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## To Those Shareholders with Voting Rights

YAGI Shinsuke  
Representative Director,  
President & COO  
Nissan Chemical Corporation  
5-1, Nihonbashi 2-chome, Chuo-ku,  
Tokyo, Japan

## NOTICE OF THE CONVOCATION OF THE 153<sup>rd</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 153<sup>rd</sup> Ordinary General Meeting of Shareholders of Nissan Chemical Corporation (the “Company”). The meeting will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format, and according to the stipulations of Article 325-3 of the Companies Act, the items subject to measures for electronic provision are provided on the Company’s website, and we ask that you please confirm these items by accessing the Company’s website below.

The Company’s website:

[https://www.nissanchem.co.jp/ir\\_info/library/general\\_meeting.html](https://www.nissanchem.co.jp/ir_info/library/general_meeting.html) (in Japanese)

In addition to posting items subject to measures for electronic provision on the website above, the Company also provides this information on the website of Tokyo Stock Exchange, Inc. (TSE). If you are unable to view the items subject to measures for electronic provision on the Company’s website, access the TSE website below, enter and search for the issue name “Nissan Chemical” or the securities code (4021), click “Basic information (基本情報),” and select “Documents for public inspection/PR information (縦覧書類/PR 情報)” to view the information provided on the website’s “Notice of General Shareholders Meeting” webpage.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you do not attend the meeting in person, you can exercise your voting rights by either of the following means. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

### **Exercise of Voting Rights in Writing (by Post)**

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us by 5:40 p.m., Tuesday, June 27, 2023 (Japan Time).

### **Exercise of Voting Rights via the Internet, etc.**

Please access the website for exercising voting rights as indicated in the enclosed Voting Rights Exercise Form and exercise your voting rights by 5:40 p.m., Tuesday, June 27, 2023 (Japan Time).

**1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m. (Reception starts at 9:15 a.m.)

**2. Place:** Josui Kaikan, 2F, Star Hall  
1-1, Hitotsubashi 2-chome, Chiyoda-ku, Tokyo, Japan

**3. Agenda of the Meeting:**

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the 153<sup>rd</sup> fiscal year (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. The Non-Consolidated Financial Statements for the 153<sup>rd</sup> fiscal year (from April 1, 2022 to March 31, 2023)

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Ten (10) Directors

- \* For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.
- \* Of the items to be listed on the form of items subject to measures for electronic provision, regarding the “System for Ensuring the Appropriate Operations and Summary of the Operating Conditions of the System” in the Business Report, the “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and the “Non-Consolidated Statements of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements (hereinafter, “Items Omitted from Documents Provided”), based on laws and regulations and Paragraph 2, Article 19 of the Company’s Articles of Incorporation, because these items have been provided on the Company’s website, they are not listed on the paper-based documents delivered to shareholders requesting the delivery of paper-based documents. Furthermore, the above items posted on the Company’s website are included in the scope of auditing when audit reports are prepared by the Audit & Supervisory Board and the Accounting Auditor.
- \* If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites provided on page 1.
- \* Institutional investors may use the Electronic Voting Rights Exercise Platform operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

The Company upholds the basic policy of working to improve corporate value from a medium- to long-term viewpoint and providing return of its profits to the shareholders.

After taking into consideration such factors as operating performance, business environment and preparation for future business development, the Company proposes the year-end dividend for the 153<sup>rd</sup> fiscal year as follows.

(1) Type of dividend property

Cash

(2) Matters related to distribution of dividend property and the total amount

The Company proposes to pay ¥94 per common share of the Company.

Under this proposal, the total amount of dividends paid is ¥13,199,802,232.

As the Company paid an interim dividend of ¥70 per share, the annual dividend for the 153<sup>rd</sup> fiscal year is ¥164 per share.

(3) Effective date of the distribution of surplus

June 29, 2023

## Proposal No. 2: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of ten (10) Directors, including four (4) Outside Directors, is proposed.

The selection of Director candidates is made based on the report of the Nomination and Remuneration Advisory Committee, a majority of whose members are independent Outside Directors. The candidates for Directors are as follows:

Candi- date No.	Name	Gender	Position/responsibilities in the Company	Attribute		
1	KINOSHITA Kojiro	Male	Representative Director, Chairman & CEO Nomination and Remuneration Advisory Committee chair	Reelection		
2	YAGI Shinsuke	Male	Representative Director, President & COO Nomination and Remuneration Advisory Committee member	Reelection		
3	HONDA Takashi	Male	Director, Senior Executive Vice President Life Science Business Field, and Research & Development of Life Science Field Intellectual Property Department and Purchasing Department	Reelection		
4	ISHIKAWA Motoaki	Male	Director, Senior Managing Executive Officer Head of Performance Materials Division Research & Development of Performance Materials Field	Reelection		
5	DAIMON Hideki	Male	Director, Senior Managing Executive Officer, CFO Head of Sustainability Promotion & IR Department Finance & Accounting Department, Digital Transformation Department, and Environment, Safety & Quality Assurance Department	Reelection		
6	MATSUOKA Takeshi	Male	Director, Managing Executive Officer, CRO Head of Corporate Planning Department Internal Audit Department, Chemicals Division, and Personnel Department	Reelection		
7	OBAYASHI Hidehito	Male	Outside Director Nomination and Remuneration Advisory Committee member	Reelection	Outside Director	Independent Officer

<b>Candidate No.</b>	<b>Name</b>	<b>Gender</b>	<b>Position/responsibilities in the Company</b>	<b>Attribute</b>		
8	KATAOKA Kazunori	Male	Outside Director Nomination and Remuneration Advisory Committee member	Reelection	Outside Director	Independent Officer
9	NAKAGAWA Miyuki	Female	Outside Director Nomination and Remuneration Advisory Committee member	Reelection	Outside Director	Independent Officer
10	TAKEOKA Yuko	Female		New Candidate	Outside Director	Independent Officer

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
1	 <p data-bbox="240 591 432 689">KINOSHITA Kojiro (April 19, 1948)</p> <p data-bbox="304 725 368 757">Male</p> <p data-bbox="280 792 392 824"><u>Reelection</u></p> <p data-bbox="233 869 440 994">Attendance at meetings of the Board of Directors 12/12</p>	<p data-bbox="475 293 871 324">Apr. 1977    Joined the Company</p> <p data-bbox="475 333 1238 396">Jun. 2002    Director, Head of Corporate Planning Department of the Company</p> <p data-bbox="475 405 1185 468">Jun. 2006    Managing Director, Head of Corporate Planning Department of the Company</p> <p data-bbox="475 477 1190 539">Jun. 2008    Representative Director, President &amp; CEO of the Company</p> <p data-bbox="475 548 1198 611">Apr. 2021    Representative Director, Chairman &amp; CEO of the Company (to the present)</p> <p data-bbox="475 620 1002 651">(Position and responsibilities in the Company)</p> <p data-bbox="475 660 963 692">Representative Director, Chairman &amp; CEO</p> <p data-bbox="475 701 1134 732">Nomination and Remuneration Advisory Committee chair</p>	98,200
<p data-bbox="220 1012 847 1043">Reason for the nomination of the candidate for Director</p> <p data-bbox="220 1048 1433 1256">Mr. KINOSHITA Kojiro served as General Manager of the Business Strategy Department, Chemicals General Headquarters and also as Head of the Corporate Planning Department. In addition, as President &amp; CEO of the Company since June 2008 until March 2021, and thereafter as Chairman &amp; CEO to the present, he has been promoting strategies to enhance the corporate value of the Company Group. Considering his wide-ranging experience, achievements, and insights, the Company judges that Mr. KINOSHITA remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
2	 <p data-bbox="240 600 427 667">YAGI Shinsuke (June 13, 1962)</p> <p data-bbox="304 703 363 730">Male</p> <p data-bbox="280 770 387 797"><u>Reelection</u></p> <p data-bbox="233 846 435 972">Attendance at meetings of the Board of Directors 12/12</p>	<p data-bbox="475 293 868 320">Apr. 1985    Joined the Company</p> <p data-bbox="475 331 1257 358">Apr. 2013    Deputy Plant Manager of Onoda Plant of the Company</p> <p data-bbox="475 369 1273 436">Apr. 2016    Executive Officer, Plant Manager of Sodegaura Plant of the Company</p> <p data-bbox="475 448 1193 515">Apr. 2018    Managing Executive Officer, Head of Production Technology Department of the Company</p> <p data-bbox="475 526 1230 593">Apr. 2020    Senior Managing Executive Officer, Head of Production Technology Department of the Company</p> <p data-bbox="475 604 1257 660">Jun. 2020    Director, Senior Managing Executive Officer, Head of Production Technology Department of the Company</p> <p data-bbox="475 672 1193 728">Apr. 2021    Representative Director, President &amp; COO of the Company (to the present)</p> <p data-bbox="475 739 1002 766">(Position and responsibilities in the Company)</p> <p data-bbox="475 777 959 804">Representative Director, President &amp; COO</p> <p data-bbox="475 815 1169 842">Nomination and Remuneration Advisory Committee member</p>	11,000
<p data-bbox="220 987 847 1014">Reason for the nomination of the candidate for Director</p> <p data-bbox="220 1025 1449 1272">Mr. YAGI Shinsuke has been engaged in production technology for many years, and served as Deputy Plant Manager of Onoda Plant and Plant Manager of Sodegaura Plant. He has been contributing to the improvement of production systems for the Company Group's products and to their stable supply. In addition, as President &amp; COO of the Company since April 2021, he has been promoting strategies to enhance the corporate value of the Company Group. Considering his wide-ranging experience, achievements, and insights, the Company judges that Mr. YAGI remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
3	 <p>HONDA Takashi (March 8, 1959)</p> <p>Male</p> <p><u>Reelection</u></p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Apr. 1981 Joined the Company</p> <p>Feb. 1997 Vice President of Nissan Chemical Europe GmbH (currently Nissan Chemical Europe S.A.S.)</p> <p>Jun. 2012 General Manager of Planning &amp; Development Department, Agricultural Chemicals Division of the Company</p> <p>Apr. 2014 Executive Officer, Deputy Head of Agricultural Chemicals Division, General Manager of Planning &amp; Development Department, Agricultural Chemicals Division of the Company</p> <p>Apr. 2017 Managing Executive Officer, Head of Agricultural Chemicals Division of the Company</p> <p>Jun. 2017 Director, Managing Executive Officer, Head of Agricultural Chemicals Division of the Company</p> <p>Apr. 2021 Director, Senior Managing Executive Officer, Head of Agricultural Chemicals Division of the Company</p> <p>Apr. 2022 Director, Senior Executive Vice President of the Company (to the present)</p> <p>(Position and responsibilities in the Company)</p> <p>Director, Senior Executive Vice President Life Science Business Field Research &amp; Development of Life Science Field Intellectual Property Department, and Purchasing Department (Significant position concurrently held)</p> <p>Director, President of NC Agro Hakodate Corporation Representative Director of Nissan Chemical Agro Korea Ltd. Director, Chairman of Nissan Agro Tech India Private Limited Director, Chairman of Nissan Bharat Rasayan Private Limited</p>	7,600
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. HONDA Takashi has been engaged in the agricultural chemicals business focused on agricultural chemicals development and business development for many years. He served as General Manager of Planning &amp; Development Department, and Division Head, and since April 2022, he has not only been leading the agricultural chemicals business but also managing all of the Company's life science business and research. Considering his wide-ranging experience, achievements, and insights, the Company judges that Mr. HONDA remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
4	 <p data-bbox="225 725 448 824">ISHIKAWA Motoaki (January 23, 1964)</p> <p data-bbox="225 860 448 958">Male <u>Reelection</u></p> <p data-bbox="225 1003 448 1128">Attendance at meetings of the Board of Directors 10/10</p>	<p data-bbox="475 293 1267 958">           Apr. 1986    Joined the Company            Jun. 2009    General Manager of Display Materials Department,                              Electronic Materials Division of the Company            Jun. 2012    General Manager of Display Materials Research                              Department, Electronic Materials Research                              Laboratories of the Company            Jun. 2015    General Manager of Business Strategy Department,                              Performance Materials Division of the Company            Apr. 2016    Executive Officer, Deputy Head of Performance                              Materials Division, General Manager of Business                              Strategy Department, Performance Materials Division                              of the Company            Apr. 2020    Managing Executive Officer, Head of Performance                              Materials Division of the Company            Apr. 2022    Senior Managing Executive Officer, Head of                              Performance Materials Division of the Company            Jun. 2022    Director, Senior Managing Executive Officer, Head of                              Performance Materials Division of the Company (to the                              present)         </p> <p data-bbox="475 972 1267 1294">           (Position and responsibilities in the Company)            Director, Senior Managing Executive Officer            Head of Performance Materials Division            Research &amp; Development of Performance Materials Field            (Significant position concurrently held)            Director, Chairman of Nissan Chemical America Corporation            Representative Director of NCK Co., Ltd.            Representative Director of Nissan Chemical Taiwan Co., Ltd.            Representative Director of Nissan Chemical Materials Research            (Suzhou) Co., Ltd.         </p>	6,900
<p data-bbox="220 1312 1442 1568"> <b>Reason for the nomination of the candidate for Director</b>            Mr. ISHIKAWA Motoaki has been engaged in the performance materials business focused on display materials for many years. He has served as General Manager of Business Strategy Department, Division Head, and head of the Company's overseas business locations, and since April 2022 he has been managing all of the Company's performance materials business and research, which is a driver of the Company Group's growth. The Company judges that Mr. ISHIKAWA is qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.         </p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
5	 <p>DAIMON Hideki (February 22, 1964)</p> <p>Male</p> <p><u>Reelection</u></p> <p>Attendance at meetings of the Board of Directors 10/10</p>	<p>Apr. 1988    Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2014    General Manager of Trust Business Department IV of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2016    Executive Officer, General Manager of Corporate &amp; Institutional Coordination Department of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2018    Managing Executive Officer in charge of Trust &amp; Banking of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2020    Executive Officer, Head of Finance &amp; Accounting Department of the Company</p> <p>Apr. 2022    Managing Executive Officer, Head of Sustainability Promotion &amp; IR Department of the Company</p> <p>Jun. 2022    Director, Managing Executive Officer, Head of Sustainability Promotion &amp; IR Department of the Company</p> <p>Apr. 2023    Director, Senior Managing Executive Officer, Head of Sustainability Promotion &amp; IR Department of the Company (to the present)</p> <p>(Position and responsibilities in the Company) Director, Senior Managing Executive Officer, CFO Head of Sustainability Promotion &amp; IR Department Finance &amp; Accounting Department, Digital Transformation Department, and Environment, Safety &amp; Quality Assurance Department</p>	1,100
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. DAIMON Hideki has leveraged his abundant experience and wide-ranging insight cultivated at financial institutions in Japan and overseas to formulate financial strategy and actively lead IR activities since joining the Company as Head of Finance &amp; Accounting Department in April 2020. Since April 2022, he has made significant contributions to enhancing the Company's corporate value as Head of Sustainability Promotion &amp; IR Department. The Company judges that Mr. DAIMON is qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
6	 <p>MATSUOKA Takeshi (March 13, 1965)</p> <p>Male</p> <p><u>Reelection</u></p> <p>Attendance at meetings of the Board of Directors 10/10</p>	<p>May 1996    Joined the Company</p> <p>Apr. 2017    General Manager of CSR &amp; Public Relations Office, Corporate Planning Department of the Company</p> <p>Apr. 2019    Executive Officer, Head of Internal Audit Department of the Company</p> <p>Apr. 2021    Executive Officer, Head of Chemicals Division of the Company</p> <p>Apr. 2022    Managing Executive Officer, Head of Corporate Planning Department of the Company</p> <p>Jun. 2022    Director, Managing Executive Officer, Head of Corporate Planning Department of the Company (to the present)</p> <p>(Position and responsibilities in the Company) Director, Managing Executive Officer, CRO Head of Corporate Planning Department Internal Audit Department, Chemicals Division, and Personnel Department</p>	3,100
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. MATSUOKA Takeshi joined the Company with wide-ranging business and planning experience in the chemicals industry. He has been involved in formulating major strategies not only in Chemicals Division, but also in operational divisions including Corporate Planning Department, CSR &amp; Public Relations Office, and Internal Audit Department. Since April 2022, he has been focusing on assessing the status of operations across the entire Company and achieving Group-wide targets as Head of Corporate Planning Department. The Company judges that Mr. MATSUOKA is qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
7	 <p data-bbox="236 589 424 685">OBAYASHI Hidehito (April 22, 1944)</p> <p data-bbox="300 719 360 745">Male</p> <p data-bbox="236 786 432 887"> <span>Reelection</span>  <span>Outside Director</span>  <span>Independent Officer</span> </p> <p data-bbox="236 927 437 1055">Attendance at meetings of the Board of Directors 12/12</p>	<p data-bbox="477 293 1270 853"> Apr. 1969    Joined Hitachi, Ltd.  Oct. 2001    Director of Hitachi High-Technologies Corporation  (currently Hitachi High-Tech Corporation)  Jun. 2003    Vice President and Executive Officer of Hitachi High-  Technologies Corporation  Apr. 2006    Representative Executive Officer, Senior Vice President  and Executive Officer of Hitachi High-Technologies  Corporation  Apr. 2007    Director, Representative Executive Officer, President  and Chief Executive Officer of Hitachi High-  Technologies Corporation  Jun. 2011    Director, Chairman of the Board of Hitachi High-  Technologies Corporation  Jun. 2013    Chairman Emeritus of Hitachi High-Technologies  Corporation (to the present)  Jun. 2019    Outside Director of the Company (to the present) </p> <p data-bbox="477 864 999 898">(Position and responsibilities in the Company)</p> <p data-bbox="477 904 667 931">Outside Director</p> <p data-bbox="477 938 1169 965">Nomination and Remuneration Advisory Committee member</p> <p data-bbox="477 972 932 999">(Significant positions concurrently held)</p> <p data-bbox="477 1005 1090 1032">Chairman Emeritus of Hitachi High-Tech Corporation</p>	0
<p data-bbox="220 1070 1150 1097">Reason for the nomination of the candidate for Outside Director and expected role</p> <p data-bbox="220 1104 1437 1357">Mr. OBAYASHI Hidehito served as Director, Chairman of the Board of Hitachi High-Tech Corporation and after that he has been serving as Chairman Emeritus of the company. Accordingly, he has abundant experience and wide-ranging insight as an experienced manager of a corporate group active in diverse sectors of global business. In order to reflect these in the Company's management from an outside perspective and from an objective standpoint, the Company again nominated him as a candidate for Outside Director. In addition, if his election is approved, the Company intends him to continue contributing to the selection of candidates for the Company's directors and the determination of director compensation, etc., from an independent standpoint as a member of Nomination and Remuneration Advisory Committee.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
8	 <p>KATAOKA Kazunori (November 27, 1950)</p> <p>Male</p> <p><u>Reelection</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Apr. 1979 Assistant Professor of Institute of Biomedical Engineering at Tokyo Women's Medical University</p> <p>Aug. 1988 Associate Professor of Institute of Biomedical Engineering at Tokyo Women's Medical University</p> <p>Oct. 1994 Professor of Faculty of Industrial Science and Technology at Tokyo University of Science</p> <p>Apr. 1998 Professor of Graduate School of Engineering at The University of Tokyo</p> <p>Jul. 2004 Professor of Graduate School of Medicine at The University of Tokyo</p> <p>Jul. 2015 Director General of Innovation Center of NanoMedicine, Kawasaki Institute of Industrial Promotion (to the present)</p> <p>Apr. 2016 Project Professor at The University of Tokyo</p> <p>Jun. 2016 Professor Emeritus at The University of Tokyo (to the present)</p> <p>Jul. 2016 Deputy Chairman of Kawasaki Institute of Industrial Promotion (to the present)</p> <p>Jun. 2020 Outside Director of the Company (to the present)</p> <p>Jun. 2020 Outside Director of NanoCarrier Co., Ltd. (to the present)</p> <p>(Position and responsibilities in the Company)</p> <p>Outside Director</p> <p>Nomination and Remuneration Advisory Committee member (Significant positions concurrently held)</p> <p>Deputy Chairman of Kawasaki Institute of Industrial Promotion</p> <p>Director General of Innovation Center of NanoMedicine, Kawasaki Institute of Industrial Promotion</p> <p>Professor Emeritus at The University of Tokyo</p> <p>Outside Director of NanoCarrier Co., Ltd.</p>	0
<p>Reason for the nomination of the candidate for Outside Director and expected role</p> <p>Mr. KATAOKA Kazunori has been engaged in research involving the application of nanotechnologies in the fields of biomedical engineering and biomaterial engineering for many years and is currently serving as Director General of Innovation Center of NanoMedicine, Kawasaki Institute of Industrial Promotion. The Company again nominated him as a candidate for Outside Director so that his expertise as doctor of engineering, abundant experience, and wide-ranging knowledge will be reflected in the management of the Company from an outside perspective and from an objective standpoint. Though Mr. KATAOKA does not have a past experience being involved in corporate management other than becoming an Outside Director, for the above-mentioned reasons, the Company judges that Mr. KATAOKA will appropriately perform his duties as Outside Director. In addition, if his election is approved, the Company intends him to continue contributing to the selection of candidates for the Company's directors and the determination of director compensation, etc., from an independent standpoint as a member of Nomination and Remuneration Advisory Committee.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
9	 <p>NAKAGAWA Miyuki (November 22, 1964)</p> <p>Female</p> <p><u>Reelection</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Apr. 1990 Prosecutor, Tokyo District Public Prosecutors Office</p> <p>Apr. 2008 Counsellor, Judicial System Department, Minister's Secretariat, Ministry of Justice</p> <p>Jan. 2011 Counsellor, Cabinet Secretariat, Assistant Chief Cabinet Secretary Office</p> <p>Apr. 2013 Prosecutor, Tokyo High Public Prosecutors Office</p> <p>Aug. 2013 General Manager of General Administration Department, Saitama District Public Prosecutors Office</p> <p>Apr. 2015 Specially Appointed Professor, Chuo Law School (Appointed Public Prosecutor)</p> <p>Mar. 2019 Retired as Prosecutor</p> <p>Apr. 2019 Qualified for attorney-at-law</p> <p>Apr. 2019 Professor, Chuo Law School (to the present)</p> <p>Jun. 2019 Outside Director of NITTO KOGYO CORPORATION (to the present)</p> <p>Jun. 2021 Outside Director of the Company (to the present)</p> <p>Jun. 2021 Outside Audit &amp; Supervisory Board Member of FANCL CORPORATION (to the present)</p> <p>Jun. 2022 Outside Audit &amp; Supervisory Board Member of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited) (to the present)</p> <p>Aug. 2022 Outside Audit &amp; Supervisory Board Member of ASKUL Corporation (to the present)</p> <p>(Position and responsibilities in the Company)</p> <p>Outside Director</p> <p>Nomination and Remuneration Advisory Committee member (Significant positions concurrently held)</p> <p>Attorney-at-law, Kousui Law Office</p> <p>Professor, Chuo Law School</p> <p>Outside Director of NITTO KOGYO CORPORATION</p> <p>Outside Audit &amp; Supervisory Board Member of FANCL CORPORATION</p> <p>Outside Audit &amp; Supervisory Board Member of SBI Shinsei Bank, Limited</p> <p>Outside Audit &amp; Supervisory Board Member of ASKUL Corporation</p>	100
<p>Reason for the nomination of the candidate for Outside Director and expected role</p> <p>Ms. NAKAGAWA Miyuki worked for many years as a prosecutor in the Tokyo District Public Prosecutors Office and the Tokyo High Public Prosecutors Office and she has abundant practical experience in legal circles. The Company again nominated her as a candidate for Outside Director so that her expertise as legal profession, abundant experience, and wide-ranging knowledge will be reflected in the management of the Company from an outside perspective and from an objective standpoint. Though Ms. NAKAGAWA does not have a past experience being involved in corporate management other than becoming an Outside Director, for the above-mentioned reasons, the Company judges that Ms. NAKAGAWA will appropriately perform her duties as Outside Director. In addition, if her election is approved, the Company intends her to continue contributing to the selection of candidates for the Company's directors and the determination of director compensation, etc., from an independent standpoint as a member of Nomination and Remuneration Advisory Committee.</p>			

No.	Name (Date of birth)	Career summary	Number of the Company's shares held
10	 TAKEOKA Yuko (October 7, 1973)  Female  <div style="border: 1px solid black; padding: 2px; display: inline-block;">New Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	Apr. 2001 Assistant Professor of Department of Chemistry, Faculty of Science and Technology, Sophia University Nov. 2002 PRESTO Researcher of Japan Science and Technology Agency Apr. 2006 Lecturer of Department of Chemistry, Faculty of Science and Technology, Sophia University Apr. 2010 Associate Professor of Department of Materials and Life Sciences, Faculty of Science and Technology, Sophia University Apr. 2018 Professor of Department of Materials and Life Sciences, Faculty of Science and Technology, Sophia University (to the present) Apr. 2023 Director of Center for Research Promotion & Support, Sophia University (to the present)  (Significant positions concurrently held) Professor of Department of Materials and Life Sciences, Faculty of Science and Technology, Sophia University Director of Center for Research Promotion & Support, Sophia University	0
Reason for the nomination of the candidate for Outside Director and expected role Ms. TAKEOKA Yuko has been engaged in research centered on the synthesis and characterization of functional polymers for many years, and is currently serving as a Professor of Department of Materials and Life Sciences, Faculty of Science and Technology, Sophia University. The Company has nominated her as a candidate for Outside Director so that her expertise as a doctor of engineering, abundant experience, and wide-ranging knowledge will be reflected in the management of the Company from an outside perspective and from an objective standpoint. Though Ms. TAKEOKA does not have a past experience being involved in corporate management, for the above-mentioned reasons, the Company judges that Ms. TAKEOKA will appropriately perform her duties as Outside Director. In addition, if her election is approved, the Company intends her to contribute to the selection of candidates for the Company's directors and the determination of director compensation, etc., from an independent standpoint as a member of Nomination and Remuneration Advisory Committee.			

- Notes: 1. Mr. ISHIKAWA Motoaki serves as Representative Director of NCK Co., Ltd. The Company has a trading relationship with NCK Co., Ltd. that includes the sale of products. No conflicts of interest exist between any of the other candidates and the Company.
2. Messrs. OBAYASHI Hidehito and KATAOKA Kazunori and Meses. NAKAGAWA Miyuki and TAKEOKA Yuko are candidates for Outside Director.
3. Mr. OBAYASHI Hidehito's term of office as Outside Director of the Company will aggregate to 4 years as of the conclusion of this Ordinary General Meeting of Shareholders. Mr. KATAOKA Kazunori's term of office as Outside Director of the Company will aggregate to 3 years as of the conclusion of this Ordinary General Meeting of Shareholders. Ms. NAKAGAWA Miyuki's term of office as Outside Director of the Company will aggregate to 2 years as of the conclusion of this Ordinary General Meeting of Shareholders.
4. The Company entered into agreements with Messrs. OBAYASHI Hidehito and KATAOKA Kazunori and Ms. NAKAGAWA Miyuki respectively that limit their liability when they perform their duties concerning the responsibilities under Paragraph 1, Article 423 of the Companies Act in good faith with no serious negligence to the minimum liability provided for by the relevant laws and regulations. If their reelection is approved, the Company plans to renew the said limited liability agreement with them respectively. Likewise, if Ms. TAKEOKA Yuko's election is approved, the Company plans to enter into the same limited liability agreement with her.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to Paragraph 1, Article 430-3 of the Companies Act, and the contract is designed to

- cover damages that may arise from the insureds, including the Directors, who are held liable for the execution of their duties or receive claims filed against them in relation to the pursuit of such liabilities. If each candidate is elected a Director, such Director will be included in the insureds of the said insurance agreement. The Company plans to renew the said insurance agreement or enter into similar directors and officers liability insurance agreement during the terms of office of Directors.
6. Mr. OBAYASHI Hidehito serves as Chairman Emeritus of Hitachi High-Tech Corporation. The Company has transactions with Hitachi High-Tech Corporation that includes purchase of analytical instruments. However, the amount paid by the Company as consideration for those transactions with Hitachi High-Tech Corporation is deemed insignificant given that when averaged over the past 3 fiscal years, the payments amounted to less than 0.1% of annual consolidated revenues of Hitachi High-Tech Corporation.
  7. Mr. KATAOKA Kazunori serves as Professor Emeritus at The University of Tokyo. The Company has transactions with The University of Tokyo, such as contracted testing. However, the amount paid by the Company as consideration for those transactions with The University of Tokyo is deemed insignificant given that when averaged over the past 3 fiscal years, the payments amounted to less than 0.1% of annual ordinary revenue of The University of Tokyo.
  8. The Company has notified the Tokyo Stock Exchange of status of Messrs. OBAYASHI Hidehito and KATAOKA Kazunori and Ms. NAKAGAWA Miyuki as independent officers. If their reelections are approved, the Company plans to notify the stock exchange of status of Messrs. OBAYASHI and KATAOKA and Ms. NAKAGAWA as independent officers again. Likewise, if Ms. TAKEOKA Yuko's election is approved, the Company plans to notify the stock exchange of Ms. TAKEOKA's status as an independent officer.

**(Reference) The Company's stance towards independency for Outside Directors and Outside Audit & Supervisory Board Members**

The Company's independence standards for Outside Officers are as follows.

The Company's independent Outside Officers (Directors and Audit & Supervisory Board Members) and independent Outside Officer candidates fulfill the Companies Act's requirements for Outside Officers, as well as the following independence standards.

- (1) Not being an executive (a person who executes business; hereinafter, the same) of the Company or its subsidiaries, nor having been an executive of the Company or its subsidiaries for the past 10 years (if however, a non-executive director or audit & supervisory board member of the Company or its subsidiaries at some point in the past 10 years, the 10 years prior to being appointed to that role).
- (2) Not being one of the Company's major shareholders (a shareholder with 10% or more of voting rights) or an executive thereof.
- (3) Not being an executive of a corporation of which the Company is a major shareholder (a shareholder with 10% or more of voting rights).
- (4) Not being a major client or supplier (a client or supplier from whom the value of average payments for transactions to the Company or its subsidiaries over the past 3 fiscal years exceeds 2% of the average annual consolidated net sales of the Company over the past 3 fiscal years) of the Company or its subsidiaries or an executive thereof.
- (5) Not being a party whose major client or supplier is the Company or its subsidiaries (a party to whom the value of average payments for transactions by the Company or its subsidiaries over the past 3 fiscal years exceeds 2% of the average annual consolidated net sales of that party over the past 3 fiscal years), or an executive thereof.
- (6) Not being an executive of a major financial institution with which the Company has borrowings (a financial institution from whom the average amount of the Company's consolidated fiscal-year-end balance of borrowings over the past 3 fiscal years exceeds 2% of the Company's average annual consolidated fiscal-year-end total assets over the past 3 fiscal years) nor having been an executive thereof for the past 3 years.
- (7) Not being an attorney, certified public accountant, certified public tax accountant, other consultant, researcher or educator in receipt from the Company of a large amount of monetary consideration or other property (an average annual amount over the past 3 fiscal years of over ¥10 million for individuals or, in the event the recipient is a corporation or other organization that said individual is affiliated with or retained by, of an amount in excess of 2% of that organization's average annual total revenues over the past 3 fiscal years) other than Director or Audit & Supervisory Board Member remuneration.
- (8) Not being a close relative (spouse, person within the second degree of kinship or relative living together) of an executive (limited to key personnel) of the Company or its subsidiaries.
- (9) In addition to items (1) through (8) above, being such person as the Board of Directors determines to be a person whose independence as an independent Outside Officer is unquestionable and for whom there is no rationally determined risk of a conflict of interest with the general shareholders of the Company.

### **(Reference) Nomination and Remuneration Advisory Committee**

On April 1, 2019, the Company established its Nomination and Remuneration Advisory Committee, which acts as an advisory body under the Board of Directors with the aims of strengthening the Board of Directors' independence, objectivity and accountability in relation to matters such as the nomination and remuneration of the Directors, and further enhancing corporate governance. In response to consultation by the Board of Directors, the committee deliberates on matters that include nomination of Director and Audit & Supervisory Board Member candidates, appointment of senior management, senior management succession planning, and remuneration of Directors. The committee then reports details of such deliberations to the Board of Directors.

A majority of the committee's members are independent Outside Directors, with no fewer than three of its members selected by resolution of the Board of Directors. The following individuals shall be named committee chair and committee members in the event that Proposal 2 "Election of Ten (10) Directors" is approved without change.

Committee chair: KINOSHITA Kojiro (Chairman & CEO)

Committee member: OBAYASHI Hidehito (independent Outside Director)

Committee member: KATAOKA Kazunori (independent Outside Director)

Committee member: NAKAGAWA Miyuki (independent Outside Director)

Committee member: TAKEOKA Yuko (independent Outside Director)

Committee member: YAGI Shinsuke (President & COO)

**(Reference) Skills matrix for the Company’s Board of Directors (in the event that each candidate is elected at this General Meeting of Shareholders)**

Director		The expertness and experience required for the Company’s Directors					
		Corporate Management	R&D/Technologies (*)	Finance & Accounting	Legal/Risk Management/Internal Control	Personnel Affairs/Personnel Strategies	Global Experience
Representative Director, Chairman	KINOSHITA Kojiro	●		●	●	●	
Representative Director, President	YAGI Shinsuke	●	●		●	●	
Director, Senior Executive Vice President	HONDA Takashi	●	●		●		●
Director, Senior Managing Executive Officer	ISHIKAWA Motoaki	●	●		●		●
Director, Senior Managing Executive Officer	DAIMON Hideki	●		●	●		●
Director, Managing Executive Officer	MATSUOKA Takeshi	●		●	●	●	●
Outside Director	OBAYASHI Hidehito	●	●				●
Outside Director	KATAOKA Kazunori	●	●				●
Outside Director	NAKAGAWA Miyuki				●		
Outside Director	TAKEOKA Yuko		●				

\* “R&D/Technologies” include the expertness and practical experience in the fields of IT, Digital Transformation (DX), environmental safety, and quality assurance.

**(Reference) View on the appropriate balance between knowledge, experience and skills of the Board of Directors as a whole, and on diversity**

The Company considers the board to be formed by members selected from various viewpoints to make appropriate and expeditious decision-making and oversee the execution of business activities in diverse fields (including chemicals, performance materials, agricultural chemicals, and healthcare). Those points include the balance of knowledge, experience, skills, and other capacity and diversity, including gender, internationality, and practical experience in totality of the board.

To ensure a well-balanced and diverse board composition, based on the Corporate Philosophy and Management Strategy, the Company has identified the expertness and experience required for its Directors (skills requirements): “corporate management,” “research and development/technologies,” “finance and accounting,” “legal/risk management/internal control,” “personnel affairs/personnel strategies,” and “global experience.” And the Company makes the board consist of appropriate persons as its Directors, who have met the above-skills requirements appropriately, and who are healthy, physically and mentally, and trusted and respected for their excellent characters, a high level of insight, and a sense of ethics.

We will review the above skills requirements as necessary based on the Management Strategy and relevant policies.

[End of Document]