

This represents an abridged translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.



Securities Code: 4620

June 2, 2023

Daisuke Kato

President

FUJIKURA KASEI CO., LTD.

20-7, Hasune 3-chome,

Itabashi-ku, Tokyo, Japan

Notice of Invitation to the 112th Ordinary General Meeting of Shareholders

To our shareholders:

We are pleased to announce the 112th Ordinary General Meeting of Shareholders of FUJIKURA KASEI CO., LTD. (hereinafter “the Company”) which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access the websites by using the internet address shown below to review the information.

[The Company’s website]

<http://www.fkkasei.co.jp> (in Japanese)

(From the above website, select “Investor Relations,” and then “IR reference site,” and “General Meeting of Shareholders” from the menu.)

[TSE website (Listed Company Search)]

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

(Access the TSE website by using the internet address shown above, enter “FUJIKURA KASEI” in “Issue name (company name)” or the Company’s securities code “4620” in “Code,” and click “Search.” 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].”)

If you do not plan to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing prior to the meeting, please review the attached Reference Document for the General Meeting of Shareholders, and exercise your voting rights by June 26, 2023 (Monday), 5:00 p.m. (JST).
[Exercise of voting rights via the Internet, etc.]

Please access the dedicated website for exercising voting rights (<https://www.web54.net>) (in Japanese) and enter your approval or disapproval for each proposal by the voting deadline indicated above.

[Exercise of voting rights in writing]

Please indicate your approval or disapproval of each proposal on the voting form, and return it to us to arrive by the voting deadline indicated above.

- 1. Date and time:** June 27, 2023 (Tuesday) at 10:00 a.m. (JST) (reception desk opens at 9:00 a.m.)
- 2. Place:** SUMITOMO FUDOSAN ONARIMON TOWER BLDG. Bellesalle
Onarimon Tower 3F
1-1, Shiba-Koen 1-chome, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit & Supervisory Committee on the audit results of the consolidated financial statements for the Company's 112th business year (from April 1, 2022 to March 31, 2023).
2. Details of the non-consolidated financial statements for the Company's 112th business year (from April 1, 2022 to March 31, 2023).

Matters to be resolved:

- | | |
|--------------------------------|--|
| 1st Proposal | Appropriation of surplus |
| 2nd Proposal | Election of ten (10) Directors who are not Audit & Supervisory Committee Members |
| 3rd Proposal | Election of four (4) Directors who are Audit & Supervisory Committee Members |
| 4th Proposal | Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member |

To shareholders attending the meeting in person

1. If attending the meeting in person, please submit the voting form to the reception desk at the meeting hall without detaching from the rest of the form.
2. If attending the meeting by proxy, in addition to submitting the voting form, the proxy must submit a letter to certify the right of proxy to the reception desk at the meeting hall.
(The Articles of Incorporation of the Company state that a person who can be appointed as a proxy is limited to one shareholder of the Company who is entitled to exercise voting rights.)
3. **The date, time, place, and other details of the General Meeting of Shareholders is subject to change due to various reasons. If there are any changes to its operation, they will be posted on the Company's website (<http://www.fkkasei.co.jp>) (in Japanese), so please check the website prior to attending.**

To shareholders exercising voting rights in writing

If you choose not to attend the meeting in person and exercise voting rights in writing, please note the following when indicating your approval or disapproval for the proposal.

1. You must use the voting form.
2. If you do not indicate your approval or disapproval for a proposal, your vote will be treated as an approval for the proposal.

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1. In the event of any modification to the matters for which measures for providing information in electronic format are to be taken, a statement to that effect, the matters before the modification and the matters after the modification will be posted on the respective websites where the information is posted.
 2. The Company will also send a document stating the matters for which measures for providing information in electronic format are to be taken to shareholders who have requested the document. However, document excludes the “Corporate Structure and Policies” in the Business Report, the “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements and the “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements, in accordance with laws and regulations and Article 16, Paragraph 2, of the Company's Articles of Incorporation. Accordingly, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in this document are a part of the target documents audited by the accounting auditors in preparing the Accounting Audit Report and by the Audit & Supervisory Committee in preparing its Audit Report.
 3. If attending the meeting in person, please submit the voting form to the reception desk at the meeting hall.

Reference Document for the General Meeting of Shareholders

Proposals and Reference

1st Proposal Appropriation of surplus

The Company's 11th Medium-term Management Plan calls for a total return ratio of 70% or more through FY2025. Unfortunately, however, we recorded a level of profit in our operating results that does not allow us increase our dividend payment based on that target.

Additionally in the Medium-term Management Plan, our policy is to respond to the trust of our shareholders by maintaining an annual dividend of ¥16 per share or more, and we propose payment of a year-end dividend for the fiscal year under review as follows.

1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
¥8 per share of common stock of the Company Total amount: ¥246,633,312
Including the interim dividend, the annual dividend shall be ¥16 per share.
2. Effective date for dividends from surplus
June 28, 2023

2nd Proposal Election of ten (10) Directors who are not Audit & Supervisory Committee Members

The terms of office of all nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee Members; the same applies in the rest of this Proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to strengthen the management structure, the Company proposes to increase the number of Directors by one (1) and to elect ten (10) Directors.

This proposal was investigated by the Audit & Supervisory Committee, who expressed the opinion that all of the candidates are qualified as Director.

This proposal has been decided by the Board of Directors after deliberation and report by the Nomination and Compensation Committee, voluntarily established by the Company and which is composed of three (3) Directors, including two (2) independent directors.

The candidates for Director are as follows.

Candidate No.	Name	Positions and responsibilities at the Company	
1	Daisuke Kato	President	[Reelection]
2	Hisashi Kajiwara	Senior Vice President and Division Director of Architectural Coatings Division; In charge of Affiliates (three sales companies in the architectural coating business)	[Reelection]
3	Masahiro Takano	Executive Director and Branch Manager of Sano Plant; In charge of Environment & Safety Department and Export Administration Office	[Reelection]
4	Satoshi Watanabe	Executive Director and Division Director of Electronics Materials Division In charge of Affiliates (synthetic resin business)	[Reelection]
5	Hitoshi Kawaguchi	Executive Director and Division Director of Coatings for Plastics Division; In charge of Affiliates (overseas)	[Reelection]
6	Susumu Kurihara	Executive Director and Division Director of Administrative Headquarters; In charge of Corporate Auditing Office, Sustainability Promotion Department and Affiliates (Domestic)	[Reelection]
7	Toyohiro Tsuchiya	Manager of Accounting Department of Administrative Headquarters	[New Candidate]
8	Takahiro Ishii	Manager of Marketing Department of Electronics Materials Division	[New Candidate]
9	Osamu Tanaka	Outside Director	[Reelection] [Outside Director] [Independent Director]
10	Yoichi Nagahama	Outside Director	[Reelection] [Outside Director] [Independent Director]

[New Candidate]: New candidate for Director

[Reelection]: Candidate to be reelected for Director

[Outside Director]: Candidate for Outside Director

[Independent Director]: Candidate for Independent Director

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Daisuke Kato (May 1, 1954) Male [Reelection]	April 1977	Joined the Company	48,900
		April 2000	Manager of Marketing Department, Coatings for Plastics Division of the Company	
June 2005		Executive Director and Division Director of Coatings for Plastics Division of the Company		
July 2009		Executive Director of the Company President of Red Spot Paint & Varnish Co., Inc.		
June 2012		Senior Vice President and Division Director of Electronics Materials Division of the Company		
April 2013 to present		President of the Company		
Reasons for nomination as a candidate for Director Mr. Daisuke Kato has led the management of the Group since assuming the position of President of the Company in 2013. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
2	Hisashi Kajiwara (October 7, 1959) Male [Reelection]	April 1982	Joined the Company	35,100
		April 2004	Branch Manager of Nagoya Branch, Coatings for Plastics Division of the Company	
July 2007		Assistant Division Manager of Coatings for Plastics Division and Branch Manager of Nagoya Branch of the Company		
June 2009		Executive Director and Division Director of Coatings for Plastics Division of the Company		
June 2021 to present		Senior Vice President and Division Director of Architectural Coatings Division of the Company		
(Area of Responsibility) Division Director of Architectural Coatings Division, in charge of Affiliates (three sales companies in the architectural coating business)				
Reasons for nomination as a candidate for Director Mr. Hisashi Kajiwara is in charge of architectural coatings as the Division Director of the Architectural Coatings Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
3	Masahiro Takano (May 1, 1958) Male [Reelection]	<p>April 1982 Joined the Company</p> <p>April 2008 Manager of Research & Development Department, Architectural Coatings Division of the Company</p> <p>July 2010 Manager of Production Department, Architectural Coatings Division of the Company</p> <p>July 2012 Assistant Division Manager of Architectural Coatings Division and Manager of Research & Development Department of the Company</p> <p>June 2013 Executive Director and Division Director of Architectural Coatings Division of the Company</p> <p>June 2021 to present Executive Director and Branch Manager of Sano Plant of the Company (Area of Responsibility) Branch Manager of Sano Plant, in charge of Environment & Safety Department and Export Administration Office</p>	26,100
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Masahiro Takano is in charge of production as the Branch Manager of Sano Plant of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</p>			
4	Satoshi Watanabe (July 16, 1959) Male [Reelection]	<p>April 1984 Joined the Company</p> <p>July 2007 Manager of Research & Development Department, Electronics Materials Division of the Company</p> <p>July 2013 Manager of Research & Development Department, Electronics Materials Division and Manager of Electronics Materials Production Department of the Company</p> <p>April 2014 Manager of Research & Development Department, Electronics Materials Division of the Company</p> <p>June 2015 to present Executive Director and Division Director of Electronics Materials Division of the Company (Area of Responsibility) Division Director of Electronics Materials Division, in charge of Affiliates (synthetic resin business)</p>	20,000
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Satoshi Watanabe is in charge of electronics materials as the Division Director of the Electronics Materials Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</p>			

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
5	Hitoshi Kawaguchi (January 30, 1967) Male [Reelection]	<p>April 1991 Joined the Company</p> <p>January 2011 Manager of International Business Strategy Office of the Company</p> <p>April 2012 Manager of International Business Strategy Department of the Company</p> <p>July 2012 Assistant Division Manager of Coatings for Plastics Division and Manager of International Business Strategy Department of the Company</p> <p>January 2014 Assistant Division Manager of Coatings for Plastics Division and Manager of ASEAN Regional Headquarters of the Company</p> <p>July 2016 Assistant Division Manager of Coatings for Plastics Division and Manager of ASEAN & INDIA Regional Headquarters of the Company</p> <p>June 2021 to Executive Director and Division Director of present Coatings for Plastics Division of the Company</p> <p>(Area of Responsibility) Division Director of Coatings for Plastics Division, in charge of Affiliates (Overseas) (Significant Concurrent Positions) President of Chukyo Paint Service Co., Ltd. Board Chairman of Fujikura Kasei Coating (Tianjin) Co., Ltd. Board Chairman of Fujikura Kasei (Foshan) Coating Co., Ltd. Board Chairman of Shanghai Fujikura Kasei Coating Co., Ltd. Director of Fujikura Kasei (Thailand) Co., Ltd.</p>	14,700
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Hitoshi Kawaguchi has been involved in coatings for plastics and overseas business departments of the Company for many years, and he has a wide range of knowledge and extensive experience. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</p>			

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
6	Susumu Kurihara (July 12, 1968) Male [Reelection]	April 1991 July 2012	Joined the Company Manager of Accounting Department, Administrative Headquarters, and Manager of Management Accounting Section of the Company	21,700
		April 2015 October 2016 July 2017 June 2021 to present (Area of Responsibility) Division Director of Administrative Headquarters, in charge of Corporate Auditing Office, Sustainability Promotion Department and Affiliates (Domestic)	Manager of Administrative Department and Manager of Corporate Planning Section, Administrative Headquarters of the Company Assistant Division Manager of Administrative Headquarters, Manager of Administrative Department and Manager of Corporate Planning Section of the Company Assistant Division Manager of Administrative Headquarters and Manager of Administrative Department of the Company Executive Director and Division Director of Administrative Headquarters of the Company	
Reasons for nomination as a candidate for Director Mr. Susumu Kurihara has been involved in accounting and administration of the Company for many years, and he has a wide range of knowledge and extensive experience. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
7	Toyohiro Tsuchiya (November 26, 1967) Male [New Candidate]	October 1997 April 2001 April 2004	Joined Chuo Audit Corporation (present PricewaterhouseCoopers Aarata LLC) Registered as a certified public accountant PricewaterhouseCoopers Legal & Tax Consultants Ltd./Thailand	2,400
		October 2016 April 2018 to present (Area of Responsibility) Manager of Accounting Department of Administrative Headquarters	Joined the Company Manager of Accounting Department of Administrative Headquarters of the Company	
Reasons for nomination as a candidate for Director Mr. Toyohiro Tsuchiya is a certified public accountant, and in addition to his considerable knowledge of finance and accounting, he has extensive knowledge and a wealth of experience in consulting work in Japan and abroad. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
8	Takahiro Ishii (January 9, 1971) Male [New Candidate]	April 1993 October 2002	Joined the Company Head of Shanghai Representative Office, Electronics Materials Division of the Company	1,400
		July 2010 July 2013 to present (Area of Responsibility) Manager of Marketing Department of Electronics Materials Division	Manager of Sales Section, Marketing Department, Electronics Materials Division and Manager of China Branch Office of the Company Manager of Marketing Department of Electronics Materials Division of the Company	
Reasons for nomination as a candidate for Director Mr. Takahiro Ishii has been involved in the Electronics Materials Division of the Company for many years, and he has a wide range of knowledge and extensive experience. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
9	Osamu Tanaka (August 12, 1952) Male [Reelection] [Outside Director] [Independent Director]	April 1980 June 2007 June 2015 to present	Registered as an attorney (Daiichi Tokyo Bar Association) Outside Audit & Supervisory Board Member of the Company Outside Director of the Company	17,200
		Reasons for nomination as a candidate for Outside Director and expected roles Mr. Osamu Tanaka possesses expert knowledge, experience, etc., gained as an attorney. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions from a compliance perspective concerning the general management of the Group. If he is elected, we expect that he will be involved from an objective and neutral standpoint in the selection of candidates for officers and in decisions on compensation for officers and other matters as a member of the Nomination and Compensation Committee, a voluntary advisory body to the Board of Directors. The Company judges that although Mr. Osamu Tanaka has no experience in participating in the management of companies other than serving as outside officer, he will be able to execute the duties of Outside Director adequately because of the above reasons.		

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
10	Yoichi Nagahama (January 1, 1950) Male [Reelection] [Outside Director] [Independent Director]	<p>April 1973 Joined Fujikura Electric Wire Corporation (present Fujikura Ltd.)</p> <p>July 1999 Manager of Accounting Department of Fujikura Ltd.</p> <p>June 2003 Member of the Board of Fujikura Ltd.</p> <p>April 2005 Member of the Board and Manager of Management Planning Office of Fujikura Ltd.</p> <p>April 2006 Member of the Board and Managing Executive Officer, Manager of Corporate Planning Office of Fujikura Ltd.</p> <p>April 2009 President & CEO & Representative Director of Fujikura Ltd.</p> <p>April 2014 President & CEO & Representative Director and Chief of the Power & Telecommunication Systems Company of Fujikura Ltd.</p> <p>April 2016 Chairman & Representative Director of Fujikura Ltd.</p> <p>June 2018 Advisor of Fujikura Ltd.</p> <p>June 2019 to present Outside Director of the Company</p> <p>August 2019 to present Outside Director of FUJIKURA COMPOSITES Inc.</p> <p>April 2020 to present Honorary Advisor of Fujikura Ltd.</p> <p>(Significant Concurrent Position) Outside Director of FUJIKURA COMPOSITES Inc.</p>	1,000
<p>Reasons for nomination as a candidate for Outside Director and expected roles</p> <p>Mr. Yoichi Nagahama served as President & CEO & Representative Director at Fujikura Ltd. He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.</p>			

Notes:

1. Mr. Osamu Tanaka and Mr. Yoichi Nagahama are candidates for Outside Directors.
2. Mr. Osamu Tanaka belongs to Abe & Tanaka Law Offices. Although the Company has entered into the legal advisory contracts with Abe & Tanaka Law Offices, the remuneration amount is less than 5 million yen per annum.
Mr. Osamu Tanaka will have served as Outside Director of the Company for eight years upon the conclusion of this General Meeting of Shareholders.
3. On August 31, 2018 it was disclosed that cases of impropriety related to the quality control of a portion of products were found to exist at Fujikura Ltd., where Mr. Yoichi Nagahama served as President & CEO & Representative Director and Chairman & Representative Director.
Mr. Yoichi Nagahama will have served as Outside Director of the Company for four years upon the conclusion of this General Meeting of Shareholders.
4. The other candidates do not have any special interest with the Company.
5. The Company entered into agreements with Mr. Osamu Tanaka and Mr. Yoichi Nagahama to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are reelected, the Company will continue the said agreements.
6. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured

person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. The insured shall bear an amount equivalent to the premiums (approximately 10% of the premiums), which is the portion of the insurance policy that covers the special clause for the security for shareholders' representative suits.

If this proposal is approved as originally proposed and each candidate becomes a Director, each candidate will become an insured person under said insurance contract.

The Company plans to renew said insurance contract with the same details during the term of office.

7. Mr. Osamu Tanaka and Mr. Yoichi Nagahama have been designated as independent directors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.

If they are reelected, the Company will continue to designate them as independent directors.

8. The name of Mr. Takahiro Ishii in the family register is Takahiro Takahashi.

3rd Proposal Election of four (4) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to strengthen the management structure, the Company proposes to increase the number of Outside Directors by one (1) and to elect four (4) Directors who are Audit & Supervisory Committee Members.

This proposal was decided by the Board of Directors after deliberation and report by the Nomination and Compensation Committee, which is composed of three (3) directors, including two (2) independent directors, established voluntarily by the Company, and the consent of the Audit & Supervisory Committee has been obtained.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
1	Hiroaki Watanabe (December 26, 1954) Male [New Candidate]	<p>April 1981 Joined the Company</p> <p>July 2003 Manager of Research & Development Department, Electronics Materials Division of the Company</p> <p>July 2007 Manager of Electronics Materials Production Department, Electronics Materials Division of the Company</p> <p>October 2010 Assistant Division Manager of Electronics Materials Division and Manager of Electronics Materials Production Department of the Company</p> <p>June 2013 Executive Director and Division Director of Electronics Materials Division of the Company</p> <p>June 2015 Executive Director and Branch Manager of Sano Plant of the Company</p> <p>June 2021 to present Senior Vice President and Branch Manager of Washinomiya R&D Center, and Division Director of Polymers & Resins Division of the Company</p>	26,900
<p>Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member</p> <p>Mr. Hiroaki Watanabe has served in the Company's R&D, manufacturing, and quality assurance departments, and has extensive knowledge and experience in the overall management of the Group. We propose that he be elected as a Director who is an Audit & Supervisory Committee Member because, based on this knowledge and experience, we expect he can appropriately perform his duties as a Director who is an Audit & Supervisory Committee Member of the Company.</p>			

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
2	Mitsuyoshi Naka (October 20, 1951) Male [Reelection] [Outside Director] [Independent Director]	April 1975	Joined Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.)	0
		June 2002 April 2008 June 2009 April 2016 June 2019 to present	Director of Fujikura Rubber Ltd. Representative Director and President of Fujikura Rubber Ltd. Outside Audit & Supervisory Board Member of the Company Director and Executive Advisor of Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.) Outside Director (Audit & Supervisory Committee Member) of the Company	
Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles Mr. Mitsuyoshi Naka served as Representative Director and President of Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.). He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.				
3	Takashi Watanabe (August 13, 1948) Male [Reelection] [Outside Director] [Independent Director]	September 1973	Joined Chiyoda Audit Corporation	12,700
		August 1983 October 1984 to present June 2005 June 2019 to present	Registered as a certified public accountant Head of Takashi Watanabe Certified Public Accountant Office Outside Audit & Supervisory Board Member of the Company Outside Director (Audit & Supervisory Committee Member) of the Company	
Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles Mr. Takashi Watanabe is qualified as a certified public accountant and possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group. If he is elected, we expect that he will be involved from an objective and neutral standpoint in the selection of candidates for officers and in decisions on compensation for officers and other matters as a member of the Nomination and Compensation Committee, a voluntary advisory body to the Board of Directors. The Company judges that although Mr. Takashi Watanabe has no experience in participating in the management of companies other than serving as outside officer, he will be able to execute the duties of Outside Director who is an Audit & Supervisory Committee Member adequately because of the above reasons.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
	Tomoko Senoo (June 7, 1969) Female [New Candidate] [Outside Director] [Independent Director]	February 2010 Joined GYOSEI & CO. September 2013 Registered as a certified public accountant April 2022 to present Director of Gyosei Consulting Co.,Ltd.	0
4	<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles</p> <p>Ms. Tomoko Senoo is a certified public accountant and has considerable knowledge of finance and accounting and extensive experience as a certified public accountant and consultant. We propose that she be elected as Director who is an Audit & Supervisory Committee Member because, based on her knowledge and experience, we expect she can contribute to the Group's sustainable growth and to boosting corporate value.</p> <p>The Company judges that although Ms. Tomoko Senoo has no experience in participating in the management of companies other than serving as outside officer, she will be able to execute the duties of Outside Director who is an Audit & Supervisory Committee Member adequately because of the above reasons.</p>		

Notes:

1. Mr. Mitsuyoshi Naka, Mr. Takashi Watanabe, and Ms. Tomoko Senoo are candidates for Outside Directors who are Audit & Supervisory Committee Members.
2. Mr. Mitsuyoshi Naka does not have any special interest with the Company.
Mr. Mitsuyoshi Naka will have served as Outside Director who is an Audit & Supervisory Committee Member of the Company for four years upon the conclusion of this General Meeting of Shareholders.
3. Mr. Takashi Watanabe does not have any special interest with the Company.
Mr. Takashi Watanabe will have served as Outside Director who is an Audit & Supervisory Committee Member of the Company for four years upon the conclusion of this General Meeting of Shareholders.
4. Ms. Tomoko Senoo does not have any special interest with the Company.
5. The Company entered into agreements with Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are reelected, the Company will continue the said agreements. In addition, if the election of Ms. Tomoko Senoo is approved, the Company plans to enter into the said agreement with her as well.
6. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. The insured shall bear an amount equivalent to the premiums (approximately 10% of the premiums), which is the portion of the insurance policy that covers the special clause for the security for shareholders' representative suits.
If this Proposal is approved as originally proposed and each candidate becomes a Director who is an Audit & Supervisory Committee Member, each candidate will become an insured person under said insurance contract. The Company plans to renew said insurance contract with the same details during the term of office.
7. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe have been designated as independent directors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange. If they are reelected, the Company will continue to designate them as independent directors. Ms. Tomoko Senoo also meets the requirements for an independent director as stipulated by the Tokyo Stock Exchange, and if her appointment is approved, she will be designated as an independent director.

4th Proposal Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member

As a provision against the possibility of the number of Audit & Supervisory Committee Members falling below the number prescribed in laws and regulations, the Company proposes one (1) nominee for the post of Substitute Director who is an Audit & Supervisory Committee Member. The appointment of a Substitute Director who is an Audit & Supervisory Committee Member will be effective until the start of the Ordinary General Meeting of Shareholders for the last business year ending within two years after the appointment.

This proposal was decided by the Board of Directors after deliberation and report by the Nomination and Compensation Committee, which is composed of three (3) directors, including two (2) independent directors, established voluntarily by the Company, and the consent of the Audit & Supervisory Committee has been obtained.

The candidate for Substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of Birth)	Career Summary (Significant Concurrent Positions)	Ownership of the Company's Shares
Hiroshi Miyagawa (November 23, 1953) Male [Outside Director] [Independent Director]	October 1976 Joined Chiyoda Audit Corporation February 1981 Registered as a certified public accountant January 1988 Registered as a certified tax accountant January 1988 President of Miyagawa CPA and CTA Office to present	0
<p>Reasons for nomination as a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles</p> <p>Mr. Hiroshi Miyagawa is qualified as a certified public accountant and certified tax accountant. He possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Substitute Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Company by offering opinions concerning the general management of the Company.</p> <p>Although Mr. Hiroshi Miyagawa has never been involved in corporate management, the Company has judged that he can appropriately perform his duties as an Outside Director who is an Audit & Supervisory Committee Member for the above reasons.</p>		

Notes:

1. Mr. Hiroshi Miyagawa does not have any special interest with the Company.
2. Mr. Hiroshi Miyagawa is a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member.
3. If Mr. Hiroshi Miyagawa assumes the position of Outside Director who is an Audit & Supervisory Committee Member, the Company plans to enter into an agreement to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on this agreement shall be the amount prescribed in laws and regulations.
4. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. The insured shall bear an amount equivalent to the premiums (approximately 10% of the premiums), which is the portion of the insurance policy that covers the special clause for the security for shareholders' representative suits.
If this Proposal is approved as originally proposed and Mr. Hiroshi Miyagawa becomes a Director who is an Audit & Supervisory Committee Member, he will become an insured person under said insurance contract.

The Company plans to renew said insurance contract with the same details during the term of office.

5. If the election of Mr. Hiroshi Miyagawa is approved and he assumes office, the Company intends to designate him as an independent director in accordance with the provisions of the Tokyo Stock Exchange, and provide notification thereof to the aforementioned stock exchange.

(Reference) Skill matrix of the Board of Directors

Name	Corporate management	Business strategy	Technology/ manu- facturing	Global leadership	Financial/ accounting	Legal affairs/ compliance	Other industry insights	ESG/ social contribution
Daisuke Kato	○	○		○				
Hisashi Kajiwara	○	○		○				
Masahiro Takano		○	○					○
Satoshi Watanabe		○	○					○
Hitoshi Kawaguchi		○		○				
Susumu Kurihara		○			○	○		
Toyohiro Tsuchiya				○	○	○		
Takahiro Ishii		○		○				
Osamu Tanaka						○	○	
Yoichi Nagahama	○	○			○			
Hiroaki Watanabe	○					○		○
Mitsuyoshi Naka	○	○					○	
Takashi Watanabe					○		○	
Tomoko Senoo					○		○	

Note: The three greatest areas of expectations for each candidate for Director is indicated.

Reasons for adopting skill categories

Corporate management/business strategy: Management experience and achievements in companies are required. In addition, skills and knowledge in formulating growth strategies are required to enhance the Company's corporate value.

Technology/manufacturing: Skills and expertise in developing new technologies and manufacturing products that are friendly to people and the environment are required.

Global leadership: In order to maximize the results of our global expansion, the candidate must have experience as a representative of an overseas subsidiary or equivalent, and skills and knowledge in overseas business management.

Financial/accounting: In order to maximize corporate value through efficient management of the Company's capital, the candidate must have the skills and knowledge to formulate appropriate financial and capital strategies to build a solid financial base, promote investment for growth, and enhance shareholder returns.

Legal affairs/compliance: Skills and expertise in the areas of legal affairs and risk management are needed to improve the effectiveness of management oversight throughout the Group.

Other industry insights: It is necessary from the perspective of diversity to obtain knowledge beyond the boundaries of companies and organizations by listening to the opinions of people with knowledge in other industries.

ESG/social contribution: Further improvement of skills and insights in these areas are required.

End