

## UBE INDUSTRIES, LTD.

### Notice of the 114th Ordinary General Meeting of Shareholders

**This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.**

June 11, 2020

Dear Shareholder:

You are cordially invited to attend the 114th Ordinary General Meeting of Shareholders of Ube Industries, Ltd., to be held in **the conference room, 3rd floor, Ube Kosan Building**, 8-1, Aioicho, Ube City, Japan on **June 26, 2020 at 10 o'clock in the morning**.

Inflection of the novel coronavirus disease (COVID-19) is spreading in Japan. You are firmly requested to exercise your voting rights in writing or via the Internet, and to refrain from coming to the meeting. Please review the accompanying reference documents at the 114th General Meeting of Shareholders below and exercise your voting rights, with reference to Voting Information as described on page 5 and 6 below.

We ask you to take actions to prevent the spread of infection by wearing masks and attend after confirming the infection status and your physical condition at the time of the General Meeting of Shareholders. In addition, we ask for your cooperation as we may take measures to prevent the spread of infection at the venue of the General Meeting of Shareholders.

Sincerely,

Masato Izumihara  
President and Representative Director  
Ube Industries, Ltd.  
1978-96, O-Aza Kogushi,  
Ube-shi, Yamaguchi-ken  
755-8633,  
Japan

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#### Notes :

- (1) If attending the meeting in person, please remember to bring the Voting Card enclosed with these materials and hand it to a receptionist. The reception for the meeting starts at 9:00 a.m.
- (2) Any revisions to the reference documents for the Ordinary General Meeting of Shareholders, Annual Business Reports, Consolidated Account Documents, and Non-Consolidated Account Documents shall be posted on the Company's website at <http://www.ube.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

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**Notes:**

- 1. DATE and TIME** 10:00 a.m. Friday June 26, 2020
- 2. PLACE** The conference room, 3rd floor, Ube Kosan Building  
8-1, Aioicho, Ube City, Japan

**3. OBJECTIVES OF THE MEETING:**

**MATTERS TO BE REPORTED:**

1. Reports on the Annual Reports, and the Consolidated Account Documents for 114th fiscal year (from April 1, 2019 to March 31, 2020) as well as the Audit Reports on Consolidated Account Documents by Independent Auditors and the Audit and Supervisory Committee
2. Reports on the Non-Consolidated Account Documents for 114th fiscal year (from April 1, 2019 to March 31, 2020)

**PROPOSALS :**

- Proposal 1: Disposition of Retained Earning
- Proposal 2: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3: Election of one substitute Director who is an Audit and Supervisory Committee Member

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**Notes for disclosure of Company's information through internet :**

The following items are not contained within the documentation accompanying this Notice of the 114th Ordinary General Meeting of Shareholders. In accordance with relevant laws and regulations and with Article 16 of the Company's Articles of Incorporation, this information has been published separately on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

- ① Matters related to the Stock Acquisition Rights, etc.
- ② Consolidated Statements of Changes in Net Assets and Tables of Explanatory Notes on Consolidated Financial Statements
- ③ Non-Consolidated Statements of Changes in Net Assets and Tables of Explanatory Notes on Non-Consolidated Financial Statements

The Reports on the Annual Reports, The Consolidated Financial Statements and Non-Consolidated Financial Statements which have been audited by Audit and Supervisory Committee shall include not only the attached documents of this Notice of the 114th Ordinary General Meeting of Shareholders, but also the No. ①, ② and ③ of the items mentioned above, which published on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

The Consolidated Account Documents and Non-Consolidated Account Documents which have been audited by Independent Auditor shall include not only the attached documents of this Notice of the 113th Ordinary General Meeting of Shareholders, but also the No. ② and ③ of the items mentioned above, which published on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

**Notes for notice of Resolution of General Meeting of Shareholders :**

Please be advised that a written notice of the resolutions at General Meeting of Shareholders will no longer be sent to shareholders for resource-saving, instead, it will be posted on the Company's website above after the meeting.

End of document

## Guide to the Exercise of the Voting Rights

You may exercise your voting rights by following three methods.

### 1. Attending the General Meeting of Shareholders

If you attend the General Meeting of Shareholders to exercise your voting right, please submit the enclosed Voting Card at the reception . In order to conserve resources, please bring this Notice with you to the meeting place.

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Meeting of Shareholders as your delegate. In such case, a Power of Attorney will need to be submitted in accordance with the provisions of the Article of Incorporation.

We sincerely ask you to come to the meeting place a little early as the reception will be extremely crowded immediately before the opening of the meeting..

Date and Time of the General Meeting of Shareholders	<b>10:00 a.m. Friday June 26, 2020</b> (The reception is scheduled to open at 9:00 a.m.)
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### 2. In case of not Attending the General Meeting of Shareholders

#### (1) Exercising the Voting Rights by Mail

If you exercise your voting right by mail, please indicate your approval or disapproval of each of the proposals in the space provided on the enclosed Voting Card, affix your signature or registered seal, and return the Voting Card to the Company.

Proposal 1 & 3	
If you approve : Mark the ○ in the box marked “賛”	If you disapprove : Mark the ○ in the box marked “否”

Proposal 2		
For all candidates		If you selectively certain candidates: Mark the ○ in the box “賛” and write the number of each candidate you choose to veto.
If you approve : Mark the ○ in the box marked “賛”	If you disapprove : Mark the ○ in the box marked “否”	

Exercise Due Date	<b>Received by 5:30 p.m., Thursday June 25, 2020</b> (Japan Time)
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#### (2). Exercising the Voting Rights via Internet

If you exercise your voting right via Internet, Please access the Company’s designated the Voting Web Site (<http://www.evotet.tr.mufg.jp/>) to exercise your voting rights online, and enter your vote of approval or disapproval for each proposal by following on-screen guidance.

For details, please follow the the instructions on page 5 below.

Exercise Due Date	<b>Input by 5:30 p.m., Thursday June 25, 2020</b> (Japan Time)
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[For Institutional Investors]

Nominal shareholders such as trust banks acting as administrator (including standing proxies) can also use the electronic voting platform as an electromagnetic means to exercise their voting rights at the General Meeting of Shareholders of the Company. in addition to the exercising of

# Guide to the Exercise of the Voting Rights via Internet

## Voting Procedure

(1) For Smartphone user (scanning QR code\*)

You can simply login to the voting web site for exercising voting rights without entering your “Login ID” and “Temporary Password” printed on the Voting Card.

- (i) Please scan QR Code located on the right side of Voting Card
- (ii) Please cast your vote by following the directions on the screen.

\* “QR code” is a registered or unregistered trade mark of DENSO WAVE INCORPORATED.

**Note you can login to the website only once by using QR Code.**

If you wish to access to the voting web site once again, please login to the web site in accordance with the following instruction

(2) Entering Login ID and Temporary Password (the use of Voting Web Site)

## Voting Web Site

Voting web site designated by the Company : <http://www.evote.tr.mufg.jp/>

- (i) Once you have accessed the Voting Web Site (<http://www.evote.tr.mufg.jp/>), click the “Next Screen”.
- (ii) Please enter your “Login ID” and “Temporary Password” shown on the bottom right of the your Voting card, then click the “Login”.
- (iii) Please enter your “Present Password”, “New Password” and “New Password” (for confirmation), then click the “Send”.
- (iv) Please cast your vote by following the directions on the screen.

### Note : Voting Right Exercised in Plural Times

- (i) Please be noted in case that a voting right is exercised in both by mail and internet, only internet voting is treated as effective voting.
- (ii) In case that a voting right is exercised by internet more than one time, last voting is treated as effective voting.

### Note : Cost of Access to Voting Web Site

Any cost incurred in accessing to voting web site (such as internet access charge and phone charge) shall be borne and paid by shareholders. Packet communication charge and other charge incurred to use of a cell phone shall also be borne and paid by shareholders.

### CONTACT ON SYSTEM INFORMATION

Help Desk : Security Agency, Mitsubishi UFJ Trust & Banking Corporation  
Tel 0120-173-027 (9:00 – 21:00, toll free) (Japan Time)

# Reference Documents for Ordinary General Meeting of Shareholders

Proposals and Related Matters:

## **Proposal 1: Disposition of Retained Earning**

The Company proposes to distribute the year-end dividend for this fiscal year as stated below, carefully considering our business performance for this fiscal year and future business development in a comprehensive manner.

- (1) Type of Dividend: Cash
- (2) Appropriation of Dividends to Shareholders and Total Amount of Dividend:  
¥45 per common share  
Total amount ¥4,559,345,775
- (3) Effective Date of the Distribution of the Year-End Dividend: June 29, 2020

**Proposal 2: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members).**

The term of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this Ordinary General Meeting of Shareholders in accordance with Article 20 of the Article of Incorporation. Accordingly, shareholders are requested to elect six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) .

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) positions are as follows:

Candidate No.	Name (Age)	Title, and Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Attendance at the meetings of Board of Directors in 113th fiscal year	Years in office (at the close of this Ordinary General Meeting of Shareholders)
1	Yuzuru Yamamoto	Chairman of the Board of Directors	<Re-elected> 14/14 100%	7 years
2	Masato Izumihara	President & Representative Director, President & Executive Officer, CEO, Company President of Chemicals Company	<Re-elected> 14/14 100%	2 years
3	Makoto Koyama	Representative Director, Senior Managing Executive Officer, Company President of Cement & Construction Materials Company	<Re-elected> 11/11 100%	1 year
4	Masayuki Fujii	Managing Executive Officer, CFO, with responsibility for Corporate Planning Dept., Accounting Dept., and Finance & Investor Relations Dept.	<Re-elected> 11/11 100%	1 year
5	Keikou Terui	Outside Director	<Re-elected> Outside Director candidate Independent Director candidate 14/14 100%	6 years
6	Tetsuro Higashi	Outside Director	<Re-elected> Outside Director candidate Independent Director candidate 11/11 100%	1 year

**Notes:**

The Company has entered into an agreement with Mr. Keikou Terui, and Mr. Tetsuro Higashi in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act. If the reelection of Mr. Keikou Terui and Mr. Tetsuro Higashi are approved, the Company intends to renew such agreement with each of them.

Candidate No. 1 <b>Yuzuru Yamamoto</b>	(Date of Birth: Mar. 8, 1953)	• Candidate to be re-elected
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]		
<p>Apr. 1977      Joined the Company</p> <p>Jun. 2001      Executive Officer, Ube Machinery Corporation, Ltd.</p> <p>Jun. 2003      Executive Officer of the Company., and President and Representative Director, Ube Machinery Corporation, Ltd.</p> <p>Apr. 2007      Managing Executive Director.</p> <p>Apr. 2010      Senior Managing Executive Officer</p> <p>Jun. 2013      Representative Director, and Senior Managing Executive Officer/</p> <p>Apr. 2015      President &amp; Representative Director, President &amp; Executive Officer, and Group CEO</p> <p>Apr. 2019      Chairman of the Board of Directors &amp; Representative Director</p> <p>Jun. 2019      Chairman of the Board of Directors &amp; Director (current position)</p> <p>Jun. 2020      Outside Director, The Yamaguchi Bank, Ltd. (Scheduled to take his office on June 25, 2020)</p>		
[Shares of the Company's stock owned]      18,700		
[Attendance at the meetings of Board of Directors in 114th fiscal year]      14/14 (100%)		
[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 7 years		
<p>[Important concurrent positions and special interests between the Candidate and the Company]</p> <p>The Yamaguchi Bank, Ltd. (“Yamaguchi Bank”), of which Mr. Yuzuru Yamamoto will assume the office of Outside Director, is one of Company’s lender, however, the amount of borrowing represented less than 5% of the balance of the loan of the Company for the fiscal year ended March 31, 2020. Therefore, there is no special relationship between Yamaguchi Bank and the Company.</p> <p>There is no special interest between Mr. Yuzuru Yamamoto and the Company.</p>		
<p>[Reason for the nomination as a candidate for Director]</p> <p>Since joining the Company, Mr. Yuzuru Yamamoto has extensive experience in the business of machinery division, and also has rich experience and enough of a track record as chief executive, which he had served as Representative Director of Ube Machinery Corporation, Ltd., since 2003, and achieved to ensure constant profitability of machinery division’s business.</p> <p>Furthermore, he has been involved in the whole management of the Company group as President &amp; Representative Director from 2015, and since April 2019, as a Chairman of the Board of Directors, he has played a role in the company’s group management and promoted the strengthening of corporate governance of the Company group.</p> <p>Based on his extensive experience, the Board of Directors has decided to re-nominate him as director because the Board of Directors determined that he will continuously play a full role as director in deciding important matters of, supervision of management execution, and the strengthening of corporate governance of the Company group, taking advantage of his knowledge and business management career.</p>		





Candidate No. 2 <b>Masato Izumihara</b>	(Date of Birth: Jan. 8, 1961)	• Candidate to be re-elected
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]		
<p>Apr. 1983      Joined the Company</p> <p>Apr. 2010      Executive Officer,</p> <p>Jun. 2011      Director, and Executive Officer</p> <p>Apr. 2013      Director, and Managing Executive Officer</p> <p>Apr. 2018      Senior Managing Executive Officer</p> <p>Jun. 2018      Director, and Senior Managing Executive Officer</p> <p>Apr. 2019      President &amp; Representative Director, President &amp; Executive Officer, CEO (current position)</p>		
[Shares of the Company's stock owned]      15,300		
[Attendance at the meetings of Board of Directors in 114th fiscal year]      14/14 (100%)		
[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 2 years		
[Special interests between the Candidate and the Company]		
There is no special interest between Mr. Masato Izumihara and the Company.		
[Important concurrent positions]      None		
[Reason for the nomination as a candidate for Director]		
<p>Mr. Masato Izumihara has wide experience in the business of chemicals, and corporate business management section, and has held Group CFO, General Manager of Corporate Planning &amp; Administration Office, and Vice president of Chemicals Company successively. Since April 2019, he has been serving as President &amp; Representative Director, and involved in the whole management of the Company group.</p> <p>Based on his extensive experience, the Board of Directors has determined to re-nominate him as director as director because the Board of Directors determined that Mr. Izumihara is qualified for leader to carry out the medium-term management plan named “Vision UBE 2025—Prime Phase”, and realize our targeted vision for 2025 “We Continue to Create Value for All Stakeholders”.</p>		

Candidate No. 3 <b>Makoto Koyama</b>	(Date of Birth: Oct. 18, 1960)	• Candidate to be re-elected
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]		
Apr. 1986    Joined the Company Apr. 2014    Executive Officer Apr. 2018    Managing Executive Officer Apr. 2019    Senior Managing Executive Officer (current position) Jun. 2019    Representative Director (current position)		
[Shares of the Company's stock owned]    5,400		
[Attendance at the meetings of Board of Directors in 114th fiscal year]    11/11 (100%)		
[Years in office (at the close of this Ordinary General Meeting of Shareholders)]    1 year		
[Special interests between the Candidate and the Company] There is no special interest between Mr. Makoto Koyama and the Company.		
[Important concurrent positions]    None		
[Reason for the nomination as a candidate for Director] Mr. Makoto Koyama has extensive experience in the business of construction materials division and also successively held important positions of construction materials division such as General Manager of Kanda Cement Factory, General Manager of Isa Cement Factory, General Manager of Production & Technology Div., and has been serving as Company President of Cement & Construction Materials Company since 2019. Mr. Koyama has been engaged in implementing a variety of measures, based on medium-term management plan named “Vision UBE 2025—Prime Phase”, to “generate stable profits and cash flow, and expand new businesses” in Cement & Construction Materials division. The Board of Directors has decided to nominate Mr. Koyama as director because the Board of Directors determined that he can play a full role in deciding important matters and in the supervision of management execution of the Company group taking advantage of his extensive experience in the Company’s business.		

Candidate No. 4 <b>Masayuki Fujii</b>	(Date of Birth: Mar. 9, 1963)	• Candidate to be re-elected
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]		
Apr. 1985      Joined the Company Apr. 2015      Executive Officer Apr. 2019      Managing Executive Officer (current position) Jun. 2019      Director (current position)		
[Shares of the Company's stock owned]      6,300		
[Attendance at the meetings of Board of Directors in 114th fiscal year]      11/11 (100%)		
[Years in office (at the close of this Ordinary General Meeting of Shareholders)]      1 year		
[Special interests between the Candidate and the Company] There is no special interest between Mr. Masayuki Fujii and the Company.		
[Important concurrent positions]      None		
[Reason for the nomination as a candidate for Director] Mr. Masayuki Fujii has wide experience in the business of chemicals, and corporate business management section, and has held Group CFO, General Manager of Corporate Planning & Administration Office successively in charge of the Company's financial strategy. The Board of Directors has decided to nominate Mr. Fujii as director because the Board of Directors determined that he can play a full role in deciding important matters and in the supervision of management execution of the Company group taking advantage of his extensive experience in the Company's business		

Candidate No. 5 <b>Keikou Terui</b>	(Date of Birth: Jul. 23, 1953)	<ul style="list-style-type: none"> <li>• Candidate to be re-elected</li> <li>• Candidate for Outside Director</li> <li>• Candidate for Independent Director</li> </ul>		
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]				
Jul. 2008	Director-General for Technology Policy Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry (METI)			
Jan. 2011	Director-General, Kanto Bureau of Economy, Trade and Industry, METI			
Apr. 2012	Director-General for Regional Economic and Industrial Policy, METI			
Aug. 2013	President, Japan Utility Telemetering Association. Non-Profit Organization (current position)			
Oct. 2013	Senior Research Associate, Chemicals Evaluation and Research Institute Resigned (October 2016)			
Jun. 2014	Director, Union of Japanese Scientists and Engineers (current position)			
Jun. 2014	Outside Director of the Company (current position)			
Mar. 2016	Member of the Board, and Member of the Audit Committee, Bridgestone Corporation (current position)			
Jun. 2016	Outside Director, Organo Corporation (current position)			
Jun. 2016	Director, Chemicals Evaluation and Research Institute, Japan (current position)			
Aug. 2018	Director, Japan Safety Competency Center (current position)			
May. 2020	President, Japan Chemical Innovation and Inspection Institute (Scheduled to take his office on May27, 2020)			
[Shares of the Company's stock owned] 8,100				
[Attendance at the meetings of Board of Directors in 114th fiscal year] 14/14 (100%)				
[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 6 years				
[Important concurrent positions and special interests between the Company and entity where important concurrent positions are held, and matters regarding independency]				
Organization where Concurrent Position is held	Concurrent Position	Transaction Matter, etc.	Value for Comparison	Percentage of Transaction Value
Bridgestone Corporation	Outside Director	Sale of Chemicals	Net sales of the Company	Less than 3%
Organo Corporation	Outside Director	Sale of Chemicals	Net sales of the Company	Less than 1%
Japan Chemical Innovation and Inspection Institute	President	None		
The Company has no special relationship with Bridgestone Corporation (“Bridgestone”), Organo Corporation (“Organo”), and Japan Chemical Innovation and Inspection Institute and the Company,				

respectively.

Mr. Terui concurrently serves as Outside Director of both Bridgestone and Organo without execution of operation of each company and therefore, the Company has decided his concurrent assumption of Outside Director of both Bridgestone and Organo would not impair independence of outside director of the Company.

For the reasons stated above, Mr. Terui has sufficient independence such that no potential conflict of interest could arise with general shareholders, and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.

[Reason for the nomination as a candidate for Outside Director]

Mr. Keikou Terui successively held important posts related to chemical technologies in Ministry of Economy, Trade and Industry for many years and has engaged in product and environment safety of chemical material, and the development of domestic heavy chemical industries, having a comprehensive knowledge and experience in the field of industrial policy and industrial science technology.

At the meeting of The Board of Directors, Mr. Terui has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and pertinent comments taking advantage of his above career

Even though Mr. Terui has not been engaged in corporate management except for acting as outside director, the Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that since assuming the office of the outside director of the Company, he has contributed sufficiently to the further functional enhancement of the Board of Directors, effectively executed his duties as outside director and can contribute sufficiently to the further enhancement of the entire business management system of the Company.

Candidate No. 6 <b>Tetsuro Higashi</b>	(Date of Birth: Jul. 28, 1949)	<ul style="list-style-type: none"> <li>• Candidate to be re-elected</li> <li>• Candidate for Outside Director</li> <li>• Candidate for Independent Director</li> </ul>												
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]														
<p>Apr. 1977      Joined Tokyo Electron Limited</p> <p>Dec. 1990      Director, Tokyo Electron Limited</p> <p>Apr. 1994      Managing Director, Tokyo Electron Limited.</p> <p>June 1996      Representative Director, President of Tokyo Electron Limited</p> <p>June 2003      Representative Director, Chairman of the Board of Tokyo Electron Limited</p> <p>Jun. 2012      Outside Director of the Company Resigned (June 2014)</p> <p>Jun. 2013      Representative Director, Chairman and President of Tokyo Electron Limited</p> <p>Jun. 2015      Representative Director, President of Tokyo Electron Limited</p> <p>Jun. 2016      Director, Corporate Advisor, Tokyo Electron Limited Resigned (June 2019)</p> <p>May 2018      Outside Director, Seven &amp; i Holdings Co., Ltd (current position)</p> <p>Jun. 2019      External Director, Nomura Real Estate Holdings, Inc.. (current position)</p> <p>Jun. 2019      Outside Director of the Company (current position)</p>														
[Shares of the Company's stock owned]      1,200														
[Attendance at the meetings of Board of Directors in 114th fiscal year]      11/11 (100%)														
[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 1 year														
[Important concurrent positions and special interests between the Company and entity where important concurrent positions are held, and matters regarding independency]														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%;">Organization where Concurrent Position is held</th> <th style="width: 16.5%;">Concurrent Position</th> <th style="width: 16.5%;">Transaction Matter, etc.</th> <th style="width: 34%;"></th> </tr> </thead> <tbody> <tr> <td>Seven &amp; i Holdings Co., Ltd</td> <td>Outside Director</td> <td>None</td> <td></td> </tr> <tr> <td>Nomura Real Estate Holdings, Inc.</td> <td>External Director</td> <td>None</td> <td></td> </tr> </tbody> </table>			Organization where Concurrent Position is held	Concurrent Position	Transaction Matter, etc.		Seven & i Holdings Co., Ltd	Outside Director	None		Nomura Real Estate Holdings, Inc.	External Director	None	
Organization where Concurrent Position is held	Concurrent Position	Transaction Matter, etc.												
Seven & i Holdings Co., Ltd	Outside Director	None												
Nomura Real Estate Holdings, Inc.	External Director	None												
<p>The Company has no special relationship with Seven &amp; i Holdings Co., Ltd. (“7&amp;i HDGS”), and Nomura Real Estate Holdings, Inc. (“Nomura Real Estate HDGS”), respectively.</p> <p>Mr. Higashi concurrently serves as outside director of 7&amp;i HDGS and Nomura Real Estate HDGS”), without execution of operation of any of company and therefore, the Company has decided his concurrent assumption of outside director of 7&amp;i HDGS, and Nomura Real Estate HDGS would not impair independence of outside director of the Company.</p> <p>For the reasons stated above, Mr. Higashi has sufficient independence such that no potential conflict of interest could arise with general shareholders ,and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.</p>														

[Reason for the nomination as a candidate for Outside Director]

Mr. Tetsuro Higashi has been engaged in the management of Tokyo Electron Limited (“TEL”), as chief executive for many years, and made a significant contribution to globalization of business of TEL, having an extensive experience and excellent judgement in corporate management, and rich knowledge about management of company.

For the reasons stated above, The Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that he can effectively execute his duties as outside director and contribute sufficiently to the further enhancement of the entire business management system of the Company.

- ◆ The opinion of Audit and Supervisory Committee on the selection of directors  
Based on the results of deliberation by the Nomination Committee which Outside Directors who are Audit and Supervisory Committee Members attended as observers, the Audit and Supervisory Committee discussed and confirmed that each of the candidates is suitable for the position of director, and the process of selecting directors is appropriate.

### Proposal 3: Election of one substitute Director who is an Audit and Supervisory Committee Member .

In case that the Company lacks the necessary number of Directors who are Audit and Supervisory Committee Members required by law or ordinance, shareholders are requested to elect one (1) substitute Director who is an Audit and Supervisory Committee Member in advance.

This proposal is made with the consent of the Audit and Supervisory Committee.

The candidates for substitute Director who is an Audit and Supervisory Committee Members position is as follows:

Candidate <b>Keikou Terui</b>	(Date of Birth: Jul. 23, 1953)	<ul style="list-style-type: none"> <li>• Candidate for Outside Director</li> <li>• Candidate for Independent Director</li> </ul>		
[Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.]				
Jul. 2008	Director-General for Technology Policy Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry (METI)			
Jan. 2011	Director-General, Kanto Bureau of Economy, Trade and Industry, METI			
Apr. 2012	Director-General for Regional Economic and Industrial Policy, METI			
Aug. 2013	President, Japan Utility Telemetering Association. Non-Profit Organization (current position)			
Oct. 2013	Senior Research Associate, Chemicals Evaluation and Research Institute Resigned (October 2016)			
Jun. 2014	Director, Union of Japanese Scientists and Engineers (current position)			
Jun. 2014	Outside Director of the Company (current position)			
Mar. 2016	Member of the Board, and Member of the Audit Committee, Bridgestone Corporation (current position)			
Jun. 2016	Outside Director, Organo Corporation (current position)			
Jun. 2016	Director, Chemicals Evaluation and Research Institute, Japan (current position)			
Aug. 2018	Director, Japan Safety Competency Center (current position)			
May. 2020	President, Japan Chemical Innovation and Inspection Institute (Scheduled to take his office on May27, 2020)			
[Shares of the Company's stock owned] 8,100				
[Attendance at the meetings of Board of Directors in 114th fiscal year] 14/14 (100%)				
[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 6 years				
[Important concurrent positions and special interests between the Company and entity where important concurrent positions are held, and matters regarding independency]				
Organization where Concurrent Position is held	Concurrent Position	Transaction Matter, etc.	Value for Comparison	Percentage of Transaction Value
Bridgestone Corporation	Outside Director	Sale of Chemicals	Net sales of the Company	Less than 3%



Organo Corporation	Outside Director	Sale of Chemicals	Net sales of the Company	Less than 1%
Japan Chemical Innovation and Inspection Institute	President	None		

The Company has no special relationship with Bridgestone Corporation (“Bridgestone”), Organo Corporation (“Organo”), and Japan Chemical Innovation and Inspection Institute and the Company, respectively.

Mr. Terui concurrently serves as Outside Director of both Bridgestone and Organo without execution of operation of each company and therefore, the Company has decided his concurrent assumption of Outside Director of both Bridgestone and Organo would not impair independence of outside director of the Company.

For the reasons stated above, Mr. Terui has sufficient independence such that no potential conflict of interest could arise with general shareholders, and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.

[Reason for the nomination as a candidate for substitute Director who is an Audit and Supervisory Committee Member]

Mr. Keikou Terui successively held important posts related to chemical technologies in Ministry of Economy, Trade and Industry for many years and has engaged in product and environment safety of chemical material, and the development of domestic heavy chemical industries, having an comprehensive knowledge and experience in the field of industrial policy and industrial science technology.

At the meeting of The Board of Directors, Mr. Terui has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and pertinent comments taking advantage of his above career

Even though Mr. Terui has not been engaged in corporate management except for acting as outside director, since assuming the office of the outside director of the Company, he has contributed sufficiently to the further functional enhancement of the Board of Directors, effectively executed his duties as outside director.

the Board of Directors has decided to nominate Mr. Terui as substitute Director who is an Audit and Supervisory Committee Member because the Board of Directors determined that he can play a full role in ensuring the effectiveness of audits, securing the soundness and appropriateness and increasing transparency for decision making of the Company’s management, and contribute sufficiently to achieve sustainable growth and medium- to long-term improvement of corporate value pf the Company.

Note:

1. Subject to the approval of Proposal 2 (Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)), Mr. Terui will assume the office of Director (excluding Directors who are Audit and Supervisory Committee Members). In case that the Company lacks the necessary number of Directors who are Audit and Supervisory Committee Members required by law or ordinance, Mr. Terui will resign the office of Director (excluding Directors who are Audit and Supervisory Committee Members) and assume the office of Director who is Audit and Supervisory Committee Members
2. The Company has entered into an agreement with Mr. Keikou Terui, as a candidate of Outside Director, in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act. If Mr. Terui assumes the office of Director who is an Audit and Supervisory Committee Member, the

Company intends to enter into an limited liability agreement described hereto with him.

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