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Securities Code: 4215

June 6, 2022

To our shareholders:

Kazuya Saito
Representative Director President
C.I. TAKIRON Corporation
3-1-3, Umeda, Kita-ku, Osaka

Notice of the 127th Ordinary General Shareholders' Meeting

We are pleased to announce the 127th Ordinary General Shareholders' Meeting of C.I. TAKIRON Corporation ("the Company"), which will be held as described below.

You can exercise your voting rights, and we would like to ask you to do so after reviewing the Reference Documents for the General Shareholders' Meeting attached below.

- 1. Date and time** Tuesday, June 28, 2022 at 10:00 a.m.
- 2. Venue** Naniwa Room, 20F, HOTEL GRANVIA OSAKA
3-1-1, Umeda, Kita-ku, Osaka

3. Purpose of the Meeting

Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board for the 127th fiscal year (from April 1, 2021 to March 31, 2022)
2. Report on the Non-consolidated Financial Statements for the 127th fiscal year (from April 1, 2021 to March 31, 2022).

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Seven Directors |
| Proposal No. 4 | Election of One Audit & Supervisory Board Member |
| Proposal No. 5 | Election of One Substitute Audit & Supervisory Board Member |

Reference Documents for the General Shareholders' Meeting

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

In line with its medium-term management plan, "Commit to Transformation 2023," which started in April 2021, the C.I. TAKIRON Group is striving to steadily and promptly implement the following six priority measures: 1) Solve social issues; 2) Acquire new businesses, new products, and new technologies; 3) Accelerate borderlessness; 4) Adopt digital technology; 5) Restructure group management; and 6) Further improve our management base.

Furthermore, as a measure for shareholder returns, the Company's basic policy is to pay stable dividends with a target payout ratio of 40%, based on comprehensive consideration of business performance and medium- to long-term business plans.

In consideration of the policy above and consolidated financial results, the Company proposes to pay a year-end dividend for the fiscal year ended March 31, 2022 of ¥16 per share. Accordingly, including the interim dividend of ¥11 per share, the annual dividend will total ¥27 per share, which is ¥5 higher than for the previous fiscal year.

Year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and their aggregate amount

¥16 per common share of the Company

Total payment: ¥1,559,670,864

(3) Effective date of dividends of surplus

June 29, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1 Reasons for the Proposal

(1) The current Article 2 (Purpose) of the Articles of Incorporation is to be amended to clarify the business content in line with the current situation due to changes in the business content.

(2) The “Act on Strengthening Industrial Competitiveness” (Act No. 70 of 2021) went into effect on June 16, 2021, allowing listed companies to hold General Shareholders’ Meetings without a physical venue (so-called virtual only General Shareholders’ Meetings) under certain conditions by stipulating them in their Articles of Incorporation.

The Company believes that it is in the interest of all shareholders to expand the methods of holding General Shareholders’ Meetings that can be selected, keeping in mind the spread of infectious diseases, occurrence of large-scale disasters including natural disasters, and the promotion of digitalization of society as a whole, etc. Therefore, the Company proposes to newly establish Article 13, Section 2 of the Articles of Incorporation to allow General Shareholders’ Meetings to be held without a designated location.

In deciding how to hold the General Shareholders’ Meetings, the rights of shareholders shall be given the highest priority each time the meeting is held, and the Board of Directors shall carefully determine the method of holding the meetings by resolution, taking into consideration social demands in light of infectious diseases, large-scale disasters, and other factors.

In making this amendment, the Company has received confirmation from the Minister of Economy, Trade and Industry as well as the Minister of Justice that it satisfies the requirements specified by the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice.

(3) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following amendments to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the General Shareholders’ Meetings in electronic format.

- i. Article 16, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the General Shareholders’ Meeting, etc. in electronic format.
- ii. Article 16, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- iii. Since general shareholders’ meetings of listed companies to be held within six months of the effective date cannot take the measure of electronic provision and require the same measures as the previous general shareholders’ meetings, it is proposed that Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders’ Meeting, Etc.) of the current Articles of Incorporation be amended to retain the provision and that a supplementary provision be added regarding when such provision shall be deleted.
- iv. Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the Changes

The details of the changes are as follows. (Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. PURPOSE The Company shall conduct the following business:</p> <ol style="list-style-type: none"> (1) Manufacture, processing and sales of plastic products; (2) Manufacture / sales of inorganic chemical industrial products; (3) Manufacture / sales of electric materials, metallic materials, magnetic materials, ultrafine particle materials, and their application products; (4) Manufacture / sales of motors and electronics parts; (5) Manufacture / sales of rubber products; (6) Manufacture / sales of paper products; (7) Manufacture / sales of seeds and seedlings, fertilizers, feeds, and soil conditioners; (8) <u>Manufacture / sales of pharmaceuticals, quasi- drugs, medical devices, drugs for animals, quasi- drugs for animals, cosmetic, agricultural chemicals, and industrial chemicals;</u> (9) Design, manufacture, sales, and lease of various equipment and systems, and molds; (10) Contracting and design / management of construction works; (11) General motor truck transportation business, transportation business, and warehousing; (12) Lease of real estate; and (13) All businesses related or incidental to the above. 	<p>Article 2. PURPOSE The Company shall conduct the following business:</p> <ol style="list-style-type: none"> (1) Manufacture, processing and sales of plastic products; (2) Manufacture / sales of inorganic chemical industrial products; (3) Manufacture / sales of electric materials, metallic materials, magnetic materials, ultrafine particle materials, and their application products; (4) Manufacture / sales of motors and electronics parts; (5) Manufacture / sales of rubber products; (6) Manufacture / sales of paper products; (7) Manufacture / sales of seeds and seedlings, fertilizers, feeds, and soil conditioners; (8) <u>Sale of agricultural chemicals, industrial chemicals and quasi-drugs</u> (9) Design, manufacture, sales, and lease of various equipment and systems, and molds; (10) Contracting and design / management of construction works; (11) General motor truck transportation business, transportation business, and warehousing; (12) Lease of real estate; and (13) All businesses related or incidental to the above.
<p>Article 13. CONVOCATION OF SHAREHOLDERS MEETING The annual meeting of shareholders of this Company shall be convened in June every year, and any special meeting of shareholders may be convened at any time whenever necessary. (Newly established)</p>	<p>Article 13. CONVOCATION OF SHAREHOLDERS MEETING</p> <ol style="list-style-type: none"> <u>1.</u> The annual meeting of shareholders of this Company shall be convened in June every year, and any special meeting of shareholders may be convened at any time whenever necessary. <u>2.</u> <u>This Company may hold a shareholders meeting without a designated location for the meeting.</u>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="392 300 633 333">(Newly established)</p> <p data-bbox="240 943 762 1099">Article 16. DISCLOSURE ON INTERNET AND DEEMED PROFFER OF REFERENCE DOCUMENTS, etc. OF SHAREHOLDERS MEETING</p> <p data-bbox="240 1111 778 1438">This Company shall be deemed as proffered to the shareholders by disclosing information with method utilizing internet relating to the matters to be described or represented in the reference documents of shareholders meeting, annual business report, financial documents and consolidated financial documents upon convocation of shareholders meeting, subject to the Ministerial Ordinance of the Ministry of Justice.</p>	<p data-bbox="810 300 1326 398"><u>Article 16. MEASURES, etc. FOR PROVIDING INFORMATION IN ELECTRONIC FORMAT</u></p> <p data-bbox="826 405 1337 600"><u>1. When this Company convenes a shareholders meeting, it shall take measures for providing information that constitutes the content of reference documents for the shareholders meeting, etc. in electronic format.</u></p> <p data-bbox="826 607 1345 936"><u>2. Among items for which the measures for providing information in electronic format will be taken, this Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p data-bbox="810 943 1345 1137"><u>Article 16-2. DISCLOSURE ON INTERNET AND DEEMED PROFFER OF REFERENCE DOCUMENTS, etc. OF SHAREHOLDERS MEETING</u> (As currently written)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p style="text-align: center;"><u>SUPPLEMENTARY PROVISIONS</u></p> <p style="text-align: center;"><u>Article 1. TRANSITIONAL MEASURES</u></p> <p style="text-align: center;"><u>FOR PROVIDING REFERENCE</u></p> <p style="text-align: center;"><u>DOCUMENTS OF</u></p> <p style="text-align: center;"><u>SHAREHOLDERS MEETING IN</u></p> <p style="text-align: center;"><u>ELECTRONIC FORMAT</u></p> <p>1. <u>The establishment of Article 16.</u> <u>MEASURES, etc. FOR PROVIDING</u> <u>INFORMATION IN ELECTRONIC</u> <u>FORMAT and the amendment of Article</u> <u>16-2. DISCLOSURE ON INTERNET</u> <u>AND DEEMED PROFFER OF</u> <u>REFERENCE DOCUMENTS, etc. OF</u> <u>SHAREHOLDERS MEETING of the</u> <u>Articles of Incorporation shall become</u> <u>effective as of September 1, 2022.</u></p> <p>2. <u>The provisions of Article 16-2.</u> <u>DISCLOSURE ON INTERNET AND</u> <u>DEEMED PROFFER OF REFERENCE</u> <u>DOCUMENTS, etc. OF</u> <u>SHAREHOLDERS MEETING of the</u> <u>Articles of Incorporation and this Article</u> <u>shall be deleted after the later date of</u> <u>either six months from September 1,</u> <u>2022 or three months from the date of the</u> <u>shareholders meeting to be held within</u> <u>six months from September 1, 2022.</u></p>

Proposal No. 3 Election of Seven Directors

The terms of office of all six Directors will expire at the conclusion of this meeting. In that regard, the Company proposes increasing the number of Directors by one and the election of seven Directors to enhance the management system.

In order to enhance the objectivity and transparency of the election process, this proposal has passed through the deliberation process of the Nomination and Remuneration Committee. The candidates for Director are as follows:

6 males, 1 female

Candidate No.	Name	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1	Kazuya Saito	Representative Director President Reelection	100% (17/17)
2	Yuji Fukuda	— New election	—
3	Takahisa Miyake	Director Senior Managing Executive Officer Chief Operating Officer of the Environmental Materials Division Reelection	100% (17/17)
4	Akihiro Ueda	Director Senior Managing Executive Officer Chief Operating Officer of the Construction Materials Division Reelection	100% (17/17)
5	Kenichi Hatano	Director Reelection Outside Independent	100% (17/17)
6	Yoshiko Kosaka	Director Reelection Outside Independent	100% (17/17)
7	Takeshi Kaide	— New election Outside Independent	—

Note: The name of Yoshiko Kosaka in the family register is Yoshiko Miyabata.

Reelection

Candidate for Director

New election

Candidate for Director to be newly elected

Outside

Candidate for outside Director

Independent

Candidate registered at the Tokyo Stock Exchange as an Independent Officer

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
1	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Kazuya Saito (January 18, 1959)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Apr. 1981 Joined ITOCHU Corporation</p> <p>Apr. 2012 Executive Officer Chief Operating Officer of Chemicals Division</p> <p>June 2014 Executive Officer of the Company Assistant to President</p> <p>Nov. 2014 General Manager of the High Functional Materials Business and Branch Manager of Tokyo Branch</p> <p>June 2015 Director and Executive Officer</p> <p>Apr. 2016 Responsible for Logistics, High Functional Materials Business and Overseas Business</p> <p>June 2016 Director and Managing Executive Officer</p> <p>Apr. 2017 Director and Senior Managing Executive Officer Chief Operating Officer of the High Functional Materials Business</p> <p>Apr. 2018 Chief Operating Officer of the Environmental Materials Division</p> <p>Apr. 2019 Representative Director President & COO</p> <p>Apr. 2020 Representative Director President (current position)</p>	64,034
<p>[Reasons for nomination as candidate for Director]</p> <p>The Company appointed Kazuya Saito as the Representative Director President in April 2020 after serving as the Representative Director President & COO in 2019 based on his many years of service to the ITOCHU Corporation in the Chemicals Division and after his appointment as Director, Chief Operating Officer of the High Functional Materials Business, and Chief Operating Officer of the Environmental Materials Business since 2015. The Company nominated Kazuya Saito because it can expect him to further the expansion of business and greater profitability as the highest authority in management business execution currently and for his continued execution of decision making and supervision of management based on his wealth of experience and expertise in overall business, including the overseas fields of the Company.</p>			

- Notes: 1. There is no special interest between Kazuya Saito and the Company.
2. The above "Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company" includes Kazuya Saito's current and past positions and responsibilities as a person who executes business at ITOCHU Corporation, the owners of parent of the Company, in the past 10 years.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New election</div> Yuji Fukuda (January 21, 1957)	Apr. 1979 Joined ITOCHU Corporation May 2006 Chief Operating Officer of Chemicals Division June 2006 Executive Officer Apr. 2008 Executive Vice President of Chemicals, Forest Products & General Merchandise Company and Chief Operating Officer of Chemicals Division Apr. 2009 Managing Executive Officer Apr. 2012 President of Energy & Chemicals Company June 2012 Representative Director, Managing Executive Officer Apr. 2015 Representative Director, Senior Managing Executive Officer Apr. 2016 Senior Managing Executive Officer CEO of Asia & Oceania Bloc, President & CEO of ITOCHU Singapore Pte Ltd and Executive Advisory Officer of CP & CITIC Operations Apr. 2019 Executive Vice President CEO of East Asia Bloc, CEO of Asia & Oceania Bloc and Executive Advisory Officer of CP & CITIC Operations June 2019 Representative Director, Executive Vice President Apr. 2022 Councilor (current position)	0
[Reasons for nomination as candidate for Director] Yuji Fukuda spent his many years of service at ITOCHU Corporation in the Chemicals Division. He was appointed Representative Director in 2012 and Representative Director, Executive Vice President in 2019. The Company nominated Yuji Fukuda because it can expect him to carry out management decision-making and supervision because of his extensive experience and knowledge of management, including overseas companies.			

- Notes:
1. There is no special interest between Yuji Fukuda and the Company.
 2. The above "Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company" includes Yuji Fukuda's current and past positions and responsibilities as a person who executes business at ITOCHU Corporation, the owners of parent of the Company, in the past 10 years.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
3	<p style="text-align: center;">Reelection</p> <p>Takahisa Miyake (February 5, 1961)</p> <p>Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2009 General Manager of the Purchasing Department</p> <p>Apr. 2011 General Manager of the Flooring Department</p> <p>Apr. 2014 General Manager of the Corporate Planning Department</p> <p>June 2014 Executive Officer</p> <p>June 2016 Director and Executive Officer</p> <p>Apr. 2017 Director and Senior Managing Executive Officer (current position)</p> <p> Chief Operating Officer of the Corporate Planning Division</p> <p>Apr. 2018 Chief Operating Officer of the Corporate Planning Division and responsible for the R&D Department</p> <p>Apr. 2019 Chief Operating Officer of the Environmental Materials Division (current position)</p>	42,189
		<p>[Reasons for nomination as candidate for Director]</p> <p>Takahisa Miyake was appointed Director in 2016 and Chief Operating Officer of the Corporate Planning Division in 2017 after working as the General Manager of the Purchasing, Flooring and Corporate Planning Departments. He has been serving as the Chief Operating Officer of the Environmental Materials Division since 2019. The Company nominated Takahisa Miyake because it can expect him to continue to execute the decision making and supervision of management based on his wealth of experience and expertise in management and the overall business operations of the Company.</p>	

Note: There is no special interest between Takahisa Miyake and the Company.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
4	<p style="text-align: center;">Akihiro Ueda (October 13, 1958)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Apr. 1982 Joined ITOCHU Corporation</p> <p>Apr. 2008 General Manager of Plastics Department</p> <p>Apr. 2012 Deputy Chief Operating Officer of Chemicals Division and General Manager of Plastics Department</p> <p>Apr. 2013 Executive Officer</p> <p>Apr. 2014 Vice President of ITOCHU East Asia Bloc (East China) (stationed in Shanghai) and Managing Director of ITOCHU SHANGHAI LTD.</p> <p>Apr. 2015 Managing Executive Officer of ITOCHU Corporation</p> <p>CEO for East Asia Bloc (stationed in Beijing), Chairman of ITOCHU (CHINA) HOLDING CO., LTD., Chairman of ITOCHU SHANGHAI LTD., Chairman of ITOCHU HONG KONG LTD. and Chairman of BIC</p> <p>Apr. 2019 Senior Managing Executive Officer of the Company Chief Operating Officer of the Construction Materials Division (current position)</p> <p>June 2019 Director Senior Managing Executive Officer (current position)</p>	38,773
<p>[Reasons for nomination as candidate for Director]</p> <p>Akihiro Ueda spent his many years of service at ITOCHU Corporation in the Chemicals Division and was appointed Managing Executive Officer of ITOCHU Corporation in 2015. He assumed office as Director Senior Managing Executive Officer of the Company in April 2019, and in the same year he started serving as Chief Operating Officer of the Construction Materials Division of the Company. The Company nominated Akihiro Ueda because of his extensive experience and knowledge mainly in the chemicals field, including management experience in multiple overseas companies, as well as sufficient experience in the Company's management in general, and expects him to continue to fulfill his role in management decision-making and supervision.</p>			

- Notes:
1. There is no special interest between Akihiro Ueda and the Company.
 2. The above "Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company" includes Akihiro Ueda's current and past positions and responsibilities as a person who executes business at ITOCHU Corporation, the owners of parent of the Company, in the past 10 years.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
5	<p style="text-align: center;"> Reelection Outside Independent </p> <p>Kenichi Hatano (December 28, 1947)</p> <p>Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Mar. 1966 Joined Sumitomo Chemical Co., Ltd. (current SUMITOMO CHEMICAL COMPANY, LIMITED)</p> <p>June 1998 General Manager of Osaka Industrial Chemicals Department, Inorganic Industrial Chemicals Division</p> <p>Apr. 2001 General Manager of Osaka Industrial Chemicals Department, Industrial Chemicals Division</p> <p>June 2001 General Manager of Industrial Chemicals Department I, Industrial Chemicals Division</p> <p>June 2003 General Manager of Industrial Chemicals Division and General Manager of Industrial Chemicals Department I, Industrial Chemicals Division</p> <p>June 2005 Executive Officer General Manager of Industrial Chemicals Division</p> <p>Oct. 2007 Managing Executive Officer</p> <p>June 2009 Representative Director & Managing Executive Officer</p> <p>Apr. 2010 Representative Director & Senior Managing Executive Officer</p> <p>Apr. 2013 Retired from Representative Director & Senior Managing Executive Officer</p> <p>June 2013 Retired from Director External Director of Sumitomo Seika Chemicals Company, Limited.</p> <p>June 2015 Retired from External Director</p> <p>June 2018 Director of the Company (current position)</p>	9,293
<p>[Reasons for nomination as candidate for outside Director and summary of expected role]</p> <p>The Company nominated Kenichi Hatano as Director because it expects him to utilize his wealth of experience and expertise cultivated through his involvement in management of a comprehensive chemicals manufacturer in the management of the company. In addition, Kenichi Hatano has actively provided advice from an independent standpoint since his appointment as outside Director of the Company in 2018, and the Company expects him to continue to execute the proper decision making and supervision of management as an outside Director of the Company. At the conclusion of this meeting, Kenichi Hatano's tenure as outside Director of the Company will have been four years.</p>			
<p>[Independence of the candidate]</p> <p>Kenichi Hatano was an executive officer of SUMITOMO CHEMICAL COMPANY, LIMITED until April 2013. The Company has transactions with this company for the purchase of raw materials, etc., but as the percentage of transaction amount is less than 2%, SUMITOMO CHEMICAL COMPANY, LIMITED is not a major business partner of the Company.</p> <p>Kenichi Hatano satisfies the "Independence Standards for Outside Officers" established by the Company, and has been designated as an independent officer in accordance with the provisions of the Tokyo Stock Exchange. If the reelection of Kenichi Hatano is approved as proposed, the Company plans to continue the said designation.</p>			

- Notes: 1. There is no special interest between Kenichi Hatano and the Company.
2. Kenichi Hatano is a candidate for outside Director.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
6	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Independent</div> <p>Yoshiko Kosaka (September 20, 1976) Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Oct. 2003 Registered as an attorney at law Joined Nishimura Law & Accounting Office</p> <p>July 2007 Termination of attorney at law registration (due to childcare leave, etc.)</p> <p>Jan. 2013 Re-registered as an attorney at law Joined Takagi Law Office</p> <p>Apr. 2016 Joined Irokawa Law Office (current Irokawa Legal Professional Corporation) (current position)</p> <p>June 2020 Director of the Company (current position)</p> <p>June 2022 Outside Auditor of KANEMITSU Corporation (scheduled to be appointed)</p>	3,526
<p>[Reasons for nomination as candidate for outside Director and summary of expected role]</p> <p>Yoshiko Kosaka has served as outside Director of the Company since June 2020, leveraging her advanced expertise as an attorney and extensive knowledge related to corporate legal affairs, and the Company expects her to continue speaking actively from an independent perspective, and to continue fulfilling her role in appropriate management decision-making and supervision.</p> <p>Yoshiko Kosaka has never been involved in the management of a company except for serving as outside officer so far. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons. At the conclusion of this meeting, Yoshiko Kosaka's tenure as outside Director of the Company will have been two years.</p>			
<p>[Independence of the candidate]</p> <p>Yoshiko Kosaka satisfies the "Independence Standards for Outside Officers" established by the Company, and has been designated as an independent officer in accordance with the provisions of the Tokyo Stock Exchange. If the reelection of Yoshiko Kosaka is approved as proposed, the Company plans to continue the said designation.</p>			

- Notes:
1. There is no special interest between Yoshiko Kosaka and the Company.
 2. Yoshiko Kosaka is a candidate for outside Director.
 3. The name of Yoshiko Kosaka in the family register is Yoshiko Miyabata.

Candidate No.	Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
7	<div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div> Takeshi Kaide (March 16, 1955)	Apr. 1979 Joined Mitsui Petrochemical Industries, Ltd. (current Mitsui Chemicals, Inc.) Jan. 2003 Deputy Managing Director of Mitsui Chemicals Asia, Ltd. (Singapore) Oct. 2004 Deputy Managing Director of Mitsui Chemicals Shanghai, China Responsible for China PTA sales June 2005 Deputy General Manager of Mitsui Chemicals, Inc. PTA & PET Division Oct. 2010 General Manager of PTA & PET Division Managing Director, Siam Mitsui PTA Co., Ltd (THAILAND) Apr. 2013 Representative in the Americas President & CEO, Mitsui Chemicals America Inc. Apr. 2015 Chief Senior Director Representative Director and President of Prime Polymer Co., Ltd. Apr. 2018 Representative Director President & CEO Mitsui Chemicals Tohcello, Inc. Apr. 2021 Senior Advisor Mar. 2022 Retired from Senior Advisor	0
[Reasons for nomination as candidate for outside Director and summary of expected role] The Company nominated Takeshi Kaide because of his extensive experience and knowledge in the chemicals field, including management experience in multiple overseas companies, and expects him to fulfill his role in management decision-making and supervision from an independent perspective.			
[Independence of the candidate] Takeshi Kaide was an executive officer of Mitsui Chemicals, Inc. until March 2015. The Company has transactions with this company for the purchase of raw materials, etc., but as the percentage of transaction amount is less than 2%, Mitsui Chemicals, Inc. is not a major business partner of the Company. In addition, he was an executive officer of Prime Polymer Co., Ltd. until March 2018 and of Mitsui Chemicals Tohcello, Inc. until March 2021. The C.I. TAKIRON Group has transactions with these corporate groups for the purchase of raw materials, etc., but as the percentage of transaction amount is less than 2%, Prime Polymer Co., Ltd. and Mitsui Chemicals Tohcello, Inc. are not a major business partners of the Company. Takeshi Kaide satisfies the "Independence Standards for Outside Officers" established by the Company, and has been designated as an independent officer in accordance with the provisions of the Tokyo Stock Exchange.			

- Notes: 1. There is no special interest between Takeshi Kaide and the Company.
 2. Takeshi Kaide is a candidate for outside Director.

■ **Summary of details of limited liability agreement**

The Company has entered into an agreement with Kenichi Hatano and Yoshiko Kosaka to limit their liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same Act. If their reelection is approved as proposed, the Company plans to renew this agreement with them. The maximum amount of liability for damages based on this agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act. The said limitation of liability is allowed only when the concerned Directors perform the duties that caused the liability in good faith and without any gross negligence. When the election of Takeshi Kaide is approved, the Company intends to conclude the same agreement for limitation of liability with him.

■ **Summary of details of contract for directors and officers liability insurance**

The Company concluded a liability insurance contract for directors and officers with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, whereby insured persons are covered under said insurance contract for any damages and litigation costs incurred in the event a claim for damages is filed by a shareholder or a third party.

Each candidate will be included as an insured person under the insurance contract.

Proposal No. 4 Election of One Audit & Supervisory Board Member

One Audit & Supervisory Board Member resigned as of March 31, 2022. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

In order to enhance the objectivity and transparency of the election process, this proposal has passed through the deliberation process of the Nomination and Remuneration Committee.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	<<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>>	Number of the Company's shares owned
<div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> Masamichi Kanatomi (August 20, 1967)	Apr. 1990	Joined ITOCHU Corporation
	Apr. 2011	General Manager of Internal Audit Department No.4, Internal Audit Division
	Apr. 2013	General Manager of Internal Audit Department No.2, Internal Audit Division
	May 2014	Seconded to Nippon Access, Inc.
	May 2016	General Manager of Internal Audit Department No.1, Internal Audit Division
	Apr. 2018	Deputy General Manager of Internal Audit Division and General Manager of Internal Audit Department No.1
	Apr. 2019	Deputy General Manager of Internal Audit Division, General Manager of Internal Audit Department No.1 and No.4
	May 2019	Deputy General Manager of Internal Audit Division and General Manager of Internal Audit Department No.1
	Jan. 2021	Deputy General Manager of Internal Audit Division and General Manager of Internal Control Testing Department
	Apr. 2021	Deputy General Manager of Internal Audit Division, General Manager of Internal Control Testing Department and Internal Audit Department No.2
	May 2021	Deputy General Manager of Internal Audit Division and General Manager of Internal Control Testing Department
	Apr. 2022	CFO of the Energy & Chemicals Company (current position)
[Reasons for nomination as candidate for Audit & Supervisory Board Member]		
Masamichi Kanatomi spent his many years of service at ITOCHU Corporation in the Internal Audit and is currently CFO of the Energy & Chemicals Company. He has expertise in audit, finance, and accounting. As such, the Company expects him to provide appropriate advice and verification in order to ensure the appropriateness of decision making by the Board of Directors.		

[Limited liability agreement]

If the election of Masamichi Kanatomi is approved as proposed, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages based on this agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act. The said limitation of liability is allowed only when the concerned Audit & Supervisory Board Member performs the duties that caused the liability in good faith and without any gross negligence.

[Contract for directors and officers liability insurance]

The Company concluded a liability insurance contract for directors and officers with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, whereby insured persons are covered under said insurance contract for any damages and litigation costs incurred in the event a claim for damages is filed by a shareholder or a third party.

If Masamichi Kanatomi's appointment is approved, he will be included as an insured person under said insurance contract.

- Notes:
1. There is no special interest between Masamichi Kanatomi and the Company.
 2. The above "Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company" includes Masamichi Kanatomi's current and past positions and responsibilities as a person who executes business at ITOCHU Corporation, the owners of parent of the Company, in the past 10 years.

(Reference) Audit & Supervisory Board After Approval

If Proposal No. 4 is approved as originally proposed, the composition of the Audit & Supervisory Board will be as follows.

3 males, 1 female

Name	Position in the Company	
Toshiro Okajima	Statutory Audit & Supervisory Board Member	
Masamichi Kanatomi	Audit & Supervisory Board Member	
Masako Osuna	Audit & Supervisory Board Member	<u>Outside</u> <u>Independent</u>
Takashi Araki	Audit & Supervisory Board Member	<u>Outside</u> <u>Independent</u>

Outside Outside Audit & Supervisory Board Member

Independent Candidate registered at the Tokyo Stock Exchange as an Independent Officer

Proposal No. 5 Election of One Substitute Audit & Supervisory Board Member

The Company proposes the election of one substitute outside Audit & Supervisory Board Member in advance to be ready to fill a vacant position should the number of outside Audit & Supervisory Board Members fall below the number required by laws and regulations.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

In order to enhance the objectivity and transparency of the election process, this proposal has passed through the deliberation process of the Nomination and Remuneration Committee.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	<<Career summary and significant concurrent positions outside the Company>>	Number of the Company's shares owned
Takashi Honda (December 24, 1972)	Oct. 1996 Joined Aoyama Audit Corporation (currently PricewaterhouseCoopers Aarata LLC)	0
	Apr. 2001 Registered as a certified public accountant	
	July 2003 Joined Zeirishi-Hojin PricewaterhouseCoopers (current PwC Tax Japan)	
	Oct. 2007 Registered as a certified public tax accountant	
	Oct. 2014 Director of Honda Certified Public Accountant Office Joined EXPERTS LINK LTD., CO.	
	Sept. 2016 Senior Partner	
	Aug. 2020 Director of Takashi Honda Certified Public Accountant & Tax Accountant Office (current position) Senior Partner of Progressive Advisory LLC (current position)	

[Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member]

The Company nominated Takashi Honda as a candidate for substitute outside Audit & Supervisory Board Member as he has worked for an audit corporation and a tax accountant corporation for many years and has a wealth of experience and knowledge in these fields as well as a high level of expertise in finance and accounting as a certified public accountant and tax accountant, and it expects him to provide appropriate advice and verification in order to ensure the appropriateness of decision making by the Board of Directors.

[Independence of the candidate]

Takashi Honda satisfies the "Independence Standards for Outside Officers" established by the Company, and if his reelection is approved as proposed and he assumes office as an outside Audit & Supervisory Board Member, the Company plans to designate him as an independent officer in accordance with the provisions of the Tokyo Stock Exchange.

[Limited liability agreement]

If the election of Takashi Honda is approved as proposed and he assumes office as an Audit & Supervisory Board Member, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages based on this agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act. The said limitation of liability is allowed only when the concerned Audit & Supervisory Board Member performs the duties that caused the liability in good faith and without any gross negligence.

[Contract for directors and officers liability insurance]

The Company concluded a liability insurance contract for directors and officers with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, whereby insured persons are covered under said insurance contract for any damages and litigation costs incurred in the event a claim for damages is filed by a shareholder or a third party. If Takashi Honda's appointment is approved and he becomes an Audit & Supervisory Board Member, he will be included as an insured person under said insurance contract.

- Notes: 1. There is no special interest between Takashi Honda and the Company.
2. Takashi Honda is a candidate for substitute outside Audit & Supervisory Board Member.

(Reference) “Independence Standards for Outside Officers”

In selecting candidates for outside officers, the Company selects candidates who satisfy the following unique standard of the Company in addition to the criteria set forth in the Companies Act and the Tokyo Stock Exchange.

In order for the Company to determine that an outside officer is independent, the said outside officer must be independent and neutral from the Company’s management without coming under any of the following.

1. A person or a person who executes business (“executive”) who has the C.I. TAKIRON Group as a major business partner (sales to the C.I. TAKIRON Group account for 2% or more of the consolidated sales of the relevant business partner group)
2. A major business partner of the C.I. TAKIRON Group or such an executive (sales to the relevant business partner group account for 2% or more of the consolidated sales of the C.I. TAKIRON Group)
3. A person who belongs to the Company’s main bank, to a lead managing securities company, or to an auditing firm that is the Company’s financial auditor
4. Attorneys at law, consultants, etc. who receive a certain amount of money (¥10 million per year) or more in monetary or other financial benefits from the Company in addition to the remuneration for officers (including those who belong to corporations, partnerships, or other organizations if the person receiving such benefits is a member of such organization)
5. A Director who is not an executive or an executive of the owners of parent of the Company, an Audit & Supervisory Board Member of the owners of parent of the Company, or an executive of a brother company, at any time within 10 years prior to the assumption of office
6. Major shareholders of the Company (persons who directly or indirectly hold 10% or more of the total voting rights, excluding the owners of parent of the Company) or their business executors
7. Spouse, relative within the second degree of kinship, or relative living in the same household of a person who is an executive of the C.I. TAKIRON Group or of a person who falls under 1 through 6 above
8. A person who has come under 1 to 4, 6, or 7 above in the last 5 years
9. A person who has been in office as an outside Director for a total of more than 8 years

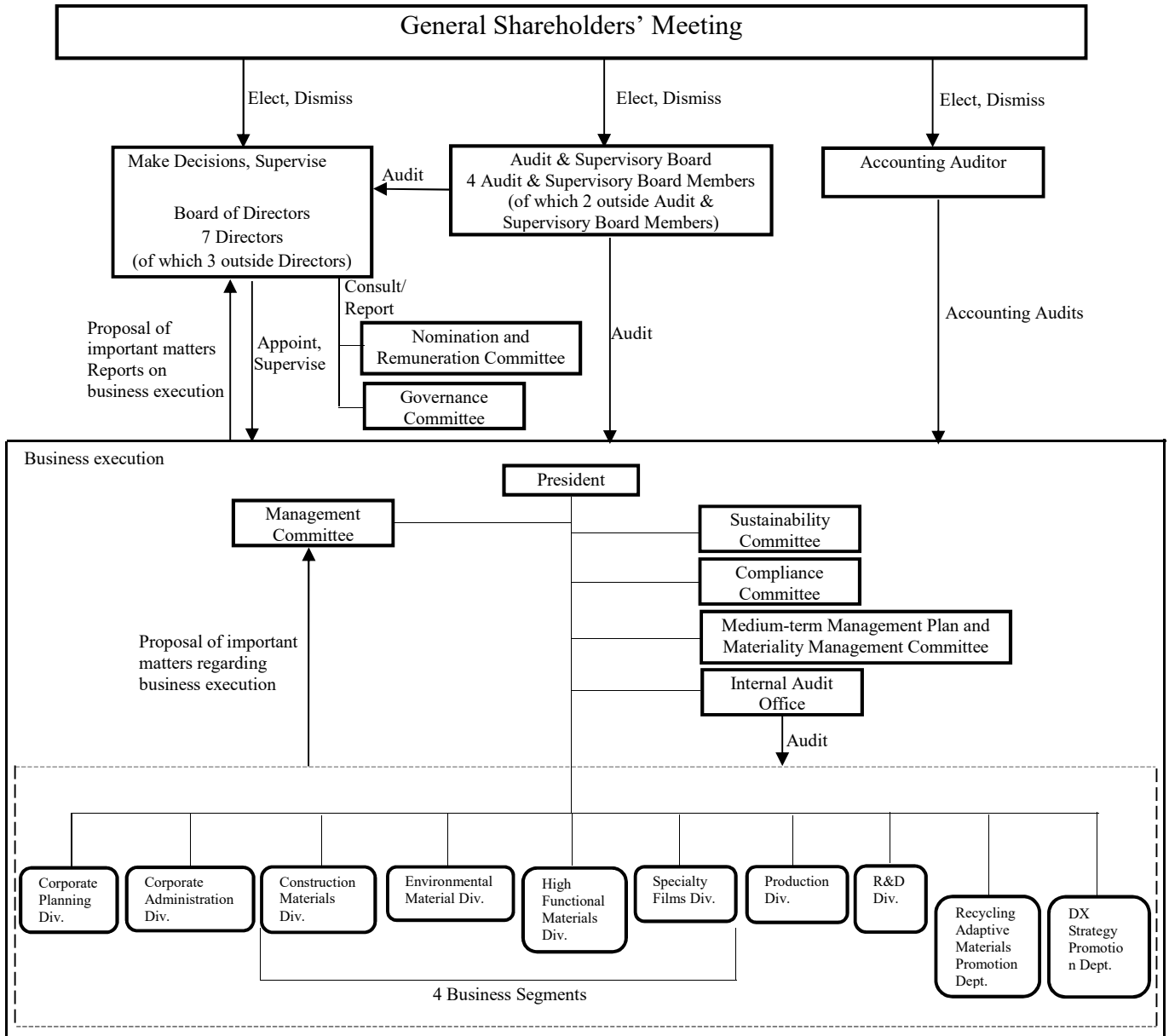
(Reference) Skills Matrix (if Proposals No. 3 and No. 4 are approved as originally proposed)

The skills required of the Directors and Audit & Supervisory Board Members of the Company in order to realize the C.I. TAKIRON Group’s corporate philosophy and the medium-term management plan, “Commit to Transformation 2023 (CX2023),” are defined in a “Skills Matrix.”

If Proposals No. 3 and No. 4 are approved as originally proposed, the Skills Matrix for each Director and each Audit & Supervisory Board Member will be as follows.

	Skill	Corporate Management	Environment/Social	Finance/Accounting	Talent Development	Legal/Governance	Sales/Marketing	Technology/R&D	Global
Directors	Kazuya Saito	●	●			●	●		●
	Yuji Fukuda	●		●	●	●	●		●
	Takahisa Miyake	●					●	●	
	Akihiro Ueda	●				●	●		●
	Kenichi Hatano	●			●		●	●	
	Yoshiko Kosaka			●		●			
	Takeshi Kaide	●					●		●
Audit & Supervisory Board Members	Toshiro Okajima		●		●	●		●	
	Masamichi Kanatomi	●		●		●			●
	Masako Osuna	●	●		●		●		●
	Takashi Araki	●		●		●			

(Reference) Corporate Governance Framework (if Proposals No. 3 and No. 4 are approved as originally proposed)



(Reference) Advisory Organizations to the Board of Directors

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is established as an advisory body to the Board of Directors with more than half of the members made up of Independent Outside Directors in order to heighten the independence, objectivity and transparency of the Board of Directors in the nomination of Directors, Audit & Supervisory Board Members and Executive Officers as well as in the remuneration of Directors and Executive Officers. Any important matters related to nomination or remuneration are evaluated under this committee before approval by the Board of Directors.

Main Committee Agenda

- Selection criteria for Director, Audit & Supervisory Board Members, and Executive Officer candidates
- Examination of independent election proposals for Directors, Audit & Supervisory Board Members, and Executive Officers
- Matters related to the appointment and dismissal of representative and Executive Officers
- Remuneration policies for Directors and Executive Officers
- Examination of processes to determine remuneration for Directors and Executive Officers

Composition of Committee (as of April 1, 2022)

Committee Chairperson	Mune Iwamoto, Independent Outside Director
Members	Kazuya Saito, Director, President Kenichi Hatano, Independent Outside Director

Governance Committee

With the aim of further enhancing corporate governance, the Company has established a Governance Committee, the majority of whose members are Independent Outside Directors, to deliberate on important governance-related matters and other material transactions or actions that conflict with the interests of the controlling shareholder and minority shareholders, as required by Japan's Corporate Governance Code (Supplementary Principles 4.8.3).

Main Committee Agenda

- Important governance matters
- Effectiveness evaluation of the Board of Directors
- Material transactions or actions that conflict with the interests of the controlling shareholder and minority shareholders*

*Deliberations only involve independent Outside Directors

Composition of Committee (as of April 1, 2022)

Committee Chairperson	Keiichi Hatano, Independent Outside Director
Members	Kazuya Saito, Director, President Mune Iwamoto, Independent Outside Director Yoshiko Kosaka, Independent Outside Director

(Reference) Effectiveness Evaluation of the Board of Directors

The Company analyzes and evaluates the effectiveness of the Board of Directors every year and strives to address challenges discovered as a result for the purpose of improving Board of Directors functions. The effectiveness evaluation conducted in fiscal 2021 is shown below.

Evaluation Method

1. Deliberate over the evaluation process at the Governance Committee
2. Conduct survey for self-assessment by Directors and Audit & Supervisory Board Members
3. Exchange ideas between Directors and Audit & Supervisory Board Members based on analysis of the survey results
4. Deliberate over the evaluation results at the Governance Committee
5. Conduct evaluations at the Board of Directors

Evaluation Results

1. Items Improved in Fiscal 2021

In April 2021, the Medium-term Management Plan and Materiality Management Committee began operating as a framework for systematic and ongoing discussions on medium- and long-term plans, and the committees made regular reports to the Board of Directors in May and November 2021.

With respect to the strengthening of systems to improve governance, as of August 1, 2021, the Governance Committee was established as an advisory body to the Board of Directors to deliberate on important governance-related matters. The Committee also serves as a special committee to deliberate and examine material transactions or actions that conflict with the interests of the controlling shareholder and minority shareholders.

With regard to the diversity of the Board of Directors, the Company identified the skills that it believes are necessary for its Board of Directors in light of the medium- to long-term management strategy, and created a skills matrix to understand the current situation. In addition, the skills matrix has been disclosed the Company's Corporate Governance Report since November 2021.

With respect to the establishment of a Director remuneration system consistent with management strategies, at the Ordinary General Shareholders' Meeting held in June 2021, the Company changed its previous stock compensation system (stock delivery trust) to a performance-linked system and introduced a restricted stock compensation system in order to raise awareness of the Company's Directors to contribute to the improvement of the Company's medium- to long-term performance and increase of its corporate value.

As for feedback from dialogue with shareholders and investors, we reported to the Board of Directors on the status of IR activities and opinions received from shareholders and investors.

2. Fiscal 2021 Effectiveness Evaluation and Future Initiatives

The Company received an overall positive evaluation determining the Board of Directors functions appropriately and is effective from various initiatives on strengthening the governance system and invigorating deliberations at the Board of Directors meetings.

The Company will promote initiatives to improve the five items below as priority issues in an effort to further enhance the effectiveness of the Board of Directors.

- (1) Expansion of discussions on medium- to long-term plans
- (2) Organizing the basic approach to deepening governance
- (3) Enhancement of management support programs
- (4) Enhancement of initiatives related to sustainability issues
- (5) Improvement of dialogue with shareholders and investors