

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4611

June 7, 2022

To our shareholders:

Takayuki Sato President

Dai Nippon Toryo Co., Ltd.

18-11 Minamisemba 1-chome, Chuo-ku, Osaka

NOTICE OF THE 139TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dai Nippon Toryo Co., Ltd. (the “Company”) would hereby like to inform you that the 139th Ordinary General Meeting of Shareholders will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or by the Internet, etc. In this case, after reviewing the attached Reference Documents for the General Meeting of Shareholders, please exercise your voting rights no later than 5:00 p.m., Tuesday, June 28, 2022 (Japan Standard Time).

- 1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. (Japan Standard Time) (Reception scheduled to open at 9:00 a.m.)
- 2. Venue:** SR Building Nagahori, 9th Floor Conference Room of the Company’s Head office
18-11 Minamisemba 1-chome, Chuo-ku, Osaka

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 139th Term (from April 1, 2021 to March 31, 2022), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 139th Term (from April 1, 2021 to March 31, 2022)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Amendment to the Articles of Incorporation
Proposal 3: Election of Eight (8) Directors
Proposal 4: Election of Two (2) Corporate Auditors
Proposal 5: Election of One (1) Substitute Corporate Auditor

- If you attend the meeting in person, please submit the enclosed voting form at the reception.
- Of documents to be attached to this notice, the items below are not included in the attached documents of this notice because they are posted on the Company’s website (<https://www.dnt.co.jp/>) in accordance with laws and regulations and Article 14 of the Articles of Incorporation.
 - (1) The Consolidated Statement of Changes in Net Assets and the Notes to Consolidated Financial Statements of the Consolidated Financial Statements
 - (2) The Statement of Changes in Net Assets and the Notes to Non-Consolidated Financial Statements of the Non-Consolidated Financial StatementsThe items (1) and (2) above are a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements that were audited by Corporate Auditors and the Accounting Auditor, in producing the audit reports.
- In case any changes are made to the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, the Company will post such changes on the Company’s website (<https://www.dnt.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Appropriation of Surplus

Returning profits stably to shareholders is one of the important management issues, and the Company aims to maintain consistent and stable payment of dividends as its basic policy, while striving to strengthen its corporate structure and maintaining financial soundness of the Company.

Based on the business performance for the current fiscal year and future business development of the Company, we plan to pay a year-end dividend of ¥25 per share, the same as the previous year-end dividend.

1. Type of dividend property
Cash
2. Allocation of dividend property to shareholders and total amount thereof
¥25 per common share of the Company
Total amount of dividends: ¥708,318,675
3. Effective date of distribution of dividends of surplus
June 30, 2022

(Reference) Basic Strategy for Capital Policy

The Company recognizes its priority challenges in achieving a medium and long-term increase in its share value in three columns: Improving financial health; effective utilization of investors' equity to boost its earnings power; and amplified returns to shareholders. The Company makes it a basic principle that underlies its capital policies, based on which it takes into overall consideration the optimal balance between these three challenges, to attain continued growth.

Proposal 2: Amendment to the Articles of Incorporation

1. Reasons for the Amendment

- (1) Since the system for providing materials for the general meeting of shareholders in electronic format is to be enforced on September 1, 2022, in accordance with the amendment to the Companies Act in 2019, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the said system.
 - (i) Article 14, paragraph (1) in the Proposed amendment below will stipulate that the Company shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., in electronic format.
 - (ii) Article 14, paragraph (2) in the Proposed amendment 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 delivery of paper-based documents.
 - (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 14 of the current Articles of Incorporation) will no longer be required, they will be deleted.
 - (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc., will be established.
- (2) Since the amendment to the Companies Act in 2014 allows the conclusion of limited liability agreements with Directors who are not Executive Directors, etc., and Corporate Auditors who are not Outside Corporate Auditors, the Company proposes to amend Articles 28 and 37 of the current Articles of Incorporation, so that those Directors and Corporate Auditors can fulfill their expected roles appropriately. All Corporate Auditors have given their consent to the amendment to Article 28 of the current Articles of Incorporation.

2. Details of the Amendment

The details of the amendment are as follows:

(Amendments are underlined)

Current Articles of Incorporation	Proposed amendment
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 14</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the Reference Documents for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc., for Providing Information in Electronic Format)</u> <u>Article 14</u> <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., in electronic format.</u> <u>Among items for which the measures for providing information in electronic format will be taken, the 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>

Current Articles of Incorporation	Proposed amendment
<p>(Exemption from Liability of Directors) Article 28</p> <p>Pursuant to Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, give Directors (including persons who were Directors) an exemption from liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act within the limit specified by the applicable laws and regulations.</p> <p>Pursuant to Article 427, paragraph (1) of the Companies Act, the Company may conclude agreements with <u>Outside Directors</u> to limit their liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act. However, limitation on liability to compensate for damages under such agreements shall be the minimum amounts set forth in the relevant laws and regulations.</p>	<p>(Exemption from Liability of Directors) Article 28</p> <p>Pursuant to Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, give Directors (including persons who were Directors) an exemption from liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act within the limit specified by the applicable laws and regulations.</p> <p>Pursuant to Article 427, paragraph (1) of the Companies Act, the Company may conclude agreements with <u>Directors (excluding Executive Directors, etc.)</u> to limit their liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act. However, limitation on liability to compensate for damages under such agreements shall be the minimum amounts set forth in the relevant laws and regulations.</p>
<p>(Exemption from Liability of Corporate Auditors) Article 37</p> <p>Pursuant to Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, give Corporate Auditors (including persons who were Corporate Auditors) an exemption from liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act within the limit specified by the applicable laws and regulations.</p> <p>Pursuant to Article 427, paragraph (1) of the Companies Act, the Company may conclude agreements with <u>Outside Corporate Auditors</u> to limit their liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act. However, limitation on liability to compensate for damages under such agreements shall be the minimum amounts set forth in the relevant laws and regulations.</p> <p style="text-align: center;">(Newly established)</p>	<p>(Exemption from Liability of Corporate Auditors) Article 37</p> <p>Pursuant to Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, give Corporate Auditors (including persons who were Corporate Auditors) an exemption from liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act within the limit specified by the applicable laws and regulations.</p> <p>Pursuant to Article 427, paragraph (1) of the Companies Act, the Company may conclude agreements with <u>Corporate Auditors</u> to limit their liability to compensate for damages as prescribed in Article 423, paragraph (1) of the Companies Act. However, limitation on liability to compensate for damages under such agreements shall be the minimum amounts set forth in the relevant laws and regulations.</p>
	<p><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> 1. <u>The deletion and establishment of Article 14 of the Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of 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) (the "Date of Enforcement").</u> 2. <u>Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six (6) months from the Date of Enforcement.</u> 3. <u>These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal 3: Election of Eight (8) Directors

The term of office of all eight (8) Directors will expire at the conclusion of this meeting. Therefore, we propose the election of eight (8) Directors (of whom three (3) are Outside Directors).

Candidates for Directors have been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The candidates for Directors are as follows:

No.	Name		Position and responsibilities in the Company	Attendance to the Board of Directors	Gender	Tenure as Director (at the conclusion of this meeting)
1	Takayuki Sato	Reelection	Representative Director and President	100% (12/12)	Male	Ten (10) years
2	Tatsuhiko Nagano	Reelection	Director, Managing Executive Officer General Manager, Administrative Division, General Manager, Corporate Planning Department, and in charge of Promotion of Dealer's Collaboration	100% (12/12)	Male	Four (4) years
3	Hideyoshi Noda	Reelection	Director, Executive Officer General Manager, Coating Business Division and in charge of Production	100% (12/12)	Male	Seven (7) years
4	Motohiro Yamamoto	Reelection	Director, Executive Officer General Manager, Specialty Business Division, and Deputy General Manager, Coating Business Division (Head of Technology)	100% (12/12)	Male	Five (5) years
5	Masayuki Nakatani	New candidate	Executive Officer, General Manager, Overseas Operations Division	-	Male	-
6	Kimiyo Hayashi	Reelection Outside Independent	Director	100% (12/12)	Female	Three (3) years
7	Hiroshi Sato	New candidate Outside Independent	-	-	Male	-
8	Koji Baba	New candidate Outside Independent	-	-	Male	-

New candidate: New candidate for Director

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Independent Officer as defined by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	<p style="text-align: center;">Takayuki Sato (January 15, 1961) Reelection Tenure as Director (at the conclusion of this meeting) Ten (10) years</p>	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2009 Deputy General Manager, Protective Coating Department, General Coating Business Division of the Company</p> <p>Apr. 2010 General Manager, Development Department, Technical Development Division of the Company</p> <p>Apr. 2011 Executive Officer, Deputy General Manager, General Coating Business Division (Head of Technology), and Deputy General Manager, Industrial Coating Business Division (Head of Technology) of the Company</p> <p>Apr. 2012 General Manager, Technical Development Division, and Deputy General Manager, Coating Business Division (Head of Technology) of the Company</p> <p>June 2012 Director of the Company</p> <p>Apr. 2014 General Manager, Coating Business Division, and General Manager, Marketing & Sales Department of the Company</p> <p>Apr. 2016 Managing Executive Officer, General Manager, Protective & Decorative Coatings Department, Coating Business Division of the Company</p> <p>Apr. 2018 Senior Managing Executive Officer, Overall management of the Company</p> <p>June 2018 Representative Director and President of the Company (present position)</p>	<p style="text-align: center;">19,120 shares</p>
<p>[Reasons for nomination as candidate for Director]</p> <p>Takayuki Sato has a long and proven track record in the technical and marketing divisions of the Company. Since assuming the office of Representative Director and President of the Company, he has been leading the overall management of the Company's Group with strong leadership, appropriately making important decisions at the Board of Directors and supervising execution of business. Considering this wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of the corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
2	<p>Tatsuhiko Nagano (September 22, 1963)</p> <p>Reelection Tenure as Director (at the conclusion of this meeting)</p> <p>Four (4) years</p>	<p>Apr. 1987 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2012 General Manager, Corporate Banking Division No. 5, Corporate Banking Group No. 2, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2014 General Manager, Marunouchi Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2017 Executive Officer, Deputy General Manager, Administrative Division, and in charge of Finance of the Company</p> <p>Apr. 2018 General Manager, Administrative Division of the Company (present position)</p> <p>June 2018 Director (present position), Managing Executive Officer of the Company (present position)</p> <p>Oct. 2020 In charge of Promotion of Dealer's Collaboration of the Company (present position)</p> <p>Apr. 2022 General Manager, Corporate Planning Department, Administrative Division of the Company (present position)</p> <p>[Responsibilities] Administrative Division</p>	4,229 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Tatsuhiko Nagano has ample expertise gained through his experience in finance and management strategies in a financial institution. He is leading the Administrative Division, and chairing the Compliance Committee and Risk Management Committee, thereby contributing towards sound management of the Company's Group. He is also working on strengthening the sales system as the person in charge of Promotion of Dealer's Collaboration. Considering this wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of the corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
3	<p>Hideyoshi Noda (September 28, 1962) Reelection Tenure as Director (at the conclusion of this meeting) Seven (7) years</p>	<p>Apr. 1985 Joined Nippon Paint Co., Ltd. Apr. 1991 Joined Nippon Steel Chemical Co., Ltd. (currently NIPPON STEEL Chemical & Material Co., Ltd.) Apr. 2007 Joined NITTO CHEMICAL CO., LTD. Apr. 2010 Joined the Company as Deputy General Manager, Production Engineering Department, Production Division Oct. 2010 General Manager, Production Engineering Department, Production Division of the Company Apr. 2013 Executive Officer of the Company (present position) May 2013 Deputy General Manager, Coating Business Division, and General Manager, Coating Business Planning Department of the Company Apr. 2015 General Manager, Production Division of the Company June 2015 Director (present position), General Manager, Production Engineering Department, Production Division of the Company Apr. 2022 General Manager, Coating Business Division (present position), and in charge of Production of the Company (present position)</p> <p>[Responsibilities] Coating Business Division, Production Division [Significant concurrent positions outside the Company] Representative Director and President, NITTO CHEMICAL CO., LTD.</p>	14,980 shares
<p>[Reasons for nomination as candidate for Director] Hideyoshi Noda has ample expertise gained through his experience in the coating and other industries. In the Company, he has long been responsible for the Production Division. He is also responsible for production subsidiaries, and manages the production of the Company's Group. Utilizing his ability to manage the Production Division and experience in the Sales & Marketing Division, he has also been responsible for the Sales & Marketing Division since April of this year. Considering this wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of the corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
4	<p>Motohiro Yamamoto (January 18, 1964) Reelection Tenure as Director (at the conclusion of this meeting) Five (5) years</p>	<p>Apr. 1986 Joined the Company Apr. 2014 Deputy General Manager, Technical Development Division, General Manager, Development Department, Head of First Technical Development Group, and Deputy General Manager, Protective & Decorative Coatings Department of the Company Apr. 2015 Executive Officer of the Company (present position) Apr. 2016 General Manager, Technical Development Division, and Deputy General Manager, Coating Business Division (Head of Technology) of the Company June 2017 Director of the Company (present position) Apr. 2018 General Manager, Coating Business Division of the Company Apr. 2022 General Manager, Specialty Business Division (present position), and Deputy General Manager, Coating Business Division (Head of Technology) (present position) of the Company [Responsibilities] Specialty Business Division, Technical Development Division</p>	6,425 shares
<p>[Reasons for nomination as candidate for Director] Motohiro Yamamoto has ample expertise gained through his experience in coating development and market development in the technical and marketing divisions of the Company. He has been responsible for the Specialty Business Division and the Technical Development Division since April of this year. Considering this wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of the corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
5	Masayuki Nakatani (December 8, 1966) New candidate	<p>Apr. 1990 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Oct. 2011 Deputy General Manager, Corporate Administration Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Oct. 2014 Deputy General Manager, Namba Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Apr. 2015 General Manager, Tokuyama Branch, and General Manager, Tokuyama Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Oct. 2017 Deputy General Manager, Credit Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2019 Joined the Company Senior Manager, Corporate Planning Department, Administrative Division</p> <p>Apr. 2020 Executive Officer (present position), General Manager, Corporate Planning Department, Administrative Division of the Company</p> <p>Apr. 2022 General Manager, Overseas Operations Division of the Company (present position)</p>	2,144 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Masayuki Nakatani has ample expertise gained through his experience in finance and accounting in a financial institution. After joining the Company, he developed and promoted the medium-term management plan as the General Manager of the Corporate Planning Department, and he was responsible for management and internal control of Group companies in Japan and overseas. Considering these strong management ability and track record, he was newly appointed the General Manager of the Overseas Operations Division in April of this year.</p> <p>Considering this wealth of experience and achievements, the Company requests his election as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of the corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
6	<p style="text-align: center;">Kimiyo Hayashi (April 29, 1958) Reelection Outside Independent Tenure as Outside Director (at the conclusion of this meeting) Three (3) years</p>	<p>Oct. 1982 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p>Mar. 1986 Registered as a certified public accountant (to the present)</p> <p>Oct. 1995 Senior Manager, Asahi & Co. (retired in September 2009)</p> <p>Oct. 2009 Representative, Hayashi Kimiyo Certified Public Accountant Office (present position)</p> <p>Oct. 2010 Corporate Auditor, Iwatani Direct Co., Ltd. (currently IWATANI-I-COLLECT Co., Ltd.) (present position)</p> <p>June 2019 Director of the Company (present position)</p> <p>June 2020 Outside Auditor, NEW COSMOS ELECTRIC CO., LTD. (present position)</p> <p>[Significant concurrent positions outside the Company] Representative, Hayashi Kimiyo Certified Public Accountant Office Outside Auditor, NEW COSMOS ELECTRIC CO., LTD.</p>	2,300 shares
<p>[Summary of reasons for nomination as candidate for Outside Director and expected roles]</p> <p>In addition to her wealth of insight in finance and accounting as a certified public accountant, Kimiyo Hayashi has ample experience as an auditor of business corporations.</p> <p>In the Company, she is appropriately playing her role of the management supervisory function, including actively participating in discussion at the Board of Directors from her expert perspective. The Company requests her reelection as an Outside Director in the expectation that her advice on the Company's overall management will contribute towards reinforcement of corporate governance of the Company, which leads to accomplishing continuous growth and further improvement of the corporate value of the Company's Group.</p> <p>Moreover, if she is reelected, the Company will seek her continued involvement in selecting the Company's officer candidates and making decisions on officer remuneration and other matters from an objective and neutral perspective as a member of the Nominating Committee and the Remuneration Advisory Committee.</p> <p>Although she has not been involved in the management of a company except as an outside officer in the past, the Company deems her capable of appropriately performing her professional duties as an Outside Director for the reasons above.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
7	Hiroshi Sato (January 2, 1958) New candidate Outside Independent	<p>Apr. 1980 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2005 General Manager, Credit & Advisory Division, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2006 General Manager, Credit Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>June 2007 Executive Officer, Manager, Credit Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2008 Full-time Member of the Audit & Supervisory Committee, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (retired in June 2011)</p> <p>June 2011 Representative Director and Managing Director, Mitsubishi Steel Mfg. Co., Ltd. (retired in June 2017)</p> <p>June 2017 Standing Audit & Supervisory Board Member, Mitsubishi Materials Corporation</p> <p>June 2019 Outside Director and Standing Audit Committee Member, Mitsubishi Materials Corporation (present position)</p>	0 shares
<p>[Summary of reasons for nomination as candidate for Outside Director and expected roles]</p> <p>Hiroshi Sato has ample expertise related to finance, accounting, and corporate management gained through his experience as a corporate auditor of a financial institution and a senior corporate executive and corporate auditor of listed enterprises. The Company requests his election as an Outside Director in the expectation that his advice on the Company's overall management will contribute towards reinforcement of corporate governance of the Company, which leads to accomplishing continuous growth and further improvement of the corporate value of the Company's Group. Moreover, if he is elected, the Company will seek his involvement in selecting the Company's officer candidates and making decisions on officer remuneration and other matters from an objective and neutral perspective as a new member of the Nominating Committee and the Remuneration Advisory Committee.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
8	Koji Baba (August 22, 1957) New candidate Outside Independent	<p>Apr. 1981 Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2007 General Manager, Johannesburg Representative Office, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Dec. 2010 Joined Nippon Yusoki Co., Ltd. (currently Mitsubishi Logisnext Co., Ltd.)</p> <p>Apr. 2011 General Manager, Business Planning Office, Sales and Marketing Headquarters, Nippon Yusoki Co., Ltd.</p> <p>Apr. 2013 Division Head, General Manager, Overseas Business Planning Division, Overseas Sales and Marketing Headquarters, Mitsubishi Nichiyu Forklift Co., Ltd. (currently Mitsubishi Logisnext Co., Ltd.)</p> <p>June 2014 Executive Officer, Division Head, General Manager, Overseas Business Planning Division, Overseas Sales and Marketing Headquarters, Mitsubishi Nichiyu Forklift Co., Ltd. (currently Mitsubishi Logisnext Co., Ltd.)</p> <p>Oct. 2017 Member of the Executive Team, Deputy Head, Overseas Sales and Marketing Headquarters and Division Head, General Manager, Overseas Business Planning Division, Mitsubishi Logisnext Co., Ltd.</p> <p>June 2019 Audit and Supervisory Board Member, Mitsubishi Logisnext Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Audit and Supervisory Board Member, Mitsubishi Logisnext Co., Ltd.</p>	0 shares
<p>[Summary of reasons for nomination as candidate for Outside Director and expected roles]</p> <p>Koji Baba has ample expertise related to finance and accounting as well as overseas business gained through his experience as an executive officer in charge of overseas sales and a corporate auditor of a listed enterprise, in addition to many years of experience in a financial institution. The Company requests his election as an Outside Director in the expectation that his advice on the Company's overall management will contribute towards reinforcement of corporate governance of the Company, which leads to accomplishing continuous growth and further improvement of the corporate value of the Company's Group.</p> <p>Moreover, if he is elected, the Company will seek his involvement in selecting the Company's officer candidates and making decisions on officer remuneration and other matters from an objective and neutral perspective as a new member of the Nominating Committee and the Remuneration Advisory Committee.</p>			

- Notes:
1. Hideyoshi Noda, a candidate for Director, serves concurrently as Representative Director and President of NITTO CHEMICAL CO., LTD. The Company outsources the production of paints to NITTO CHEMICAL CO., LTD.
 2. There are no special interests between the other candidates and the Company.
 3. Matters pertaining to candidates for Outside Director are as follows.
 - (1) Kimiyo Hayashi, Hiroshi Sato, and Koji Baba are candidates for Outside Director.
The Company has designated these three persons as Independent Officers and notified such designation to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange, Inc.
 - (2) The Company has entered into a limited liability agreement with Kimiyo Hayashi under Article 423, paragraph (1) of the Companies Act. Limitation on liability to compensate for damages under such an agreement is set out to be the minimum amounts set forth in the relevant laws and regulations. If the reelection of Kimiyo Hayashi is approved, the Company intends to continue the above limited liability agreement. In addition, if the election of Hiroshi Sato and Koji Baba is approved, the Company intends to enter into the same limited liability agreements with them.
 - (3) Although Kimiyo Hayashi was formerly a member of KPMG AZSA & Co. (currently KPMG AZSA LLC), the accounting auditor of the Company, a significant period of time has passed since she left the said firm (12 years). Accordingly, the Company has determined that the independence of Kimiyo Hayashi is secured.

- (4) There are business transactions such as borrowings, etc., between the Company and MUFG Bank, Ltd., where Hiroshi Sato served as a corporate auditor and Koji Baba served as a business executive, however, the amount of these borrowings at the end of the most recent fiscal year is small (less than 2.1%) for the consolidated total assets of the Company. Also, a significant period of time has passed since they left the said bank (11 years in the case of Hiroshi Sato, and 12 years in the case of Koji Baba). Therefore, the Company has determined that the independence of Hiroshi Sato and Koji Baba is secured.
 - (5) There are business transactions such as purchasing raw materials, etc., between the Company and Mitsubishi Materials Corporation, where Hiroshi Sato serves as an Outside Director and Standing Audit Committee Member, but the amount of these transactions in the most recent fiscal year is negligible (less than 0.01%) for the consolidated net sales of Mitsubishi Materials Corporation. Accordingly, the Company has determined that the independence of Hiroshi Sato is secured.
 - (6) There are business transactions such as providing products, etc., between the Company and Mitsubishi Logisnext Co., Ltd., where Koji Baba serves as an Audit and Supervisory Board Member, but the amount of these transactions in the most recent fiscal year is negligible (less than 0.2%) for the consolidated net sales of the Company. Accordingly, the Company has determined that the independence of Koji Baba is secured.
4. The Company has taken out a Directors and Officers liability insurance policy with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, with all of its Directors covered as insured parties thereto. The insurance policy provides coverage with respect to officers and others who are the insured parties for losses that arise from their assumption of liability incurred in the course of performing their professional duties or otherwise arising as a result of them having become subject to claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion in that, for instance, the policy does not provide coverage for losses arising due to performance of an illegal act with full knowledge of its illegality. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms. All candidates for Director will be listed as insured parties under the insurance policy.

Proposal 4: Election of Two (2) Corporate Auditors

At the conclusion of this meeting, the term of office of Corporate Auditor Hiroyuki Fujii will expire, and Corporate Auditor Masaki Kobayashi will resign. Therefore, we propose the election of two (2) Corporate Auditors.

The candidates for Corporate Auditor have been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Career summary and position [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Naoyuki Kimura (May 28, 1959) New candidate	Apr. 1982 Joined Mitsubishi Corporation Mar. 2003 CEO of Miteni S.p.A (Italy) July 2006 Manager, Fine Chemicals Unit, Head Office, Mitsubishi Corporation Mar. 2010 President of PT.Kaltim Parna Industri (Indonesia) Apr. 2013 General Manager, Warsaw Branch, Mitsubishi Corporation Apr. 2016 Executive Officer, Deputy General Manager, Overseas Operations Division; General Manager, Overseas Business Planning Department; and Deputy General Manager, Procurement Division of the Company Apr. 2017 General Manager, Overseas Operations Division, and in charge of Procurement of the Company (present position) June 2017 Director (present position), Managing Executive Officer of the Company Apr. 2022 Head of Overseas Operations Division of the Company (present position) [Responsibilities] Overseas Operations Division, Procurement Division	4,970 shares
[Reasons for nomination as candidate for Corporate Auditor] Naoyuki Kimura has ample expertise gained through his many years of experience in international business and material procurement in a general trading company. In the Company, he has gained in-depth knowledge of the real state of the Company's Group through his administration of the Overseas Operations Division, the Procurement Division, and overseas subsidiaries as a Director. The Company requests his election as a Corporate Auditor in the belief that he is the right person to reinforce the audit system of the Company's Group.			

No.	Name (Date of birth)	Career summary and position [Significant concurrent positions outside the Company]	Number of the Company's shares owned
2	<p style="text-align: center;">Hiroyuki Fujii (August 1, 1954) Reelection Outside Independent Tenure as Outside Corporate Auditor (at the conclusion of this meeting) Eight (8) years</p>	<p>Apr. 1981 Joined SHIMADZU CORPORATION Apr. 2005 General Manager, Human Resources Department, SHIMADZU CORPORATION June 2007 Corporate Officer, SHIMADZU CORPORATION June 2009 Director, in charge of Human Resources and Global Environmental Management, SHIMADZU CORPORATION June 2011 In charge of Public Relations, SHIMADZU CORPORATION June 2013 Audit & Supervisory Board Member, SHIMADZU CORPORATION (present position) June 2014 Outside Corporate Auditor of the Company (present position) [Significant concurrent positions outside the Company] Audit & Supervisory Board Member, SHIMADZU CORPORATION</p>	7,700 shares
<p>[Reasons for nomination as candidate for Outside Corporate Auditor] Hiroyuki Fujii has ample expertise gained through his experience in legal and audit operations as a Director, Corporate Auditor, and the chair of the Audit & Supervisory Board for a listed enterprise. Since assuming the office of Outside Corporate Auditor of the Company, he is appropriately auditing the exercise of duties by Directors of the Company, including actively participating in discussion at the Board of Directors. Considering the above track record, the Company requests his reelection as an Outside Corporate Auditor in the belief that he is the right person to reinforce the audit system of the Company's Group.</p>			

- Notes:
1. There is no special interest between Naoyuki Kimura, a candidate for Corporate Auditor, and the Company, or between Hiroyuki Fujii, a candidate for Outside Corporate Auditor, and the Company.
 2. Hiroyuki Fujii is a candidate for Outside Corporate Auditor.
The Company has designated Hiroyuki Fujii as an Independent Officer and notified such designation to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange, Inc.
 3. The Company has entered into a limited liability agreement with Hiroyuki Fujii under Article 423, paragraph (1) of the Companies Act. Limitation on liability to compensate for damages under such an agreement is set out to be the minimum amounts set forth in the relevant laws and regulations. If the reelection of Hiroyuki Fujii is approved, the Company intends to continue the above limited liability agreement. In addition, if Proposal 2 is approved and the election of Naoyuki Kimura is approved, the Company intends to enter into the same limited liability agreement with him.
 4. Hiroyuki Fujii is an Audit & Supervisory Board Member of SHIMADZU CORPORATION. There are business transactions such as providing products, etc., between the Company and SHIMADZU CORPORATION, but the amount of these transactions in the most recent fiscal year is negligible (less than 0.01%) for the consolidated net sales of SHIMADZU CORPORATION. Accordingly, the Company has determined that the independence of Hiroyuki Fujii is secured.
 5. The Company has taken out a Directors and Officers liability insurance policy with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, with all of its Corporate Auditors covered as insured parties thereto. The insurance policy provides coverage with respect to officers and others who are the insured parties for losses that arise from their assumption of liability incurred in the course of performing their professional duties or otherwise arising as a result of them having become subject to claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion in that, for instance, the policy does not provide coverage for losses arising due to performance of an illegal act with full knowledge of its illegality. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms. If the election of Naoyuki Kimura and Hiroyuki Fujii is approved, they will be listed as insured parties under the insurance policy.

Proposal 5: Election of One (1) Substitute Corporate Auditor

The effect of assignment of substitute Corporate Auditor Koji Baba will expire at the commencement of this meeting. Therefore, we propose the election of one (1) substitute Corporate Auditor to prepare for a situation where the number of Corporate Auditor does not satisfy the number prescribed by laws and regulations.

The candidate for substitute Corporate Auditor has been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary [Significant concurrent positions outside the Company]	Number of the Company's shares owned
<p style="text-align: center;">Kei Nishida (July 8, 1954) Outside Independent</p>	<p>Apr. 1977 Joined Japan Storage Battery Co., Ltd. (currently GS Yuasa International Ltd.)</p> <p>July 2007 General Manager, Corporate Strategic Planning Office, and Head of Public Relations Office, GS Yuasa Corporation</p> <p>June 2008 Corporate Officer, GS Yuasa Corporation</p> <p>June 2009 Director, GS Yuasa Corporation</p> <p>Apr. 2010 Head of the Corporate Office, GS Yuasa Corporation</p> <p>June 2012 Managing Director, GS Yuasa Corporation</p> <p>June 2015 Representative Director and Senior Managing Director, GS Yuasa Corporation</p> <p>June 2018 Representative Director and Executive Vice President, GS Yuasa Corporation</p> <p>June 2020 Consultant, GS Yuasa Corporation (retired in June 2021)</p> <p>June 2021 Outside Director, TOKYO ELECTRON DEVICE LIMITED (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Director, TOKYO ELECTRON DEVICE LIMITED</p>	<p>0 shares</p>
<p>[Reasons for nomination as candidate for substitute Outside Corporate Auditor] Kei Nishida has ample expertise related to corporate management gained through his experience as a senior corporate executive and outside director of listed enterprises. The Company requests his election as a substitute Outside Corporate Auditor in the expectation that he will appropriately execute his duties as Corporate Auditor from his expert perspective drawing on such expertise.</p>		

- Notes:
1. There is no special interest between Kei Nishida, a candidate for substitute Outside Corporate Auditor, and the Company.
 2. Kei Nishida is a candidate for substitute Outside Corporate Auditor. If he is appointed Corporate Auditor, the Company plans to designate Kei Nishida as an Independent Officer and notify such designation to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange, Inc.
 3. If Kei Nishida is appointed Corporate Auditor, the Company intends to enter into a limited liability agreement with him under Article 423, paragraph (1) of the Companies Act. Limitation on liability to compensate for damages under such an agreement is set out to be the minimum amounts set forth in the relevant laws and regulations.
 4. The Company has taken out a Directors and Officers liability insurance policy with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, with all of its Corporate Auditors covered as insured parties thereto. The insurance policy provides coverage with respect to officers and others who are the insured parties for losses that arise from their assumption of liability incurred in the course of performing their professional duties or otherwise arising as a result of them having become subject to claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion in that, for instance, the policy does not provide coverage for losses arising due to performance of an illegal act with full knowledge of its illegality. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms. If Kei Nishida is appointed Corporate Auditor, the Company intends to list him as an insured party under the insurance policy.

(Reference) Composition of the Board of Directors and the Board of Corporate Auditors (planned after the conclusion of this meeting)

If Proposals 3 and 4 are approved, the composition of the Board of Directors and the Board of Corporate Auditors of the Company will be as below:

Category	Name	Position in the Company	Tenure as Officer	Age	Gender	Nominating Committee	Remuneration Advisory Committee
The Board of Directors	Takayuki Sato	Representative Director and President	Ten (10) years	61	Male	● (Chair)	● (Chair)
	Tatsuhiko Nagano	Director, Managing Executive Officer	Four (4) years	58	Male	●	●
	Hideyoshi Noda	Director, Executive Officer	Seven (7) years	59	Male		
	Motohiro Yamamoto	Director, Executive Officer	Five (5) years	58	Male		
	Masayuki Nakatani	Director, Executive Officer	–	55	Male		
	Kimiyo Hayashi	Director (Outside)	Three (3) years	64	Female	●	●
	Hiroshi Sato	Director (Outside)	–	64	Male	●	●
	Koji Baba	Director (Outside)	–	64	Male	●	●
The Board of Corporate	Hideki Sugiura	Full-time Corporate Auditor (Outside)	One (1) years	56	Male		
	Naoyuki Kimura	Full-time Corporate Auditor	–	63	Male		
	Hiroyuki Fujii	Corporate Auditor (Outside)	Eight (8) years	67	Male		

Note: The table above does not represent all of the skills (expertise, experience, and knowledge) possessed by each person.

Category	Name	Position in the Company	Director's or Corporate Auditor's expertise, experience, and knowledge							
			Corporate management	Finance & accounting	Legal, compliance, and risk management	Global	Sales & marketing	Technology & product development /production	Environment & society	
The Board of Directors	Takayuki Sato	Representative Director and President	●					●	●	●
	Tatsuhiko Nagano	Director, Managing Executive Officer	●	●	●					
	Hideyoshi Noda	Director, Executive Officer							●	
	Motohiro Yamamoto	Director, Executive Officer						●	●	
	Masayuki Nakatani	Director, Executive Officer	●	●						
	Kimiyo Hayashi	Director (Outside)		●						
	Hiroshi Sato	Director (Outside)	●	●						
	Koji Baba	Director (Outside)		●		●	●			
The Board of Corporate	Hideki Sugiura	Full-time Corporate Auditor (Outside)		●						
	Naoyuki Kimura	Full-time Corporate Auditor				●	●			
	Hiroyuki Fujii	Corporate Auditor (Outside)			●					●

(Reference) Independence Criteria for Outside Officers

The Company deems that Outside Directors and Outside Corporate Auditors (including their candidates) have adequate independence from the Company if they meet the requirements for independence stipulated by the Companies Act and the Tokyo Stock Exchange, and do not fall under any of the following items:

- (1) A person whose major business partner is the Company or the Company's subsidiary ("the Company's Group")^{Note 1}, or an executive for that person^{Note 2}
- (2) A person who is a major business partner of the Company's Group^{Note 3}, or an executive for that person
- (3) A consultant, accounting professional, or legal professional who received ¥10 million or more monetary consideration or other property from the Company's Group in the last fiscal year excluding officer remuneration (if a corporation, association, or other organization received such property, this applies to a person who belongs to that organization)
- (4) A person who received donations of ¥10 million or more from the Company's Group in the last fiscal year, or an executive for that person
- (5) A major shareholder (a shareholder who holds 10% or more of all the voting rights directly or indirectly) of the Company, or an executive for that shareholder
- (6) A person who had fallen under any of (1) to (5) above in the past three (3) years
- (7) A relative within the second degree of a person who falls under any of (1) to (5) above (limited to important persons^{Note 4})

- Notes:
1. "A person whose major business partner is the Company's Group" means a person who is a business partner group providing products or services to the Company's Group and received payments from the Company's Group that represent 2% or more of the person's annual consolidated net sales for the last fiscal year.
 2. "An executive" means an executive as stipulated in Article 2, paragraph (3), item (vi) of the Regulations for Enforcement of the Companies Act, i.e., an executive director, executive officer, or other officer managing the business of a corporation, etc., a member who manages the business, and an employee.
 3. "A person who is a major business partner of the Company's Group" means a person who is a business partner group to which the Company's Group provides products or services and made payments to the Company's Group that represent 2% or more of the Company's Group's annual consolidated net sales for the last fiscal year (in the case of a financial institution from which the Company's Group borrows, the financial institution falls under this category if the amount of borrowings is not negligible for the consolidated total assets of the Company's Group).
 4. "Important persons" mean directors, executive officers, corporate officers, or executives at the level of division heads or higher in the case of (1), (2), (4), and (5), and certified public accountants belonging to an audit corporation or attorneys (including so-called associates) belonging to a law firm in the case of (3).