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Securities Code: 4025

March 10, 2025

To Our Shareholders:

Katsuhiko Taki, Representative Director, President

Taki Chemical Co., Ltd.

2 Midorimachi, Befu-cho, Kakogawa-shi, Hyogo

Notice of the 106th Annual General Meeting of Shareholders

We are pleased to announce the 106th Annual General Meeting of Shareholders of Taki Chemical Co., Ltd. (the “Company”), which will be held as indicated below.

Information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (excluding the voting form) for this Annual General Meeting of Shareholders (matters for which measures for providing information in electronic format are to be taken) has been provided in electronic format, so please access the Company’s website below and confirm the contents.

Company’s website: <https://www.takichem.co.jp/ir/sokai/index.html> (in Japanese)

Matters for which measures for providing information in electronic format are to be taken are also provided in electronic format on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (Listed Company Search), enter “Taki Chemical” in “Issue name (company name)” or “4025” in “Code” and select “Basic information” and then “Documents for public inspection/PR information” to confirm the information.

TSE website (Listed Company Search):

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

You may exercise your voting rights either by sending the voting form back to us or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:20 p.m. on Wednesday, March 26, 2025.

1. Date and Time: Thursday, March 27, 2025, at 10 a.m. (JST) (Reception is scheduled to open at 9:15 a.m.)

2. Venue: **2nd floor of Kakogawa Plaza Hotel**
800 Mizonokuchi, Kakogawa-cho, Kakogawa-shi, Hyogo

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee for the 106th Fiscal Year (From January 1, 2024 to December 31, 2024)
2. Non-consolidated Financial Statements for the 106th Fiscal Year (From January 1, 2024 to December 31, 2024)

Matters to be resolved:

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| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) |
| Proposal No. 3 | Election of Five Directors Who Are Audit & Supervisory Committee Members |
| Proposal No. 4 | Election of One Substitute Director Who Is an Audit & Supervisory Committee Member |

- If you attend the meeting, please submit the voting form to the reception desk in the venue.
 - If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website on page 1.
 - The following matters are not provided in the documents delivered to shareholders who have requested the delivery of paper-based documents as provided for by the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company.
 - "System to ensure properness of operations, and the operational status of the system" in Business Report
 - "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in Consolidated Financial Statements
 - "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial Statements
- Documents that are delivered to shareholders who have requested the delivery of paper-based documents are part of the Business Report audited by the Audit & Supervisory Committee, and Consolidated and Non-consolidated Financial Statements audited by the Financial Auditor and Audit & Supervisory Committee.
- If there is no indication of approval or disapproval of proposals on the voting form when voting rights are exercised in writing (by mail), we will treat it as an indication of approval.
 - Please note that the meeting will be conducted in Japanese only.

Reference Documents for the General Meeting of Shareholders
Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividend

The Company recognizes the return of profit to its shareholders as a key management priority, and it maintains a policy of paying stable dividends on a continual basis. Moreover, the Company proposes to allocate profits to capital investment, research and development investment, and rationalization investment to improve sustainable development and the corporate value of the Company.

The Company has given comprehensive consideration to a range of factors including the enhancement of business structure, future business development and business performance, and it proposes to pay a year-end dividend for the 106th fiscal year of ¥55, consisting of an ordinary dividend of ¥50 and a commemorative dividend to commemorate the appointment of the new President of ¥5 per share, to repay the support of shareholders.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and the aggregate amount thereof
The Company proposes to pay a dividend of ¥55 per common share of the Company.
In this event, the total dividends will be ¥466,263,435.
- (3) Effective date of dividend of surplus
The effective date of the dividend will be March 28, 2025.

Proposal No. 2 Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all seven Directors (excluding those who are Audit & Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors (excluding those who are Audit & Supervisory Committee Members) to make strategic and flexible decisions at the Board of Directors.

As for this proposal, the Audit & Supervisory Committee of the Company has judged that all the candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are eligible.

Candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takamoto Taki (June 23, 1954) [Male] [Re-election] Tenure as Director: 32 years	Apr. 1977 Joined the Company Mar. 1992 General Manager, Financing & Accounting Department Mar. 1993 Director Mar. 1995 Managing Director Mar. 1996 Representative Director and Senior Managing Director Mar. 1997 Representative Director, President Mar. 2024 Representative Director, Chairman (current position)	19,558 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess extensive experience and knowledge related to the Company's overall business through his career at various departments. And, taking into consideration his performance as the Company's Representative Director, President and Chairman, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			
2	Katsuhiko Taki (November 7, 1983) [Male] [Re-election] Tenure as Director: 4 years	Apr. 2008 Joined the Company Sept. 2020 Senior Manager (Sp. Charge), Financing & Accounting Department Mar. 2021 Director, Executive Officer in charge of Financing & Accounting Department Mar. 2022 Director, Managing Executive Officer supervising Fertilizer Business Department and Chemicals Business Department, and in charge of Financing & Accounting Department Mar. 2023 Director, Senior Managing Executive Officer supervising Fertilizer Business Department and Chemicals Business Department, and in charge of Financing & Accounting Department and Purchasing Department Mar. 2024 Representative Director, President (current position)	11,320 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess extensive experience and knowledge related to the Company's overall business through his career at various departments. And, taking into consideration his performance as the Company's Representative Director, President, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Takahisa Masaki (November 24, 1962) [Male] [Re-election] Tenure as Director: 5 years	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2013 General Manager, General Affairs & Personnel Department</p> <p>Feb. 2017 Senior Manager (Sp. Charge), General Affairs & Personnel Department President and Representative Director of SHIKISHIMA-SHOJI CO., LTD.</p> <p>Mar. 2017 Associate Executive Officer of the Company</p> <p>Mar. 2020 Director, Executive Officer in charge of General Affairs & Personnel Department</p> <p>Mar. 2022 Director, Executive Officer in charge of General Affairs & Personnel Department and Internal Audit Department</p> <p>Mar. 2023 Director, Executive Officer in charge of General Affairs & Personnel Department, Internal Audit Department, and Real Estate Business Department</p> <p>Mar. 2024 Director, Managing Executive Officer in charge of General Affairs & Personnel Department, Internal Audit Department, and Real Estate Business Department (current position)</p>	3,016 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through his career mainly at the sales department and the general affairs and personnel department in addition to experience of corporate management at a subsidiary company. And, taking into consideration his performance as the Company's Director, Managing Executive Officer, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			
4	Kazunari Izumi (January 4, 1965) [Male] [Re-election] Tenure as Director: 2 years	<p>Apr. 1988 Joined the Company</p> <p>Apr. 2016 General Manager, Engineering Department</p> <p>Mar. 2020 Associate Executive Officer</p> <p>Apr. 2021 Associate Executive Officer, Vice General Manager, Head Factory</p> <p>Mar. 2022 Executive Officer, General Manager, Head Factory</p> <p>Mar. 2023 Director, Executive Officer in charge of Head Factory and General Manager, Head Factory</p> <p>Mar. 2024 Director, Executive Officer in charge of Head Factory, Quality Assurance Department, Materials Distribution Department and Purchasing Department (current position)</p>	3,112 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through his career mainly at the research and development department and the manufacturing department. And, taking into consideration his performance as the Company's Director, Executive Officer, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hiroyuki Izutsu (October 19, 1965) [Male] [Re-election] Tenure as Director: 4 years	Jan. 1990 Joined the Company Apr. 2015 General Manager, Management Planning Department Mar. 2020 Associate Executive Officer Mar. 2021 Director, Executive Officer in charge of Management Planning Department and Internal Control Section Mar. 2022 Director, Executive Officer in charge of Management Planning Department and CSR Mar. 2024 Director, Executive Officer in charge of Management Planning Department, CSR (present Sustainability), and Financing & Accounting Department (current position)	2,250 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through his career mainly at the research and development department and the management planning department. And, taking into consideration his performance as the Company's Director, Executive Officer, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			
6	Goro Suzuki (December 10, 1964) [Male] [Re-election] Tenure as Director: 3 years	Apr. 1987 Joined the Company Apr. 2015 General Manager, Production Tech. & Engineering Department Mar. 2020 Associate Executive Officer Apr. 2021 Vice General Manager, Head Factory Mar. 2022 Director, Executive Officer in charge of Research Division and General Manager, Research Division Mar. 2023 Director, Executive Officer in charge of Research Division, General Manager, Research Division, and Leader in charge of the Mushroom Business Project Team (current position)	2,312 shares
<p>■ Reasons for nomination as candidate for Director</p> <p>The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through his career mainly at the research and development department. And, taking into consideration his performance as the Company's Director, Executive Officer, he is expected to play an appropriate role in the determination of significant management issues and the supervision of business execution. For these reasons, the Company proposes to continue appointing the individual as Director.</p>			

- Notes:
1. Candidate Katsuhiko Taki, Representative Director, President of the Company, is the oldest son of Takamoto Taki, Representative Director, Chairman of the Company.
 2. There is no special interest between any of the candidates and the Company.
 3. To secure excellent human resources and avoid impairing the execution of duties, the Company has concluded an indemnification agreement outlined below with the all candidates proposed hereto for election. If this proposal is approved and adopted in its original form, the Company plans to renew the aforementioned agreement with each director.
(Summary of the content of the indemnification agreement)
 - (1) Scope of indemnification
The Company will cover the expenses set forth in Article 430-2, paragraph (1), item (i) of the Companies Act and the loss set forth in item (ii) of the same paragraph within the extent stipulated by laws and regulations.
 - (2) Measure to be taken so that the properness of execution of duties
The Board of Directors will reach a decision as to whether or not compensation is required, and the extent of that compensation.
 - (3) Exclusions from indemnification
 - Portion of litigation expenses that exceeds the amount of expenses normally required
 - If the Company is to compensate for damages, etc. in the event that the indemnified Director (hereafter, the "indemnified person") is liable to the Company under Article 423, paragraph (1) of the Companies Act, the portion of the damages, etc. that relates to such liability

- All of the damages, etc. for which the indemnified person is liable due to his/her malicious intent or gross negligence in performing his/her duties
- (4) Cases requiring the indemnified person to return all or part of the compensation to the Company
 - If it is found that the indemnified person has performed his/her duties for the purpose of gaining unjust benefits for him/herself or a third party or causing damage to the Company, all of the compensated expenses, etc. must be returned to the Company.
- 4. To secure excellent human resources and avoid impairing the execution of duties, the Company enters into the Directors and Officers Liability Insurance Policy (D&O insurance policy) outlined below. All candidates proposed hereto for election have already been insured as Directors. If this proposal is approved and adopted in its original form, the insurance policy will be renewed with all of the candidates as Directors who are not Audit & Supervisory Committee Members.
(Summary of the content of D&O insurance policy)
 - (1) Actual proportion of insurance premium paid by the insured
Insurance premiums including those of special contracts shall be borne by the Company. The insured is not to bear actual premium costs.
 - (2) Summary of events to be insured against damages
Damage caused by an officer, etc. as an insured taking responsibility concerning the execution of duties or receiving a claim filed in connection with the determination of liability, may be covered by the insurance including its special contract; provided, however, that an exemption would apply to certain cases where the insured conducted the act knowing that it is illegal, among others.
 - (3) Measure to be taken so that the properness of execution of duties by the Officer, etc. will not be impaired by the contract
The D&O insurance policy provides the amount deductible. Damage with an amount smaller than the amount deductible shall not be insured.

Proposal No. 3 Election of Five Directors Who Are Audit & Supervisory Committee Members

The terms of office of all five Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of five Directors who are Audit & Supervisory Committee Members.

The consent of the Audit & Supervisory Committee has been obtained for the submission of this proposal.

Candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masahiko Shimoyama (September 10, 1964) [Male] [Re-election] Tenure as Director: 2 years	Apr. 1988 Joined the Company Apr. 2019 General Manager, Financing & Accounting Department Mar. 2020 Associate Executive Officer Mar. 2023 Director (Full-Time Audit & Supervisory Committee Member) (current position)	1,931 shares
	<p>■ Reasons for nomination as candidate for Director who is an Audit & Supervisory Committee Member</p> <p>The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through his career mainly at the accounting department. And, taking into consideration his performance as the Company's Full-Time Audit & Supervisory Committee Member, he is expected to play an appropriate role in the supervision and audit of business execution by Directors. For these reasons, the Company proposes to continue appointing the individual as Director (Full-Time Audit & Supervisory Committee Member).</p>		
2	Tatsuo Iwaki (April 3, 1954) [Male] [Re-election] [Outside] [Independent] Tenure as Director: 5 years	Apr. 1973 Employed by the Hiroshima Regional Taxation Bureau July 2015 Retired from post of Director of the Nishinomiya Tax Office Aug. 2015 Registered as a certified public tax accountant Nov. 2018 Established Tatsuo Iwaki Tax Office Director (current position) Mar. 2020 Outside Director of the Company Mar. 2021 Outside Director (Audit & Supervisory Committee Member) (current position)	0 shares
	<p>■ Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected role</p> <p>Mr. Tatsuo Iwaki has never in the past been directly involved in the management of a company except as an outside officer. However, the Company proposes to continue appointing Mr. Iwaki as Outside Director (Audit & Supervisory Committee Member) so that his professional experience and excellent insight as a certified public tax accountant that have been obtained through his career serving as multiple district tax office directors, etc. may be utilized in the supervision and audit of business execution by Directors from an objective and neutral perspective.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p style="text-align: center;">Shozo Shigeta (February 6, 1957)</p> <p style="text-align: center;">[Male] [Re-election] [Outside] [Independent]</p> <p style="text-align: center;">Tenure as Director: 4 years</p>	<p>Apr. 1980 Joined The Nippon Fire & Marine Insurance Co., Ltd (present Sampo Japan Insurance Inc.)</p> <p>Apr. 2013 Managing Executive Officer of NIPPONKOA Insurance Co., Ltd. (present Sampo Japan Insurance Inc.)</p> <p>Apr. 2013 Managing Executive Officer of Sampo Japan Insurance Inc.</p> <p>Sept. 2014 Managing Executive Officer of Sampo Japan Nipponkoa Insurance Inc. (present Sampo Japan Insurance Inc.)</p> <p>Mar. 2015 Representative Director and Vice President of Osaka Hilton Co., Ltd.</p> <p>Mar. 2017 Advisor</p> <p>Mar. 2018 Retired from post of Advisor</p> <p>Apr. 2018 Advisor of Sampo Japan Nipponkoa Insurance Inc. (present Sampo Japan Insurance Inc.)</p> <p>June 2018 Audit & Supervisory Board Member of Sampo Japan Nipponkoa Career Bureau Inc. (present Sampo Japan Career Bureau Inc.)</p> <p>June 2020 Retired from post of Advisor of Sampo Japan Insurance Inc.</p> <p>June 2020 Retired from post of Audit & Supervisory Board Member of Sampo Japan Career Bureau Inc.</p> <p>Mar. 2021 Outside Director (Audit & Supervisory Committee Member) of the Company (current position)</p>	0 shares
<p>■ Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected role</p> <p>The Company proposes to continue appointing Mr. Shozo Shigeta as Outside Director (Audit & Supervisory Committee Member) so that his profound experience and excellent insight as a corporate manager that have been obtained through his career serving in multiple positions such as Managing Executive Officer of NIPPONKOA Insurance Co., Ltd. (present Sampo Japan Insurance Inc.) may be utilized in the supervision and audit of business execution by Directors from an objective and neutral perspective.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Noriko Kitajima (October 25, 1974) [Female] [Re-election] [Outside] [Independent] Tenure as Director: 2 years	Apr. 2000 Registered with the Bar Association and joined the Takahiko Inoue Law Offices Feb. 2003 Joined Phoenix Law Offices Jan. 2012 Joint Representative (current position) June 2015 Outside Director (Audit & Supervisory Committee Member) of SANKYO KASEI CORPORATION Mar. 2017 Outside Corporate Auditor of Daitron Co., Ltd. (current position) June 2021 Outside Audit & Supervisory Board Member of Daiei Kankyo Co., Ltd. Mar. 2023 Outside Director (Audit & Supervisory Committee Member) of the Company (current position) June 2024 Outside Director (Audit & Supervisory Committee Member) of Daiei Kankyo Co., Ltd. (current position)	0 shares
<p>■ Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected role</p> <p>Ms. Noriko Kitajima has never in the past been directly involved in the management of a company except as an outside officer. However, the Company proposes to continue appointing Ms. Kitajima as Outside Director (Audit & Supervisory Committee Member) so that her professional experience and excellent insight as a lawyer may be utilized in the supervision and audit of business execution by Directors from an objective and neutral perspective.</p>			
5	Kumiko Mizuno (March 19, 1960) [Female] [New election] [Outside] [Independent] Tenure as Director: - year	Apr. 1982 Joined The Nippon Fire & Marine Insurance Co., Ltd (present Sampo Japan Insurance Inc.) Oct. 1991 Joined Aoyama Audit Corporation May 1995 Established Mizuno Accounting Firm Director (current position) June 2015 Outside Director of Toyo Shutter Co., Ltd. (current position)	0 shares
<p>■ Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected role</p> <p>Ms. Kumiko Mizuno has never in the past been directly involved in the management of a company except as an outside officer. However, the Company proposes the election of Ms. Mizuno as Outside Director (Audit & Supervisory Committee Member) so that her professional experience and excellent insight as a certified public accountant may be utilized in the supervision and audit of business execution by Directors from an objective and neutral perspective.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Candidate Ms. Kumiko Mizuno is a new candidate.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with four candidates Mr. Masahiko Shimoyama, Mr. Tatsuo Iwaki, Mr. Shozo Shigeta and Ms. Noriko Kitajima to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of these four individuals is approved, the Company plans to renew the aforementioned agreements with them.
 4. If candidate Ms. Kumiko Mizuno's election as Director (Audit & Supervisory Committee Member) is approved, the Company plans, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to enter into an agreement that limits her liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 5. Three candidates Mr. Tatsuo Iwaki, Mr. Shozo Shigeta and Ms. Noriko Kitajima are currently Outside Directors (Audit & Supervisory Committee Members) of the Company. At the conclusion of this meeting, the tenures of Mr. Tatsuo Iwaki and Mr. Shozo Shigeta since assuming office as Outside Directors (Audit & Supervisory Committee Members) will have been four years, and the tenure of Ms. Noriko Kitajima will have been two years. Mr. Tatsuo Iwaki was previously a Non-Executive Officer (Outside Director) of the Company, and his tenure since assuming office is one year.
 6. Three candidates Mr. Tatsuo Iwaki, Mr. Shozo Shigeta and Ms. Noriko Kitajima are candidates for Outside Directors (Audit & Supervisory Committee Members). The Company has notified Tokyo Stock Exchange, Inc. of the designation of these three individuals as independent officers as provided for by the exchange. If the reelection of the three individuals

is approved, the Company plans to renew notification to the aforementioned exchange concerning their designation as independent officers.

7. Candidate Ms. Kumiko Mizuno is a candidate for Outside Director (Audit & Supervisory Committee Member). She satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. If her election is approved, the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.
8. To secure excellent human resources and avoid impairing the execution of duties, the Company enters into the indemnification agreement outlined below. Among candidates proposed hereto for election, the Company has already entered into the indemnification agreement with the four candidates of Mr. Shimoyama, Mr. Iwaki, Mr. Shigeta and Ms. Kitajima. If this proposal is approved and adopted in its original form, the Company plans to renew the aforementioned agreement with the four individuals, and will newly enter into an indemnification agreement having the same content with Ms. Kumiko Mizuno.

(Summary of the content of the indemnification agreement)

(1) Scope of indemnification

The Company will cover the expenses set forth in Article 430-2, paragraph (1), item (i) of the Companies Act and the loss set forth in item (ii) of the same paragraph within the extent stipulated by laws and regulations.

(2) Measure to be taken so that the properness of execution of duties

The Board of Directors will reach a decision as to whether or not compensation is required, and the extent of that compensation.

(3) Exclusions from indemnification

- Portion of litigation expenses that exceeds the amount of expenses normally required
- If the Company is to compensate for damages, etc. in the event that the indemnified Director (hereafter, the “indemnified person”) is liable to the Company under Article 423, paragraph (1) of the Companies Act, the portion of the damages, etc. that relates to such liability
- All of the damages, etc. for which the indemnified person is liable due to his/her malicious intent or gross negligence in performing his/her duties

(4) Cases requiring the indemnified person to return all or part of the compensation to the Company

- If it is found that the indemnified person has performed his/her duties for the purpose of gaining unjust benefits for him/herself or a third party or causing damage to the Company, all of the compensated expenses, etc. must be returned to the Company.

9. To secure excellent human resources and avoid impairing the execution of duties, the Company enters into the Directors and Officers Liability Insurance Policy (D&O insurance policy) outlined below. Among candidates proposed hereto for election, the four candidates of Mr. Shimoyama, Mr. Iwaki, Mr. Shigeta and Ms. Kitajima have already been insured as Outside Directors (Audit & Supervisory Committee Members). If this proposal is approved and adopted in its original form, the Company plans to renew the D&O insurance policy having the same content with the four individuals as Outside Directors (Audit & Supervisory Committee Members) as the insured, and will newly enter into an insurance policy having the same content with Ms. Kumiko Mizuno as the insured.

(Summary of the content of D&O insurance policy)

(1) Actual proportion of insurance premium paid by the insured

Insurance premiums including those of special contracts shall be borne by the Company. The insured is not to bear actual premium costs.

(2) Summary of events to be insured against damages

Damage caused by an officer, etc. as an insured taking responsibility concerning the execution of duties or receiving a claim filed in connection with the determination of liability, may be covered by the insurance including its special contract; provided, however, that an exemption would apply to certain cases where the insured conducted the act knowing that it is illegal, among others.

(3) Measure to be taken so that the properness of execution of duties by the Officer, etc. will not be impaired by the contract

The D&O insurance policy provides the amount deductible. Damage with an amount smaller than the amount deductible shall not be insured.

Proposal No. 4 Election of One Substitute Director Who Is an Audit & Supervisory Committee Member

The Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are full-time Audit & Supervisory Committee Members fall below the number required.

The consent of the Audit & Supervisory Committee has been obtained for the submission of this proposal.

Candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Yumi Matsui (May 4, 1964) [Female] Tenure as Director: - year	Apr. 1987 Joined the Company Apr. 2022 General Manager, Internal Audit Department (current position)	1,300 shares
<p>■ Reasons for nomination as candidate for substitute Director who is an Audit & Supervisory Committee Member The individual nominated as candidate was judged to possess abundant experience and knowledge related to the Company's business through her career mainly at the factory department and internal audit department. And, taking into consideration her performance as General Manager, she is expected to play an appropriate role in the supervision and audit of business execution by Directors. For these reasons, the Company proposes to appoint the individual as substitute Director (Full-Time Audit & Supervisory Committee Member).</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. If the candidate is appointed as Director (Full-Time Audit & Supervisory Committee Member), the Company plans, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to enter into an agreement that limits her liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 3. The candidate is expected to be appointed as Associate Executive Officer of the Company by resolution at the meeting of the Board of Directors to be held after the conclusion of this meeting. However, if the candidate is appointed as Director (Full-Time Audit & Supervisory Committee Member), she will retire from the post of Associate Executive Officer of the Company.
 4. To secure excellent human resources and avoid impairing the execution of duties, the Company plans to conclude an indemnification agreement outlined below if the candidate is appointed as Director (Full-Time Audit & Supervisory Committee Member).
 (Summary of the content of the indemnification agreement)
 - (1) Scope of indemnification
 The Company will cover the expenses set forth in Article 430-2, paragraph (1), item (i) of the Companies Act and the loss set forth in item (ii) of the same paragraph within the extent stipulated by laws and regulations.
 - (2) Measure to be taken so that the properness of execution of duties
 The Board of Directors will reach a decision as to whether or not compensation is required, and the extent of that compensation.
 - (3) Exclusions from indemnification
 - Portion of litigation expenses that exceeds the amount of expenses normally required
 - If the Company is to compensate for damages, etc. in the event that the indemnified Director (hereafter, the "indemnified person") is liable to the Company under Article 423, paragraph (1) of the Companies Act, the portion of the damages, etc. that relates to such liability
 - All of the damages, etc. for which the indemnified person is liable due to his/her malicious intent or gross negligence in performing his/her duties
 - (4) Cases requiring the indemnified person to return all or part of the compensation to the Company
 - If it is found that the indemnified person has performed his/her duties for the purpose of gaining unjust benefits for him/herself or a third party or causing damage to the Company, all of the compensated expenses, etc. must be returned to the Company.
 5. To secure excellent human resources and avoid impairing the execution of duties, the Company enters into the Directors and Officers Liability Insurance Policy (D&O insurance policy) outlined below. If the candidate is appointed as Director (Full-Time Audit & Supervisory Committee Member), the Company plans to enter into the D&O insurance policy having the same content with the candidate as Director (Full-Time Audit & Supervisory Committee Member) as the insured.
 (Summary of the content of D&O insurance policy)
 - (1) Actual proportion of insurance premium paid by the insured
 Insurance premiums including those of special contracts shall be borne by the Company. The insured is not to bear actual premium costs.
 - (2) Summary of events to be insured against damages

Damage caused by an officer, etc. as an insured taking responsibility concerning the execution of duties or receiving a claim filed in connection with the determination of liability, may be covered by the insurance including its special contract; provided, however, that an exemption would apply to certain cases where the insured conducted the act knowing that it is illegal, among others.

- (3) Measure to be taken so that the properness of execution of duties by the Officer, etc. will not be impaired by the contract

The D&O insurance policy provides the amount deductible. Damage with an amount smaller than the amount deductible shall not be insured.

Reference: Directors Diversity Matrix

If Proposals No. 2, No. 3 and the selection of Representative Director and Executive Officers with Special Titles and Executive Officers at the meeting of the Board of Directors to be held after the conclusion of this Annual General Meeting of Shareholders are approved, the composition of the Board of Directors and the Audit & Supervisory Committee, as well as the areas where each Director is expected to utilize their particular expertise and experience, will be as follows:

Name	Position	Corporate management	Finance/ accounting/ finance & economics	Legal affairs/ risk management	Personnel & labor affairs/ human resources development	Sales/ marketing	Manufacturing/ quality	Research & development	IT/ digital information security	Sustainability/ ESG
Takamoto Taki	Director, Chairman	●	●			●	●			
Katsuhiko Taki	Representative Director, President	●	●				●		●	
Takahisa Masaki	Representative Director, Senior Managing Executive Officer	●		●	●	●				
Kazunari Izumi	Director, Managing Executive Officer						●	●	●	●
Hiroyuki Izutsu	Director, Executive Officer		●					●	●	●
Goro Suzuki	Director, Executive Officer						●	●		●
Masahiko Shimoyama	Director (Full-Time Audit & Supervisory Committee Member)		●	●						
Tatsuo Iwaki	Independent									
	Outside Director (Audit & Supervisory Committee Member)		●						●	●
Shozo Shigeta	Independent									
	Outside Director (Audit & Supervisory Committee Member)	●	●			●				●
Noriko Kitajima	Independent									
	Outside Director (Audit & Supervisory Committee Member)			●	●					●
Kumiko Mizuno	Independent									
	Outside Director (Audit & Supervisory Committee Member)		●	●		●			●	

- Notes: 1. A maximum of four areas where each person possesses expertise and experience have been marked with ●.
2. Under corporate management above, for internal Directors, persons with experience serving as Representative Director (including at major subsidiaries), and for Outside Directors, persons with experience serving as an internal Director at one or more other companies have been marked with ●.

Reference: Independence Criteria of Outside Directors

To meet the independence criteria, an Outside Director must, in addition to meeting the requirements for outside officers as stipulated in the Companies Act and the criteria for independence set by Tokyo Stock Exchange, Inc., not fall under any of the following conditions recently.

1. A major shareholder of the Company (those who directly or indirectly hold 10% or more of voting rights at the end of the most recent fiscal year) or an executive thereof
2. A party whose major business partner (a major business partner is a counterparty that accounts for more than 2% of a company's annual consolidated net sales for the most recent fiscal year. The same applies hereinafter.) is the Company or an executive thereof
3. A major business partner of the Company or an executive thereof
4. A senior partner or partner of the Financial Auditor of the Company
5. A consultant, lawyer, certified public accountant, or other professional service provider who receives more than ¥10 million in annual compensation or other financial benefits from the Company other than remuneration as an officer
6. A person belonging to an organization that receives annual donations of more than ¥10 million from the Company
7. A person who has served as an Outside Director of the Company for more than eight years