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Securities Code: 4992

February 4, 2026

Start date of measures for electronic provision: January 30, 2026

Dear Shareholders:

Kenichi Sano
Representative Director and President
HOKKO CHEMICAL INDUSTRY CO., LTD.
1-5-4, Nihonbashi-Honcho, Chuo-ku, Tokyo, Japan

Notice of Convocation of the 76th Annual General Meeting of Shareholders

We hereby announce the 76th Annual General Meeting of Shareholders of Hokko Chemical Industry Co., Ltd. (the “Company”) to be held as follows.

If you will not be attending the meeting in person, you may exercise your voting rights via the internet or by postal mail. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, February 25, 2026 (JST).

When convening this General Meeting of Shareholders, the Company provides the content of the Reference Documents for the General Meeting of Shareholders in electronic form (matters for which measures for providing information in electronic format are to be taken) and posts them on the following websites. To review such matters, please access any of these websites by using the URLs below.

The Company’s website:

<https://www.hokkochem.co.jp/ir/ir-event/meeting-2> (in Japanese)

Website for informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4992/teiji/> (in Japanese)

TSE website:

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

Enter “Hokko Chemical” in “Issue name (company name)” or “4992” in “Code,” and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

1. **Date and time:** Thursday, February 26, 2026, at 10:00 a.m. (JST)
(Reception is scheduled to open at 9:00 a.m.)
2. **Venue:** 6th Floor, Grand Hall, Nomura Conference Plaza Nihonbashi,
Nihonbashi-Muromachi Nomura Building (YUITO), 2-4-3, Nihonbashi-Muromachi,
Chuo-ku, Tokyo, Japan
3. **Agenda of the meeting**
Items to be reported:
 1. The Business Report and Consolidated Financial Statements, as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board, for the 76th period (from December 1, 2024 to November 30, 2025)
 2. The Non-consolidated Financial Statements for the 76th period (from December 1, 2024 to November 30, 2025)

Items to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight (8) Directors

Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members

Proposal No. 4: Determination of the Amount and Details of Performance-Linked Share-Based Remuneration, Etc. for Directors, Etc. of the Company

4. Matters regarding the exercise of voting rights

- If you exercise your voting rights both via the internet and in writing, voting rights exercised via the internet shall prevail.
- If voting rights are exercised multiple times via the internet, the last exercise of voting rights shall prevail.
- If no indication of approval or disapproval is expressed for a proposal in the voting form, it will be assumed that you have approved the proposal.

5. Other matters subject to measures for electronic provision

- The Company will deliver paper-based documents stating the matters subject to measures for electronic provision to shareholders who requested the delivery of such documents. However, pursuant to laws and regulations, as well as the Articles of Incorporation of the Company, the following matters will be excluded:
 - (i) “Status of Accounting Auditor” and “Structure and Policy of the Company” in the Business Report
 - (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - (iii) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements

The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the above items.

- If revisions to the matters subject to measures for electronic provision arise, a notice detailing the changes, along with the information before and after the revisions, will be posted on each website where the matters are provided.

No gifts will be offered to the shareholders attending the meeting. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 **Appropriation of Surplus**

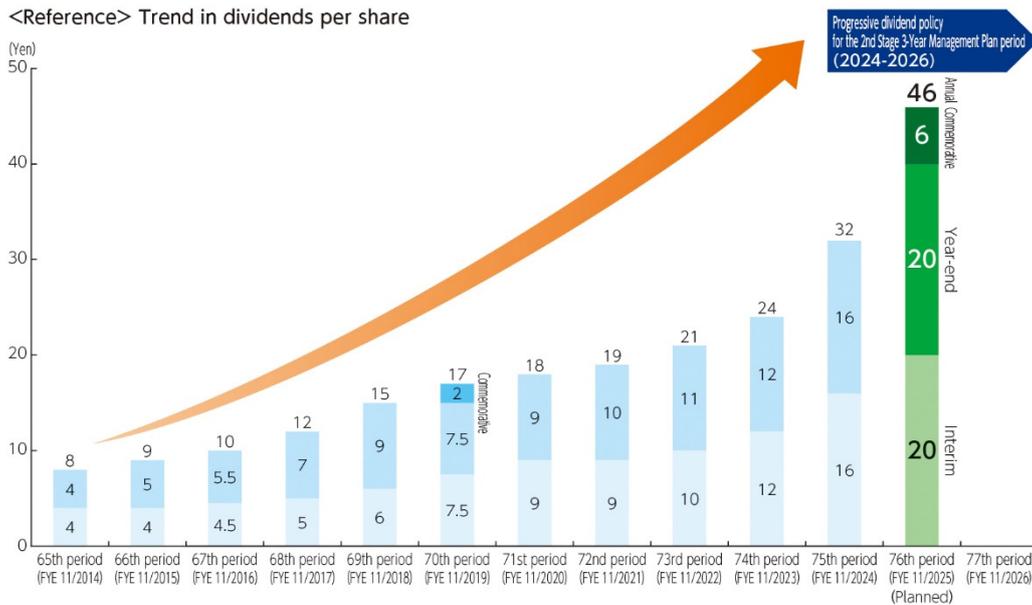
Year-end dividends

The Company maintains a basic policy of continuing stable profit distribution to its shareholders, aiming to provide shareholder returns in line with profit trends while balancing the accumulation of internal reserves and growth investments.

For the 76th period, the Company proposes to pay a year-end dividend of ¥20 per share as a regular dividend, with an additional 75th anniversary commemorative dividend of ¥6 per share as announced on October 10, 2025. Accordingly, for the year-end dividend, the Company proposes to pay ¥26 per share of its common stock.

As the Company has already paid an interim dividend of ¥20 per share, the annual dividend for the fiscal year will be ¥46 per share, which is ¥14 higher than for the previous fiscal year.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥26 per common stock of the Company
Total payment: ¥670,286,448
- (3) Effective date of dividends of surplus
February 27, 2026



Proposal No. 2 Election of Eight (8) Directors

The terms of office of all eight Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of eight Directors, five of whom are Outside Directors. The candidates for Director are as follows:

No.	Name	Current position in the Company	Age at the conclusion of the meeting	Tenure at the conclusion of the meeting	Attendance at Board of Directors meetings
1	<input type="checkbox"/> Reelection Kenichi Sano	Representative Director and President	68	10 years	100% (13/13)
2	<input type="checkbox"/> Reelection Shinichi Hayakawa	Director and Senior Managing Executive Officer	65	5 years	100% (13/13)
3	<input type="checkbox"/> Reelection Naoyuki Hamada	Director and Managing Executive Officer	60	4 years	100% (13/13)
4	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Hiroyuki Tarumi	Director (Outside Director)	74	7 years	100% (13/13)
5	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Masaru Ishio	Director (Outside Director)	68	6 years	100% (13/13)
6	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Tokiko Nakagawa	Director (Outside Director)	49	3 years	100% (13/13)
7	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Madoka Saeki	Director (Outside Director)	50	1 year	100% (10/10)
8	<input type="checkbox"/> New election <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Tetsutaro Nozaki	—	40	—	—

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
1	<p style="text-align: center;">Kenichi Sano (August 4, 1957)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1981 Joined the Company</p> <p>July 2005 Deputy General Manager of Sales Planning Department</p> <p>Apr. 2007 Deputy General Manager of Planning and Management Department</p> <p>Feb. 2012 General Manager of General Affairs Department</p> <p>Feb. 2014 Executive Officer, Deputy in Charge of Planning and Management Group, General Manager of Planning and Management Department, and General Manager of General Affairs Department</p> <p>Feb. 2016 Director and Executive Officer, In Charge of Planning and Management Group, General Manager of Planning and Management Department and General Manager of General Affairs Department</p> <p>July 2016 Director and Executive Officer, Deputy in Charge of Crop Protection Products Business Group, and General Manager of Sales Department</p> <p>Feb. 2018 Director and Managing Executive Officer, In Charge of Crop Protection Products Business Group, and General Manager of Sales Department</p> <p>Dec. 2019 Representative Director and President, In Charge of Crop Protection Products Business Group</p> <p>Feb. 2021 Representative Director and President, In Charge of Internal Audit Team (current position)</p>	28,500 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kenichi Sano was appointed as Representative Director and President of the Company in December 2019. He has leveraged his extensive work experience in areas such as crop protection product sales, planning, and management to promote strategies to improve the corporate value of the Group.</p> <p>Under his strong leadership, the Company believes he is capable of realizing sustainable improvement in the Group's corporate value and further strengthening the management supervisory function. Therefore, the Company proposes his reelection as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
2	<p style="text-align: center;">Shinichi Hayakawa (May 29, 1960)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1985 Joined the Company</p> <p>Jan. 2013 General Manager of Tokyo Branch</p> <p>July 2014 General Manager of Product Planning Department</p> <p>July 2017 Executive Officer, General Manager of Product Planning Department</p> <p>Dec. 2019 Executive Officer, Deputy in Charge of Crop Protection Products Business Group, and General Manager of Product Planning Department</p> <p>Feb. 2021 Director and Executive Officer, In Charge of Crop Protection Products Business Group, and General Manager of Product Planning Department</p> <p>July 2021 Director and Managing Executive Officer, In Charge of Crop Protection Products Business Group, and General Manager of Product Planning Department</p> <p>July 2022 Director and Managing Executive Officer, In Charge of Crop Protection Products Business Group, General Manager of Product Planning Department, and General Manager of Sales Department</p> <p>Dec. 2022 Director and Managing Executive Officer, In Charge of Crop Protection Products Business Group, and General Manager of Sales Department</p> <p>Feb. 2024 Director and Managing Executive Officer, In Charge of Crop Protection Products Business Group</p> <p>Feb. 2025 Director and Senior Managing Executive Officer, In Charge of Crop Protection Products Business Group (current position)</p>	21,800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Shinichi Hayakawa was appointed as Director of the Company in February 2021. He has led the Company's Crop Protection Products Business and contributed to improving its performance. He has extensive work experience and achievements in crop protection product planning and sales. The Company believes he is capable of realizing sustainable improvement in the Group's corporate value and further strengthening the management supervisory function. Therefore, the Company proposes his reelection as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
3	<p style="text-align: center;">Naoyuki Hamada (September 22, 1965)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1988 Joined the Company</p> <p>Dec. 2014 General Manager of Fine Chemicals Production Department, Okayama Factory</p> <p>Dec. 2017 General Manager of Planning and Management Department</p> <p>Feb. 2021 Executive Officer, General Manager of Planning and Management Department</p> <p>Sept. 2021 Executive Officer, Deputy in Charge of Fine Chemicals Business Group</p> <p>Feb. 2022 Director and Executive Officer, In Charge of Fine Chemicals Business Group</p> <p>Feb. 2022 Chair, Zhangjiagang HOKKO Chemical Industry Co., Ltd. (current position)</p> <p>Oct. 2024 Director and Executive Officer, In Charge of Fine Chemicals Business Group, and Head of Fine Chemicals Research Laboratories, the Company</p> <p>Feb. 2025 Director and Managing Executive Officer, In Charge of Fine Chemicals Business Group, and Head of Fine Chemicals Research Laboratories</p> <p>July 2025 Director and Managing Executive Officer, In Charge of Fine Chemicals Business Group (current position)</p>	6,071 shares
<p>Reasons for nomination as candidate for Director</p> <p>Naoyuki Hamada was appointed as Director of the Company in February 2022. He has led the Company's Fine Chemicals Business and contributed to improving its performance. He has held important positions in the Fine Chemicals Business as well as in areas such as planning and management, thereby possessing extensive work experience and achievements. The Company believes he is capable of realizing sustainable improvement in the Group's corporate value and further strengthening the management supervisory function. Therefore, the Company proposes his reelection as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
4	<p style="text-align: center;">Hiroyuki Tarumi (August 12, 1951)</p> <p style="text-align: center;"> Reelection Outside Independent </p>	<p>Apr. 1975 Joined Mitsubishi Corporation</p> <p>Apr. 2002 Unit Manager of Copper Business, Non-Ferrous Metals Division</p> <p>Apr. 2005 General Manager of Metals Group CEO Office</p> <p>Apr. 2006 Senior Vice President, Mitsubishi Corporation Executive Vice President, Mitsubishi International Corporation</p> <p>Apr. 2009 Chief Regional Officer of Africa and Head of Johannesburg Branch, Mitsubishi Corporation</p> <p>Apr. 2011 Advisor (retired in March 2012)</p> <p>May 2012 Advisor and Head of Vancouver Branch, Mitsubishi Materials Corporation (retired in March 2017)</p> <p>May 2015 President, Huckleberry Mines Ltd. (retired in September 2016)</p> <p>Feb. 2019 Outside Director, the Company (current position)</p>	<p>– shares</p>
<p>Reasons for nomination as candidate for Outside Director and summary of his/her expected roles</p> <p>Hiroyuki Tarumi possesses the technical and specialized knowledge, as well as the international experience, required for growth strategies of the Company's Fine Chemicals Business, which he gained through his many years of working in the non-ferrous metals division of a general trading company. The Company believes he is an appropriate and capable person who will leverage his experience and insight to contribute to improving the effectiveness and enhancing the diversity of the Board of Directors. Therefore, the Company proposes his reelection as an Outside Director. At the conclusion of this meeting, his tenure as an Outside Director of the Company will have been seven years.</p> <p>Independence as an Outside Director</p> <p>Hiroyuki Tarumi has served at Mitsubishi Corporation, which conducts transactions with the Company involving active agrochemical ingredients and fine chemicals. However, the transaction amount with Mitsubishi Corporation is negligible, with purchases accounting for less than 2% of the Company's purchases, and sales less than 1% of the Company's net sales. Furthermore, the total transaction amount of sales and purchases between Mitsubishi Materials Corporation and the Company is negligible, amounting to less than JPY 1 million. There are no transactions between Huckleberry Mines Ltd. and the Company. Accordingly, he satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
5	<p style="text-align: center;">Masaru Ishio (January 1, 1958)</p> <p style="text-align: center;"> <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent </p>	<p>Apr. 1981 Joined Nippon Life Insurance Company</p> <p>Oct. 1993 Manager of Pension Management Section</p> <p>Apr. 1998 General Manager of Investment Office, Nissay Asset Management Corporation</p> <p>Jan. 2001 General Manager of Pension Operations Department, Franklin Templeton Investments</p> <p>Mar. 2003 Senior Manager of Public Corporation Department, Tokio Marine Asset Management Co., Ltd.</p> <p>Apr. 2007 Part-time Lecturer at Faculty of Nursing, Kyoritsu Women's University</p> <p>Apr. 2012 Specialist at Pension Bureau, Ministry of Health, Labour and Welfare</p> <p>May 2014 Senior Researcher, Japan Medical Association Research Institute</p> <p>Feb. 2020 Outside Director, the Company (current position)</p> <p>Apr. 2021 Adjunct Lecturer, Senshu University (current position)</p>	– shares
<p>Reasons for nomination as candidate for Outside Director and summary of his/her expected roles</p> <p>Masaru Ishio held important positions at investment management institutions in Japan and overseas, and subsequently has been engaged in research related to public pension plans and their investment management at the Ministry of Health, Labour and Welfare and think tanks. He is currently teaching at Senshu University. While he has not been involved in corporate management, the Company believes that he is an appropriate and capable person who will leverage his insight based on his extensive experience primarily in investment management institutions in Japan and overseas to carry out supervisory functions and provide advice to the Company's management from various perspectives. Therefore, the Company proposes his reelection as an Outside Director.</p> <p>At the conclusion of this meeting, his tenure as Outside Director of the Company will have been six years.</p> <p>Independence as an Outside Director</p> <p>Masaru Ishio serves as an adjunct lecturer at Senshu University, but there are no transactions between Senshu University and the Company. Accordingly, he satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
6	<p style="text-align: center;">Tokiko Nakagawa (April 15, 1976)</p> <p style="text-align: center;"> Reelection Outside Independent </p>	<p>Apr. 2001 Joined Nippon Lever K.K. (current Unilever Japan Holdings G.K.)</p> <p>May 2005 Joined Henkel Japan Ltd., assigned to Research and Development Department</p> <p>Apr. 2007 Junior Brand Manager at Marketing Department</p> <p>May 2008 Joined NIHON L'ORÉAL K.K. as Senior Researcher at R&D Center</p> <p>June 2014 Representative Partner, Beauty Education Research Institute G.K. (current Institute for Certification of Haircolor Master) (current position)</p> <p>Apr. 2015 Associate Professor, May Ushiyama Academy Hollywood Graduate School of Beauty Business</p> <p>Feb. 2023 Outside Director, the Company (current position)</p> <p>Apr. 2023 Professor, May Ushiyama Academy Hollywood Graduate School of Beauty Business (current position)</p>	<p>– shares</p>
<p>Reasons for nomination as candidate for Outside Director and summary of his/her expected roles</p> <p>Tokiko Nakagawa completed her master's course in chemistry and biotechnology at graduate school and was engaged in research, development, and marketing at a foreign-owned company. After engaging in educational activities on cosmetology and chromatology and consulting for the development of cosmetics, she is currently teaching at May Ushiyama Academy Hollywood Graduate School of Beauty Business. She has specialized knowledge related to chemistry in addition to work experience in foreign-owned companies and involvement with The Japanese Psychological Association and several other scientific societies. The Company believes that she is an appropriate and capable person to carry out supervisory functions and provide advice to the Company's management from various perspectives as a working adult, educator, and researcher. Therefore, the Company proposes her reelection as an Outside Director.</p> <p>At the conclusion of this meeting, her tenure as an Outside Director of the Company will have been three years.</p> <p>Independence as an Outside Director</p> <p>Tokiko Nakagawa serves as Representative Partner for the Institute for Certification of Haircolor Master and as a professor for May Ushiyama Academy Hollywood Graduate School of Beauty Business, but there are no transactions between these organizations and the Company. Accordingly, she satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p> <p>Note: Tokiko Nakagawa's name as recorded in her family register is Tokiko Naya.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
7	<p style="text-align: center;">Madoka Saeki (December 17, 1975)</p> <p style="text-align: center;"> Reelection Outside Independent </p>	<p>Apr. 2001 Joined Japan Patent Office, Ministry of Economy, Trade and Industry, assigned to Patent Examination Department (Chemistry, Life Science and Material Science) for Medical (Pharmaceutical Compounds)</p> <p>Apr. 2005 Patent Examiner for Medical (Pharmaceutical Compounds), Patent Examination Department (Chemistry, Life Science and Material Science)</p> <p>Apr. 2006 Patent Examiner for Environmental Chemistry, Patent Examination Department (Chemistry, Life Science and Material Science)</p> <p>Sept. 2014 General Manager of Secretariat Office, Medical Foundation Soyukai Medical Research Institute</p> <p>Dec. 2018 Intellectual Property Sub-Creative Manager and Specially Appointed Associate Professor, The Office of Innovation and Entrepreneurship, Keio University</p> <p>Apr. 2021 Specially Appointed Associate Professor Attached to Managing Director of the Office of Research Collaboration Promotion (Retired in March 2022)</p> <p>Feb. 2025 Outside Director, the Company (current position)</p>	– shares
<p>Reasons for nomination as candidate for Outside Director and summary of his/her expected roles</p> <p>Madoka Saeki engaged in patent examination as a patent examiner for medical (pharmaceutical compounds) and environmental chemistry fields at the Japan Patent Office. After serving as the general manager of secretariat office of a medical foundation, and as a specially appointed associate professor at Keio University, she was involved in the creation of large-scale collaborative research projects starting from social issues and corporate needs, and initiatives promoting the social implementation of research seeds. While she has not been involved in corporate management other than by serving as an outside officer, having passed the patent attorney examination during her tenure at the Japan Patent Office, she possesses a high degree of expertise and extensive knowledge in the field of intellectual property. As such, the Company believes she is an appropriate person that can be expected to carry out supervisory functions and provide advice to the Company's management, and therefore proposes her reelection as Outside Director. At the conclusion of this meeting, her tenure as an Outside Director of the Company will have been one year.</p> <p>Independence as an Outside Director</p> <p>Madoka Saeki served at the Medical Foundation Soyukai Medical Research Institute and Keio University, but there are no transactions between these organizations and the Company. Accordingly, she satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
8	<p style="text-align: center;">Tetsutaro Nozaki</p> <p style="text-align: center;">(May 16, 1985)</p> <p style="text-align: center;">New election Outside Independent</p>	<p>Apr. 2009 Joined ITOCHU Corporation</p> <p>May 2017 Account Manager, Warrnambool Cheese & Butter Corporation (current Cerion Corporation)</p> <p>May 2021 Representative Director and President, Naikai Construction Materials Co., Ltd. (current position)</p> <p>June 2022 Representative Director and President, Naikai Archit Co., Ltd. (current position)</p> <p>May 2024 Representative Director and President, Naikai Transport & Warehouse Co., Ltd. (current position)</p> <p>May 2025 Representative Director and President, Naikai Trading Co., Ltd. (current position)</p> <p>May 2025 Representative Director and President, NAIKAI KIGYO CO., LTD. (current position)</p> <p>June 2025 Representative Director and President, Naikai Salt Industries Co., Ltd. (current position)</p>	– shares
<p>Reasons for nomination as candidate for Outside Director and summary of his/her expected roles</p> <p>Tetsutaro Nozaki possesses extensive experience and knowledge in overseas transactions. He was primarily engaged in import and export operations related to livestock products at a general trading company, as well as in the launch of livestock processing plants in the United States and China. Following his subsequent employment at Warrnambool Cheese & Butter Corporation (current Cerion Corporation), he has held important positions at Naikai Salt Industries Co., Ltd. and its group companies. The Company deems that his communication skills in both domestic and international settings, combined with his global perspective, make him an appropriate person capable of carrying out supervisory functions and providing advice to the Company's management. Therefore, the Company proposes his election as a new Outside Director.</p> <p>Independence as an Outside Director</p> <p>Tetsutaro Nozaki serves as Representative Director and President of Naikai Archit Co., Ltd. and Representative Director and President of Naikai Salt Industries Co., Ltd., both of which conduct transactions with the Company related to capital investment, etc., of its Okayama Factory. However, the transaction amount accounts for less than 2% of each company's net sales. Accordingly, he satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p>			

- Notes:
1. No special interest exists between any of the candidates and the Company.
 2. Hiroyuki Tarumi, Masaru Ishio, Tokiko Nakagawa, Madoka Saeki and Tetsutaro Nozaki are candidates for Outside Director.
 3. The transaction amounts with the companies listed under "Independence as an Outside Director" are the Company's consolidated results from the most recent fiscal year.
 4. Limited liability agreements with Outside Directors
The Company has entered into a limited liability agreement with each of the candidates for Outside Director, namely Hiroyuki Tarumi, Masaru Ishio, Tokiko Nakagawa and Madoka Saeki, to limit their liability for damages to the amount stipulated by laws and regulations. If they are reelected, the Company plans to renew the limited liability agreements with them.
If the election of the candidate for Outside Director Tetsutaro Nozaki is approved, the Company plans to enter into a limited liability agreement with him to limit his liability for damages to the amount stipulated by laws and regulations.
 5. Directors and officers liability insurance policy
The Company has entered into a directors' and officers' liability insurance policy with an insurance company, in which the Directors of the Company are insureds, and the full amount of insurance premiums are borne by the Company. If the election of each candidate is approved, the Company plans to include each of them as an insured in the insurance policy. In summary, this insurance policy states that as a result of the conclusion of the policy, the insurance company will cover any damages that may arise due to the insured assuming responsibility for the execution of their duties, or from claims received in relation to the pursuit of such responsibility, and it will be renewed annually. When the policy is renewed, the Company plans to renew the policy with the same terms.

6. Independent officers

The Company has submitted notification to the Tokyo Stock Exchange that candidates for Outside Director Hiroyuki Tarumi, Masaru Ishio, Tokiko Nakagawa and Madoka Saeki have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected, their designation as independent officers will continue.

Candidate for Outside Director Tetsutaro Nozaki satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.

Proposal No. 3 Election of Two (2) Audit & Supervisory Board Members

Audit & Supervisory Board Member Hiroto Yoneda will resign from his position at the conclusion of this meeting. In addition, the term of office of Audit & Supervisory Board Member Shoji Fukui will expire at the conclusion of this meeting. Therefore, the Company proposes the election of two Audit & Supervisory Board Members, including one outside Audit & Supervisory Board Member.

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

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary, positions at the Company, and significant concurrent occupations or positions	Number of the Company's shares held
1	<p>Yasunori Miyazaki (February 4, 1966)</p> <p>New election</p>	<p>Apr. 1988 Joined the Company</p> <p>July 2013 General Manager of Fine Chemicals Production Technology Research Department, Okayama Factory</p> <p>Feb. 2019 General Manager of Fine Chemicals Planning and Operations Department</p> <p>July 2020 Head of Fine Chemicals Research Laboratories</p> <p>July 2022 Executive Officer, General Manager of Okayama Factory (current position)</p> <p>July 2022 Director, HOKKO Pax Co., Ltd. (current position)</p> <p>Oct. 2022 Director, KYODO Corporation (current position)</p>	8,522 shares
		<p>Reasons for nomination as candidate for Audit & Supervisory Board Member</p> <p>Yasunori Miyazaki has held important positions in the Company's Fine Chemicals Business Group in the areas of production technology, planning and operations, and chemicals research. He has been contributing to improving the performance of the Fine Chemicals Business as Executive Officer and General Manager of Okayama Factory since July 2022. The Company deems that he will apply his extensive work experience and knowledge to the audit function of the Group. Therefore, the Company proposes his election as a new Audit & Supervisory Board Member.</p>	
2	<p>Mie Ishida (April 25, 1975)</p> <p>New election</p> <p>Outside</p> <p>Independent</p>	<p>Sept. 2008 Registered as an attorney-at-law (Daini Tokyo Bar Association)</p> <p>Sept. 2008 Joined Ishida Law Office (current position)</p> <p>June 2018 Outside Director and Audit and Supervisory Committee Member, The Aomori Bank, Ltd. (current Aomori Michinoku Bank, Ltd.)</p> <p>Apr. 2022 Outside Director and Audit and Supervisory Committee Member, Procrea Holdings, Inc. (current position)</p>	– shares
		<p>Reasons for nomination as candidate for outside Audit & Supervisory Board Member</p> <p>Mie Ishida has a high degree of expertise and insight related to corporate legal affairs through her professional background as an attorney at law. She has also deepened her knowledge of corporate management by serving as an outside officer at other listed companies. While she has not been involved in corporate management other than by serving as an outside officer, the Company deems that she will be able to apply her broad insight and extensive experience to audits of the Group from an objective and neutral perspective. Therefore, the Company proposes her election as a new Audit & Supervisory Board Member.</p> <p>Independence as an outside Audit & Supervisory Board Member</p> <p>There are no transactions between Ishida Law Office, to which Mie Ishida belongs, and the Group. Accordingly, she satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., as well as the Company's "Criteria for the Independence of Outside Directors."</p>	

Note: Mie Ishida's name as recorded in her family register is Mie Kanaya.

- Notes:
1. No special interest exists between any of the candidates and the Company.
 2. Mie Ishida is a candidate for outside Audit & Supervisory Board Member.
 3. Limited liability agreements with outside Audit & Supervisory Board Members

If the election of the candidate for outside Audit & Supervisory Board Member Mie Ishida is approved, the Company plans to enter into a limited liability agreement with her to limit her liability for damages to the amount stipulated by laws and regulations.

4. Directors and officers liability insurance policy

The Company has entered into a directors' and officers' liability insurance policy with an insurance company, in which the Audit & Supervisory Board Members of the Company are insureds, and the full amount of insurance premiums are borne by the Company. If the election of the candidates is approved, the Company plans to include each of them as an insured in the insurance policy.

In summary, this insurance policy states that as a result of the conclusion of the policy, the insurance company will cover any damages that may arise due to the insured assuming responsibility for the execution of their duties, or from claims received in relation to the pursuit of such responsibility, and it will be renewed annually. When the policy is renewed, the Company plans to renew the policy with the same terms.

5. Independent officers

Candidate for outside Audit & Supervisory Board Member Mie Ishida satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.

Reference

If approved at this Annual General Meeting of Shareholders, the composition of the Board of Directors and the main knowledge, experience, abilities, etc. they possess will be as follows:

Name	Position	Gender	Corporate management and strategy	Risk management / Internal control	Legal affairs / Finance and accounting	Sales and marketing	R&D / Manufacturing / Technologies	Industry knowledge	Global affairs	Academic research / Education
Kenichi Sano	Representative Director and President	Male	○	○		○	○	○		
Shinichi Hayakawa	Director	Male	○			○	○	○		
Naoyuki Hamada	Director	Male	○	○		○	○	○		
Hiroyuki Tarumi	Independent Outside Director	Male	○			○		○	○	
Masaru Ishio	Independent Outside Director	Male			○				○	○
Tokiko Nakagawa	Independent Outside Director	Female				○	○	○		○
Madoka Saeki	Independent Outside Director	Female			○		○	○		○
Tetsutaro Nozaki	Independent Outside Director	Male	○	○		○	○	○	○	
Yasunori Miyazaki	Audit & Supervisory Board Member	Male			○		○	○		
Kazuhito Ogura	Outside Audit & Supervisory Board Member	Male		○		○		○		
Shuji Goto	Independent Outside Audit & Supervisory Board Member	Male	○	○	○	○		○	○	
Mie Ishida	Independent Outside Audit & Supervisory Board Member	Female			○					○

When selecting Directors, the Board of Directors ensures a balance of knowledge, experience and abilities, and diversity necessary for the sustainable growth and medium- to long-term enhancement of the Company's corporate value. When selecting Outside Directors, the Company considers those with experience in corporate management, experts, and other qualified candidates, while taking into account requirements such as extensive experience, profound insight, and a high degree of expertise. Additionally, when selecting inside Directors, the Company comprehensively evaluates and judges qualities such as a candidate's experience, abilities, and expertise, taking into consideration the Company's management philosophy, Code of Conduct, and management strategy.

The Board of Directors of the Company maintains a structure capable of proper and agile decision-making and discussions while striving to build a highly effective corporate governance system through Directors who possess profound knowledge of the Company's business operations and Outside Directors who supervise the Board from an independent perspective.

Proposal No. 4**Determination of the Amount and Details of Performance-Linked Share-Based Remuneration, Etc. for Directors, Etc. of the Company**

1. Reasons for the proposal and reasons justifying the remuneration in question

This proposal requests approval for the introduction of a new performance-linked stock remuneration plan (the “Plan”) applicable to the Company’s Directors (excluding Outside Directors and non-residents of Japan; the same shall apply hereinafter) and Executive Officers (excluding non-residents of Japan; the same shall apply hereinafter; collectively with Directors, referred to as the “Directors, etc.”). The Company also requests that the details of the Plan be left to the discretion of the Board of Directors, within the framework of 2. below.

By introducing the Plan, the Company aims to further motivate the Directors, etc. to contribute to improving the Company’s medium- to long-term performance and to increasing its corporate value by making clearer the link between the remuneration of Directors, etc. and the Company’s performance and share value, and also by ensuring that the Directors, etc. not only enjoy the benefits of rising stock prices but also share the risk of falling stock prices with all shareholders. Furthermore, the introduction of the Plan has been resolved by the Board of Directors following deliberation by the Nomination and Remuneration Committee, a majority of whose members are independent Outside Directors.

This proposal involves providing performance-linked stock remuneration to the Directors of the Company, under a framework separate from the amount of remuneration, etc., for Directors (up to JPY 200 million per annum) approved at the 57th Annual General Meeting of Shareholders held on February 27, 2007.

If Proposal No. 2 “Election of Eight (8) Directors” is approved and adopted as originally proposed, the Company will have three Directors, etc. eligible for the Plan. The Company will have ten eligible Directors, etc. with the inclusion of Executive Officers.

2. Amount and details of Remuneration, etc., under the Plan

(1) Overview of the Plan

The Plan is a stock remuneration plan under which the Company’s shares are acquired by a trust established through contributions of cash made by the Company (the “Trust”; the trust agreement to be entered into with Resona Bank, Limited for establishing the Trust shall be referred to as the “Trust Agreement”). In accordance with the stock benefit rules stipulated by the Board of Directors of the Company (the “Stock Benefit Rules”), the Plan then delivers to the Directors, etc. through the Trust a number of the Company’s shares equivalent to the number of points granted to them as well as cash equivalent to the market value of the Company’s shares (the “Company’s Shares, etc.”). Through introduction of the Plan, the remuneration for the Directors, etc. of the Company shall consist of “fixed monetary remuneration” and “performance-linked stock remuneration (comprising a fixed portion and a performance-linked portion).”

The Directors, etc., shall, in principle, be subject to delivery of Company’s Shares, etc., upon their retirement (details are provided in section (8) below).

(2) Persons eligible for the Plan

Directors, etc.

(3) Applicable period of the Plan

The applicable period of the Plan (the “Applicable Period”) shall, in principle, encompass a period of three fiscal years corresponding to the three-year management plan set forth by the Company. However, as the remaining period of the current three-year management plan is a single fiscal year ending on November 30, 2026, the initial Applicable Period shall encompass the four fiscal years beginning with the fiscal year ending November 30, 2026, through the fiscal year ending November 30, 2029 (the “Initial Applicable Period”) in alignment with the next three-year management plan.

(4) Trust period

The period shall be from May 2026 (slated) until the termination of the Trust (With no specific end date having been set, the Trust shall continue as long as the Plan remains in effect.).

The Plan shall be terminated in the event of the delisting of the Company’s shares, the abolition of the Stock Benefit Rules, or similar circumstances.

(5) Maximum amount of trust money contributed to the Trust as funds to acquire shares

On the condition that the introduction of the Plan is approved at this General Meeting of Shareholders, the Company shall contribute funds for acquisition of the Company's shares for delivery of the Company's Shares, etc. to the Directors, etc., under the Plan for the Initial Applicable Period. The maximum contribution amount shall be calculated by multiplying JPY 100 million per fiscal year (of which, JPY 50 million is allocated for Directors) by the number of fiscal years in the Applicable Period (a maximum of JPY 400 million for the Initial Applicable Period of four fiscal years, of which JPY 200 million is allocated for Directors)^(Note).

Furthermore, after the Initial Applicable Period and until termination of the Plan, the Company shall make additional contributions to the Trust for each subsequent Applicable Period. The maximum additional contribution per period shall be calculated by multiplying JPY 100 million per fiscal year (of which, JPY 50 million is allocated for Directors) by the number of fiscal years in the Applicable Period (a maximum of JPY 300 million for an Applicable Period of three fiscal years, of which JPY 150 million is allocated for Directors). However, when making such additional contributions, if there are any Company shares (Company shares equivalent to the number of points granted to the Directors, etc. during each of the Applicable Period inclusive of the Initial Applicable Period, excluding Company shares that have not yet been delivered to the Directors, etc.) and/or cash (such Company shares and cash collectively referred to as the "Remaining Shares, etc.") remaining in the trust assets as of the last day of the Applicable Period immediately preceding the relevant Applicable Period, the sum of the value of such Remaining Shares, etc., and the additionally contributed trust money shall not exceed the aforementioned amounts.

During any Applicable Period, including the Initial Applicable Period, the Company may entrust additional funds for acquisition of shares provided that the total amount contributed during the relevant Applicable Period shall not exceed the respective maximum amounts stated above.

Note: The funds that the Company will actually assign to the Trust shall be the sum of the estimated funds for acquisition of the Company's shares mentioned above, along with the estimated necessary expenses such as trust fees and trust administrator fees.

(6) Method for calculating and maximum of the Company's shares granted to the Directors, etc.

The Company shall grant to the Directors, etc., during each Applicable Period, fixed points calculated based on their positions as well as performance-linked points calculated based on their positions and performance attainment levels, in accordance with the Stock Benefit Rules. The total number of points granted for the Initial Applicable Period shall not exceed the number of points calculated by multiplying 40,000 points per fiscal year (of which, 20,000 points are allocated for Directors) by the number of fiscal years in the Applicable Period (160,000 points for the four fiscal years of the Initial Applicable Period, of which 80,000 points are allocated for Directors).

Furthermore, the number of points for each Applicable Period after the Initial Applicable Period shall not exceed the number of points calculated by multiplying 40,000 points per fiscal year (of which, 20,000 points are allocated for Directors) by the number of fiscal years in the Applicable Period (120,000 points for the three fiscal years of the Applicable Period, of which 60,000 points are allocated for Directors).

Points granted shall be converted into one of the Company's shares per point upon delivery of the Company's shares to the Directors, etc. (any fractional amount of less than one point shall be rounded down). However, in the event that a share split, allotment of shares without contribution, share consolidation, or similar action is implemented with respect to the Company's shares after this General Meeting of Shareholders has approved the Plan, the Company shall make reasonable adjustments to the conversion rate of the Company's shares per point based on the relevant ratio, etc.

(7) Method for acquiring the Company's shares through the Trust and maximum number of shares acquired

The acquisition of the Company's shares through the Trust shall be conducted through the stock market or by undertaking the disposal of the Company's treasury shares, not to exceed the maximum amount of cash to be contributed to the Trust as set forth in (5) above and the maximum number of shares (points) to be granted to Directors, etc., as set forth in (6) above. Details regarding the acquisition method shall be separately determined and disclosed by the Company following this General Meeting of Shareholders.

For the Initial Applicable Period, the Trust shall acquire, without delay after its establishment, a maximum of 160,000 shares (of which, 80,000 shares are allocated for Directors).

For each Applicable Period after the Initial Applicable Period, the Trust shall acquire a maximum of 120,000 shares (of which, 60,000 shares are allocated for Directors).

(8) Delivery of the Company's Shares, etc. to the Directors, etc.

In principle, when a Director, etc. retires or otherwise resigns and fulfills the beneficiary requirements stipulated in the Stock Benefit Rules, the Company's shares corresponding to the number of points granted to them up to that point shall be delivered following the beneficiary vesting procedures stipulated in the Stock Benefit Rules.

However, a certain portion of this shall be delivered as cash equivalent to the market value of the Company's shares in lieu of delivering the Company's shares, from the perspective of securing funds for tax payment. Furthermore, in situations such as the death of a Director, etc., or if a Director, etc., is deemed a non-resident of Japan due to an overseas assignment or similar circumstances, cash equivalent to the market value of the Company's shares shall be delivered exclusively, in lieu of delivering the Company's shares. Meanwhile, the Company's shares may be sold through the Trust to facilitate cash payments.

(9) Exercise of voting rights concerning the Company's shares in the Trust

The voting rights associated with the Company's shares held in the Trust (i.e., the Company's shares prior to their delivery to the Directors, etc., as set forth in (8) above) shall not be exercised under any circumstances during the trust period in order to ensure managerial neutrality.

(10) Treatment of dividends associated with the Company's shares held in the Trust

Dividends associated with the Company's shares held in the Trust shall be received by the Trust and allocated to funds for acquisition of the Company's shares, trust fees associated with the Trust, and other such purposes.

(11) Handling at the end of the trust period

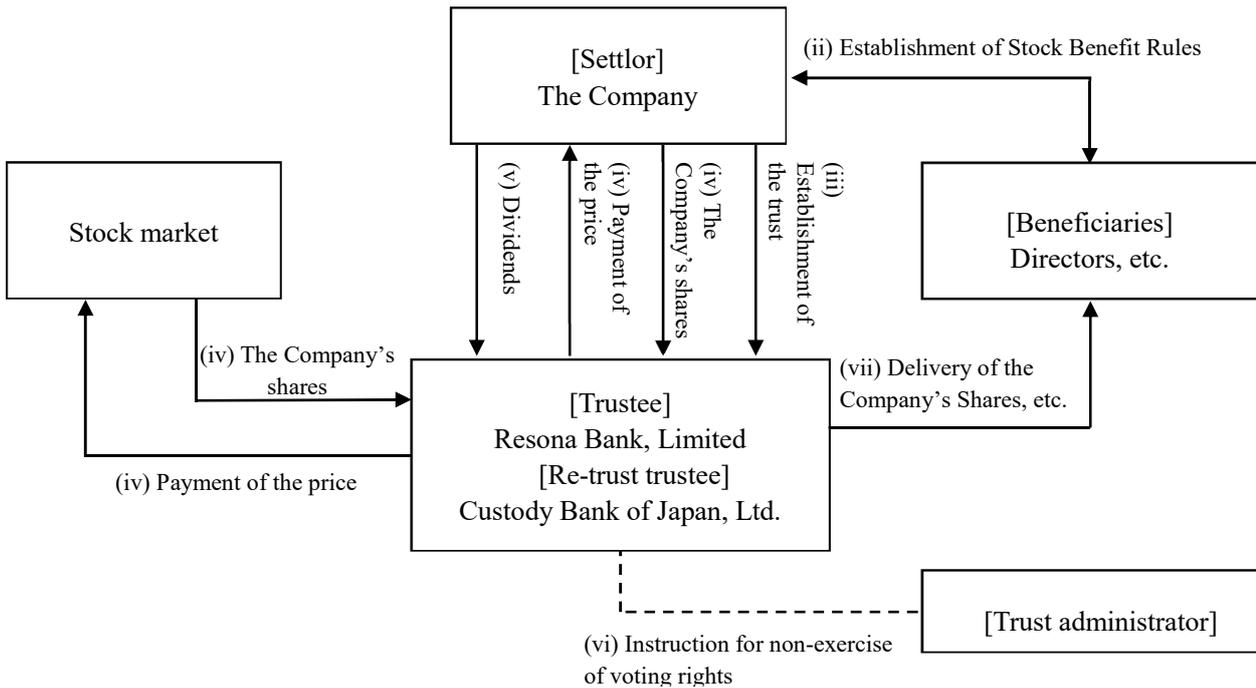
Upon termination of the Trust, any of the Company's shares among the remaining assets of the Trust are to be fully acquired by the Company without contribution and subsequently canceled by a resolution of the Board of Directors. Furthermore, any cash among the remaining assets of the Trust upon termination of the Trust is to be either: delivered on a pro-rata basis to the Directors, etc., in office at that time in accordance with their respective cumulative total number of points; or donated to a public interest corporation that has no interests with respect to the Directors, etc.

(12) Other details of the Plan

Other details pertaining to the Plan shall be determined by the Board of Directors on each occasion of establishing the Trust, amending the Trust Agreement, and making additional contributions to the Trust.

<Reference: Structure of the Plan>

(i) Resolution at the Company's General Meeting of Shareholders



- (i) The Company will obtain approval for a resolution regarding remuneration for Directors, etc., associated with the introduction of the Plan at this General Meeting of Shareholders.
- (ii) The Company will establish the Stock Benefit Rules associated with the delivery of the Company's shares, etc., under the Plan by resolution of the Board of Directors.
- (iii) The Company shall contribute cash within the scope approved at this General Meeting of Shareholders indicated in (i) above and establish a trust (the "Trust"), designating the individuals eligible under the Plan as beneficiary candidates. Furthermore, the Company may make additional contributions of cash within the scope approved at this General Meeting of Shareholders indicated in (i) above.
- (iv) The Trust will acquire the Company's shares from the Company (through disposal of treasury shares) or from the stock market, using the cash entrusted as indicated in (iii) above as its source of funds.
- (v) Dividends will be paid on the Company's shares held in the Trust, in the same manner as for other shares of the Company.
- (vi) The voting rights associated with the Company's shares held in the Trust may not be exercised under any circumstances during the trust period in order to ensure managerial neutrality.
- (vii) The Directors, etc. will be granted points based on their positions and performance attainment levels in accordance with the Stock Benefit Rules indicated in (ii) above. Those eligible who have satisfied certain beneficiary requirements stipulated under the Stock Benefit Rules on retirement, etc. are subject to delivery of the Company's Shares, etc. in a number corresponding to the cumulative points they have been granted.