledge and experience of business management gained over many years of practicing business management in important roles at business companies, etc. and has appropriately fulfilled his duties as outside Director of the Company by providing opinions and advice from such viewpoints and an independent and objective perspective, etc. He has been nominated to continue as outside Director with the expectation that he will contribute to improving the effectiveness of the Board of Directors as a whole. At the conclusion of this general meeting of shareholders, his tenure as outside Director of the Company will have been six years.



Candidate No. 6

New election

Outside

Independent



Kazumi Maeda  
(Name on family  
register: Kazumi  
Nakade)

Date of birth	September 22, 1965
Gender	Female
Number of the Company's shares owned	0 shares

Career summary, position and responsibility in the  
Company, and significant concurrent positions outside the  
Company

May 1998	Hyatt (Japan) Co., Ltd.
Aug. 2016	Regional Vice President in charge of Human Resources and General Affairs
Apr. 2018	Director

Reasons for nomination as candidate for outside Director and overview of expected roles

Kazumi Maeda has extensive knowledge and experience of business management gained by fulfilling her duties in human resources, general affairs and business development and business launch projects at business companies, etc., both in Japan and overseas. She has been nominated as outside Director with the expectation that she can provide useful opinions and advice regarding the management of the Company from an independent and impartial perspective and that she is well qualified to provide oversight of the Company's management, etc.

Notes:


1. There is no special interest between any of the candidates and the Company.
2. Ken Hashimoto and Kazumi Maeda are candidates for outside Director.
3. The Company has submitted notification to Tokyo Stock Exchange that Ken Hashimoto has been designated as an independent officer as provided for by Tokyo Stock Exchange. If the reelection of the candidate is approved, the Company plans to continue to designate him as an independent officer. Kazumi Maeda satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, and if the election of the candidate is approved, the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.
4. The Company has entered into a limited liability agreement with Ken Hashimoto which limits his liability to the minimum amount for damages as provided for by Article 425, paragraph (1) of the Companies Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him. If the election of Kazumi Maeda is approved, the Company plans to enter into a similar limited liability agreement with her.
5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which covers Directors, Audit & Supervisory Board Members, Executive Officers of the Company and its subsidiaries, with the Company responsible for paying all insurance premiums. The insurance policy covers legal damages and litigation expenses arising from claims for damages incurred by the insured during the course of actions taken as a director or officer of the Company. However, the policy contains exemption clauses, such as refusing coverage for actions recognized by the insured to be criminal actions or violations of the law, or for damages arising from personal gain or improper benefits obtained through illegal means.  
If the election of each of the candidates is approved, they shall be included as insureds under the aforementioned insurance policy. In addition, when the aforementioned insurance policy is next renewed, the Company plans to renew it with the same terms.

### Proposal No. 3 Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Hiroshi Hada will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Candidate		Career summary, position in the Company, and significant concurrent positions outside the Company	
Reelection		Mar. 1976	Joined the Company
		Apr. 2010	Executive Officer
		Apr. 2012	In charge of general affairs
		June 2015	Standing Audit & Supervisory Board Member (current position)
Hiroshi Hada			
Date of birth	September 15, 1953		
Gender	Male		
Number of the Company's shares owned	13,900 shares		

#### Reasons for nomination as candidate for Audit & Supervisory Board Member

Hiroshi Hada has extensive knowledge and experience gained in the General Affairs Division, etc. He has been nominated to continue as Audit & Supervisory Board Member with the expectation that he will suitably fulfill his role as Audit & Supervisory Board Member with regard to internal control, etc. from an independent and objective perspective.

#### Notes:

1. There is no special interest between the candidate and the Company.
2. The Company has entered into a limited liability agreement with Hiroshi Hada which limits his liability to the minimum amount for damages as provided for by Article 425, paragraph (1) of the Companies Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which covers Directors, Audit & Supervisory Board Members, Executive Officers of the Company and its subsidiaries, with the Company responsible for paying all insurance premiums. The insurance policy covers legal damages and litigation expenses arising from claims for damages incurred by the insured during the course of actions taken as a director or officer of the Company. However, the policy contains exemption clauses, such as refusing coverage for actions recognized by the insured to be criminal actions or violations of the law, or for damages arising from personal gain or improper benefits obtained through illegal means.  
If the reelection of the candidate is approved, he shall be included as an insured under the aforementioned insurance policy. In addition, when the aforementioned insurance policy is next renewed, the Company plans to renew it with the same terms.

(Reference) Skills matrix of Directors and Audit & Supervisory Board Members

In the event that Proposal No. 2 and Proposal No. 3 are approved and passed without modification, the skills matrix of Directors and Audit & Supervisory Board Members will be as follows.

Making reference to the Company's medium to long-term management direction and business strategies, and with a view to realizing "Medium-Term Management Plan 2023," the Company has identified the skills (knowledge, experience, and capabilities) that the Company's Board of Directors should have in order to appropriately demonstrate its decision making and management supervision functions. The Company has defined the fields for which it has particularly strong expectations as 1) corporate management, 2) finance and accounting, 3) compliance and risk management, 4) global, 5) sales and marketing, 6) personnel strategy, 7) procurement, manufacturing, distribution, and 8) DX/IT.

Name	Position	Gender	Corporate management	Finance and accounting	Compliance and risk management	Global	Sales and marketing	Personnel strategy	Procurement, manufacturing, distribution	DX/IT
Takeo Watanabe	Representative Director and President President and Executive Officer	Male	○	○	○	○	○			
Yoji Ito	Representative Director Vice President and Executive Officer	Male	○	○	○			○		○
Hidetoshi Suzuki	Director Senior Managing Executive Officer	Male	○	○	○				○	○
Masaru Komori	Director Managing Executive Officer	Male	○		○		○			
Hidetaka Yoshikawa	Director	Male	○		○	○	○	○		
Motoki Takahashi	Director (Independent, Outside)	Male	○	○		○	○	○		
Ken Hashimoto	Director (Independent, Outside)	Male	○	○			○		○	○
Kazumi Maeda	Director (Independent, Outside)	Female	○		○	○		○		
Shintaro Nakashima	Standing Audit & Supervisory Board Member	Male	○	○	○		○		○	
Hiroshi Hada	Standing Audit & Supervisory Board Member	Male	○	○	○		○			
Yutaka Kondo	Standing Audit & Supervisory Board Member (Independent, Outside)	Male	○	○		○		○		○
Kazuhiro Iida	Audit & Supervisory Board Member (Independent, Outside)	Male		○	○					

\* Up to 5 major skills are denoted for each individual. The above table does not display all the knowledge and experience possessed by the individuals listed.