

Security Code: 4042

June 3, 2021

Dear Shareholders,

Toshinori Yamamoto, President

**Tosoh Corporation**

4560 Kaisei-cho, Shunan City, Yamaguchi Prefecture

## Notice of the 122nd Ordinary General Meeting of Shareholders

We are pleased to announce the 122nd Ordinary General Meeting of Shareholders of Tosoh Corporation (the “Company”). The meeting will be held as described below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), people are currently still being encouraged by the Japanese government and prefectural governors to stay at home other than for essential or urgent matters. Under such circumstances, after careful deliberation, we have decided to hold the meeting at a reduced scale while implementing appropriate precautionary measures.

To prevent the spread of infection, we hereby seek the understanding and cooperation of our shareholders, and ask you to please exercise your voting rights beforehand, and to refrain from attending the meeting in person, if at all possible. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights in writing or via the Internet, etc., by 5:00 p.m., Thursday, June 24, 2021 (JST).

**1. Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)

**2. Venue:** Conference room, Tosoh Club  
1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 122nd Fiscal Year (from April 1, 2020 to March 31, 2021), as well as the audit reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the 122nd Fiscal Year (from April 1, 2020 to March 31, 2021)

#### **Matters to be resolved:**

- Proposal 1:** Election of Nine (9) Directors  
**Proposal 2:** Election of One (1) Corporate Auditor  
**Proposal 3:** Election of Two (2) Substitute Corporate Auditors

### **Request to Shareholders**

In order to help prevent the spread of COVID-19 infections, we ask you to exercise your voting rights in writing (by postal mail) or via the Internet in advance and refrain from attending on the day of the General Meeting of Shareholders.

In light of this situation, there will be no gifts provided this year.

### **Details About Live Streaming**

The General Meeting of Shareholders will be streamed online via the Internet (video with sound - Japanese only). For more details, please refer to pages 4 and 5.

### **Notes on Exercising Voting Rights**

1. In the event voting rights are exercised both in writing and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid.
2. If you exercise your voting rights multiple times via the Internet, etc., only the last vote shall be deemed valid.

#### Notes:

- Among the documents to be provided in this notice, the following items are posted on the Company's website (these items posted on the Company's website are Japanese version only) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, the documents attached to this notice do not include these items.
  1. "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" among Consolidated Financial Statements
  2. "Non-Consolidated Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" among Non-Consolidated Financial Statements

The aforementioned documents, along with the documents attached to this notice, were subject to audit by the Independent Auditors and the Corporate Auditors.

- If any modifications are made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, those changes will be posted on our website immediately.
- The Company no longer sends a notice of resolutions to save resources. After the conclusion of the General Meeting of Shareholders, the resolutions will be posted on our website.

Company website: <https://www.tosoh.co.jp>

## **About measures to prevent the spread of COVID-19 at the General Meeting of Shareholders**

We would like to inform you about the measures to prevent the spread of COVID-19 at this General Meeting as follows. We ask for the understanding and cooperation of our shareholders.

### **Request to All Shareholders**

- From the perspective of preventing the spread of infectious disease, please exercise your voting rights in writing or via the Internet to the degree possible in advance, and please refrain from coming to the venue on the day of the General Meeting of Shareholders. Shareholders who are elderly, have a chronic illness, or are pregnant, are considered to be at higher risk from infection, and are kindly advised to give priority to avoiding infection and exercising careful judgment.

Voting Deadline: Thursday, June 24, 2021, at 5:00 p.m. (JST)

- We have not prepared gifts to take home in order to reduce the risk of contact infection.
- On the day of the event, the body temperature of all visitors will be checked at the entrance to the venue, and shareholders with high temperatures may be refused admission.
- In order to reduce the risk of contact infection, the number of seats available at the venue is limited due to the widening of space between seats.
- The General Meeting of Shareholders will be streamed online via the Internet (video with sound - Japanese only). Please see pages 4 and 5 for how to watch. Please note that you cannot exercise your voting rights or ask questions during the livestream.
- If there is a change in the operation of the General Meeting of Shareholders, we will post it on our website, so please check.  
<https://www.tosoh.co.jp/>

## Guidance for Livestreaming the General Meeting of Shareholders

As part of measures to prevent the spread of COVID-19, we ask our shareholders to refrain from attending the General Meeting of Shareholders in person. Even under these circumstances, we will be livestreaming the General Meeting of Shareholders so that more shareholders can view the proceeding, and we hope you can join.

### Livestream date and time

From 10:00 am on Friday, June 25, 2021 (JST)

### How to watch

Please access the special site for livestreaming the General Meeting of Shareholders from your PC or smartphone, log in using the ID and password below, and then join watching the event.

<https://api01-platform.stream.co.jp/apiservice/lplt3/NzM1Nw%3d%3d%23MQ%3d%3d%23280%23168%230%232FE7A0D9E000%23MDoyOjc6YTpmOzEw%23>



\*You can log in 30 minutes before the livestream start time (9:30 am (JST)).

### About the ID and password

You need to enter the ID and password to join and watch the livestream.

ID:

Password:

\*Voting rights cannot be exercised during the livestream of the General Meeting of Shareholders, so please check Guide for Exercising Voting Rights on pages 6 to 9 of this notice and please kindly exercise your voting rights in advance.

### Distribution after the event

Even if you cannot watch the livestream, it will be posted later on the following website so that you can view the General Meeting of Shareholders.

<https://www.net-presentations.com/4042/202105s/>

Release start date and time: Saturday, June 26, 2021 (JST) (planned)

Release end date and time: Monday, July 26, 2021 (JST) (planned)



### Notes:

- Only shareholders are authorized to watch.
- We will do our best not to film the appearance of shareholders in attendance, but they may be unavoidably picked up. We kindly ask for your understanding in advance.
- Please note that depending on the computer used and the Internet connection environment, shareholders may not be able to watch the video or the video and/or audio may not play properly. We kindly ask for your understanding in advance.
- Shareholders are responsible for communications charges etc. associated with watching livestreaming.
- Please note that the special site for livestreaming does not support Q&A. We kindly ask for your understanding in advance.
- Please refrain from video recording, audio recording, photographing, saving, providing to third parties, screening, or reproduction of livestreaming video and audio.
- Due to unavoidable circumstances, livestreaming may not be conducted. In that case, we will inform you on our website (<https://www.tosoh.co.jp>).

**General Meeting of Shareholders Livestreaming**  
**Guidance on how to log in**

1. Please access the following URL link from your PC or smartphone, or scan the QR code for direct access to the special site for livestreaming.

<https://api01-platform.stream.co.jp/apiservice/lplt3/NzM1Nw%3d%3d%23MQ%3d%3d%23280%23168%230%232FE7A0D9E000%23MDoyOjc6YTpmOzEw%23>

\* You can log in 30 minutes before the livestream start time (9:30 am (JST)).



2. Please enter your ID and password on the login screen and click “Watch.”  
\* If the screen does not switch to the login screen from 9:30 am, please refresh the page.
3. Please wait until the session begins (Friday, June 25, 2021 at 10:00 am (JST)).  
We will notify you on our website if there are any changes to the livestream, such as in the event of cancellation due to system trouble.  
Company website: <https://www.tosoh.co.jp>

Notes:

- 1 Please note that depending on your computer and Internet connection environment, video and/or audio may not play properly. We kindly ask for your understanding in advance.
- 2 Shareholders are responsible for communications charges etc. associated with watching livestreaming.

## Guide for Exercising Voting Rights

The exercise of voting rights at the General Meeting of Shareholders is an important right of shareholders. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights. There are three ways to exercise voting rights.

### Shareholders attending the Meeting in person



#### Exercise voting rights by submitting your voting form to reception

Please bring this Notice of the Ordinary General Meeting of Shareholders and submit the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person.

Please bring the Voting Rights Exercise Form.

Date and Time of the General Meeting of Shareholders

Friday, June 25, 2021, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)

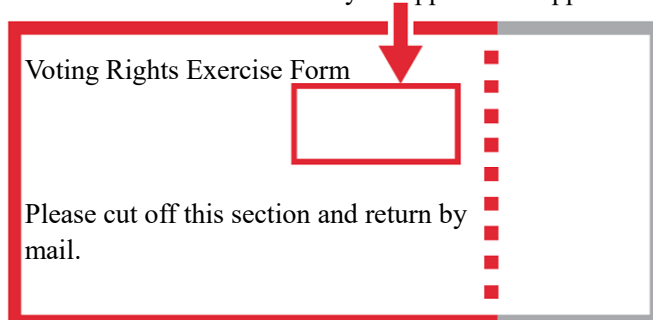
### Shareholders not attending the Meeting in person



#### Exercise voting rights by mail

Please indicate your approval or opposition to each proposal on the enclosed Voting Rights Exercise Form, and then return the form by mail.

Please indicate your approval or opposition to each proposal.



#### Voting Deadline

Votes must reach us no later than 5:00 p.m., Thursday, June 24, 2021 (JST).

## Guide to Fill Out the Voting Rights Exercise Form

Please indicate your approval or opposition to each proposal here.

#### Proposals 1 and 3

To approve all candidates..... Write a circle in the “For” field

To oppose all candidates..... Write a circle in the “Against” field

To oppose some of the candidates..... Write a circle in the “For” field and fill in the number of the candidates to oppose on the blank.

#### Proposal 2

To approve..... Write a circle in the “For” field

To oppose..... Write a circle in the “Against” field

- \* In the event voting rights are exercised both in writing (post) and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid. In addition, if you exercise your voting rights multiple times via the Internet, etc., only the last vote shall be deemed valid.



### Exercise voting rights via the Internet, etc.

Please access the voting website designated by the Company and indicate your approval or opposition to each proposal by following the instructions on the screen.

Voting Website: <https://www.web54.net>

Voting Deadline

Votes must be done no later than 5:00 p.m., Thursday, June 24, 2021 (JST).

### Guide for Exercising Voting Rights Electronically via the Internet, etc.

#### How to scan QR code

#### “Smart Vote”

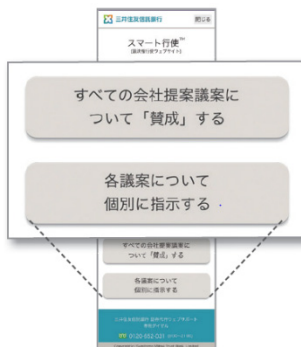
You can log in the voting website by scanning the QR code without entering your voting rights exercise code and password.\*

\*Your device must already have the ability to access content scanned via QR code.



1. Please scan QR code provided at the bottom right of the Voting Rights Exercise Form.

\*QR Code is registered trademarks of DENSO WAVE INCORPORATED.



2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

Note that exercising voting rights by using “Smart Vote” method is available only once.

If you need to change your votes after exercising your voting rights, please log in the voting website for a PC by using your voting rights exercise code and password provided on the Voting Rights Exercise Form and exercise your voting rights again.

\*If you rescan the QR code, you can access the voting website for a PC.



## How to enter voting rights exercise code and password

Voting Website: <https://www.web54.net>



1. Access the voting website.

Click [Next].



2. Enter your “voting rights exercise code” included in the Voting Rights Exercise Form.

Enter “voting rights exercise code.”

Click [Login].



3. Enter your “password” included in the Voting Rights Exercise Form.

Enter your “initial password.”

Enter the new password that you will actually use.

Click [Register].

4. Please indicate your approval or opposition to each proposal by following the voting instructions on the subsequent screens.

If you have any inquiries about the operation of a PC, a cellular phone or a smartphone regarding the exercise of voting rights via the Internet, contact the following:

Dedicated Phone Line of Stock Transfer Agency “Web Support,” Sumitomo Mitsui Trust Bank, Limited  
Telephone: 0120-652-031 (Toll-free)  
(Business hours: 9:00 a.m. to 9:00 p.m.)

### Exercise of voting rights via the voting rights electronic exercise platform (for institutional investors)

Institutional investors may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Inc. for this General Meeting of Shareholders as a means of exercising voting rights via the Internet, etc.

The main content of this notice can be viewed via computer or smartphone.

<https://p.sokai.jp/4042/>



## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting.

Accordingly, we propose the election of nine (9) Directors.

The candidates for Directors are as follows:

No.	Name	Gender	Current position and areas of responsibility in the Company		Tenure	Attendance at Board of Director's Meetings	Candidate Attributes
1	Toshinori Yamamoto	Male	Representative Director President		12 years	15/15	Reappointment
2	Katsushi Tashiro	Male	Representative Director Senior Executive Vice President	Senior General Manager of Nanyo Complex	8 years	15/15	Reappointment
3	Mamoru Kuwada	Male	Director Executive Vice President	President of Chlor-alkali Group, General Manager of Purchasing & Logistics and Senior General Manager of Cement Division	1 year	12/12	Reappointment
4	Toru Adachi	Male	Director Executive Vice President	President of Petrochemical Group	1 year	12/12	Reappointment
5	Toru Doi	Male	Senior Vice President	General Manager of Functional Polymers Research Laboratory	–	–	New Appointment
6	Tsutomu Abe	Male	External Director		6 years	15/15	Reappointment External Independent
7	Keiichi Miura	Male	External Director		1 year	12/12	Reappointment External Independent
8	Yoshihiro Hombo	Male	External Director		1 year	11/12	Reappointment External Independent
9	Mariko Hidaka	Female	External Director		1 year	10/11	Reappointment External Independent

New Appointment: Candidates for new appointment

Reappointment: Candidates for reappointment

External: Candidates for External Directors

Independent: Independent Officer

Note: Mamoru Kuwada, Toru Adachi, Keiichi Miura, Yoshihiro Hombo and Mariko Hidaka assumed the office as Directors in June 2020 and have been attending Board of Director's Meetings held after taking office. Mariko Hidaka has been attending Board of Director's Meetings held since July 2020 onward.

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
1	Reappointment  Toshinori Yamamoto June 21, 1955 (Age 65)  Tenure 12 years  Attendance at Board of Director's Meetings 100% (15/15 meetings)	Apr. 1979 June 2006  June 2007 June 2009 June 2011 June 2015 Mar. 2016 June 2016  [Significant concurrent positions outside the Company] No significant concurrent positions.	Joined the Company Deputy Senior General Manager of Chlor-alkali Division and Manager of Planning & Coordination Associate Director Director Managing Director Representative Managing Director President Representative Director, President (Current Position)	63,786
	<p>[Reasons for nomination] Toshinori Yamamoto has extensive experience in such areas as accounting, sales, purchasing and logistics, overseas operations as well as in corporate planning and management, and he demonstrates strong leadership in directing and supervising Group management. Going forward the Company believes he is sufficiently capable to fulfill the role of Director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>			
2	Reappointment  Katsushi Tashiro September 2, 1956 (Age 64)  Tenure 8 years  Attendance at Board of Director's Meetings 100% (15/15 meetings)	Apr. 1981 June 2006  June 2009 June 2013 June 2015 June 2016 June 2017  June 2018  [Current areas of responsibilities] Senior General Manager of Nanyo Complex [Significant concurrent positions outside the Company] No significant concurrent positions.	Joined the Company General Manager of Ethylene & Energy Production, Yokkaichi Complex Associate Director Director Managing Director Director, Executive Vice President Representative Director, Executive Vice President Representative Director, Senior Executive Vice President (Current Position)	29,320
	<p>[Reasons for nomination] Katsushi Tashiro has extensive experience in such areas as manufacturing, production technology, and construction projects, and he contributes to safe and stable production continuation as well as production technology innovation for the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of Director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
3	Reappointment  Mamoru Kuwada September 28, 1960 (Age 60)  Tenure 1 year  Attendance at Board of Director's Meetings 100% (12/12 meetings)	Apr. 1984 Nov. 2009  June 2013 June 2016 June 2017 June 2020	Joined the Company General Manager of Specialty Materials Production, Yokkaichi Complex Associate Director Vice President Senior Vice President Director, Executive Vice President (Current Position) [Current areas of responsibilities] President of Chlor-alkali Group, General Manager of Purchasing & Logistics and Senior General Manager of Cement Division [Significant concurrent positions outside the Company] No significant concurrent positions.	8,788
	[Reasons for nomination] Mamoru Kuwada has extensive experience in such areas as manufacturing, production technology, construction projects, business administration and facilities administration, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of Director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for Director.  [Special interest between candidate and the Company] The candidate has no special interests in the Company.			
4	Reappointment  Toru Adachi October 16, 1960 (Age 60)  Tenure 1 year  Attendance at Board of Director's Meetings 100% (12/12 meetings)	Dec. 1985 June 2016  June 2019 June 2020	Joined the Company General Manager of Corporate Strategy Vice President Senior Vice President Director, Executive Vice President (Current Position) [Current areas of responsibilities] President of Petrochemical Group [Significant concurrent positions outside the Company] No significant concurrent positions.	13,477
	[Reasons for nomination] Toru Adachi has extensive experience in such areas as accounting, finance, corporate planning and business administration, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of Director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for Director.  [Special interest between candidate and the Company] The candidate has no special interests in the Company.			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
5	New Appointment  Toru Doi June 20, 1962 (Age 58)  Tenure —  Attendance at Board of Director's Meetings —	Apr. 1988 June 2013  Oct. 2014  June 2017 June 2020	Joined the Company General Manager of Yokkaichi Research Laboratory, R&D Office General Manager of Functional Polymers Research Laboratory Vice President Senior Vice President (Current Position) [Current areas of responsibilities] General Manager of Functional Polymers Research Laboratory [Significant concurrent positions outside the Company] No significant concurrent positions.	4,084
	<p>[Reasons for nomination]</p> <p>Toru Doi has extensive experience in research divisions, and he contributes to R&amp;D of the Tosoh Group. The Company believes he is sufficiently capable to fulfill the role of Director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for Director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>			

No.	Name Date of birth	Career summary and position	Number of the Company's shares held
6	Reappointment External Independent  Tsutomu Abe June 24, 1945 (Age 75)  Tenure as External Director 6 years  Attendance at Board of Director's Meetings 100% (15/15 meetings)	July 1969      Joined The Industrial Bank of Japan, Limited June 1997      Director and Manager of Corporate Banking Dept. No. 2 Apr. 2002      Senior Managing Director of Mizuho Bank, Ltd. Mar. 2003      Deputy President (Representative Director) Mar. 2006      Retired as Deputy President (Representative Director) June 2006      Deputy President (Representative Director) and Deputy President Executive Officer of IBJ Leasing Company, Limited Apr. 2007      President and CEO Apr. 2013      Director and Senior Adviser June 2015      External Director of the Company (Current Position) June 2016      Retired as Director and Senior Advisor of IBJ Leasing Company, Limited [Significant concurrent positions outside the Company] No significant concurrent positions.	9,198
		[Reasons for nomination and outline of expected roles] Tsutomu Abe has extensive experience in such areas as finance and in corporate management, and he provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes he will provide appropriate management supervision through decision-making on important matters, has deemed that he will provide useful advice for sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for External Director.	
		[Special interest between candidate and the Company] The candidate has no special interests in the Company.	
		*1 Tsutomu Abe is a candidate for External Director.	
		*2 Tsutomu Abe retired as Director and Senior Advisor of IBJ Leasing Company, Limited (currently Mizuho Leasing Company, Limited) in June 2016. Currently he is not an executive of the said company. The Company has a business relationship for lease of articles, etc. with said company; however, the scale of such transactions is less than 1% of the annual consolidated sales of said company.	
		*3 The Company has submitted notice of candidate Tsutomu Abe's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.	
		*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Tsutomu Abe does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.	
		*5 The Company has entered into a limitation of liability contract with Tsutomu Abe, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.	

No.	Name Date of birth	Career summary and position		Number of the Company's shares held
7	Reappointment External Independent  Keiichi Miura November 13, 1956 (Age 64)  Tenure 1 year  Attendance at Board of Director's Meetings 100% (12/12 meetings)	Apr. 1980 Apr. 2012  Apr. 2013 Apr. 2016 June 2016 Apr. 2019 Apr. 2020 June 2020	Joined Onoda Cement Co., Ltd. General Manager of Central Research Laboratory, Taiheiyo Cement Corporation Executive Officer Managing Executive Officer Director, Managing Executive Officer Director, Senior Executive Officer Director External Director of the Company (Current Position) Retired as Director of Taiheiyo Cement Corporation [Significant concurrent positions outside the Company] No significant concurrent positions.	1,287
	[Reasons for nomination and outline of expected roles] Keiichi Miura has extensive experience such as in research and development planning as well as corporate management, and he provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes he will provide appropriate management supervision through decision-making on important matters, has deemed that he will provide useful advice for sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for External Director.			
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.			
	*1 Keiichi Miura is a candidate for External Director.			
	*2 Keiichi Miura retired as Director of Taiheiyo Cement Corporation in June 2020. Currently he is not an executive of the said company. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company, and the scale of such transactions is approximately 1% of the annual consolidated sales of the Company. In addition, he is scheduled to become an External Director (Audit and Supervisory Committee Member) of NOF CORPORATION in late June 2021.			
	*3 The Company has submitted notice of candidate Keiichi Miura's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.			
	*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Keiichi Miura does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.			
	*5 The Company has entered into a limitation of liability contract with Keiichi Miura, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.			

No.	Name Date of birth	Career summary and position		Number of the Company's shares held
8	Reappointment External Independent	Apr. 1979	Joined Mitsui & Co., Ltd.	1,428
		Apr. 2010	Executive Officer	
		Apr. 2012	Managing Executive Officer	
		Apr. 2014	Senior Executive Managing Officer	
		June 2014	Representative Director; Senior Executive Managing Officer	
	Yoshihiro Hombo March 19, 1957 (Age 64)	Apr. 2017	Representative Director; Executive Vice President	
		Apr. 2018	Director	
	Tenure 1 year	June 2018	Counselor	
		Mar. 2019	Retired as Counselor	
		Apr. 2019	Vice President and Executive Officer of VALQUA, LTD.	
	Attendance at Board of Director's Meetings 92% (11/12 meetings)	June 2019	Representative Director, President & COO	
		June 2020	External Director of the Company (Current Position)	
		[Significant concurrent positions outside the Company] Representative Director, President & COO of VALQUA, LTD.		
[Reasons for nomination and outline of expected roles] Yoshihiro Hombo has extensive experience such as in sales, overseas operations, business supervision and corporate management, and he provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes he will provide appropriate management supervision through decision-making on important matters, has deemed that he will provide useful advice for sustainable growth of the Group and raising corporate value, and therefore proposes him as a candidate for External Director.				
[Special interest between candidate and the Company] The candidate has no special interests in the Company.				
*1 Yoshihiro Hombo is a candidate for External Director.				
*2 Yoshihiro Hombo is Representative Director, President & COO of VALQUA, LTD. There is no business relationship between VALQUA, LTD. and the Company. Yoshihiro Hombo retired as Counselor of Mitsui & Co., Ltd., Limited in March 2019. Currently he is not an executive of the said company. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company, and the scale of such transactions is approximately 2% of the annual consolidated sales of the Company.				
*3 The Company has submitted notice of candidate Yoshihiro Hombo's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.				
*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Yoshihiro Hombo does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.				
*5 The Company has entered into a limitation of liability contract with Yoshihiro Hombo, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.				



No.	Name Date of birth	Career summary and position		Number of the Company's shares held
9	Reappointment External Independent  Mariko Hidaka May 4, 1961 (Age 60)  Tenure 1 year  Attendance at Board of Director's Meetings 91% (10/11 meetings)	Apr. 1984 Apr. 1987 July 2000 July 2006  Aug. 2007  June 2020  July 2020	Joined Chuo Audit Corporation Registered as Certified Public Accountant Partner of Chuo Audit Corporation Senior Partner of ChuoAoyama Audit Corporation Senior Partner of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC) External Director of the Company (Current Position) Senior Partner of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC) [Significant concurrent positions outside the Company] No significant concurrent positions.	0
	[Reasons for nomination and outline of expected roles] Mariko Hidaka has extensive experience such as in accounting and auditing as well as supporting corporate management, and she provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward the Company believes she will provide appropriate management supervision through decision-making on important matters, has deemed that she will provide useful advice for sustainable growth of the Group and raising corporate value, and therefore proposes her as a candidate for External Director. Mariko Hidaka has never been directly involved in the management of a company, except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an External Director based on the above reasons.			
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.			
	*1 Mariko Hidaka is a candidate for External Director.			
	*2 Mariko Hidaka retired as Senior Partner of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC) in July 2020. Currently she is not an executive of the said company. There is no business relationship between Ernst & Young ShinNihon and the Company. In addition, she is scheduled to become an External Director (Audit and Supervisory Committee Member) of Kyokuto Boeki Kaisha, Ltd. in late June 2021.			
	*3 The Company has submitted notice of candidate Mariko Hidaka's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.			
	*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Mariko Hidaka does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.			
	*5 The Company has entered into a limitation of liability contract with Mariko Hidaka, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that she will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.			

- Notes:
1. The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.
  2. The attendance to Board of Director's Meetings of each Director candidate is for fifteen (15) Board of Director's Meetings held between April 2020 and March 2021. In addition, Mamoru Kuwada, Toru Adachi, Keiichi Miura, Yoshihiro Hombo and Mariko Hidaka assumed the office as Directors in June 2020 and have been attending Board of Director's Meetings held after taking office. Mariko Hidaka has been attending Board of Director's Meetings held since July 2020 onward.

**Summary of a directors and officers liability insurance contract**

The Company has concluded a directors and officers liability insurance contract as prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, whereby insureds are compensated for the amount of damages and litigation expenses in cases where the insured receives a claim for damages arising from actions of the insureds in the execution of their duties. However, damages caused by acts performed by insureds while recognizing that they violate the law or criminal acts by insureds will not be covered.

Directors, corporate auditors, executive officers, and associate directors of the Company and its registered subsidiaries are insureds under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If each candidate for Director in Proposal 1 is appointed as Director, he or she will become an insured under said insurance contract.

In addition, said insurance contract will be renewed every May upon resolution of the Board of Directors.

**Proposal 2:** Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Sukehiro Itoh will expire at the conclusion of this meeting.

Accordingly, we propose the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has consented to this proposal.

The candidate for Corporate Auditor is as follows:

Name Date of birth	Career summary and position	Number of the Company's shares held
<p>New Appointment External Independent</p> <p>Makoto Okayama March 14, 1961 (Age 60)</p> <p>Tenure as Corporate Auditor —</p> <p>Attendance at Board of Director's Meetings —</p>	<p>Apr. 1983      Joined The Industrial Bank of Japan, Limited</p> <p>Oct. 2010      General Manager of Trust Business Department III of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2011      Executive Officer</p> <p>Apr. 2012      Managing Executive Officer</p> <p>Apr. 2013      Executive Officer of Mizuho Financial Group, Inc. and Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2016      Retired as Executive Officer of Mizuho Financial Group, Inc. Deputy President &amp; Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2018      Retired as Deputy President &amp; Executive Officer Administrative Officer</p> <p>June 2018      Retired as Administrative Officer Representative Director of Japan Investor Solutions &amp; Technologies Co., Ltd. (Current Position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of Japan Investor Solutions &amp; Technologies Co., Ltd.</p>	0
<p>[Reasons for nomination] Makoto Okayama has extensive experience in finance and corporate management, and based on this experience, the Company has deemed that he will be able to appropriately audit the execution of duties of Directors, and therefore proposes him as a candidate for External Corporate Auditor.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
<p>*1      Makoto Okayama is a candidate for External Corporate Auditor.</p> <p>*2      Makoto Okayama is Representative Director of Japan Investor Solutions &amp; Technologies Co., Ltd. There is no business relationship between Japan Investor Solutions &amp; Technologies Co., Ltd. and the Company. Makoto Okayama retired as Administrative Officer of Mizuho Trust &amp; Banking Co., Ltd. in June 2018. Currently he is not an executive of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>*3      The Company is scheduled to designate Makoto Okayama as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange.</p> <p>*4      The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Makoto Okayama does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.</p> <p>*5      If Makoto Okayama is elected as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>		

Note: The age stated for Makoto Okayama is current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

**Summary of a directors and officers liability insurance contract**

The Company has concluded a directors and officers liability insurance contract as prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, whereby insureds are compensated for the amount of damages and litigation expenses in cases where the insured receives a claim for damages arising from actions of the insureds in the execution of their duties. However, damages caused by acts performed by insureds while recognizing that they violate the law or criminal acts by insureds will not be covered.

Directors, corporate auditors, vice presidents, and associate directors of the Company and its registered subsidiaries are insureds under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If the candidate for Corporate Auditor, Makoto Okayama, in Proposal 2 is appointed as Corporate Auditor, he will become an insured under said insurance contract.

In addition, said insurance contract will be renewed every May upon resolution of the Board of Directors.

**Proposal 3:** Election of Two (2) Substitute Corporate Auditors

The validity of the assignment of Substitute Corporate Auditor ends at the start of this meeting. Therefore, we propose the election of two (2) Substitute Corporate Auditors in advance in case the number of Corporate Auditors is less than that provided for in laws and regulations.

The Company proposes as candidates for Substitute Corporate Auditor Yojiro Takahashi as a substitute for Corporate Auditor Koji Kawamoto, and Kenta Nagao as a substitute for External Corporate Auditors Tetsuya Teramoto, Tsuneyasu Ozaki and, on the condition that Proposal 2 “Election of 1 Corporate Auditor” is approved, Makoto Okayama.

If either of the Substitute Corporate Auditors can legally assume the office as Corporate Auditor, Yojiro Takahashi will assume the office as Corporate Auditor.

The Board of Corporate Auditors has consented to this proposal.

The candidates for Substitute Corporate Auditors are as follows:

No.	Name Date of birth	Career summary and position	Number of the Company's shares held
1	Yojiro Takahashi February 10, 1951 (Age 70)	<p>Apr. 1975      Joined the Company</p> <p>June 2002      Group Leader of Raw Materials &amp; Fuel Operations, Purchasing &amp; Logistics</p> <p>June 2004      President of Tosoh America, Inc.</p> <p>June 2005      Associate Director of the Company President of Tosoh America, Inc., Deputy Senior General Manager, Electronic Materials Division of the Company</p> <p>June 2009      General Manager, Human Resources of the Company</p> <p>June 2011      Retired as Associate Director Senior Managing Director of Tosoh Logistics Corporation</p> <p>June 2014      Standing Corporate Auditor of Tohoku Tosoh Chemical Co., Ltd.</p> <p>June 2017      Retired as Standing Corporate Auditor [Significant concurrent positions outside the Company] No significant concurrent positions.</p>	20,894
<p>[Reasons for nomination] Yojiro Takahashi has experience as an Associate Director of the Company, and as a Director and Corporate Auditor of Group companies, and based on this experience, the Company has deemed that he will be able to appropriately audit the execution of duties of Directors, and therefore proposes him as a candidate for Substitute Corporate Auditor.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>			
<p>*1      Yojiro Takahashi is a candidate for Substitute Corporate Auditor.</p> <p>*2      If Yojiro Takahashi assumes the office as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>			

No.	Name Date of birth	Career summary and position	Number of the Company's shares held
2	External Independent  Kenta Nagao December 25, 1958 (Age 62)	Oct. 1986      Joined Chuo Audit Corporation Aug. 1990      Registered as Certified Public Accountant Dec. 1995      Retired from Chuo Audit Corporation July 1997      Registered as Certified Public Tax Accountant Aug. 2011      Managing Partner of Growing Tax Corporation (Current Position) [Significant concurrent positions outside the Company] Managing Partner of Growing Tax Corporation External Auditor of OBIC Co., Ltd. External Auditor of Land Business Co., Ltd.	0
	[Reasons for nomination] Kenta Nagao has expertise and a wealth of experience as a certified public accountant as well as a certified public tax accountant. As such, he is believed capable of appropriately carrying out audits of the execution of duties of Directors, hence his nomination for Substitute External Corporate Auditor.		
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.		
	<p>*1      Kenta Nagao is a candidate for Substitute External Corporate Auditor.</p> <p>*2      Kenta Nagao is currently a Managing Partner of Growing Tax Corporation. There is no business relationship between Growing Tax Corporation and the Company.</p> <p>*3      If Kenta Nagao assumes the office as Corporate Auditor, the Company is scheduled to designate him as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange.</p> <p>*4      The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenta Nagao does not fall into any of the restrictions under such criteria, and thus has been selected as candidate for independent Substitute External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 23.</p> <p>*5      If Kenta Nagao assumes the office as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>		

Note: The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

### Summary of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract as prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, whereby insureds are compensated for the amount of damages and litigation expenses in cases where the insured receives a claim for damages arising from actions of the insureds in the execution of their duties. However, damages caused by acts performed by insured persons while recognizing that they violate the law or criminal acts by insureds will not be covered.

Directors, corporate auditors, vice presidents, and associate directors of the Company and its registered subsidiaries are insureds under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If each candidate for Substitute Corporate Auditor in Proposal 3 assumes the office as Corporate Auditor, he will become an insured person under said insurance contract.

In addition, said insurance contract will be renewed every May upon resolution of the Board of Directors.

(Reference) Criteria for the Independence of External Directors/Corporate Auditors of Tosoh Corporation

The Company has set out the following Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such criteria.

- (1) A person who served as executive director, executive officer, vice president or otherwise as employees of the Company or its subsidiaries in the past ten years
- (2) Executive director, executive officer or vice president of a supplier whose principal business partner is the Company (supplying products or services to the Company with the scale of such supply representing more than 2% of the supplier's total consolidated net sales in the immediate previous fiscal year)
- (3) Executive director, executive officer or vice president of a principal customer of the Company (the Company supplies products or services to the customer with the scale of such supply representing more than 2% of the Company's total consolidated net sales in the immediate previous fiscal year)
- (4) A person who receives cash or other property benefit equivalent to an amount in excess of 10 million yen per annum from the Company as consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who fell into any restriction from (2) to (4) above in the past three years
- (6) A relative within the second degree of kinship of a person who falls into any restriction from (1) to (5) above