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(Securities Code 4249)

June 4, 2021

To All Shareholders:

1-1-1 Minami-Aoyama, Minato-ku, Tokyo  
**MORIROKU HOLDINGS COMPANY, LTD.**  
President and CEO Takashi Kurita

## **NOTICE OF THE 106th ORDINARY GENERAL SHAREHOLDERS' MEETING**

Dear Shareholder,

Please refer to the following for information about the upcoming the 106th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Moriroku Holdings Company, Ltd. (the "Company").

To prevent the spread of the novel coronavirus disease (COVID-19) and ensure the safety of shareholders, **the Company would like to request shareholders to exercise their voting rights in advance, as much as possible, in writing or via the Internet. In addition, we ask those shareholders planning to attend the General Shareholders' Meeting in person to adequately consider their health condition and take preventive measures against COVID-19 infection.**

Please review the enclosed Reference Documents and exercise your voting rights **by no later than 5:30 p.m. on June 21, 2021 (Monday).**

Please also note that **a video of the General Shareholders' Meeting will be available for viewing on the Company website (<http://www.moriroku.co.jp>) at a later date.** The Company would like to once again ask shareholders to check the status of the spread of COVID-19 on the date of the meeting and make active use of the website.

[When exercising your voting rights by paper ballot]

Please indicate "for" or "against" for each agenda item listed on the enclosed Form for Exercising Voting Rights, and return it by no later than 5:30 p.m., June 21, 2021 (Monday).

[When exercising your voting rights via the Internet]

Please refer to the "Guide to the Exercise of Voting Rights via the Internet" on pages 7 to 8 and enter "for" or "against" for each agenda item according to the guidance displayed on the screen by no later than 5:30 p.m., June 21, 2021 (Monday) (Translation of pages 7 to 8 is omitted.).

Sincerely yours,

**1. Date and time:** 10:00 a.m., Tuesday, June 22, 2021

(Reception start time: 9:30 a.m.)

(Please note that the reception start time is different from that of last year.)

**2. Venue:**

Forest Terrace Meiji Jingu, Keyaki Hall (2nd floor)

1-1 Yoyogi-Kamizono-cho, Shibuya-ku, Tokyo

(Please note that the venue is different from that of last year and refer to the “Guide map of the venue of the ordinary general shareholders’ meeting” below.)

**3. Agenda:**

**Reports:**

- (1) Reports on business review, consolidated financial statements and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the 106th Fiscal Year (April 1, 2020 through March 31, 2021)
- (2) Report on non-consolidated financial statements for the 106th Fiscal Year (April 1, 2020 through March 31, 2021)

**Resolutions**

Proposed Resolution 1: Election of Five (5) Directors

Proposed Resolution 2: Election of Four (4) Audit & Supervisory Board Members

**4. Guide to the Exercise of Voting Rights:**

Please refer to “Procedures for exercising voting rights” listed on pages 6 to 8 (Translation of pages 6 to 8 is omitted.).

Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk.

- Among the documents that should be submitted along with this Notice of General Shareholders’ Meeting, notes to the consolidated and non-consolidated financial statements are not included in the attachments since they are posted on the Company’s Web site (<http://www.moriroku.co.jp>) as provided by laws and regulations and Article No. 16 of the Company’s Articles of Incorporation. The aforesaid “notes to consolidated financial statements” and “notes to non-consolidated financial statements” are included in the consolidated and non-consolidated financial statements that were audited by the Audit & Supervisory Board Members when they prepared the Audit Report and by the Accounting Auditors when they prepared the Independent Auditor’s Report.
- If there are any revisions to the Reference Documents for the General Shareholders’ Meeting, the business review and/or the consolidated and the non-consolidated financial statements, such revisions will be listed on the Company’s website (URL: <http://www.moriroku.co.jp>)

No gift is provided to the shareholders attending the General Shareholders’ Meeting. We would appreciate your kind understanding of this matter.

## Reference Documents

Proposed resolutions and reference matters

### Proposed Resolution 1: Election of Five (5) Directors

All seven (7) Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting.

The Company therefore proposes to reduce the number of Directors by two (2) so that strategic and agile decision-making can be carried out by the Board of Directors and elect five (5) Directors.

The candidates for the positions of Director are as follows:

No.	Name	Current position and main areas of responsibility at the Company, etc.	Position	Attendance at the Board of Directors meetings
1	Takashi Kurita	President and CEO	Re-appointed	18 / 18
2	Shunji Shitasako	Director and Executive Officer Assistant to the President & CEO General Manager of Accounting & Finance Division, Corporate Communications & IR Division Supervisor	Re-appointed	13 / 13
3	Koichiro Shibata	Outside Director	Re-appointed Outside Independent	18 / 18
4	Kenichi Hirai	Outside Director	Re-appointed Outside Independent	13 / 13
5	Ryo Otsuka	Outside Director	Re-appointed Outside Independent	13 / 13

Re-appointed: a candidate for re-appointed Director

Outside: a candidate for Outside Director

Independent: an independent officer under the rules of the Tokyo Stock Exchange, Inc.

No.		Brief career summary, position and main areas of responsibility at the Company	
1	Takashi Kurita (May 5, 1958)  Re-appointed  Number of the Company's shares owned 44,566 shares	April 1981	Joined the Company
		April 2003	President & CEO of Listowel Technology, Inc. (dispatched)
		October 2008	Executive Officer of Morioku Technology Company, Ltd. Assistant Head of North America Operations
		June 2009	Executive Officer of Morioku Technology Company, Ltd. Head of North America Operations
		September 2010	Executive Officer of Morioku Technology Company, Ltd. Head of North America Operations Chairman, President & CEO of Greenville Technology, Inc.
		November 2010	Executive Officer of Morioku Technology Company, Ltd. Assistant Head of North America Operations Chairman, President & CEO of Greenville Technology, Inc.
		October 2013	Executive Officer of Morioku Chemicals Company, Ltd. Sales Division Supervisor
		June 2014	Executive Officer of Morioku Chemicals Company, Ltd. Resin-Treated Products Business Supervisor
		June 2015	Director and Executive Officer of Morioku Chemicals Company, Ltd. Resin-Treated Products Business Supervisor
		June 2017	Director and Executive Officer of Morioku Chemicals Company, Ltd. Administrative Division Supervisor
		June 2018	Director, Vice President and Executive Officer of the Company
		June 2019	President and CEO of the Company (current) Director of Morioku Technology Company, Ltd. Director of Morioku Chemicals Company, Ltd.
		June 2020	President and CEO of Morioku Technology Company, Ltd. (current) Chairman of Directors of Morioku Chemicals Company, Ltd.(current)
		Important concurrent duties	
		President and CEO of Morioku Technology Company, Ltd. Chairman of Directors of Morioku Chemicals Company, Ltd.	
Reason for nomination as candidate for Director			
Mr. Takashi Kurita had been stationed overseas for many years, gaining a wide range of experience in operations of the Resin-Treated Products and Chemical Businesses. Since assuming the position of Director, he has been demonstrating strong leadership by leveraging his experience and knowledge and striving to increase the corporate value of the group. Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it elected him as a candidate for Director again.			

No.		Brief career summary, position and main areas of responsibility at the Company	
2	Shunji Shitasako (February 17, 1958) Re-appointed  Number of the Company's shares owned 14,400 shares	April 1981	Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)
		April 2006	Joined the Company
		March 2007	Manager of Internal Auditing Division
		June 2008	Manager of Accounting & Finance Division
		June 2010	Executive Officer Manager of Accounting & Finance Division
		June 2017	Director and Executive Officer Accounting & Finance Division Supervisor Manager of Accounting & Finance Division
		June 2019	Executive Managing Officer General Manager of Accounting & Finance Division, IR Division Supervisor
		June 2020	Director and Executive Officer Assistant to the President & CEO General Manager of Accounting & Finance Division, Corporate Communications & IR Division Supervisor (current) Director of Morioku Technology Company, Ltd. (current) Director of Morioku Chemicals Company, Ltd. (current)
		Important concurrent duties	
		Director of Morioku Technology Company, Ltd. Director of Morioku Chemicals Company, Ltd.	
Reason for nomination as candidate for Director			
Mr. Shunji Shitasako has experience working in a financial institution along with extensive knowledge on financial and accounting matters and has served as the head of the Finance & Accounting Division after joining the Company. Currently, as Director, Executive Officer, Assistant to the President & CEO and officer in charge of Accounting & Finance and Corporate Communications & IR, he is focusing on promoting dialog with the capital markets in addition to leading the formulation and implementation of financial strategies of the Company. Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it newly elected him as a candidate for Director.			

No.	Brief career summary, position and main areas of responsibility at the Company	
3	Koichiro Shibata (April 17, 1961)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1993      Registered as Lawyer (Daini Tokyo Bar Association) Nagano Mayama Law Firm
		February 1998      Lawyer Shibata Koichiro Law Firm (current)
		June 2012      Member of the Discipline Committee, Daini Tokyo Bar Association
		October 2017      Outside Director of the Company (current)
		April 2018      Member of the Ethics Committee, Daini Tokyo Bar Association (current)
		Important concurrent duties
	Lawyer Shibata Koichiro Law Firm, Lawyer	
Reason for nomination as candidate for Outside Director and outline of expected roles		
<p>Mr. Koichiro Shibata has abundant experience and extensive knowledge as a lawyer. It is expected that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p> <p>He has not been involved in the management of a company other than serving as an Outside Officer in the past. However, due to the reasons above, the Company believes that he can properly execute the duties of an Outside Director.</p>		

No.		Brief career summary, position and main areas of responsibility at the Company	
4	Kenichi Hirai (September 3, 1954)  Re-appointed Outside Independent  Number of the Company's shares owned 200 shares	April 1978	Joined Nissan Diesel Motor Co. Ltd. (current UD Trucks Corporation)
		January 2008	Vice President of Nissan Diesel Motor Co. Ltd. CFO of Volvo Powertrain Japan
		April 2012	Vice President of UD Trucks Corporation Volvo Group Trucks Operations Japan Controlling Coordination
		January 2016	Director of KH Neochem Co., Ltd. General Manager of Finance Division
		March 2018	Managing Director of KH Neochem Co., Ltd. General Manager of Finance Division
		June 2020	Outside Director of the Company (current)
		Important concurrent duties	
		None	
Reason for nomination as candidate for Outside Director and outline of expected roles			
Mr. Kenichi Hirai has been involved in corporate management in the automotive and chemical industries and is well versed also in the industries of the Company. The Company expects that he will supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in the areas of accounting and finance as well as his deep insights in corporate management, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.			

No.		Brief career summary, position and main areas of responsibility at the Company	
5	Ryo Otsuka (November 14, 1964)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1990	Joined the Company
		March 1994	Joined OHTSUKA POLY-TECH CO.,LTD.
		May 1995	Director of OHTSUKA POLY-TECH CO.,LTD.
		June 2001	Managing Director of OHTSUKA POLY-TECH CO.,LTD.
		July 2010	Director and Vice President of OHTSUKA POLY-TECH CO.,LTD.
		September 2012	President of OHTSUKA POLY-TECH CO.,LTD. (current)
		June 2020	Outside Director of the Company (current)
		Important concurrent duties	
		President of OHTSUKA POLY-TECH CO.,LTD.	
Reason for nomination as candidate for Outside Director and outline of expected roles			
Mr. Ryo Otsuka has been serving as Representative Director in a manufacturing company for many years and is also well versed in the industries of the Company. The Company expects that he will supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in management in general, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.			

- Notes: 1. There are no special conflicts of interest between each of the candidates and the Company.
2. Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryo Otsuka are candidates to become Outside Directors.
3. Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryo Otsuka are currently Outside Directors of the Company. Upon the conclusion of this General Shareholders' Meeting, Mr. Koichiro Shibata would have served as an Outside Director of the Company for 3 years and 9 months, Mr. Kenichi Hirai would have served as an Outside Director of the Company for 1 year and Mr. Ryo Otsuka would have served as an Outside Director of the Company for 1 year.
- 4 The Company concluded with Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryo Otsuka a contract for limitation of liability which specifies their liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided by the Act, according to the provision of Paragraph 1, Article 427 of the Act. The limitation of liability based on the contract shall be either one million (1,000,000) yen or the minimum liability amount defined in Paragraph 1, Article 425 of the Companies Act, whichever is higher. If the reappointment of Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryo Otsuka is approved, the Company will continue the contract with them.
- 5 The Company will conclude with each candidate a contract of indemnification as provided in Paragraph 1, Article 430-2 of the Companies Act. Under the said contract of indemnification, the Company indemnifies the expenses indicated in item (i) of the said paragraph and the loss indicated in item (ii) of the said paragraph within the scope stipulated by laws and regulations.
- 6 The Company has concluded with an insurance company a directors and officers liability insurance contract as provided in Paragraph 1, Article 430-3 of the Companies Act. The said insurance contract will compensate for any damages (legal damages and dispute costs) arising in the event a claim for compensation for damages is made in connection with the execution of operations by an insured person. If each candidate is elected as Director and assumes the position, he will become the insured person of the said insurance contract. The Company also plans to renew the insurance contract with the same details at the time of next renewal.

- 7 The Company appointed Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryo Otsuka as independent officers under the rules of the Tokyo Stock Exchange, Inc., and filed a notice with it in this regard. If their reappointment is approved, the Company will appoint them as independent officers again.



**Proposed Resolution 2: Election of Four (4) Audit & Supervisory Board Members**

All four (4) Audit & Supervisory Board Members will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting.

It is proposed that four (4) Audit & Supervisory Board Members should be elected.

The Audit & Supervisory Board has given its prior consent to this proposal.

The candidates for the position of the Audit & Supervisory Board Member are as follows:

No.	Name	Current position at the Company	Position	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board meetings
1	Koichi Tada	Audit and Supervisory Board Member	Re-appointed	18 / 18	19 / 19
2	Akira Yamazaki	-	Newly appointed	-	-
3	Tadashi Kawashima	External Audit and Supervisory Board Member	Re-appointed Outside Independent	18 / 18	19 / 19
4	Fujio Furukawa	External Audit and Supervisory Board Member	Re-appointed Outside Independent	12 / 13	11 / 11

Re-appointed: a candidate for re-appointed Audit & Supervisory Board Member

Newly appointed: a candidate for newly appointed Audit & Supervisory Board Member

Outside: a candidate for External Audit and Supervisory Board Member

Independent: an independent officer under the rules of the Tokyo Stock Exchange, Inc.

No.		Brief career summary, position at the Company	
1	Koichi Tada (August 13, 1956)  Re-appointed  Number of the Company's shares owned 5,600 shares	April 1980	Joined Isuzu Motors Limited
		December 2002	Joined ARUZE CORP.(current Universal Entertainment Corporation.)
		September 2004	Joined the Company
		February 2005	Block Leader of accounting, Accounting & Finance Division
		June 2008	Head of the Internal Audit Office
		June 2016	Audit and Supervisory Board Member
1	Koichi Tada (August 13, 1956)  Re-appointed  Number of the Company's shares owned 5,600 shares	June 2019	Audit and Supervisory Board Member of Morioku Technology Company, Ltd. (current) Audit and Supervisory Board Member of Morioku Chemicals Company, Ltd. (current)
		Important concurrent duties	
		Audit and Supervisory Board Member of Morioku Technology Company, Ltd.	
		Audit and Supervisory Board Member of Morioku Chemicals Company, Ltd.	
		Reason for nomination as candidate for Audit and Supervisory Board Member	
		Mr. Koichi Tada served as the Head of the Internal Audit Office after serving positions in the Accounting & Finance Division since joining the Company and has been serving as Audit & Supervisory Board Member of the Company since 2016. He has abundant knowledge in finance and accounting and is well versed in the businesses of the Group through his involvement in operations to date. The Company therefore believes that he can properly execute the duties of Audit & Supervisory Board Member and has elected him as a candidate for Audit & Supervisory Board Member again.	

No.		Brief career summary, position at the Company	
2	Akira Yamazaki (January 18, 1958)  Newly appointed  Number of the Company's shares owned 30,600 shares	April 1983	Joined the Company
		July 1997	Manager of Development Department, R&D, Production Division
		October 2000	Manager of Purchasing Department, Administrative Division, Production Division
		June 2002	Vice President of Listowel Technology, Inc. (dispatched)
		September 2008	President & CEO of Listowel Technology, Inc. (dispatched)
		April 2010	General Manager, Quality Management Division of Morioku Technology Company, Ltd.
2	Akira Yamazaki (January 18, 1958)  Newly appointed  Number of the Company's shares owned 30,600 shares	June 2016	Executive Officer of Morioku Technology Company, Ltd. General Manager of Guangzhou Morioku Technology Co., Ltd.
		April 2017	Executive Officer of Morioku Technology Company, Ltd. Head of China Operations and Representative Director and General Manager of Guangzhou Morioku Technology Co., Ltd. (current)
		Important concurrent duties	
		None	
		Reason for nomination as candidate for Audit and Supervisory Board Member	
		Mr. Akira Yamazaki has experience being stationed in multiple affiliated companies overseas and is currently responsible for management as Representative Director and General Manager of an affiliated company in China. The Company has evaluated that he can properly execute the duties of Audit & Supervisory Board Member by leveraging his abundant administrative and management experience in an international business environment on top of his expertise in the technology and production fields. The Company has therefore newly elected him as a candidate for Audit & Supervisory Board Member.	

No.		Brief career summary, position at the Company	
3	Tadashi Kawashima (April 2, 1946)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1973	Joined Deloitte, Haskins & Sells-Japan (current Deloitte Touche Tohmatsu LLC)
		April 1993	Kawashima Law and Accounting Office (current)
		June 2005	External Audit and Supervisory Board Member of the Company (current)
		Important concurrent duties	
		Kawashima Law and Accounting Office	
Reason for nomination as candidate for Audit and Supervisory Board Member			
<p>Mr. Tadashi Kawashima, as lawyer and certified public accountant, has extensive knowledge in finance and accounting along with abundant experience as an expert. He is also well versed in the businesses of the Group and has adequate insights to supervise the management in general. The Company has evaluated that he is capable of performing audits of management and execution of duties from an independent and fair position and has elected him as a candidate for Outside Audit &amp; Supervisory Board Member again.</p> <p>He has not been directly involved in the management of a company in the past. However, for the reasons stated above, the Company believes that he can properly execute the duties of Outside Audit &amp; Supervisory Board Member.</p>			

No.		Brief career summary, position at the Company	
4	Fujio Furukawa (January 20, 1958)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1976	Joined the Regional Taxation Bureau
		July 2014	Director, Personnel Evaluation Division, Management and Coordination Department, Tokyo Regional Taxation Bureau
		July 2015	Chief Internal Inspector, Tokyo Regional Taxation Bureau, Commissioner's Secretariat, National Tax Agency
		July 2017	Deputy Commissioner, Fourth Large Enterprise Examination Department, Tokyo Regional Taxation Bureau
		July 2018	Retired from the Taxation Bureau
		August 2018	Fujio Furukawa Tax Accountant Office (current)
		June 2020	External Audit and Supervisory Board Member of the Company (current)
		Important concurrent duties	
Fujio Furukawa Tax Accountant Office, tax accountant			
Reason for nomination as candidate for Audit and Supervisory Board Member			
Mr. Fujio Furukawa served key positions at the National Tax Agency for many years and currently is actively demonstrating his expertise as a certified tax accountant. He is well versed in finance and accounting in addition to tax matters and has adequate knowledge to supervise the overall management. The Company has evaluated that he is capable of performing audits of management and execution of duties from an independent and fair position and elected him as a candidate for Outside Audit & Supervisory Board Member again. He has not been directly involved in the management of a company in the past. However, due to the reasons above, the Company believes that he can properly execute the duties of Outside Audit & Supervisory Board Member.			

- Notes: 1. Mr. Akira Yamazaki is a candidate to become a newly appointed Audit & Supervisory Board Member.
2. There are no special conflicts of interest between each of the candidates and the Company.
3. The indicated number of the Company's shares owned by Mr. Akira Yamazaki includes his stake in the Company's employee stock ownership association.
4. Mr. Tadashi Kawashima and Mr. Fujio Furukawa are candidates to become External Audit & Supervisory Board Members.
5. Mr. Tadashi Kawashima and Mr. Fujio Furukawa are currently External Audit and Supervisory Board Member of the Company. Upon the conclusion of this General Shareholders' Meeting, Mr. Tadashi Kawashima would have served as an External Audit and Supervisory Board Member of the Company for 16 years and Mr. Fujio Furukawa would have served as an External Audit and Supervisory Board Member of the Company for 1 year.
6. The Company concluded with Mr. Tadashi Kawashima and Mr. Fujio Furukawa a contract for limitation of liability which specifies their liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided by the Act, according to the provision of Paragraph 1, Article 427 of the Act. The limitation of liability based on the contract shall be either one million (1,000,000) yen or the minimum liability amount defined in Paragraph 1, Article 425 of the Companies Act, whichever is higher. If the reappointment of Mr. Tadashi Kawashima and Mr. Fujio Furukawa is approved, the Company will continue the contract with them.
7. The Company will conclude with each candidate a contract of indemnification as provided in Paragraph 1, Article 430-2 of the Companies Act. Under the said contract of indemnification, the Company indemnifies the expenses indicated in item (i) of the said paragraph and the loss indicated in item (ii) of the said paragraph within the scope stipulated by laws and regulations.
8. The Company has concluded with an insurance company a directors and officers liability insurance contract as provided in Paragraph 1, Article 430-3 of the Companies Act. The said insurance contract will compensate for any damages (legal damages and dispute costs) arising in the event a claim for compensation for damages is made in connection with the execution of operations by an insured person. If each candidate is elected as Audit and Supervisory Board Member and assumes the position, he will become the insured person of the said insurance contract. The Company also plans to renew the insurance contract with the same details at the time of next renewal.
- 9 The Company appointed Mr. Tadashi Kawashima and Mr. Fujio Furukawa as independent officers under the rules of the Tokyo Stock Exchange, Inc., and filed a notice with it in this regard. If their reappointment is approved, the Company will appoint them as independent officers again.