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(Securities Code 7256)

June 12, 2023

(Measures for electronic provision introduced on June 6, 2023)

To Shareholders with Voting Rights

HANYA Katsuji
Representative Director, President
KASAI KOGYO CO., LTD.
3316 Miyayama, Samukawa-machi,
Koza-gun, Kanagawa Pref., Japan

NOTICE OF THE 92ND ORDINARY GENERAL SHAREHOLDERS' MEETING

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

Please be informed that the 92nd Ordinary General Shareholders' Meeting of KASAI KOGYO CO., LTD. (the "Company") will be held as described below.

In convening this General Shareholders' Meeting, the Company has taken measures for electronic provision of materials. Matters subject to measures for electronic provision are posted on the following website.

The Company's website:

<https://www.kasai.co.jp/ir/library/shareholders/> (Available in Japanese)

In addition to the Company's website, matters subject to measures for electronic provision are also posted on the website of Tokyo Stock Exchange, Inc. Please access the website below, search for the Company either by entering the Company name or securities code, and select "Basic information," followed by "Documents for public inspection/PR information" in order to view the information posted on the Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting page.

Tokyo Stock Exchange Inc. website:

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

Under the situation where the novel coronavirus infection has not been eradicated, to ensure the safety of shareholders and to prevent the spread of the infection, we would like to ask our shareholders to exercise your voting rights in advance via the Internet or in writing wherever possible.

If you exercise your voting rights in advance, please do so no later than 5:00 p.m. on Tuesday, June 27, 2023.

- 1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m.
- 2. Place:** Meeting room at the headquarters of KASAI KOGYO CO., LTD.
3316 Miyayama, Samukawa-machi, Koza-gun, Kanagawa Pref., Japan
- 3. Agenda of the Meeting:**
- Matters to be reported:**
1. The Business Report and the Non-consolidated Financial Statements for the 92nd fiscal term (from April 1, 2022 to March 31, 2023)
 2. The Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 92nd fiscal term (from April 1, 2022 to March 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Election of Six (6) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
- Proposal 2:** Election of One (1) Substitute Director Serving as Audit & Supervisory Committee Member

Notes:

- Should any revisions be made to the matters subject to measures for electronic provision, details of the revisions will be posted on each of the designated websites.

Reference Documents for the General Shareholders' Meeting

Proposals and References

Proposal 1: Election of Six (6) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of five (5) Directors (excluding Directors serving as Audit & Supervisory Committee Members), Messrs. HANYA Katsuji, YAMAMICHI Shoichi, YUIKAWA Koichi, KODAMA Yukinobu and MIHARA Yasuhiro, will expire at the conclusion of the meeting. We therefore propose election of six (6) Directors (excluding Directors serving as Audit & Supervisory Committee Members).

Audit & Supervisory Committee has reviewed this Proposal without any comments.

The candidates for Directors (excluding Directors serving as Audit & Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
1	<p>HANYA Katsuji (August 11, 1957)</p> <p>[Reelection]</p>	<p>April 1981 Joined the Company</p> <p>January 2007 General Manager, Corporate Planning Office</p> <p>April 2007 General Manager, HR & Administration Department</p> <p>April 2010 Officer, General Manager, Administration Department</p> <p>April 2011 Executive Officer (in charge of HR & Administration Department and Corporate Planning Department)</p> <p>April 2013 Executive Officer (in charge of Administration Group)</p> <p>April 2014 Managing Corporate Officer (in charge of Administration & Supervision Group)</p> <p>June 2015 Director and Managing Corporate Officer</p> <p>June 2016 Director and Senior Managing Corporate Officer</p> <p>January 2019 Director and Managing Executive Officer (in charge of Administration Division)</p> <p>April 2020 Director and Senior Managing Executive Officer</p> <p>October 2020 Director and Senior Managing Executive Officer (Head of Administration Division and in charge of Accounting & Finance Group; Representative Director and President, KASAI KOGYO JAPAN CO., LTD.)</p> <p>April 2021 Director and Senior Managing Executive Officer (Head of Administration Division; Representative Director and President, KASAI KOGYO JAPAN CO., LTD.)</p> <p>January 2022 Director and Senior Managing Executive Officer (Head of Administration Division)</p> <p>January 2023 Representative Director, President (in charge of overall management and Internal Audit Department, Chief Disclosure Officer) (current position) (to present)</p>	26,000
<p>(Reason for nomination as a candidate for Director)</p> <p>Mr. HANYA Katsuji was appointed Representative Director, President of the Company in January 2023, and has appropriately played roles in determining important management matters and monitoring on business execution. After accumulating on-site experience in creating sales as a salesperson, he has been involved for many years in practical work and management directly linked to the management, including corporate planning, human resources and administration, and accounting and finance. Until directly prior to being appointed President, he supported the management with his high judgment skill and excellent coordination ability both inside and outside of the Company, based on his calm analysis of situations and wealth of experience as Head of Administration Division.</p> <p>Therefore, the Company proposes him again as a candidate for Director, to fulfill his duty as Representative Director, President after being elected as Director, placing the utmost priority on the revitalization of business and the recovery of business performance.</p>			

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
2	<p>YAMAMICHI Shoichi (October 3, 1958)</p> <p>[Reelection]</p>	<p>April 1981 Joined Nissan Motor Co., Ltd.</p> <p>April 2002 Manager, Global S&M, Planning Department, and Strategy & Planning Group</p> <p>January 2004 VP, Yulon Nissan Motor Co., Ltd. (Taiwan)</p> <p>April 2008 Manager, China Business Department, Nissan Motor Co., Ltd.</p> <p>March 2009 Manager, China Business Department and Japan/Asia Business Management Office</p> <p>April 2010 Career Coach, Career Coach Group, HR Department</p> <p>April 2013 Executive Officer (vice in charge of Project Management Group, in charge of China Business Promotion), the Company</p> <p>October 2013 Executive Officer (Director, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.)</p> <p>April 2014 Executive Officer (President, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.)</p> <p>April 2015 Managing Corporate Officer (Head of China Area; Chairman and President, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.; President, KAIFENG KASAI AUTOMOTIVE TRIM PARTS CO., LTD.)</p> <p>April 2018 Senior Managing Corporate Officer</p> <p>January 2019 Managing Executive Officer</p> <p>June 2019 Director and Managing Executive Officer</p> <p>April 2020 Director and Senior Managing Executive Officer (Head of China Area; Chairman and President, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.; President, KAIFENG KASAI AUTOMOTIVE TRIM PARTS CO., LTD.)</p> <p>April 2022 Director and Senior Managing Executive Officer (Head of China Region and China Area; Chairman and President, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.; President, KAIFENG KASAI AUTOMOTIVE TRIM PARTS CO., LTD.)</p> <p>January 2023 Director, Executive Vice President (Head of China Area; Chairman and President, GUANGZHOU KASAI AUTOMOTIVE INTERIOR TRIM PARTS CO., LTD.; President, KAIFENG KASAI AUTOMOTIVE TRIM PARTS CO., LTD.) (current position) (to present)</p>	0
<p>(Reason for nomination as a candidate for Director)</p> <p>As Director supervising China area for many years, Mr. YAMAMICHI Shoichi has demonstrated solid achievements despite the difficult business environment in the coronavirus crisis, and has greatly contributed to the increase of the overall Group's business performance. In addition, at the Executive Management Committee meetings at Headquarters, his remarks based on his deep insight and logical thinking regarding the automotive business are made from broad perspective with accurate insight into the essence of issues, and he has been influencing the direction of the management to considerable extent. He was appointed Director, Executive Vice President in January 2023. He offers candid opinions to the President, whose role in steering the Company is not easy, and demonstrates top management policies within the Company through his own actions.</p> <p>Therefore, the Company proposes him again as a candidate for Director, to fulfill his duty as Director, Executive Vice President after being elected as Director.</p>			

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
3	KASUYA Mitsuhiko (August 21, 1963) [New election]	April 1986 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited) January 2000 Deputy General Manager, Credit Planning Division, The Asahi Bank, Ltd. (currently Resona Bank, Limited) February 2004 General Manager, Wakayama Branch, Resona Bank, Limited June 2007 General Manager, Sales Division II, Tokyo Chuo Branch October 2008 General Manager, Sales Division I, Moriguchi Area April 2014 Executive Officer, in charge of Real Estate Sales Division April 2018 Managing Executive Officer, in charge of Pension Business Division April 2019 Senior Managing Director, Resona Kessai Service Co., Ltd. April 2022 Managing Executive Officer (Deputy Head of Administration Division), the Company January 2023 Managing Executive Officer (Head of Planning Division, General Manager of Business Strategy Department) April 2023 Managing Executive Officer (Head of Planning Division) (current position) (to present)	0
<p>(Reason for nomination as a candidate for Director)</p> <p>Mr. KASUYA Mitsuhiko served as General Manager of a branch office and General Manager of Sales Division at the Tokyo Chuo Branch of Resona Bank, Limited (formerly The Kyowa Bank, Ltd.) etc., and served as the Managing Executive Officer of the Bank, and as Senior Managing Director of Resona Kessai Service Co., Ltd., before he joined the Company. He has been involved in the expansion and revitalization of companies of various sizes and in various industries through lending operations, and has the insight to accurately assess the potential of companies. Now as Managing Executive Officer and Head of Planning Division of the Company, he takes the overall commanding role of formulating and executing business revitalization plans.</p> <p>Therefore, the Company proposes him as a new candidate for Director, and plans to appoint him as Director, Managing Executive Officer after his election.</p>			

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
4	YUIKAWA Koichi (September 15, 1948) [Reelection] [Outside] [Independent]	April 1971 Joined FUKUI SEIREN KAKO CO., LTD. (currently SEIREN CO., LTD.) April 1993 General Manager, Industrial Products Sales Department I June 1996 General Manager, Viscotecs Department March 2001 Branch Manager, Tokyo Branch Office; General Manager, Sales Planning Office, Apparel & Textile Materials Division June 2003 Executive Officer June 2005 Director, General Manager, Corporate Planning Department June 2006 Director and Managing Executive Officer, General Manager, Corporate Planning Office April 2009 Director and Managing Executive Officer, General Manager, Interior Material Division June 2010 Director and Senior Managing Executive Officer June 2011 Executive Vice President April 2012 Executive Vice President, General Manager, Automotive Interior Division June 2014 President and C.O.O., Head of Automotive Interior April 2018 Director and Executive Officer June 2018 Full-time Advisor July 2018 Full-time Advisor (in charge of Number one and IoT) June 2019 Outside Director, the Company (current position) June 2020 Part-time Advisor, SEIREN CO., LTD. (current position) June 2022 Outside Director, SINFONIA TECHNOLOGY CO., LTD. (current position) (to present)	0
(Reason for nomination as a candidate for Outside Director and expected roles) Mr. YUIKAWA Koichi has served as President and C.O.O. of SEIREN CO., LTD., a company that operates businesses globally, for 4 years since 2014, after engaging in research and development, production and sales and being in charge of Corporate Planning Office and the mainstay Automotive Interior Division. He has been in the automotive industry for many years and has a wealth of experience and broad insights as a corporate manager. He is thus expected to appropriately play roles in monitoring on business execution of the Company. Therefore, the Company proposes him again as a candidate for Independent Outside Director.			

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
5	KODAMA Yukinobu (December 28, 1954) [Reelection] [Outside] [Independent]	April 1978 Joined Nissan Motor Co., Ltd. January 1993 Seconded to Nissan Automotive Europe S.A.S. July 1997 Manager, Production Section, Engineering Department, Oppama Plant, Nissan Motor Co., Ltd. April 2002 General Manager, HR Planning Department April 2009 General Manager, Kyushu Plant October 2011 President, Nissan Motor Kyushu Co., Ltd. June 2014 Representative Director, President, VANTEC Inc. April 2020 Director, Chairman of the Board June 2022 Outside Director, the Company (current position (to present)	0
<p>(Reason for nomination as a candidate for Outside Director and expected roles)</p> <p>After accumulating experience and making considerable achievements in the field of production management/SCM at Nissan Motor Co., Ltd., Mr. KODAMA Yukinobu served as General Manager of Kyushu Plant of the said company and President of Nissan Motor Kyushu Co., Ltd., and then became President of VANTEC Inc., a subsidiary of Hitachi Transport System, Ltd. He also has broad experience, including working abroad at Nissan Automotive Europe S.A.S., executing Nissan Revival Plan as one of cross-functional team (CFT) members, and serving as General Manager of HR Planning Department. He has been in the automotive industry for many years and has a wealth of experience and broad insights as a corporate manager. He is thus expected to appropriately play roles in monitoring on business execution of the Company.</p> <p>Therefore, the Company proposes him again as a candidate for Independent Outside Director.</p>			

No.	Name (Date of birth)	Career summary (positions, responsibilities and significant concurrent positions)	Number of shares of the Company held
6	MIHARA Yasuhiro (July 31, 1961) [Reelection] [Outside]	<p>April 1985 Joined NAGASE & CO., LTD.</p> <p>September 1996 Seconded to Nagase (Hong Kong) Ltd.</p> <p>February 2002 Manager, Functional Chemicals I Department, NAGASE & CO., LTD.</p> <p>April 2009 General Manager, Functional Chemicals I Department, NAGASE & CO., LTD.</p> <p>February 2013 COO, Nagase Singapore (Pte) Ltd.</p> <p>April 2015 Executive Officer, General Manager of Specialty Chemicals Department, NAGASE & CO., LTD.</p> <p>April 2019 Executive Officer, General Manager of Corporate Planning Department</p> <p>April 2021 Executive Officer, General Manager of Corporate Strategy Department</p> <p>April 2022 Senior Managing Director, Nagase Beauty Care Co., Ltd.</p> <p>June 2022 Outside Director, the Company (current position)</p> <p>April 2023 Representative Director, President, Nagase Beauty Care Co., Ltd. (current position) (to present)</p>	0
<p>(Reason for nomination as a candidate for Outside Director and expected roles)</p> <p>Mr. MIHARA Yasuhiro has excellent accomplishments under challenging environment in sales and administration in the functional materials segment and overseas subsidiary of NAGASE & CO., LTD., a company that operates businesses globally. Thereafter, he has been playing a central role in steadily executing the said company's medium-term management plan aiming for its sustainable growth as Executive Officer and General Manager of Corporate Planning / Corporate Strategy Departments. The Company expects that he would give us various advice on the Group's business and the overall management, backed by his broad business experience and deep insight, and appropriately play roles in monitoring on business execution of the Company. Therefore, the Company proposes him again as a candidate for Outside Director.</p>			

Notes:

1. There are no special interests between the Company and each of the candidates.
2. At the conclusion of this General Shareholders' Meeting, Mr. YUIKAWA Koichi will have served as an Outside Director of the Company for 4 years, and Messrs. KODAMA Yukinobu and MIHARA Yasuhiro will have served as Outside Directors for 1 year.
3. The Company has concluded agreements with Messrs. YUIKAWA Koichi, KODAMA Yukinobu, and MIHARA Yasuhiro pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability for damage pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability under the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the same Act.
4. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Directors and Executive Officers as the insured persons. The insurance contract covers damages that may be incurred as a result of the liability assumed by Directors, the insured persons, in the execution of their duties, or any claim made against them in connection with such liability. The insurance premiums are fully paid by the Company. If each candidate assumes office as Director, the candidate will be an insured person under the insurance contract, and the Company plans to renew the insurance contract during his or her term of office.
5. The Company has registered Messrs. YUIKAWA Koichi and KODAMA Yukinobu as Independent Directors prescribed by the Tokyo Stock Exchange.

Proposal 2: Election of One (1) Substitute Director Serving as Audit & Supervisory Committee Member

To prepare for a contingency in which the Company does not have the number of Directors serving as Audit & Supervisory Committee Members prescribed by laws and regulations, we propose the election of one Substitute Director serving as Audit & Supervisory Committee Member.

The Company has received an approval from Audit & Supervisory Committee for this Proposal.

The candidate for Substitute Director serving as Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary (positions and significant concurrent positions)	Number of shares of the Company held
SUGINO Shoko (August 7, 1945) [Outside] [Independent]	April 1973 Registered as attorney-at-law April 1973 Joined Fujibayashi Law Office April 1994 Partner attorney (current position) March 2007 Outside Auditor, Kitoku Shinryo Co., Ltd. June 2014 Outside Auditor, Aoki Shinkin Bank March 2017 Outside Director, MDI Corporation June 2018 Outside Corporate Auditor, TAKEEI CORPORATION (current position) June 2019 Outside Director, JAPAN SECURITIES FINANCE CO., LTD. (current position) September 2019 Auditor, MDI Corporation June 2022 Outside Director, JANOME Corporation (current position) (to present)	0
(Reason for nomination as a candidate for Substitute Outside Director serving as Audit & Supervisory Committee Member and expected roles) Ms. SUGINO Shoko has not been involved in the management of a company other than as an outside director or an outside auditor, but she has provided guidance to strengthen internal control as a legal advisor to the Company for many years, and has served as a lecturer for the education, etc. of Directors on several occasions. Based on these achievements, the Company has confirmed that she has sufficient information gathering ability, understanding, and practical ability to fulfill her duties as an Outside Director. She is well versed in the Company's business, and has a wealth of experience and broad insights related to corporate legal affairs and internal control. She is thus expected to appropriately play roles in monitoring on business execution of the Company. Therefore, the Company proposes her as a candidate for Substitute Outside Director serving as Audit & Supervisory Committee Member.		

Notes:

1. The Company has concluded a legal advisory contract with Ms. SUGINO Shoko.
2. There are no special interests between the Company and the candidate.
3. If Ms. SUGINO Shoko assumes her office as Outside Director serving as Audit & Supervisory Committee Member, the Company will conclude an agreement with her pursuant to Article 427, Paragraph 1 of the Companies Act to limit her liability for damage pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability under the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the same Act.
4. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Directors as the insured persons. The insurance contract covers damages that may be incurred as a result of the liability assumed by Directors, the insured persons, in the execution of their duties, or any claim made against them in connection with such liability. The insurance premiums are fully paid by the Company. If Ms. SUGINO Shoko assumes her office as Outside Director serving as Audit & Supervisory Committee Member, she will be an insured person under the insurance contract, and the Company plans to renew the insurance contract during her term of office.
5. If Ms. SUGINO Shoko assumes her office as Outside Director serving as Audit & Supervisory Committee Member, the Company will register her as an Independent Director prescribed by the Tokyo Stock Exchange.

[Board Structure Subject to the Approval of Proposal 1]

The following table shows the skills and experience of Directors of the Company

	Name	Corporate management	Monozukuri (Manufacturing excellence)		Sales / Marketing	Finance & Accounting	HR	Legal / Governance	International experience / Diversity
			R&D / IT	Production / Engineering					
Directors (excluding Directors serving as Audit & Supervisory Committee Members)	HANYA Katsuji	○				○	○	○	
	YAMAMICHI Shoichi	○			○				○
	KASUYA Mitsuhiko	○				○			
	YUIKAWA Koichi [Independent] [Outside]	○	○	○	○				○
	KODAMA Yukinobu [Independent] [Outside]	○		○			○		○
	MIHARA Yasuhiro [Outside]	○				○			○
Directors serving as Audit & Supervisory Committee Members	IZUNO Manabu [Independent] [Outside]							○	○
	YOKOYAMA Kazuhiko [Independent] [Outside]	○				○			
	KIDO Kazuhiro [Independent] [Outside]					○		○	