

Note: 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.

(Stock Exchange Code 4220)
May 31, 2022

To Shareholders with Voting Rights:

Kazuaki Tokiwa
Representative Director, President & CEO
RIKEN TECHNOS CORPORATION
Main Office: 2-101, Kanda-Awajicho,
Chiyoda-ku, Tokyo

NOTICE OF THE 93rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby notify you that the 93rd Ordinary General Meeting of Shareholders of RIKEN TECHNOS CORPORATION (the “Company”) will be held as described below.

In order to prevent the spread of the COVID-19, the Company encourages all shareholders to exercise their voting rights in writing or via the Internet, etc. in advance. Please review the attached Reference Documents for the General Meeting of Shareholders (pages 3 through 18), and exercise your voting rights by no later than 5:45 p.m. on Thursday, June 16, 2022, Japan time.

- 1. Date and Time:** Friday, June 17, 2022 at 10:00 a.m. Japan time
- 2. Place:** Nomura Conference Plaza Nihonbashi 6F Large Hall, Nihonbashi
Muromachi Nomura Building (YUITO)
located at 2-4-3, Nihonbashimuromachi, Chuo-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the 93rd term (from April 1, 2021 to March 31, 2022) and results of audits by Independent Accountants and Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 93rd term (from April 1, 2021 to March 31, 2022)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of 4 Directors (Excluding Directors serving as Audit & Supervisory Committee Members)
 - Proposal 4:** Election of 5 Directors serving as Audit & Supervisory Committee Members

- © Among the documents to be provided upon the notification of convocation, the matters listed below are posted on the Company's website pursuant to provisions of laws and regulations as well as Article 13 of the Company's Articles of Incorporation, and therefore are not provided in the Appendix of this Notice.
- (1) Consolidated Statements of Changes in Net Assets and Notes to the Consolidated Financial Statements
 - (2) Statements of Changes in Net Assets and Notes to the Non-consolidated Financial Statements
- The above-mentioned matters posted on the Company's website, together with the Appendix relating to matters to be reported, are subject to audits by Independent Accountants and the Audit & Supervisory Committee.
- © If any revisions are required in the Reference Documents for the General Meeting of Shareholders or in the Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, the revised versions will be posted on the Company's website.

The Company's website: <https://www.rikentechnos.co.jp/>

Measures to prevent the spread of the COVID-19

We will take the following measures to prevent the spread of the COVID-19 at the 93rd Ordinary General Meeting of Shareholders. We appreciate your understanding and cooperation.

- **We encourage you to exercise your voting rights in writing or via the Internet, etc. in advance.**
- **For those who will attend the Meeting, the Company will set up a screening point at the entrance of the venue to measure body temperature. The Company may ask anyone with a fever or other symptoms to leave the venue.**
- **We will significantly reduce seating capacity in an effort to secure more distance between attendees.**
- **We will not distribute souvenirs, and will not hold a get-together for shareholders after the Meeting.**

For the latest information, please refer to the Company's website: <https://www.rikentechnos.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The management of the Company has been positioning the distribution of profits to our shareholders through increased corporate value in the mid- to long-term as one of the most important management issues and makes it a basic policy to ensure a steady stream of dividends while considering future business investment, enhancement of shareholders' equity, and other factors, with an aim at a consolidated dividend payout ratio of 30% or more.

Based on the above-mentioned policy, we hereby propose paying a year-end ordinary dividend of ¥10 per share for the 93rd fiscal year (from April 1, 2021 to March 31, 2022), as well as a commemorative dividend of ¥1 per share in recognition of the support of our shareholders on the occasion of our 70th anniversary on March 30, 2021, making the total dividend ¥11 per share.

(1) Type of dividend properties

Cash

(2) Allocation of dividend properties to shareholders and total amount thereof

¥11.00 per share of common stock of the Company (total of the ordinary dividend of ¥10 and commemorative dividend of ¥1)

Total amount of dividends: ¥705,250,403

The annual dividend for the current fiscal year, including the interim dividend, will be ¥19.00 per share.

(3) Effective date of distribution of surplus

June 20, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 13, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 13, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the disclosure of the reference documents for the general meeting of shareholders, etc. on the Internet (Article 13 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established, and the articles and provisions shall be reorganized.

2. Details of amendments

The details of the amendments are as follows.

Amendments to the Articles of Incorporation under this Proposal shall take effect at the conclusion of this Ordinary General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Disclosure of Reference Documents for the General Meeting of Shareholders, etc. on the Internet)</u></p> <p><u>Article 13 The Company may, when convening a general meeting of shareholders, disclose information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p><Newly established></p> <p>(Supplementary Provisions)</p> <p><u>(Transitional Measures Pertaining to Exemption from Liability for Outside Corporate Auditor)</u></p> <p><Provisions omitted></p>	<p><Deleted></p> <p><u>(Measures for Electronic Provision, etc.)</u></p> <p><u>Article 13 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p>(Supplementary Provisions)</p> <p><u>(Transitional Measures Pertaining to Exemption from Liability for Outside Corporate Auditor)</u></p> <p><u>Article 1</u> < Unchanged></p>

<Newly established>

(Transitional Measures Pertaining to Disclosure of Reference Documents for the General Meeting of Shareholders, etc. on the Internet)

Article 2 The deletion of Article 13 (Disclosure of Reference Documents for the General Meeting of Shareholders, etc. on the Internet) of the current Articles of Incorporation and establishment of the proposed Article 13 (Measures for Electronic Provision, etc.) shall come into effect on September 1, 2022 (the "Effective Date").

2. Notwithstanding the provisions of the preceding paragraph, Article 13 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.

3. Article 2 of these supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

Proposal 3: Election of 4 Directors (Excluding Directors serving as Audit & Supervisory Committee Members)

Mr. Taisaburo Kitaide, Director (excluding Directors serving as Audit & Supervisory Committee Members; the same shall apply hereinafter in this Proposal) resigned as of March 31, 2022. In addition, the terms of office of all other 4 Directors will expire at the conclusion of this meeting. Accordingly, we hereby propose the election of 4 Directors.

The Company selected each candidate for nomination in consultation with the voluntary Nomination Committee chaired by an Independent Outside Director.

In addition, the Audit & Supervisory Committee has judged that each candidate is qualified as a Director of the Company, after comprehensively evaluating the status of execution of duties in the 93rd fiscal year, etc.

The candidates for Directors are as follows:

No.	Name	Gender	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings
1	Reappointment Kazuaki Tokiwa	Male	Representative Director President & CEO	17/17 times (100%)
2	Reappointment Junji Irie	Male	Representative Director, Senior Managing Executive Officer Senior General Manager, Administrative Div.; Senior General Manager, Corporate Planning Div.	17/17 times (100%)
3	Reappointment Gakuyuki Kajiyama	Male	Director, Managing Executive Officer Senior General Manager, Sales & Marketing Div.	17/17 times (100%)
4	Reappointment Hitoshi Sugino	Male	Director, Senior Executive Officer Senior General Manager, Technical Div.; General Manager, R&D Center	17/17 times (100%)

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Kazuaki Tokiwa (October 8, 1960) [Reappointment]	March 1983	Joined the Company	50,600
		April 2002	General Manager, Sales & Marketing Dept., RIMTEC CORPORATION	
		January 2007	Managing Director, RIKEN ELASTOMERS CORPORATION	
		October 2011	Deputy General Manager, Compound Div.; General Manager, Compound Sales & Marketing Dept., RIKEN TECHNOS CORPORATION	
		April 2013	Vice Office Manager, Corporate Planning Office	
		June 2013	Director; Office Manager, Corporate Planning Office	
		April 2016	Representative Director, President & CEO (to present)	
		[Significant concurrent positions]		
		None		
[Reason for nomination as candidate for Director] Mr. Kazuaki Tokiwa carried out various measures to realize the Group's management strategy and business plan in the corporate planning division. He also has extensive experience and achievements as a corporate manager at the overseas group companies. He has promoted various measures in the mid-term business plan by making use of the Company's global network and played a leading role in the Group's management as Representative Director, President & CEO since April 2016. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to enhancing the global group management and producing the synergy effect under the three-year mid-term business plan started in April 2022.				
2	Junji Irie (July 27, 1958) [Reappointment]	April 1981	Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)	43,600
		April 2009	Executive Officer; General Manager, Kobuna-cho Branch	
		May 2011	Joined the Company	
		June 2011	Office Manager, Legal & Compliance Office	
		June 2012	Director; Office Manager, Legal & Compliance Office	
		April 2013	Director; Senior General Manager, Administrative Div.; General Manager, General Affairs Dept.	
		April 2016	Director, Managing Executive Officer; Senior General Manager, Administrative Div.; Senior General Manager, Corporate Planning Div.	
		January 2017	Director, Managing Executive Officer; Senior General Manager, Administrative Div.; Senior General Manager, Corporate Planning Div.; General Manager, General Affairs Dept.	
		April 2017	Director, Managing Executive Officer; Senior General Manager, Administrative Div.; General Manager, General Affairs Dept.	
		October 2017	Director, Managing Executive Officer; Senior General Manager, Administrative Div.	
		April 2019	Director, Senior Managing Executive Officer; Senior General Manager, Administrative Div.; Senior General Manager, Corporate Planning Div.	
		April 2020	Director, Senior Managing Executive Officer; Senior General Manager, Administrative Div.	
		June 2020	Representative Director, Senior Managing Executive Officer; Senior General Manager, Administrative Div.	
		April 2022	Representative Director, Senior Managing Executive Officer; Senior General Manager, Administrative Div.; Senior General Manager, Corporate Planning Div. (to present)	
		[Significant concurrent positions]		
		None		
[Reason for nomination as candidate for Director] Mr. Junji Irie has extensive work experience at leading commercial banks and has considerable insight into management derived from his experience working as a corporate executive. He has revised the corporate governance structure at the Company's administration division, and thereby contributed to strengthening the effectiveness of the Board of Directors' decision-making and supervising function. He has also contributed to streamlining the group management at the corporate planning department. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to the reinforcement of group governance and the group management that leverages the group synergy.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Gakuyuki Kajiyama (October 29, 1962) [Reappointment]	March 1985 June 2008 March 2010 April 2011 September 2011 April 2016 April 2017 June 2017 April 2019 [Significant concurrent positions] None	Joined the Company Office Manager, Nagoya Sales Office; Office Manager, Compound Vehicle R&D Office Deputy General Manager, Compound Div. Vice Office Manager, Corporate Planning Office Managing Director, RIKEN ELASTOMERS CORPORATION Executive Officer, RIKEN TECHNOS CORPORATION; Managing Director, RIKEN ELASTOMERS CORPORATION Senior Executive Officer; Senior General Manager, Corporate Planning Div., RIKEN TECHNOS CORPORATION Director, Senior Executive Officer; Senior General Manager, Corporate Planning Div. Director, Managing Executive Officer; Senior General Manager, Sales & Marketing Div. (to present)	31,000
	[Reason for nomination as candidate for Director] Mr. Gakuyuki Kajiyama has extensive work experience at the Company's technical department and sales & marketing department. He has also contributed to strengthening the global competitiveness including promoting a global sales & marketing structure focused on North America, as a corporate manager of overseas group companies. He has engaged in the formulation and planning of management and business strategy of the entire Group in the Company's corporate planning department since April 2017, and has promoted various measures in the mid-term business plan. He has worked to strengthen a global sales structure at the sales & marketing department since April 2019. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to enhancing the global group management and producing the synergy effect.			
4	Hitoshi Sugino (April 16, 1960) [Reappointment]	March 1983 April 2009 January 2014 April 2016 April 2019 April 2020 June 2020 April 2021 April 2022 [Significant concurrent positions] None	Joined the Company Office Manager, R&D Office III, Materials Development Center Deputy Senior General Manager, Technical Div.; General Manager, R&D Center; Office Manager, R&D Office I Executive Officer; Deputy Senior General Manager, Technical Div.; General Manager, R&D Center; Office Manager, R&D Office III Executive Officer; Senior General Manager, Technical Div.; General Manager, R&D Center Executive Officer; Senior General Manager, Technical Div.; Responsible for Manufacturing Div.; General Manager, R&D Center Director, Executive Officer; Senior General Manager, Technical Div.; Responsible for Manufacturing Div.; General Manager, R&D Center Director, Executive Officer; Senior General Manager, Technical Div.; General Manager, R&D Center Director, Senior Executive Officer; Senior General Manager, Technical Div.; General Manager, R&D Center (to present)	9,200
	[Reason for nomination as candidate for Director] Mr. Hitoshi Sugino has extensive knowledge in the technical fields of the industry to which the Company belongs. He has worked to strengthen the Company's technical capabilities for many years, and contributed to strengthening the Group's global competitiveness from a technical perspective. He also has knowledge about overall management. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to further enhancing the Company's global management and producing the synergy effect going forward.			

- (Notes)
1. No special interests exist between any of the above candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance agreement pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement covers legal damages and litigation expenses to be borne by the insured parties.
The candidates are included as insured parties in the insurance agreement. If this Proposal is approved and they are reelected, the candidates will continue to be included as the insured parties and the Company plans to renew the insurance agreement during their terms of office.

Proposal 4: Election of 5 Directors serving as Audit & Supervisory Committee Members

The terms of office of all 4 Directors serving as Audit & Supervisory Committee Members will expire at the conclusion of this meeting. Accordingly, in order to further strengthen and enhance the audit and supervisory functions for the Group's governance structure, we hereby propose the addition of 1 Director and election of 5 Directors serving as Audit & Supervisory Committee Members.

The Audit & Supervisory Committee previously has given its approval to this proposal.

The candidates for Directors serving as Audit & Supervisory Committee Members are as follows:

No.		Name	Gender	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Committee
1	Reappointment	Masato Koizumi	Male	Director Full-time Audit & Supervisory Committee Member	17/17 times (100%)	14/14 times (100%)
2	Reappointment	Takayuki Hayakawa	Male	Outside Director Audit & Supervisory Committee Member	17/17 times (100%)	14/14 times (100%)
3	Reappointment	Shigeharu Nakamura	Male	Outside Director Audit & Supervisory Committee Member	17/17 times (100%)	14/14 times (100%)
4	New appointment	Shigeru Ehara	Male	-	-	-
5	New appointment	Aogi Suemura	Female	-	-	-

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>Masato Koizumi (October 24, 1959)</p> <p>[Reappointment]</p>	<p>October 1997 Joined the Company</p> <p>April 2006 Office Manager, Legal Office</p> <p>June 2008 Office Manager, Corporate Planning Office</p> <p>April 2010 General Manager, Accounting Dept.</p> <p>September 2012 General Manager, Computer System Development Dept.</p> <p>January 2016 Office Manager, Operational Administration Office</p> <p>April 2016 Executive Officer; Office Manager, Operational Administration Office</p> <p>January 2017 Executive Officer; Office Manager, Operational Administration Office; General Manager, Computer System Development Dept.</p> <p>April 2018 Assigned to Sales & Marketing Div.</p> <p>June 2018 Director serving as Audit & Supervisory Committee Member (to present)</p> <p>[Significant concurrent positions] None</p>	17,100
<p>[Reason for nomination as candidate for Director serving as Audit & Supervisory Committee Member] Mr. Masato Koizumi has extensive work experience at the Company's administrative department, corporate planning department, and sales & marketing department. He also has significant insight into management derived from his experience serving as the Company's Executive Officer since April 2016. He has provided wide-ranging and objective audits and advice to the management as a Director serving as Audit & Supervisory Committee Member since June 2018. The Company nominated him as a candidate for Director serving as Audit & Supervisory Committee Member because we believe that he will continue to contribute to the auditing and supervision of the Group's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Takayuki Hayakawa (February 16, 1954) [Reappointment] [Outside Director] [Independent Director]	April 1972 Joined The Taiyo Bank Limited (current Sumitomo Mitsui Banking Corporation) April 2006 Executive Officer, General Manager, East Japan the 3rd Corporate Marketing Div.; Sumitomo Mitsui Banking Corporation April 2008 Executive Officer, General Manager, East Tokyo Corporate Marketing Div. (Retired in April 2009) May 2009 Senior Marketing Executive Officer, Ginsen Co., Ltd. (Retired in May 2010) June 2010 Representative Director & President, Yoei Holding Co., Ltd. (Retired in June 2017) Representative Director & President, Yoei Co., Ltd. (Retired in June 2017) June 2013 Outside Corporate Auditor, RIKEN TECHNOS CORPORATION June 2016 Outside Director serving as Audit & Supervisory Committee Member (to present) May 2017 Outside Director, TKP Corporation June 2017 Outside Director, Toyo Kosan Co., Ltd. (Retired in June 2021) May 2019 Corporate Auditor, TKP Corporation (to present) June 2020 Outside Director, Kyoritsu Maintenance Co., Ltd. (to present) [Significant concurrent positions] Corporate Auditor, TKP Corporation Outside Director, Kyoritsu Maintenance Co., Ltd.	12,700
<p>[Reason for nomination as candidate for Outside Director serving as Audit & Supervisory Committee Member and expected roles]</p> <p>Mr. Takayuki Hayakawa has considerable knowledge about finance and accounting and wide knowledge about corporate management derived from his many years of experience working at leading commercial banks. He also has deep insight into management derived from his experience as a corporate executive at each company. He has provided wide-ranging and objective audits and advice to the management as an Outside Corporate Auditor of the Company since June 2013 and as an Outside Director serving as Audit & Supervisory Committee Member since June 2016. The Company nominated him as a candidate for Outside Director serving as Audit & Supervisory Committee Member because we believe that he will continue to contribute to the auditing and supervision of the Group's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Shigeharu Nakamura (September 17, 1953) [Reappointment] [Outside Director] [Independent Director]	April 1976 Joined the Saitama Bank, Ltd. (current Saitama Resona Bank, Limited) June 2005 Managing Executive Officer in charge of Finance Div., Resona Bank, Limited June 2006 Director, Senior Managing Executive Officer in charge of Finance Div. and in charge of Corporate Governance Office June 2008 Representative Director, Vice President & Executive Officer in charge of Human Resources Division and in charge of Corporate Governance Secretariat (Retired in March 2012) April 2012 Representative Director & President, Resona Research Institute Co., Ltd. June 2013 Outside Auditor, TOYO KANETSU K.K. April 2014 Advisor, Resona Research Institute Co., Ltd. (Retired in June 2014) June 2014 Auditor, F-TECH INC. (Scheduled to retire in June 2022) Outside Corporate Auditor, RIKEN TECHNOS CORPORATION June 2015 Outside Director (Audit and Supervisory Committee Member), TOYO KANETSU K.K. (to present) June 2016 Outside Director serving as Audit & Supervisory Committee Member, RIKEN TECHNOS CORPORATION (to present) June 2018 External Director, The Shoko Chukin Bank, Ltd. (to present) [Significant concurrent positions] Outside Director (Audit and Supervisory Committee Member), TOYO KANETSU K.K. External Director, The Shoko Chukin Bank, Ltd.	5,600
<p>[Reason for nomination as candidate for Outside Director serving as Audit & Supervisory Committee Member and expected roles]</p> <p>Mr. Shigeharu Nakamura has many years of experience as an officer responsible for risk management and corporate governance at leading commercial banks, as well as deep insight into management derived from his experience as a corporate executive at each company. He has provided wide-ranging and objective audits and advice to the management as an Outside Corporate Auditor of the Company from June 2014 and as an Outside Director serving as Audit & Supervisory Committee Member from June 2016. The Company nominated him as a candidate for Outside Director serving as Audit & Supervisory Committee Member because we believe that he will continue to contribute to the auditing and supervision of the Group's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<p>Shigeru Ehara (December 18, 1958)</p> <p>[New appointment] [Outside Director] [Independent Director]</p>	<p>April 1981 Joined The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>April 2011 Executive Officer, General Manager, Commercial Risk Solutions Department, Sompo Japan Insurance Inc.</p> <p>April 2013 Director, Managing Executive Officer, Sompo Japan Insurance Inc. Managing Executive Officer, NIPPONKOA Insurance Company, Limited Executive Officer, NKSJ Holdings, Inc.</p> <p>June 2013 Director, Executive Officer, NKSJ Holdings, Inc.</p> <p>September 2014 Director, Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc. Director, Managing Executive Officer, Sompo Japan Nipponkoa Holdings, Inc.</p> <p>April 2016 Director, Senior Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc. Director, Senior Managing Executive Officer, Sompo Japan Nipponkoa Holdings, Inc.</p> <p>November 2016 Representative Director, Senior Managing Executive Officer, Sompo Holdings, Inc.</p> <p>April 2017 CEO, Overseas Insurance and Reinsurance Business, Representative Director, Senior Managing Executive Officer</p> <p>April 2018 Deputy President and Senior Executive Officer, Sompo Japan Nipponkoa Insurance Inc. (Retired in June 2018) Director, Deputy President and Senior Executive Officer, Sompo Holdings, Inc. (Retired in June 2018)</p> <p>June 2018 Executive Director, General Insurance Rating Organization of Japan (Scheduled to retire in June 2022)</p> <p>(Notes) 1. The Yasuda Fire & Marine Insurance Co., Ltd., Sompo Japan Insurance Inc., NIPPONKOA Insurance Company, Limited, and Sompo Japan Nipponkoa Insurance Inc. are currently named as Sompo Japan Insurance Inc. 2. NKSJ Holdings, Inc. and Sompo Japan Nipponkoa Holdings Inc. are currently named as Sompo Holdings, Inc.</p>	0
<p>[Reason for nomination as candidate for Outside Director serving as Audit & Supervisory Committee Member and expected roles]</p> <p>Mr. Shigeru Ehara has deep insight into management derived from his involvement in companies in various types of businesses and industries through his experience working in a casualty insurance companies and working as a corporate executive. He also has considerable knowledge in global corporate management through his extensive overseas work experience. The Company nominated him as a candidate for Outside Director serving as Audit & Supervisory Committee Member because we believe that he will contribute to the auditing and supervision of the Group's management as Outside Director going forward by taking advantage of these knowledge and experience.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Aogi Suemura (December 10, 1959) [New appointment] [Outside Director] [Independent Director]	October 1992 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC) April 1996 Registered as certified public accountant August 1999 Joined GOLDCREST Co., Ltd. January 2002 Joined Sumitomo Shoji Financial Management Co., Ltd. November 2004 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC) June 2008 Partner January 2022 Established Aogi Suemura Certified Public Accountant Firm (to present) [Significant concurrent positions] None	0
<p>[Reason for nomination as candidate for Outside Director serving as Audit & Supervisory Committee Member and expected roles]</p> <p>Ms. Aogi Suemura has engaged in operations such as supporting development of statutory audit/internal control systems for listed companies as a partner of a major audit corporation, and experienced mainly in consolidated financial reporting operations and M&A accounting at major companies as well. She also has extensive knowledge and experience in corporate accounting and management as a certified public accountant. The Company nominated her as a candidate for Outside Director serving as Audit & Supervisory Committee Member because we believe that she will contribute to the auditing and supervision of the Group's management as an Outside Director going forward from a woman's perspective.</p>			

(Notes) 1. No special interests exist between any of the above candidates and the Company.

2. Matters concerning candidates for Outside Directors:

- (1) Mr. Takayuki Hayakawa, Mr. Shigeharu Nakamura, Mr. Shigeru Ehara, and Ms. Aogi Suemura are Outside Directors serving as Audit & Supervisory Committee Members.
- (2) Although Ms. Aogi Suemura has never been directly involved in corporate management, we judge that she is capable of properly performing her duties as Outside Director serving as Audit & Supervisory Committee Member based on the reason for nominating her as Outside Director serving as Audit & Supervisory Committee Member.
- (3) Mr. Takayuki Hayakawa and Mr. Shigeharu Nakamura are currently Outside Directors serving as Audit & Supervisory Committee Members of the Company and their terms of office will be six years at the conclusion of this meeting.
- (4) The Company has entered into agreements with Mr. Takayuki Hayakawa and Mr. Shigeharu Nakamura to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. If their reelection is approved, the Company will continue the said agreements with them. If Mr. Shigeru Ehara and Ms. Aogi Suemura are elected as Outside Directors serving as Audit & Supervisory Committee Members, the Company plans to enter into a limited liability agreement with them. The maximum amount of liability under the said agreement is the minimum liability amount stipulated by laws and regulations.
- (5) The Company currently registers Mr. Takayuki Hayakawa and Mr. Shigeharu Nakamura as Independent Directors stipulated by the Tokyo Stock Exchange. If their reelection is approved, the Company will continue to register them as Independent Directors. Also, if Mr. Shigeru Ehara and Ms. Aogi Suemura are elected as Outside Directors serving as Audit & Supervisory Committee Members, the Company plans to register them as Independent Directors stipulated by the Tokyo Stock Exchange.

3. The Company has entered into a directors and officers liability insurance agreement pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement covers legal damages and litigation expenses to be borne by the insured parties.

Mr. Masato Koizumi, Mr. Takayuki Hayakawa, and Mr. Shigeharu Nakamura are included as insured parties in the insurance agreement, and will continue to be included if this Proposal is approved. Mr. Shigeru Ehara and Ms. Aogi Suemura are planned to be included as insured parties if this Proposal is approved.

The Company plans to renew the insurance agreement during their terms of office.

Reference [Management structure after the proposal is approved]

If Proposals 3 and 4 are approved as originally proposed, the Company's management structure will be as follows:

Director

Name		Positions and Responsibility in the Company	
Kazuaki Tokiwa	[Reappointment]	Representative Director, President & CEO	
Junji Irie	[Reappointment]	Representative Director, Senior Managing Executive Officer	Senior General Manager, Administrative Div. Senior General Manager, Corporate Planning Div.
Gakuyuki Kajiyama	[Reappointment]	Director, Managing Executive Officer	Senior General Manager, Sales & Marketing Div.
Hitoshi Sugino	[Reappointment]	Director, Senior Executive Officer	Senior General Manager, Technical Div.; General Manager, R&D Center
Masato Koizumi	[Reappointment]	Director Full-time Audit & Supervisory Committee Member	
Takayuki Hayakawa	[Reappointment] [Outside] [Independent]	Outside Director Audit & Supervisory Committee Member	
Shigeharu Nakamura	[Reappointment] [Outside] [Independent]	Outside Director Audit & Supervisory Committee Member	
Shigeru Ehara	[New appointment] [Outside] [Independent]	Outside Director Audit & Supervisory Committee Member	
Aogi Suemura	[New appointment] [Outside] [Independent]	Outside Director Audit & Supervisory Committee Member	

Executive Officer (Excluding those who do not concurrently serve as Directors)

Name		Positions and Responsibility in the Company	
Michihisa Tasaka		Senior Executive Officer	Senior General Manager, Quality Assurance Div.
Takeshi Sugie		Executive Officer	Senior General Manager, Procurement Div.; General Manager, Logistics Dept.
Toshimi Yamanaka		Executive Officer	President, RIKEN AMERICAS CORPORATION; President, RIKEN ELASTOMERS CORPORATION
Tomozo Ogawa		Executive Officer	Senior General Manager, Manufacturing Div.; General Manager, Process Management Dept.
Hisashi Onozuka		Executive Officer	Deputy Senior General Manager, Sales & Marketing Div.; General Manager, Sales & Marketing Strategy Office; General Manager, Film Business Unit
Fumitoshi Nakamura		Executive Officer	General Manager, Transportation Business Unit; General Manager, Nagoya Sales Office

Reference [Skill Matrix of the Board of Directors (Corporate Governance Code Supplementary Principle 4-11①)]

Name	Position	Skill								
		Corporate management/ Management strategy	Sales/ Marketing	Global experience	R&D/ Manufacturing	Finance/ Accounting	Legal/Risk management	Personnel/ Labor/ Human resource development	ESG/ Sustainability	DX/IT
Kazuaki Tokiwa	Representative Director, President & CEO	○	○	○	○				○	
Junji Irie	Representative Director, Senior Managing Executive Officer	○				○	○	○	○	○
Gakuyuki Kajiyama	Director, Managing Executive Officer	○	○	○	○				○	
Hitoshi Sugino	Director, Senior Executive Officer				○					○
Masato Koizumi	Director Full-time Audit & Supervisory Committee Member	○				○	○		○	○
Takayuki Hayakawa	Outside Director Audit & Supervisory Committee Member (Head/Independent)	○				○	○	○		
Shigeharu Nakamura	Outside Director Audit & Supervisory Committee Member (Independent)	○		○		○	○	○		
Shigeru Ehara	Outside Director Audit & Supervisory Committee Member (Independent)	○		○		○	○	○		
Aogi Suemura	Outside Director Audit & Supervisory Committee Member (Independent)					○	○	○		

Reference

<Independence Standards for Outside Directors>

The Company deems that Outside Directors of the Company are independent if they are judged not to fall under any of the following:

1. A person who has been an Executive (*1) of the Company or subsidiaries of the Company (hereinafter referred to as "Each Group Company") at present or in the most recent ten (10) years;
2. A person who falls under the following items at present or in the most recent three (3) business years:
 - (1) A person with a relationship with major business partners of Each Group Company (*2) or an Executive thereof;
 - (2) A major borrower (*3) of Each Group Company or an Executive thereof;
 - (3) A major shareholder of the Company (*4) (if such major shareholder is a juridical person, a person who is an Executive of the juridical person);
 - (4) A consultant, accounting specialist, legal specialist, etc. who has received a large amount of money or other property (*5) from Each Group Company in addition to compensation for officers (if a person who has received such property is an organization such as a juridical person or association, the person belonging to such organization);
 - (5) A person who belongs to an auditing firm that is the Accounting Auditor of Each Group Company;
 - (6) An Executive of a party under mutual appointment as Outside Officer; or
 - (7) A person receiving a large amount of donations or grants (*6) from Each Group Company or an Executive thereof.
3. A spouse or relative within the second degree of kinship of a person who falls under any of the items of 1 or 2 above; or
4. A person whose total term of office as an Outside Director of the Company exceeds ten (10) years.

(Notes)

*1 An Executive includes a Director, Corporate Officer, Executive Officer, manager, or other employees who execute the business of a juridical person or other organizations.

*2 Relationship with major business partners is defined as the case in which the total amount of transactions with Each Group Company accounts for two percent (2%) or more of consolidated sales (average for the most recent (3) business years) in either of the Company or business partners (including their parent company and significant subsidiaries) in the most recent (3) business years.

*3 A major borrower is defined as the case where the total amount of borrowings by Each Group Company accounts for two percent (2%) or more of the total consolidated assets (average for the most recent (3) business years) as of the last day of the most recent (3) business years.

*4 A major shareholder means a person who holds ten percent (10%) or more of the total voting rights directly or indirectly.

*5 A large amount of money or other property means ten million (10,000,000) yen or more per year.

*6 Large amount of donations or grants means ten million (10,000,000) yen or more per year.