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(Securities Code 7888)

August 8, 2023

To our shareholders:

Kenso Kuroda,  
Representative Director / President  
**Sanko Gosei Ltd.**  
1200 Habushin, Nanto-shi, Toyama

## Notice of the 90th Annual General Meeting of Shareholders

We are pleased to announce the 90th Annual General Meeting of Shareholders of Sanko Gosei Ltd. (the “Company”), which will be held as indicated below.

**If you will not attend the meeting in person, you may exercise your voting rights by postal mail. After reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval of the proposals on the enclosed voting form and return it to the Company to arrive no later than 5 p.m. on Wednesday, August 23, 2023 (JST).**

- 1. Date and Time:** Thursday, August 24, 2023 at 10 a.m. (JST)
- 2. Venue:** 3F Conference Room, Toyama Factory of the Company  
1200 Habushin, Nanto-shi, Toyama

### 3. Purpose of the Meeting:

#### Matters to be reported:

- No. 1: The 90th fiscal year (from June 1, 2022 to May 31, 2023)  
The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Company Auditors
- No. 2: The 90th fiscal year (from June 1, 2022 to May 31, 2023)  
The Non-Consolidated Financial Statements

#### Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven Directors
- Proposal No. 3** Election of Two Company Auditors

### 4. Pre-determined Matters for the Meeting

If neither approval nor disapproval of each proposal is indicated on the voting form you have returned, the Company will interpret your vote as approval of the Company’s proposals.

#### - Items concerning measures for electronic provision

When convening this general meeting of shareholders, the Company has taken measures for electronic provision of materials for the general meeting of shareholders. These measures cover certain information contained in the Reference Documents for the General Meeting of Shareholders and related documents (i.e., items subject to measures for electronic provision). This information is posted on the Internet at the websites listed below. Please confirm this information by accessing one of the following websites.

The Company’s website

<https://ir.sankogosei.co.jp/ja/stock/meeting.html> (in Japanese)

Website where informational materials for the general meeting of shareholders are posted

<https://d.sokai.jp/7888/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the Tokyo Stock Exchange (TSE) website by using the internet address shown above, enter “Sanko Gosei” in “Issue name (company name)” or the Company’s securities code “7888” 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].”)

- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders.
  - (i) Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements
  - (ii) Non-consolidated Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements
  - (iii) Overview of operational status of system to ensure the properness of operationsConsequently, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in these documents consist of part of the relevant documents that were audited by the Financial Auditor in preparing the financial audit report and part of those that were audited by the Company Auditors in preparing the audit report.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
- For this general meeting of shareholders, paper-based documents stating the items subject to measures for electronic provision have been delivered to all shareholders regardless of whether they have made a request for paper-based documents.
- For those attending the meeting in person, please submit your voting form at the reception desk.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

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

#### Year-end dividends

- (i) Type of dividend property  
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount  
¥9 per common share of the Company      Total dividends: ¥274,354,047  
Accordingly, including the interim dividend of ¥7 per share, the annual dividend will be ¥16 per share.
- (iii) Effective date of dividends of surplus  
The effective date of dividends will be August 25, 2023.

**Proposal No. 2** Election of Seven Directors

The terms of office of all eight Directors will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate number	Name (Date of birth)	Career summary and position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Kenso Kuroda (May 16, 1948)	Apr. 1972    Joined the Company Aug. 1991    Director of the Company Aug. 1994    Managing Director of the Company Aug. 2000    Senior Managing Director of the Company Aug. 2005    Director / Executive Operating Officer of the Company Oct. 2008    Representative Director / Vice President of the Company Dec. 2008    Representative Director / President of the Company (current position)	9,000 shares
2	Toshio Mitsushima (March 2, 1950)	Apr. 1972    Joined the Company Aug. 1993    Director of the Company Jan. 2001    President of SANKO GOSEI UK LTD. Aug. 2003    Resigned as Director of the Company Jun. 2009    Chief Technology Officer of the Company (current position) Aug. 2009    Director / Company Executive and General Manager, Next-Generation Technology Department of the Company (current position) Aug. 2011    Director / Managing Executive Officer of the Company Aug. 2015    Chairman of the Board / Representative Director of Sekisui Machinery Co., Ltd. (currently S-VANCE LTD.) (current position) Sep. 2019    Representative Director / President of S-VANCE LTD. (current position) Aug. 2021    Director / Executive Operating Officer of the Company (current position)	16,000 shares

Candidate number	Name (Date of birth)	Career summary and position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Akira Serikawa (May 2, 1964)	<p>Apr. 1988    Joined the Company</p> <p>Dec. 2000    Director and Vice President of Toray Sanko Precision (Hong Kong) Ltd.</p> <p>Aug. 2008    Company Executive, General Manager of the Overseas Department, International Sales Department and Purchasing Department of the Company</p> <p>Aug. 2011    Director / Senior Company Executive of the Company General Manager, Administration Department (current position)</p> <p>Aug. 2015    Company Auditor of Sekisui Machinery Co., Ltd. (currently S-VANCE LTD.) (current position)</p> <p>Aug. 2017    Director / Managing Executive Officer of the Company (current position)</p>	11,000 shares
4	Amen Kusumi (August 26, 1962)	<p>Mar. 1991    Joined the Company</p> <p>Aug. 2006    Company Executive of the Company Director of SANKO GOSEI UK LTD.</p> <p>Jun. 2009    President of SANKO GOSEI UK LTD.</p> <p>Aug. 2011    President of SET EUROPE LTD.</p> <p>Aug. 2013    Director / Senior Company Executive of the Company</p> <p>Jun. 2014    Head of Auto Functional Business Unit of the Company</p> <p>Jan. 2017    Head of Auto Interior and Exterior Parts Business Unit of the Company (current position)</p> <p>Aug. 2017    Director / Managing Executive Officer of the Company (current position)</p>	4,000 shares
5	Koji Nakamura (August 15, 1948)	<p>Apr. 1973    Joined Mitsui &amp; Co., Ltd.</p> <p>Apr. 2004    Chief Operating Officer of Synthetic Resin and Inorganic Chemicals Business Unit</p> <p>Aug. 2004    Appointed as Outside Director of the Company</p> <p>Apr. 2006    Executive Managing Officer and Chief Operating Officer of Second Chemicals Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Aug. 2007    Resigned as Outside Director of the Company</p> <p>Apr. 2009    Senior Executive Managing Officer and Senior Chief Operating Officer of EMEA Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Mar. 2011    Resigned from Mitsui &amp; Co., Ltd.</p> <p>Aug. 2011    Company Auditor of SANKO Co., Ltd. (current position)</p> <p>Aug. 2016    Outside Director of the Company (current position)</p> <p>Jun. 2020    Director of Arisawa Mfg. Co., Ltd. (current position)</p>	0 shares

Candidate number	Name (Date of birth)	Career summary and position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Hiroaki Hanzawa (August 30, 1941)	<p>Apr. 1965    Joined CHORI CO., LTD.</p> <p>Jun. 1994    Director of CHORI CO., LTD.</p> <p>Jun. 1997    Managing Director of CHORI CO., LTD.</p> <p>Jun. 2001    Representative Director / Senior Managing Executive Officer of CHORI CO., LTD.</p> <p>Jun. 2003    Representative Director / President of CHORI Information Systems Inc.</p> <p>Jun. 2006    Representative Director / Chairman of CHORI Information Systems Inc.</p> <p>May 2007    Resigned from CHORI Information Systems Inc.</p> <p>Apr. 2008    Representative Director / President of COMTEX LTD.</p> <p>Jun. 2011    Representative Director / Chairman of COMTEX LTD.</p> <p>Jun. 2013    Director of COMTEX LTD.</p> <p>Apr. 2014    Resigned from COMTEX LTD.</p> <p>Aug. 2017    Outside Director of the Company (current position)</p>	2,000 shares
7	Frances Causer (December 26, 1959)	<p>Apr. 1985    Joined Marubeni UK plc</p> <p>Sep. 1988    Full-time Lecturer, Faculty of Japanese Language, Osaka Gakuin University</p> <p>Apr. 1997    Part-time Lecturer, Faculty of Law, Seikei University</p> <p>Apr. 1999    Full-time Lecturer, Faculty of Arts and Literature, Seijo University (current position)</p> <p>Aug. 2021    Outside Director of the Company (current position)</p>	0 shares

- (Notes)
1. There are no special interests between each candidate and the Company.
  2. Koji Nakamura, Hiroaki Hanzawa, and Frances Causer are candidates for outside Director.
  3. Koji Nakamura currently serves as an outside Director of the Company. His term of service as an outside Director will be 7 years at the conclusion of this annual general meeting of shareholders. Mr. Nakamura's total term of service will be 10 years when his prior term of service of 3 years is included. Hiroaki Hanzawa currently serves as an outside Director of the Company. His term of service as an outside Director will be 6 years at the conclusion of this annual general meeting of shareholders. Frances Causer currently serves as an outside Director of the Company. Her term of service as an outside Director will be 2 years at the conclusion of this annual general meeting of shareholders.
  4. The Company has selected Koji Nakamura as a candidate for outside Director because Mr. Nakamura is expected to enhance its corporate governance by applying his professional expertise in corporate management to the Company's management. Mr. Nakamura's professional expertise is based on his many years of working in management.
  5. The Company has selected Hiroaki Hanzawa as a candidate for outside Director because Mr. Hanzawa is expected to enhance its corporate governance by applying his knowledge, experience and other strengths to the Company's management. Mr. Hanzawa's knowledge, experience and other strengths have been developed through his extensive experience as a business leader.
  6. The Company has selected Frances Causer as a candidate for outside Director because Ms. Causer is expected to enhance its corporate governance by applying her experience to the Company's management. Ms. Causer's experience encompasses research into newly emerging businesses in the U.K., along with experience in English language education, teaching of international students and other activities at Seijo University. Although Ms. Causer has no prior experience of being involved in corporate management, based on the aforementioned reasons, the Company has judged that she is qualified to fulfill her duties as an outside Director.
  7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Koji Nakamura, Hiroaki Hanzawa, and Frances Causer to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the amount prescribed by laws and regulations. If the reappointment of each candidate is approved, the Company plans to continue such agreements with the candidates.

A summary of the details of such agreements is as follows:

If the Company is liable for damages due to an outside Director's negligence in performing duties, the outside Director shall be liable up to the amount stipulated in Article 425, paragraph (1) of the Companies Act.

The aforementioned limit on liability shall be permitted only in cases where such outside Director acted in good faith and was not grossly negligent in performing the duty that caused the liability.

8. The Company has submitted notification to the effect that Koji Nakamura, Hiroaki Hanzawa and Frances Causer are independent directors based on the provisions of the Tokyo Stock Exchange. If the reappointment of each candidate is approved, the Company plans to continue to designate each individual as an independent director.
9. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The scope of the insureds of the policy covers the Company's Officers and Executive Officers, and the insureds do not bear the premiums. This policy covers damages due to civil suits, such as shareholder representative lawsuits, and criminal procedures and administrative procedures, brought against the insureds.

If the election of each candidate for Director is approved, each individual will be included as an insured under this insurance policy. The next time the policy is renewed, the Company plans to renew the policy with the same policy details.

**Proposal No. 3** Election of Two Company Auditors

The terms of office of the current Company Auditors Keisuke Isobayashi and Shinji Fujimoto will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of two Company Auditors.

In addition, the consent of the Board of Company Auditors has been obtained for this proposal.

The candidates for Company Auditor are as follows:

Candidate number	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Keisuke Isobayashi (March 9, 1978)	Mar. 2005 Registered as a certified public tax accountant (current position) Aug. 2015 Outside Company Auditor of the Company (current position)	0 shares
2	Shinji Fujimoto (August 9, 1967)	Apr. 2000 Registered as an attorney at law (current position) Aug. 2007 Opened Shinji Fujimoto Law Office (current position) Aug. 2022 Outside Company Auditor of the Company (current position)	0 shares

- (Notes)
1. There are no special interests between each candidate and the Company.
  2. Keisuke Isobayashi and Shinji Fujimoto are candidates for outside Company Auditor.
  3. The term of office of Keisuke Isobayashi as a Company Auditor of the Company will be 8 years at the conclusion of this annual general meeting of shareholders.
  4. The term of office of Shinji Fujimoto as a Company Auditor of the Company will be 1 year at the conclusion of this annual general meeting of shareholders.
  5. The Company has submitted notification to the effect that Keisuke Isobayashi is an independent auditor based on the provisions of the Tokyo Stock Exchange. If the reappointment of Mr. Isobayashi is approved, the Company plans to continue to designate him as an independent auditor.
  6. Although Keisuke Isobayashi has no direct experience of being involved in corporate management, he possesses general knowledge of tax and accounting developed as a certified public tax accountant and will be able to apply this knowledge to the Company's audit system. In addition, Mr. Isobayashi is requested to monitor overall management. Accordingly, the Company proposes his election as an outside Company Auditor. Although Shinji Fujimoto has no direct experience of being involved in corporate management, he will be able to apply his expert perspective as an attorney at law to the Company's audit system. In addition, Mr. Fujimoto is requested to monitor overall management. Accordingly, the Company proposes his election as an outside Company Auditor.
  7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Keisuke Isobayashi and Shinji Fujimoto to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. Under those agreements, the maximum liability for damages shall be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. Moreover, if the reappointment of both candidates is approved, the Company plans to maintain such agreements with the candidates.
  8. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act and plans to maintain and renew this policy. The scope of the insureds of the policy covers the Company's Officers and Executive Officers, and the insureds do not bear the premiums. This policy covers damages due to civil suits, such as shareholder representative lawsuits, and criminal procedures and administrative procedures, brought against the insureds.  
If both Keisuke Isobayashi and Shinji Fujimoto are elected, they will both be included as insureds under this insurance policy.