

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 5218

January 11, 2022

To Shareholders with Voting Rights:

Hirokazu Saito
President, Chief Executive Officer
OHARA INC.
1-15-30 Oyama, Chuo-ku,
Sagamihara-shi, Kanagawa, Japan

**NOTICE OF
THE 113th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We hereby inform you that the 113th Annual General Meeting of Shareholders of OHARA INC. (the “Company”) will be held as described below.

If you will not attend the Meeting in person, you may exercise your voting rights in advance in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 4:55 pm. Japan time (closing time of the Company’s business hours) on Wednesday, January 26, 2022.

- 1. Date and Time:** Thursday, January 27, 2022 at 10:00 a.m. Japan time
The reception will start at 9:00 a.m. Japan time
- 2. Place:** 2nd Floor Conference Room, Head Office Building of the Company
1-15-30 Oyama, Chuo-ku, Sagamihara-shi, Kanagawa, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 113th Fiscal Year (November 1, 2020 - October 31, 2021) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 113th Fiscal Year (November 1, 2020 - October 31, 2021)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors

- When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents attached to this Notice, “Systems for Ensuring Appropriateness of Operations and the Status of Operations of Such Systems,” “Notes to Consolidated Financial Statements,” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<https://www.ohara-inc.co.jp/>)* in accordance with the provisions of laws and regulations as well as Article 14 of the Company’s Articles of Incorporation, and therefore are not provided in the attachment to this Notice. The documents provided in this Notice and posted on the website as stated above were audited by the Audit & Supervisory Board Members and the Accounting Auditor to prepare the Audit Report and Accounting Auditor’s Report respectively.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.ohara-inc.co.jp/>)*.

*The website is only available in Japanese.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Taking into consideration the business performance for the fiscal year under review and the continuation of stable distribution of dividends to shareholders, the Company proposes to distribute a year-end dividend for the 113th fiscal year as described below.

Matters Related to Year-end Dividend

- (1) Type of dividend property
Cash
- (2) Matters regarding the allocation of dividend property to shareholders and its total amount
Amount per common share: 15 yen Total amount of dividends: 366,411,330 yen
- (3) Effective date of distribution of surplus
January 28, 2022

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the end of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors (including four (4) Outside Directors).

The candidates for Director are as follows.

No.	Name	Current positions at the Company	Attendance at the Board of Directors meetings
1	[Reappointed] Hirokazu Saito	President, Chief Executive Officer	100.0% (13/13)
2	[Reappointed] Takashi Nakajima	Director, Senior Managing Executive Officer	100.0% (13/13)
3	[Reappointed] Tetsuya Aoki	Director, Managing Executive Officer	100.0% (13/13)
4	[Reappointed] Naoyuki Goto	Director, Managing Executive Officer	100.0% (13/13)
5	[Reappointed] [Outside] Makoto Ichimura	Director	100.0% (13/13)
6	[Reappointed] [Outside] Go Tokura	Director	100.0% (13/13)
7	[Reappointed] [Outside] [Independent] Akira Nokina	Director	100.0% (13/13)
8	[Reappointed] [Outside] [Independent] Yukako Makino	Director	100.0% (10/10)

Note: Attendance at Board of Directors meetings for Ms. Yukako Makino refers to her attendance at the Board of Directors meetings after she assumed the office of Director of the Company on January 28, 2021.

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
1	Hirokazu Saito (September 24, 1959) [Reappointed]	April 1982 Joined the Company May 1998 General Manager of Planning Group November 2002 President, OHARA OPTICAL (HONG KONG) LTD. December 2002 President, OHARA OPTICAL (ZHONGSHAN) LTD. January 2003 Director, the Company January 2005 Executive Director, the Company Chairman, OHARA OPTICAL (HONG KONG) LTD. January 2009 President, the Company November 2009 Chairman, TAIWAN OHARA OPTICAL CO., LTD. January 2010 Chairman, OHARA OPTICAL (M) SDN. BHD. February 2010 Chairman, OHARA OPTICAL (ZHONGSHAN) LTD. November 2013 President, General Manager of Optical Product Div., and Supervisor of Optical Product Affiliated Subsidiaries, the Company Chairman, TAIWAN OHARA OPTICAL CO., LTD. Chairman, OHARA OPTICAL (M) SDN. BHD. Chairman, OHARA OPTICAL (HONG KONG) LTD. January 2016 President, Chief Executive Officer, General management of the business, the Company (current position)	13,225
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]			19
[Attendance at the Board of Directors meetings]			100.0% (13/13)
[Reasons for nomination as a candidate for Director] Mr. Hirokazu Saito has a wealth of operational experience in a wide range of areas, including the Company's planning, production management, sales, and personnel divisions. He has served as President of overseas subsidiaries and has led the Company as its President since January 2009. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in the management of business overall for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held	
2	Takashi Nakajima (May 22, 1960) [Reappointed]	May 1996	Joined Japan FCI Co., Ltd.	5,205
		February 1997	Joined the Company	
		April 2004	General Manager of Accounting Dept., the Company	
		January 2005	Director, General Manager of Accounting Dept., Administration Div., the Company	
		May 2006	Director, General Manager of Accounting Dept., the Company	
		January 2009	Executive Director, In Charge of Planning and Accounting, and General Manager of Accounting Dept., the Company	
		January 2013	Executive Director, In Charge of Management Planning, the Company	
		November 2013	Executive Director, Chief Officer of Management Center, the Company	
		January 2016	Director, Managing Executive Officer, Head of Finance and Administration, Chief Officer of Management Center, the Company	
January 2019	Director, Senior Managing Executive Officer, Supervisor of Corporate Sector, the Company (current position)			
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]			17	
[Attendance at the Board of Directors meetings]			100.0% (13/13)	
[Reasons for nomination as a candidate for Director] Mr. Takashi Nakajima has a wealth of experience in the Company's financial and management divisions, and as a Director of the Company since January 2005, he has actively contributed to discussions and deliberations in the Board of Directors. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in corporate administration for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
3	Tetsuya Aoki (September 28, 1958) [Reappointed]	April 1982 Joined the Company	5,205
		November 2000 General Manager of Glass Material Production Center Technology Dept., the Company	
		September 2002 General Manager of Product Development Dept., the Company	
		April 2004 General Manager of R&D Dept., the Company	
		May 2006 General Manager of Personnel Dept., the Company	
		January 2008 Director, General Manager of Personnel Dept., the Company	
		January 2011 Executive Director, In Charge of Business Audit, General Affairs and Personnel, and General Manager of General Affairs Dept., the Company	
		November 2013 Executive Director, Chief Officer of Business Support Center, and General Manager of Procurement Dept., the Company	
		January 2016 Director, Managing Executive Officer, Head of Sales, Marketing and Intellectual Property Sector, the Company	
		January 2019 Director, Managing Executive Officer, Supervisor of Sales and Marketing, the Company	
February 2021 Director, Managing Executive Officer, Supervisor of Business Sector, the Company (current position)			
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]			14
[Attendance at the Board of Directors meetings]			100.0% (13/13)
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Tetsuya Aoki has a wealth of experience in areas such as the Company's R&D, technology, personnel and general affairs, and sales divisions. As a Director of the Company since January 2008, he has actively contributed to discussions and deliberations in the Board of Directors. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership, mainly in the Business division, for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
4	Naoyuki Goto (February 22, 1965) [Reappointed]	April 1983 Joined the Company November 2000 General Manager of Technology Dept., Information Products Div., the Company January 2005 General Manager of Production Technology Dept., the Company June 2010 General Manager of R&D Dept. 2, the Company January 2011 Director, In Charge of R&D, and General Manager of R&D Dept. 2, the Company March 2011 Director, In Charge of R&D, and General Manager of R&D Dept., the Company November 2013 Director, General Manager of Advanced Material Product Business Unit, Advanced Material Product Div., the Company January 2016 Resigned as Director Senior Executive Officer, General Manager of Advanced Material Product Div., the Company Chairman, Ohara Corporation Chairman, OHARA GmbH November 2016 Senior Executive Officer, General Manager of Advanced Material Product Div., and General Manager of Advanced Material Product Technology Dept., the Company January 2019 Director, Managing Executive Officer, Supervisor of Production, Technology and Intellectual Property Sector, General Manager of Advanced Material Product Div., the Company February 2021 Director, Managing Executive Officer, Supervisor of Production and Technology Sector, and Chief Officer of Material Production Center (current position) Chairman, Taiwan Ohara Optical Material Co., Ltd. (current position)	3,805
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]			3
[Attendance at the Board of Directors meetings]			100.0% (13/13)
[Reasons for nomination as a candidate for Director] Mr. Naoyuki Goto has a wealth of experience in areas such as the Company's R&D, technology, and manufacturing divisions. As a Director of the Company since January 2019, he has actively contributed to discussions and deliberations in the Board of Directors. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership, mainly in the technology and R&D areas, for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held	
5	Makoto Ichimura (May 12, 1967) [Reappointed] [Outside]	April 1991	Joined Hattori Seiko Co., Ltd. (currently Seiko Holdings Corporation)	0
		April 2010	General Manager, General Affairs Dept., Wako Co., Ltd.	
		May 2013	General Manager, Secretaries Office, Seiko Holdings Corporation	
		February 2015	General Manager, Public Relations & Secretaries Department, Seiko Holdings Corporation	
		June 2016	General Manager, Secretaries Office, Seiko Holdings Corporation (current position)	
		June 2019	Director, In charge of Secretariat and General Affairs, Seiko Holdings Corporation (current position)	
		January 2020	Outside Director, the Company (current position)	
		April 2020	Director, Managing Executive Officer, Seiko Solutions Inc. (current position)	
		December 2020	Senior General Manager, Business Incubation Center, Seiko Holdings Corporation	
		June 2021	In Charge of Strategy Planning, Deputy Chief of Group R&D Headquarters, Seiko Holdings Corporation (current position)	
	[Significant concurrent positions] Director, Seiko Holdings Corporation Director, Managing Executive Officer, Seiko Solutions Inc.			
	[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]	2		
	[Attendance at the Board of Directors meetings]	100.0% (13/13)		
	[Reasons for nomination as a candidate for Outside Director and outline of expected roles] The Company has nominated Mr. Makoto Ichimura as a candidate for Outside Director of the Company in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at Seiko Holdings Corporation and Seiko Solutions Inc. to offer advice on the management of the Company's business overall and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
6	<p>Go Tokura (December 22, 1958)</p> <p>[Reappointed] [Outside]</p>	<p>April 1982 Joined Canon Inc.</p> <p>July 2006 General Manager of Camera Development Dept.1, Photo Products Development Center, Image Communication Products Operations, Canon Inc.</p> <p>January 2011 General Manager of Photo Products Development Center, Image Communication Products Operations, Canon Inc.</p> <p>January 2013 Senior General Manager of ICP Development Center 2, Image Communication Products Operations, Canon Inc.</p> <p>January 2014 Group Executive of ICP Group 2, Image Communication Products Operations, Canon Inc.</p> <p>April 2016 Executive Officer, Canon Inc. Chief Executive of Image Communication Products Operations, Canon Inc.</p> <p>January 2017 Outside Director, the Company (current position)</p> <p>April 2019 Managing Executive Officer, Canon Inc. (current position)</p> <p>April 2021 Deputy Head of Imaging Group, Canon Inc. (current position)</p> <p>[Significant concurrent positions] Managing Executive Officer, Deputy Head of Imaging Group, Canon Inc.</p>	0
[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]			5
[Attendance at the Board of Directors meetings]			100.0% (13/13)
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>The Company has nominated Mr. Go Tokura as a candidate for Outside Director of the Company in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at Canon Inc. to offer advice on the management of the Company's business overall and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
7	Akira Nokina (January 20, 1958) [Reappointed] [Outside] [Independent]	April 1982 Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.) February 2005 Director, In Charge of Direct Marketing, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) February 2006 Executive Officer, In Charge of Direct Marketing, Nikko Cordial Securities Inc. October 2009 Managing Executive Officer, Head of Retail Business Eastern Japan & Metropolitan East, Nikko Cordial Securities Inc. March 2011 Managing Executive Officer, Head of Institutional Business Western Japan & Kinki Unit, Nikko Cordial Securities Inc. March 2014 Senior Executive Managing Director, Head of Sales Unit and Head of Institutional Business, SMBC Nikko Securities Inc. April 2016 Chairman, Nikko Systems Solutions, Ltd. June 2017 Outside Director, Japan Post Co., Ltd. (current position) June 2018 Vice President Chief Executive Officer, Jyoko Securities Co., Ltd. (currently North Pacific Securities Co., Ltd.) July 2018 Outside Director, BUSINESSCOACH, Inc. (current position) January 2019 Outside Director, the Company (current position) June 2019 Chairman, North Pacific Securities Co., Ltd. (current position) [Significant concurrent positions] Chairman, North Pacific Securities Co., Ltd.	0
[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]			3
[Attendance at the Board of Directors meetings]			100.0% (13/13)
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] The Company has nominated Mr. Akira Nokina as a candidate for Outside Director in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at SMBC Nikko Securities Inc., Nikko Systems Solutions, Ltd., and North Pacific Securities Co., Ltd. to offer advice on the management of the Company's business overall from a position that is independent of the management team and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance. If he is elected, the Company will ask him to continue to be involved as a member of the Company's non-mandatory advisory committees.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
8	Yukako Makino (March 17, 1967) [Reappointed] [Outside] [Independent]	April 1990 Joined ORIX Corporation October 2003 Registered as Attorney (Daini Tokyo Bar Association) Joined Harago & Partners Law Offices (current position) January 2021 Outside Director, the Company (current position) [Significant concurrent positions] Attorney, Harago & Partners Law Offices	0
	[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]		1
	[Attendance at the Board of Directors meetings]		100.0% (10/10)
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] Although Ms. Yukako Makino has no experience of direct involvement in corporate management, she possesses a wealth of experience and a high degree of insight as an attorney. The Company has determined that it can expect her to contribute to further strengthening of the Company's corporate governance by offering effective advice for the development and maintenance of the Company's compliance frameworks from a position that is independent of the management team and has nominated her as a candidate for Outside Director of the Company. If she is elected, the Company will ask her to continue to be involved as a member of the Company's non-mandatory advisory committees.			

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Makoto Ichimura, Mr. Go Tokura, Mr. Akira Nokina, and Ms. Yukako Makino are candidates for Outside Director.
 3. The Company has designated and registered Mr. Akira Nokina and Ms. Yukako Makino as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange. The Company had concluded a corporate attorney agreement with Ms. Yukako Makino until January 2021, but her remuneration as a corporate attorney was only 1.2 million yen annually, determined it has no impact on her independence.
 4. Mr. Go Tokura is currently and has been for the past ten (10) years an executive with Canon Inc., a specified associated service provider of the Company. His position and responsibilities are as stated in "Career summary, positions, and responsibilities (Significant concurrent positions)" above.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Makoto Ichimura, Mr. Go Tokura, Mr. Akira Nokina, and Ms. Yukako Makino to limit their liability for damages as provided for in Article 423, Paragraph 1 of said Act. The limit of their liability under these agreements shall be the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If the re-election of these four candidates are approved, the Company will continue these agreements.
 6. Pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, the Company has concluded a directors and officers liability insurance agreement with an insurance company. This insurance policy covers any damages payments or litigation expenses, etc. incurred by the insured in the event that a claim for damages is made against the insured as a result of the insured's position as a company officer, etc. However, there are certain exemptions, such as that any damage, etc. caused by an act committed with the knowledge that such act is against the law will not be covered. If the candidates are elected and assume their positions as Directors, they will continue to be included among the insured under this insurance agreement. The

Company plans to renew the insurance policy with the same contents when it is next due for renewal.

7. The numbers of shares of the Company held include shares held in the name of the Officers Shareholding Association as of October 31, 2021.

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If this proposal is approved and adopted, the expertise and experience of each Director shall be as follows.

No.	Name	Corporate Management	Manufacturing/ Technology / R&D	Sales/ Marketing	Finance/ Accounting	Legal/ Compliance	Personnel/ Human Resources Development
1	Hirokazu Saito	●		●			●
2	Takashi Nakajima	●			●	●	
3	Tetsuya Aoki	●	●	●			●
4	Naoyuki Goto	●	●	●			
5	Makoto Ichimura [Outside]	●	●				●
6	Go Tokura [Outside]	●	●				
7	Akira Nokina [Outside] [Independent]	●		●			
8	Yukako Makino [Outside] [Independent]					●	

Note: The above list does not represent all of the knowledge and experience of each person.