

TO OUR SHAREHOLDERS:

Resonac Holdings Corporation.
9-1, Higashi-Shimbashi 1-Chome, Minato-ku,
Tokyo, Japan

Hidehito Takahashi
President and Chief Executive Officer

Notice of Convocation of the 115th Ordinary General Meeting of Shareholders

The 115th Ordinary General Meeting of Shareholders of Resonac Holdings Corporation will be held as described below and you are cordially invited to attend the Meeting.

With regard to the convocation of this Meeting of Shareholders, the Company has introduced provision of information concerning the Meeting including the contents of Reference Materials for the General Meeting of Shareholders (information subject to electronic provision) via electronic measures. The Company has put such information on the Company's Website on the Internet. Therefore, if necessary, please access the Company's Website and confirm the contents of the document.

URL for Resonac Holdings Corporation's Website: <https://www.resonac.com/>

The information subject to electronic provision is published not only via the Company's Website mentioned above, but also via the Website of Tokyo Stock Exchange, Japan Exchange Group (JPX). Therefore, if necessary, please access the JPX's website (<https://www.jpx.co.jp/english/>), and search for the information concerning Resonac Holdings Corporation by inputting the Company's securities code 4004 into the window of the search engine titled "Listed Company Search," then click "Basic information," "Documents for public inspection/PR information," and "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting."

URL for information about Resonac Holding Company on the JPX's Website:
<https://www2.jpx.co.jp/tseHpFront/StockSearch.do?callJorEFlg=1&method=&topSearchStr=4004>

Instead of attending the Meeting, you can exercise your voting rights in writing or by electronic measures (including the use of the Internet). If you want to do so, please exercise your voting rights after reviewing the documentary materials for general meetings of shareholders (Reference Materials for the General Meeting of Shareholders, Business Report, etc.) published through the above mentioned website.

1. **Date and Hour** Tuesday, March 26, 2024 at 10:00 a.m. (Reception of shareholders starts at 9:00 a.m.)
2. **Place** Tokyo International Forum (Hall B7)
5-1, Marunouchi 3-Chome, Chiyoda-ku, Tokyo, Japan

3. Matters constituting the Purpose of the Meeting:

- Matters to be Reported:** (1) Reports on the Business Report and the Consolidated Financial Statements for the 115th Business Term (January 1, 2023 to December 31, 2023), and reports on the Auditing Results from Accounting Auditors and the Audit & Supervisory Board.
(2) Reports on the Non-consolidated Financial Statements for the 115th Business Term (January 1, 2023 to December 31, 2023).

Matters to be Resolved

upon:

- Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Nine Directors
 - Proposal No. 3:** Election of Three Audit & Supervisory Board Members
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4. Other Matters that have been decided by the Board of Directors before Convocation:

- 1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval for a proposal, it will be treated as if you indicated your approval for the proposal.
- 2) Among the information subject to electronic provision, under the provisions of relevant laws and Article 15 of the Articles of Incorporation of the Company, the following information and documents are not included in this Notice of Convocation provided for shareholders who requested to receive the Notice as printed documents. Therefore, Consolidated Financial Statements and Non-consolidated Financial Statements included in this Notice and its Accompanying Documents are part of those documents audited by Auditors and Audit & Supervisory Board Members during the process to produce the Audit Report.
 - a) “Main Business,” “Main Sales Offices and Business Sites,” “Status of Company Employees,” “Accounting Auditor Status,” and “Creation and Improvement of Internal Control System” in the Business Report
 - b) “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements”
 - c) “Non-consolidated Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements”
 - d) “Accounting Auditor’s Audit Report on the Consolidated Financial Statements” and “Accounting Auditor’s Audit Report”
- 3) If the voting rights are exercised both in writing and via the Internet, etc., the voting via the Internet, etc. will be regarded as effective. If the voting rights are exercised repeatedly via the Internet, etc., the last voting will be regarded as effective.

5. Methods for exercising voting rights for shareholders who do not expect to attend the Meeting:

- 1) Exercise of voting rights in writing (by mail)

Please indicate your consent or dissent to the proposals on the enclosed Card for Exercise of Voting Rights, and return it by mail to reach us no later than 5:45 p.m. on Monday, March 25, 2024.
- 2) Exercise of voting rights via the Internet, etc.

Please log on to the designated website for exercise of voting rights at <https://soukai.mizuho-tb.co.jp/>. Enter your code number and password as provided on the enclosed Card for Exercise of Voting Rights and, by following the instructions on the computer screen, enter your consent or dissent and send it to reach us no later than 5:45 p.m. on Monday, March 25, 2024. For your information, we are also a member to the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

- ✧ Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist.
- ✧ When the need arises to amend the information subject to electronic provision, such amendments will be announced on the Company’s Website and JPX’s Website.
- ✧ When the need arises to amend operations of this Ordinary General Meeting of Shareholders, such amendments will be announced on the Company’s Website.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that surplus be appropriated as follows:

It is the Company's basic policy to decide on the distribution of dividends in consideration of earnings performance of the relevant business term and the need to retain earnings for future business development.

Concerning the term-end dividends for this term, the Company, after considering the business results of the term as well as the need to improve future competitiveness and financial strength, proposes a term-end dividend as described below. There is no matter related to the appropriation of other surplus.

(1) Type of dividend assets

Cash

(2) Matters related to the appropriation of dividend assets and total amount thereof:

65 yen per common share of the Company Total amount: 11,787,438,845 yen

(3) Effective date for appropriation of surplus:

March 27, 2024

Proposal No. 2: Election of Nine Directors

The term of office of all the nine Directors is to expire at the close of this ordinary general meeting of shareholders.

The Company proposes election of nine Directors.

The list of candidates for Directors is as follows:

Candidate No.	Name	Current Position and Duties at the Company	Statuses
1	Kohei Morikawa	Representative Director; Chairman of the Board	To be reelected
2	Hidehito Takahashi	Representative Director; President and Chief Executive Officer (CEO)	To be reelected
3	Hideki Somemiya	Director; Managing Corporate Officer; Chief Financial Officer (CFO)	To be reelected
4	Tomomitsu Maoka	Director; Managing Corporate Officer; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO)	To be reelected
5	Nori Imai	Managing Corporate Officer; Chief Human Resource Officer (CHRO)	To be newly elected
6	Kozo Isshiki	Director	To be reelected Outside Independent
7	Noriko Morikawa	Director	To be reelected Outside Independent
8	Tetsuo Tsuneishi	Director	To be reelected Outside Independent
9	Kenji Yasukawa		To be newly elected Outside Independent

To be reelected: Candidate for Director to be reelected

To be newly elected: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for Independent Director under the provisions of the stock exchange

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held												
1	Kohei Morikawa (June 6, 1957) To be reelected	<p>Reason for nomination as a candidate for Director After taking charge of the R&D and Chemicals sections, in 2017, he was appointed as Representative Director, President and Chief Executive Officer (CEO), and has been supervising and promoting business strategy of the whole Company since then. Since 2022, he has served as Representative Director and Chairman of the Board, promoting reforms to the Board with the aim of improving its monitoring functions. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. As Representative Director and Chairman of the Board, he has been promoting the effectiveness of the Board of Directors and strengthening of its supervisory function to enhance corporate value. Based on these, the Company judged that he is suitable for the position, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td style="padding-right: 20px;">April 1982</td> <td>Joined the Company</td> </tr> <tr> <td>January 2013</td> <td>Corporate Officer; General Manager, Electronic Chemicals Division</td> </tr> <tr> <td>January 2016</td> <td>Managing Corporate Officer; Chief Technology Officer (CTO)</td> </tr> <tr> <td>March 2016</td> <td>Director; Managing Corporate Officer; Chief Technology Officer (CTO)</td> </tr> <tr> <td>January 2017</td> <td>Representative Director; President and Chief Executive Officer (CEO)</td> </tr> <tr> <td>January 2022</td> <td>Representative Director; Chairman of the Board (incumbent) (up to the present)</td> </tr> </table> <p>Important Concurrent Post: Chair, Nanotechnology Business Creation Initiative</p> <p>Term of office as Director: 8 years Number of attendances at the Board of Directors' meetings: 15/15</p>	April 1982	Joined the Company	January 2013	Corporate Officer; General Manager, Electronic Chemicals Division	January 2016	Managing Corporate Officer; Chief Technology Officer (CTO)	March 2016	Director; Managing Corporate Officer; Chief Technology Officer (CTO)	January 2017	Representative Director; President and Chief Executive Officer (CEO)	January 2022	Representative Director; Chairman of the Board (incumbent) (up to the present)	25,500 shares
April 1982	Joined the Company														
January 2013	Corporate Officer; General Manager, Electronic Chemicals Division														
January 2016	Managing Corporate Officer; Chief Technology Officer (CTO)														
March 2016	Director; Managing Corporate Officer; Chief Technology Officer (CTO)														
January 2017	Representative Director; President and Chief Executive Officer (CEO)														
January 2022	Representative Director; Chairman of the Board (incumbent) (up to the present)														

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																														
2	Hidehito Takahashi (July 21, 1962) To be reelected	<p>Reason for nomination as a candidate for Director He has proven track record as corporate executive in his previous jobs. After joining the Company, he took charge of corporate planning section. In 2020, he was appointed as the Chief Strategy Officer (CSO) of the Company, and promoted growth strategy of the entire Company. Furthermore, since January 2022, he has been supervising and promoting management strategy of the Group as Representative Director, President and Chief Executive Officer (CEO) of the Company. He also completed the integration of the Company and Showa Denko Materials Co., Ltd. (current Resonac Corporation). Following the integration, he has focused his efforts on developing personnel that will make the company a Co-Creative Chemical Company. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director, and enough knowledge and business experience concerning each business of the Company, which are essential to realize Corporate Philosophy of the Group. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td style="vertical-align: top;">April 1986</td> <td>Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)</td> </tr> <tr> <td style="vertical-align: top;">February 2002</td> <td>Joined GE Japan Holding Corporation (current GE Japan Inc.), General Manager, Business Development Department</td> </tr> <tr> <td style="vertical-align: top;">October 2004</td> <td>Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation</td> </tr> <tr> <td style="vertical-align: top;">October 2008</td> <td>President & CEO, Silicones Business, Momentive Performance Materials Japan Inc.</td> </tr> <tr> <td style="vertical-align: top;">January 2013</td> <td>President & CEO, GKN Driveline Japan plc</td> </tr> <tr> <td style="vertical-align: top;">October 2015</td> <td>Joined the Company Senior Corporate Fellow, Assistant to President</td> </tr> <tr> <td style="vertical-align: top;">January 2016</td> <td>Corporate Officer; General Manager, Corporate Strategy Department</td> </tr> <tr> <td style="vertical-align: top;">January 2017</td> <td>Managing Corporate Officer</td> </tr> <tr> <td style="vertical-align: top;">March 2017</td> <td>Director; Managing Corporate Officer</td> </tr> <tr> <td style="vertical-align: top;">July 2017</td> <td>Director; Managing Corporate Officer; General Manager, Carbon Division</td> </tr> <tr> <td style="vertical-align: top;">January 2020</td> <td>Director; Managing Corporate Officer; Chief Strategy Officer (CSO)</td> </tr> <tr> <td style="vertical-align: top;">June 2020</td> <td>Director, Showa Denko Materials Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">January 2022</td> <td>Representative Director; President and Chief Executive Officer (CEO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent)</td> </tr> <tr> <td style="vertical-align: top;">January 2023</td> <td>Representative Director; President and Chief Executive Officer (CEO), Showa Denko Materials Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">January 2023</td> <td>Representative Director; President and Chief Executive Officer (CEO), Resonac Corporation (incumbent) (up to the present)</td> </tr> </table>	April 1986	Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)	February 2002	Joined GE Japan Holding Corporation (current GE Japan Inc.), General Manager, Business Development Department	October 2004	Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation	October 2008	President & CEO, Silicones Business, Momentive Performance Materials Japan Inc.	January 2013	President & CEO, GKN Driveline Japan plc	October 2015	Joined the Company Senior Corporate Fellow, Assistant to President	January 2016	Corporate Officer; General Manager, Corporate Strategy Department	January 2017	Managing Corporate Officer	March 2017	Director; Managing Corporate Officer	July 2017	Director; Managing Corporate Officer; General Manager, Carbon Division	January 2020	Director; Managing Corporate Officer; Chief Strategy Officer (CSO)	June 2020	Director, Showa Denko Materials Co., Ltd.	January 2022	Representative Director; President and Chief Executive Officer (CEO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent)	January 2023	Representative Director; President and Chief Executive Officer (CEO), Showa Denko Materials Co., Ltd.	January 2023	Representative Director; President and Chief Executive Officer (CEO), Resonac Corporation (incumbent) (up to the present)	13,900 shares
April 1986	Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)																																
February 2002	Joined GE Japan Holding Corporation (current GE Japan Inc.), General Manager, Business Development Department																																
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		<p>Important Concurrent Post: Representative Director, President and Chief Executive Officer (CEO), Resonac Corporation</p> <p>Term of office as Director: 7 years Number of attendances at the Board of Directors' meetings: 15/15</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
3	<p data-bbox="300 1077 453 1205">Hideki Somemiya (February 14, 1968)</p> <p data-bbox="288 1234 464 1267" style="border: 1px solid black; display: inline-block;">To be reelected</p>	<p data-bbox="501 248 1066 275">Reason for nomination as a candidate for Director</p> <p data-bbox="523 280 1262 499">He has an excellent track record as financial officer of foreign affiliated investment banks and industrial companies. Thus, he has expert knowledge of corporate finance and accounting which is deemed necessary for realization of Corporate Philosophy of the Group. He is leading our financial and accounting strategies with the aim of increasing the Company's profitability and corporate value.</p> <p data-bbox="523 504 1246 660">He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p data-bbox="501 696 1023 723">Personal history and positions at the Company</p> <p data-bbox="523 728 1230 817">April 1990 Joined Nomura Research Institute, Ltd., and assigned to Office for Research in Corporate Finance</p> <p data-bbox="523 822 1270 911">June 1997 Joined Nomura Securities Co., Ltd. Deputy Head Researcher, Institute for Financial Research</p> <p data-bbox="523 916 1262 978">May 1999 Joined Merrill Lynch Japan Securities Co., Ltd. (current BofA Securities Japan Co., Ltd.)</p> <p data-bbox="523 983 1270 1072">January 2007 General Manager, Telecommunication & Media Technology Group, Merrill Lynch Japan Securities Co., Ltd.</p> <p data-bbox="523 1077 1225 1202">July 2009 Joined JPMorgan Securities Japan Co., Ltd., General Manager, Technology, Media & Telecommunication Group, Investment Banking Headquarters</p> <p data-bbox="523 1207 1254 1296">July 2015 Joined Sony Corporation (current Sony Group Corporation), Vice President attached to CFO, Chief Financial Strategist</p> <p data-bbox="523 1301 1270 1364">May 2016 Temporarily transferred to Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1368 1241 1458">June 2016 General Manager, Corporate Strategy Headquarters, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1462 1246 1552">December 2016 General Manager, Planning & Administration Headquarters (CFO), Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1556 1235 1619">June 2019 General Manager, System Solution Division, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1624 1187 1713">July 2020 Corporate Officer in charge of solution business, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1718 1235 1807">March 2021 Officer Attached to CFO in charge of special assignment, Sony Corporation (current Sony Group Corporation)</p> <p data-bbox="523 1812 1177 1874">October 2021 Joined the Company, General Manager, Preparation Office for Group CFO</p> <p data-bbox="523 1879 1241 2036">January 2022 Managing Corporate Officer; Chief Financial Officer (CFO) Managing Corporate Officer; Chief Financial Officer (CFO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)</p>	23,000 shares

		<p>March 2022 Director; Managing Corporate Officer; Chief Financial Officer (CFO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent)</p> <p>January 2023 Director; Chief Financial Officer (CFO), Resonac Corporation (incumbent) (up to the present)</p> <p>Important Concurrent Post: Director; Chief Financial Officer (CFO), Resonac Corporation</p> <p>Term of office as Director: 2 years</p> <p>Number of attendances at the Board of Directors' meetings: 15/15</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
4	<p>Tomomitsu Maoka (May 10, 1974)</p> <p><u>To be reelected</u></p>	<p>Reason for nomination as a candidate for Director He has an excellent track record as officer in charge of business operation at foreign affiliated industrial companies and an executive in charge of corporate planning and business in China at Japanese industrial companies. Thus, he has expert knowledge of corporate strategy planning and global corporate management, which is deemed necessary for realization of Corporate Philosophy of the Group. Furthermore, he proposes and promotes business strategies aimed at increasing the Company's corporate value. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <p>April 1999 Joined A.T. Kearney, Inc. April 2005 Joined Infineon Technologies Japan K.K., General Manager in charge of Strategy in Japan May 2009 General Manager, Industrial & Chip Card Business Headquarters, Infineon Technologies Japan K.K. October 2010 General Manager, Industrial & Multi Market Business Headquarters, Infineon Technologies Japan K.K. December 2011 Joined Lenovo Japan Corporation, Lenovo/NEC Project Director April 2012 Strategy Director, Lenovo Japan Corporation April 2013 Commercial Operations Director, Lenovo Japan Corporation December 2013 Joined Renesas Electronics Corporation, General Manager, Corporate Planning, Planning Headquarters December 2015 Corporate Officer; General Manager, Corporate Planning, Renesas Electronics Corporation February 2016 Corporate Officer; Deputy General Manager, Second Solution Business Headquarters, Renesas Electronics Corporation March 2017 Corporate Officer; China Business Headquarters, Renesas Electronics Corporation April 2019 Corporate Officer; Deputy General Manager, Production Headquarters, Renesas Electronics Corporation August 2019 Corporate Officer; Deputy General Manager, Automotive Solution Business Headquarters, Renesas Electronics Corporation October 2021 Joined the Company, General Manager, Preparation Office for Group CSO January 2022 Managing Corporate Officer; Chief Strategy Officer (CSO) Managing Corporate Officer; Chief Strategy Officer (CSO), Showa Denko Materials Co., Ltd. (current Resonac Corporation) March 2022 Director; Managing Corporate Officer; Chief Strategy Officer (CSO), Showa Denko K.K. (current Resonac Holdings Corporation)</p>	20,800 shares

		<p>January 2023 Director; Chief Strategy Officer (CSO), Resonac Corporation</p> <p>January 2024 Director; Managing Corporate Officer; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO), of the Company (incumbent)</p> <p>Director; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO), Resonac Corporation (incumbent) (up to the present)</p> <p>Important Concurrent Post: Representative Director; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO), Resonac Corporation</p> <p>Term of office as Director: 2 years</p> <p>Number of attendances at the Board of Directors' meetings: 15/15</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held														
5	<p data-bbox="288 891 464 987">Nori Imai (September 11, 1972)</p> <p data-bbox="288 1016 464 1084">To be newly elected</p>	<p data-bbox="501 248 1066 277">Reason for nomination as a candidate for Director</p> <p data-bbox="501 277 1254 792">In addition to her experience with sales in the U.S. in Hitachi Chemical Co., Ltd. (later Showa Denko Materials Co., Ltd., current Resonac Corporation), she has been involved in the operations of multiple business segments and has experience in corporate planning. She served as Hitachi Chemical's leader during its integration with the Company. Since 2022, she has served as the Chief Human Resource Officer (CHRO) of the Company and led efforts to instill its purpose and values into the employees' mind, integrate the Company's human resource systems and framework, and demonstrated leadership in creating a foundation for transforming the Company's culture. She has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out her duties as Director. Based on these, the Company judged she is suitable for Director, and nominated her as a candidate for Director.</p> <p data-bbox="501 824 1023 853">Personal history and positions at the Company</p> <table data-bbox="501 853 1270 1592"> <tr> <td data-bbox="501 853 724 882">April 1995</td> <td data-bbox="724 853 1270 882">Joined Hitachi Chemical Co., Ltd.</td> </tr> <tr> <td data-bbox="501 882 724 1016">April 2019</td> <td data-bbox="724 882 1270 1016">Executive Officer; Deputy General Manager, Mobility Business Headquarters and General Manager, Mobility Business Strategy Department, Hitachi Chemical Co., Ltd.</td> </tr> <tr> <td data-bbox="501 1016 724 1106">January 2020</td> <td data-bbox="724 1016 1270 1106">Executive Officer; General Manager, Corporate Planning Department, Hitachi Chemical Co., Ltd</td> </tr> <tr> <td data-bbox="501 1106 724 1173">March 2020</td> <td data-bbox="724 1106 1270 1173">Director; Corporate Officer; Chief Strategy Officer (CSO), Hitachi Chemical Co., Ltd.</td> </tr> <tr> <td data-bbox="501 1173 724 1330">January 2022</td> <td data-bbox="724 1173 1270 1330">Corporate Officer; Chief Human Resource Officer (CHRO), of the Company Director; Corporate Officer; Chief Human Resource Officer (CHRO), Showa Denko Materials Co., Ltd.</td> </tr> <tr> <td data-bbox="501 1330 724 1397">January 2023</td> <td data-bbox="724 1330 1270 1397">Chief Human Resource Officer (CHRO), Resonac Corporation</td> </tr> <tr> <td data-bbox="501 1397 724 1592">January 2024</td> <td data-bbox="724 1397 1270 1592">Managing Corporate Officer; Chief Human Resource Officer (CHRO), of the Company (incumbent) Director; Chief Human Resource Officer (CHRO), Resonac Corporation (incumbent) (up to the present)</td> </tr> </table> <p data-bbox="501 1624 1270 1724">Important Concurrent Post: Director; Chief Human Resource Officer (CHRO), Resonac Corporation</p>	April 1995	Joined Hitachi Chemical Co., Ltd.	April 2019	Executive Officer; Deputy General Manager, Mobility Business Headquarters and General Manager, Mobility Business Strategy Department, Hitachi Chemical Co., Ltd.	January 2020	Executive Officer; General Manager, Corporate Planning Department, Hitachi Chemical Co., Ltd	March 2020	Director; Corporate Officer; Chief Strategy Officer (CSO), Hitachi Chemical Co., Ltd.	January 2022	Corporate Officer; Chief Human Resource Officer (CHRO), of the Company Director; Corporate Officer; Chief Human Resource Officer (CHRO), Showa Denko Materials Co., Ltd.	January 2023	Chief Human Resource Officer (CHRO), Resonac Corporation	January 2024	Managing Corporate Officer; Chief Human Resource Officer (CHRO), of the Company (incumbent) Director; Chief Human Resource Officer (CHRO), Resonac Corporation (incumbent) (up to the present)	3,900 shares
April 1995	Joined Hitachi Chemical Co., Ltd.																
April 2019	Executive Officer; Deputy General Manager, Mobility Business Headquarters and General Manager, Mobility Business Strategy Department, Hitachi Chemical Co., Ltd.																
January 2020	Executive Officer; General Manager, Corporate Planning Department, Hitachi Chemical Co., Ltd																
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January 2024	Managing Corporate Officer; Chief Human Resource Officer (CHRO), of the Company (incumbent) Director; Chief Human Resource Officer (CHRO), Resonac Corporation (incumbent) (up to the present)																

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																		
6	<p>Kozo Isshiki (January 28, 1946)</p> <p>To be reelected</p> <p>Outside</p> <p>Independent</p>	<p>Reason for nomination as a candidate for Director He was engaged in the financial industry for many years, has rich experience in industrial finance, and has deep expertise especially in the chemical industry. In addition, since his inauguration as Director in 2019, he has been supervising overall management of the Company, showing deep understanding of the business of the Company, and providing us with valuable advice. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td>July 1969</td> <td>Joined Japan Development Bank (current Development Bank of Japan Inc.)</td> </tr> <tr> <td>April 1993</td> <td>General manager, General Affairs Department, Japan Development Bank</td> </tr> <tr> <td>May 1994</td> <td>Executive Secretary, Japan Development Bank</td> </tr> <tr> <td>June 1996</td> <td>General Manager, Industry & Technology Department, Japan Development Bank</td> </tr> <tr> <td>May 1998</td> <td>General Manager, Human Resources Department, Japan Development Bank</td> </tr> <tr> <td>June 2001</td> <td>Executive Director, Development Bank of Japan, Inc.</td> </tr> <tr> <td>May 2005</td> <td>Chairman of the Board, Technology Alliance Investment, Ltd.</td> </tr> <tr> <td>June 2015</td> <td>Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)</td> </tr> <tr> <td>March 2019</td> <td>Outside Director, of the Company (incumbent) (up to the present)</td> </tr> </table> <p>Important Concurrent Post: None</p> <p>Term of office as Director: 5 years Number of attendances at the Board of Directors' meetings: 15/15</p>	July 1969	Joined Japan Development Bank (current Development Bank of Japan Inc.)	April 1993	General manager, General Affairs Department, Japan Development Bank	May 1994	Executive Secretary, Japan Development Bank	June 1996	General Manager, Industry & Technology Department, Japan Development Bank	May 1998	General Manager, Human Resources Department, Japan Development Bank	June 2001	Executive Director, Development Bank of Japan, Inc.	May 2005	Chairman of the Board, Technology Alliance Investment, Ltd.	June 2015	Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)	March 2019	Outside Director, of the Company (incumbent) (up to the present)	0 shares
July 1969	Joined Japan Development Bank (current Development Bank of Japan Inc.)																				
April 1993	General manager, General Affairs Department, Japan Development Bank																				
May 1994	Executive Secretary, Japan Development Bank																				
June 1996	General Manager, Industry & Technology Department, Japan Development Bank																				
May 1998	General Manager, Human Resources Department, Japan Development Bank																				
June 2001	Executive Director, Development Bank of Japan, Inc.																				
May 2005	Chairman of the Board, Technology Alliance Investment, Ltd.																				
June 2015	Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)																				
March 2019	Outside Director, of the Company (incumbent) (up to the present)																				

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
7	<p>Noriko Morikawa (October 18, 1958)</p> <p><u>To be reelected</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p>	<p>Reason for nomination as a candidate for Director After services with a securities company and an accounting office, she managed companies in the information and communication industry and automotive parts industry as a manager or director in charge of accounting and finance. In addition, she now has a position as outside director of another company. Since her inauguration as Director in 2020, she has been providing us with valuable advice on the management of the Company, especially on the business execution of the Company's administrative sector. She has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out her duties as Director. We therefore judged she can appropriately fulfill her duties as Director, and nominated her as a candidate for Director.</p> <p>Personal history and positions at the Company April 1981 Joined CHORI CO., LTD. August 1988 Joined Daiwa Securities America Inc. September 1991 Joined Arthur Andersen March 1995 Joined Motorola Inc. March 2005 Director, in charge of accounting and finance; General Manager, Accounting and Finance Headquarters in Japan, Motorola Inc. June 2009 Joined Bosch Corporation August 2010 Director; Vice President, in charge of Administrative Headquarters, Bosch Corporation June 2018 Outside Director, CHORI CO, LTD. March 2020 Outside Director, of the Company (incumbent) June 2020 Outside Director, Mitsubishi Heavy Industries, Ltd. June 2021 Outside Director and Audit Committee Member, Mitsubishi Heavy Industries, Ltd. (incumbent) (up to the present)</p> <p>Important Concurrent Post: None</p> <p>Term of office as Director: 4 years Number of attendances at the Board of Directors' meetings: 15/15</p>	0 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
9	<p>Kenji Yasukawa (June 7, 1960)</p> <p>To be newly elected</p> <p>Outside</p> <p>Independent</p>	<p>Reason for nomination as a candidate for Director He has experience in a major Japan pharmaceutical company which has been developing business globally and has recently undergone a corporate merger. There, he engaged in development work in the U.S. and was as well involved in corporate strategy and sales management. He possesses wide-ranging experience and expertise as an executive in a leading company in which diverse human resources thrive. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <p>April 1986 Joined Yamanouchi Pharmaceutical Co., Ltd. (current Astellas Pharma Inc.)</p> <p>April 2005 Vice President, Project Management, Urology, Astellas Pharma Inc.</p> <p>June 2010 Corporate Executive, Astellas Pharma Inc. and Therapeutic Area Head, Urology, Astellas Pharma Europe B.V.</p> <p>October 2010 Corporate Executive, Astellas Pharma Inc. and Therapeutic Area Head, Urology, Astellas Pharma Global Development, Inc.</p> <p>April 2011 Corporate Executive; Vice President, Product & Portfolio Strategy, Astellas Pharma Inc.</p> <p>April 2012 Corporate Executive, Chief Strategy Officer (CSTO), Astellas Pharma Inc.</p> <p>June 2012 Senior Corporate Executive, Chief Strategy Officer (CSTO), Astellas Pharma Inc.</p> <p>April 2017 Senior Corporate Executive, Chief Strategy Officer and Chief Commercial Officer (CSTO & CCO), Astellas Pharma Inc.</p> <p>June 2017 Representative Director, Executive Vice President, Chief Strategy Officer and Chief Commercial Officer (CSTO & CCO), Astellas Pharma Inc.</p> <p>April 2018 Representative Director, President, Astellas Pharma Inc.</p> <p>April 2023 Representative Director, Chairman of the Board, Astellas Pharma Inc. (incumbent) (up to the present)</p> <p>Important Concurrent Post: Representative Director, Chairman of the Board, Astellas Pharma Inc.</p>	0 shares

- Notes:
1. None of the candidates for the Directors has any special interest in the Company.
 2. Ms. Nori Imai and Mr. Kenji Yasukawa are candidates to be newly elected.
 3. Mr. Kozo Isshiki, Ms. Noriko Morikawa, Mr. Tetsuo Tsuneishi and Mr. Kenji Yasukawa are candidates for Outside Directors.
 4. Mr. Kozo Isshiki, Ms. Noriko Morikawa and Mr. Tetsuo Tsuneishi will have served as Outside Directors of the Company for five (5) years, four (4) years and one (1) year respectively at the close of this ordinary general meeting of shareholders.
 5. Pursuant to the provisions of Articles of Incorporation, in case Mr. Kozo Isshiki, Ms. Noriko Morikawa and Mr. Tetsuo Tsuneishi are reelected, the Company plans to extend the existing agreements with them limiting their liability for damages within a defined range. In addition, in case Mr. Kenji Yasukawa is elected, the Company plans to conclude the same agreements with him. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
 6. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. The Company plans to include candidates for Directors in insureds if they are elected.
 7. Pursuant to relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Mr. Kozo Isshiki, Ms. Noriko Morikawa and Mr. Tetsuo Tsuneishi have been appointed as the Company's Independent Directors who will not have conflicting interests with general shareholders. In addition, the Company plans to notify the TSE that Mr. Kenji Yasukawa has been nominated as a candidate for the Company's Independent Director.
 - (1) Mr. Kozo Isshiki was an employee of Development Bank of Japan Inc. The Company has business relations with Development Bank of Japan Inc. including borrowing money from it, and the money borrowed from Development Bank of Japan Inc. amounts to 4.7% of the Company's total assets, exceeding the standard for the independence of outside officers of 2%. Although Development Bank of Japan Inc. meets the condition to be recognized as major business acquaintance of the Company, 15 years have already passed since Mr. Isshiki's retirement from the bank. We therefore judge Mr. Kozo Isshiki will not have conflicting interests with general shareholders.
 - (2) Though Ms. Noriko Morikawa was an employee and an executive of Bosch Corporation, the amount of annual business transactions between the Company and Bosch Corporation is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Ms. Noriko Morikawa will not have conflicting interests with general shareholders.
 - (3) Tokyo Electron Device Ltd., in which Mr. Tetsuo Tsuneishi has a concurrent position, and the Company do not have any special relationship.
 - (4) Though Mr. Tetsuo Tsuneishi was an employee of Tokyo Electron Ltd., the amount of annual business transactions between the Company and Tokyo Electron Ltd. is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Tetsuo Tsuneishi will not have conflicting interests with general shareholders.
 - (5) Though Mr. Kenji Yasukawa is an officer of Astellas Pharma Inc., the amount of annual business transactions between the Company and Astellas Pharma Inc. is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Kenji Yasukawa will not have conflicting interests with general shareholders.

Proposal No.3: Election of Three Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. Jun Tanaka, Ms. Kiyomi Saito and Ms. Masako Yajima are to expire at the close of this general meeting of shareholders. Therefore, the Company proposes election of three Audit & Supervisory Board Members as successors to them.

As to this proposal, approval from the Audit & Supervisory Board has been obtained.

The candidates for Audit & Supervisory Board Members are as listed below:

Candidate No.	Name	Current Position at the Company	Statuses
1	Mitsuo Katayose	Assistant to President	To be newly elected
2	Masako Yajima	Audit & Supervisory Board Member	To be reelected Outside Independent
3	Kiyoko Toda		To be newly elected Outside Independent

[Reference] Audit & Supervisory Board Members who continue to be incumbent

Name	Current Position at the Company	Statuses
Toshiharu Kato	Standing Statutory Member of Audit & Supervisory Board	Incumbent
Yasuyuki Miyasaka	Audit & Supervisory Board Member	Incumbent Outside Independent

To be reelected: Candidate for Audit & Supervisory Board Member to be reelected

To be newly elected: Candidate for Audit & Supervisory Board Member to be newly elected

Incumbent: Audit & Supervisory Board Member who continues as incumbent

Outside: Outside Member of Audit & Supervisory Board or candidate thereof

Independent: Independent Member of Audit & Supervisory Board under the provisions of the stock exchange

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Audit & Supervisory Board Member, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
1	<p>Mitsuo Katayose (January 16, 1963)</p> <p>To be newly elected</p>	<p>Reason for nomination as a candidate for Audit & Supervisory Board Member</p> <p>At Hitachi Chemical Co., Ltd. (later Showa Denko Materials Co., Ltd., current Resonac Corporation), he was involved in R&D and automobile parts business segment. He has also led new business and new product creation as a Chief Technology Officer (CTO). Following Hitachi Chemical's merger with the Company, he has exercised leadership in creating technical synergy between the merged companies as the General Manager of the High Performance Materials Business Headquarters. He has capacity, knowledge, and experience rich enough to audit Directors' performance of their duties appropriately and fairly. Based on these, the Company judged he is suitable for Audit & Supervisory Board Member, and nominated him as a candidate for Audit & Supervisory Board Member.</p> <p>Personal history and positions at the Company</p> <p>April 1987 Joined Hitachi Chemical Co., Ltd.</p> <p>April 2015 Executive Officer; General Manager, Molded Products Department, Automotive Products Business Headquarters, Hitachi Chemical Co., Ltd.</p> <p>April 2017 Executive Officer; General Manager, Innovation Promotion Headquarter, Hitachi Chemical Co., Ltd.</p> <p>April 2019 Managing Executive Officer; General Manager, Innovation Promotion Headquarter, Hitachi Chemical Co., Ltd.</p> <p>April 2020 Managing Executive Officer; Chief Technology Officer (CTO); General Manager, Innovation Promotion Headquarters, Hitachi Chemical Co., Ltd.</p> <p>June 2020 Director; Managing Executive Officer; Chief Technology Officer (CTO); General Manager, Innovation Promotion Headquarters, Hitachi Chemical Co., Ltd.</p> <p>February 2021 General Manager, Preparation Office for Advanced Functional Material Business Headquarters, of the Company Director; Managing Corporate Officer; Chief Technology Officer (CTO); General Manager, Innovation Promotion Headquarters, Showa Denko Materials Co., Ltd.,</p> <p>January 2022 General Manager, Preparation Office for Advanced Functional Materials Business Headquarters, of the Company Director; Corporate Officer; General Manager, Advanced Functional Materials Business Headquarters, Showa Denko Materials Co., Ltd.</p> <p>January 2023 Corporate Officer, of the Company General Manager, High Performance Materials Business Headquarters, Resonac Corporation</p> <p>July 2023 General Manager, High Performance Materials Business Headquarters and Life Science Business Headquarters, Resonac Corporation</p> <p>January 2024 Assistant to President, of the Company (incumbent) (up to the present)</p> <p>Important Concurrent Post: None</p>	0 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Audit & Supervisory Board Member, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
2	<p>Masako Yajima (May 22, 1969)</p> <p><u>To be reelected</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p>	<p>Reason for nomination as a candidate for Audit & Supervisory Board Member</p> <p>She is a lawyer rich in international experience, and has high principles about corporate laws. She has been auditing Directors' performance of their duties with focuses on legal affairs concerning globalization of the Company's operation, M&A and other issues, in order to secure appropriateness and legality of Directors' performance of their duties. She has capacity, knowledge, and experience rich enough to audit Directors' performance of their duties appropriately and fairly. Based on these, the Company judged she is suitable for Audit & Supervisory Board Member, and nominated her as a candidate for Audit & Supervisory Board Member.</p> <p>Though Ms. Yajima has never taken part in management of business companies in any way other than serving as an outside officer in the past, the Company judged she can appropriately perform duties of Audit & Supervisory Board Member on the basis of above reasons.</p> <p>Personal history and positions at the Company</p> <p>April 1994 Registered at Dai-Ichi Tokyo Bar Association Joined Nishimura Law Office (current Nishimura & Asahi (Gaikokuho Kyodo Jigyo))</p> <p>March 2001 Registered as a lawyer in the State of New York</p> <p>April 2004 Assistant Professor, Law School, Keio University</p> <p>January 2006 Partner, Nishimura & Tokiwa (current Nishimura & Asahi (Gaikokuho Kyodo Jigyo)) (incumbent)</p> <p>April 2007 Professor, Law School, Keio University (incumbent)</p> <p>March 2020 Outside Member of Audit & Supervisory Board, of the Company (incumbent)</p> <p>December 2023 Outside Director, Mitsubishi Research Institute DCS Co., Ltd. (incumbent) (up to the present)</p> <p>Important Concurrent Post: Partner, Nishimura & Asahi (Gaikokuho Kyodo Jigyo)</p> <p>Term of office as Audit & Supervisory Board Member: 4 years Number of attendances at the Board of Directors' meetings: 15/15 Number of attendances at the Audit & Supervisory Board meetings: 13/13</p>	0 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Audit & Supervisory Board Member, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																		
3	<p>Kiyoko Toda (December 2, 1972)</p> <p>To be newly elected</p>	<p>Reason for nomination as a candidate for Audit & Supervisory Board Member</p> <p>She has rich business experience and expert knowledge of corporate finance and accounting accumulated at companies that globally operate diverse businesses, including manufacturers and financial institutions. She also has experience in the auditing department of a foreign-owned accounting firm, and experience in engaging in corporate management as a department manager for finance and accounting, as well as for ethics and compliance at the Japanese subsidiary of a foreign-owned company. She has capacity, knowledge, and experience rich enough to audit Directors' performance of their duties appropriately and fairly. Based on these, the Company judged she is suitable for Audit & Supervisory Board Member, and nominated her as a candidate for Audit & Supervisory Board Member.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td>July 1995</td> <td>Joined Deloitte & Touche LLP (US), and assigned to Auditing Department</td> </tr> <tr> <td>July 1997</td> <td>Registered as a certified public accountant in the state of Michigan, U.S.</td> </tr> <tr> <td>July 2000</td> <td>Manager, Auditing Department, Deloitte & Touche LLP (US)</td> </tr> <tr> <td>July 2003</td> <td>Senior Manager, Auditing Department, Deloitte & Touche LLP (US)</td> </tr> <tr> <td>November 2004</td> <td>Controller, Finance Department, GE Plastics Japan Ltd. (current SHPP Japan LLC)</td> </tr> <tr> <td>November 2006</td> <td>Controller, Finance Department, GE Consumer Finance K.K. (current Shinsei Financial Co., Ltd.)</td> </tr> <tr> <td>September 2008</td> <td>Controller, Finance Department, Japan branch, American Express International, Inc.</td> </tr> <tr> <td>November 2011</td> <td>Deputy Vice President, Headquarters Supervision Controller, New York Headquarters, American Express International, Inc.</td> </tr> <tr> <td>June 2013</td> <td>Vice President, Compliance Division Chief, Japan branch, American Express International, Inc. (up to the present)</td> </tr> </table> <p>Important Concurrent Post: None</p>	July 1995	Joined Deloitte & Touche LLP (US), and assigned to Auditing Department	July 1997	Registered as a certified public accountant in the state of Michigan, U.S.	July 2000	Manager, Auditing Department, Deloitte & Touche LLP (US)	July 2003	Senior Manager, Auditing Department, Deloitte & Touche LLP (US)	November 2004	Controller, Finance Department, GE Plastics Japan Ltd. (current SHPP Japan LLC)	November 2006	Controller, Finance Department, GE Consumer Finance K.K. (current Shinsei Financial Co., Ltd.)	September 2008	Controller, Finance Department, Japan branch, American Express International, Inc.	November 2011	Deputy Vice President, Headquarters Supervision Controller, New York Headquarters, American Express International, Inc.	June 2013	Vice President, Compliance Division Chief, Japan branch, American Express International, Inc. (up to the present)	0 shares
July 1995	Joined Deloitte & Touche LLP (US), and assigned to Auditing Department																				
July 1997	Registered as a certified public accountant in the state of Michigan, U.S.																				
July 2000	Manager, Auditing Department, Deloitte & Touche LLP (US)																				
July 2003	Senior Manager, Auditing Department, Deloitte & Touche LLP (US)																				
November 2004	Controller, Finance Department, GE Plastics Japan Ltd. (current SHPP Japan LLC)																				
November 2006	Controller, Finance Department, GE Consumer Finance K.K. (current Shinsei Financial Co., Ltd.)																				
September 2008	Controller, Finance Department, Japan branch, American Express International, Inc.																				
November 2011	Deputy Vice President, Headquarters Supervision Controller, New York Headquarters, American Express International, Inc.																				
June 2013	Vice President, Compliance Division Chief, Japan branch, American Express International, Inc. (up to the present)																				

- Notes:
1. None of the candidates for the Audit & Supervisory Board Member has any special interest in the Company.
 2. Mr. Mitsuo Katayose and Ms. Kiyoko Toda are candidates to be newly elected.
 3. Ms. Masako Yajima and Ms. Kiyoko Toda are candidates for Outside Members of Audit & Supervisory Board.
 4. Ms. Masako Yajima is currently an Outside Member of Audit & Supervisory Board of the Company, and will have served as Outside Member of Audit & Supervisory Board for four (4) years at the close of this ordinary general meeting of shareholders.
 5. Pursuant to the provisions of Articles of Incorporation, in case Ms. Masako Yajima is reelected, the Company plans to extend the existing agreements with her limiting her liability for damages within a defined range. In addition, in case Ms. Kiyoko Toda is elected, the Company plans to conclude the same agreements with her. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
 6. Ms. Kiyoko Toda has experience of working as a manager for the finance and accounting section of the Japanese subsidiary of a foreign-owned company, and has considerable knowledge about finance and accounting.
 7. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. The Company plans to include candidates for Audit & Supervisory Board Members in insureds if they are elected.
 8. Pursuant to the relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Ms. Masako Yajima has been appointed as an Independent Member of Audit & Supervisory Board of the Company who will not have conflicting interests with general shareholders. In addition, the Company plans to notify the TSE that Ms. Kiyoko Toda has been nominated as a candidate for Independent Member of Audit & Supervisory Board of the Company.
 - (1) Though the Company requests legal services of lawyers, other than Ms. Masako Yajima, of Nishimura & Asahi (Gaikoku Kyodo Jigyo), in which Ms. Masako Yajima has another position, when necessary, the latest three-year-average of the ratio of fees paid from the Company to Nishimura & Asahi is less than 2% of the total fees the law office received from its customers, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge that Ms. Masako Yajima will not have conflicting interests with general shareholders.
 - (2) American Express International, Inc., in which Ms. Kiyoko Toda previously worked, and the Company do not have any special relationship.

[Reference]

Skill matrix

Resonac's Corporate Philosophy

The Resonac Group has set its Purpose (the meaning of its existence) as “Change society through the power of chemistry,” and has also set four Values which the Group’s employees should consider important as “Passionate & Results-Driven,” “Agile & Flexible,” “Open Minds & Open Connections,” and “Solid Vision & Solid Integrity.” The Group has defined combination of these Purpose and Values as the Group’s Corporate Philosophy. Under this Corporate Philosophy, the Group strives to solve social issues through its business activities.

Medium- to long-term strategy to realize Corporate Philosophy








The Resonac Group has set its management strategy as the Long-term Vision, periodically updates this Long-term Vision, and executes business portfolio reform. The Group has classified its businesses into five segments, namely, Semiconductor and Electronic Materials, Mobility, Chemicals, Innovation Enabling Materials, and Others. The Group expects that the markets for the Semiconductor and Electronic Materials segment and the Mobility segment will grow further, the Chemicals segment will make profit stably, and the Innovation Enabling Materials segment will support technical development in all businesses of the Group. We shall realize sustainable growth of the Group by making each of these business segments fill its role and achieve its target EBITDA.

Major issues to be discussed at the Board of Directors' meetings

To enhance the effectiveness of the Group’s Corporate Philosophy and medium- to long-term strategy based on the Corporate Philosophy, it will be necessary for the Board of Directors to have lively discussion and quick decision making about “the way to compete on the world stage,” “contribution to SDGs,” “well-disciplined business portfolio reform,” “innovation including technical synergy,” and “human-resource development.”

Identification of skills necessary for Directors

On the basis of above discussion, we formulated a matrix that indicates expertise and experience of each Director and each Member of the Audit & Supervisory Board.

	Name	Inside/outside the company	Term of office (years)	 Global Business	 Innovation and Fusion of Technology	 ESG and Sustainability	 Portfolio Management	 Finance/Accounting	 Personnel Management/Development	 Legal/Risk Management
Director	Kohei Morikawa		8	●	●	●	●			●
	Hidehito Takahashi		7	●		●	●	●	●	●
	Hideki Somemiya		2	●		●	●	●	●	
	Tomomitsu Maoka		2	●	●	●	●			●
	Nori Imai		-	●		●	●		●	
	Kozo Isshiki	Outside	5		●		●	●	●	
	Noriko Morikawa	Outside	4	●		●		●	●	
	Tetsuo Tsuneishi	Outside	1	●			●	●	●	
	Kenji Yasukawa	Outside	-	●	●		●		●	
	Total			8	4	6	8	5	7	3
Audit & Supervisory Board Member	Toshiharu Kato		5	●		●		●		
	Mitsuo Katayose		-	●	●		●			
	Masako Yajima	Outside	4	●						●
	Yasuyuki Miyasaka	Outside	2	●				●		●
	Kiyoko Toda	Outside	-	●				●		●
		Total			5	1	1	1	3	0