

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

Securities Code: 3101

June 6, 2023

To our shareholders:

Ikuo Takeuchi
President and Representative Director,
CEO and Co-COO
Toyobo Co., Ltd.
1-13-1 Umeda, Kita-ku, Osaka

Notice of the 165th Annual General Meeting of Shareholders

The 165th Annual General Meeting of Shareholders of Toyobo Co., Ltd. (the “Company”) will be held as follows. In convening this General Meeting of Shareholders, the Company takes measures for providing informational materials in electronic format, including Reference Documents for General Meeting of Shareholders, Business Report and Financial Statements (items subject to measures for providing information in electronic format). These materials are posted on the Company’s website, etc. Please refer to either of the following URLs.

The Company’s website:

<https://ir.toyobo.co.jp/ja/ir/stock/shareholder.html> (in Japanese)

(Reference) <https://ir.toyobo.co.jp/en/ir/stock/shareholder.html> (in English)

Website for the general meeting of shareholders (in Japanese only):

<https://d.sokai.jp/3101/teiji/>

Note that your voting right can be exercised over the internet or in writing instead of attending on the day of the event. In that case, please consider the Reference Documents for General Meeting of Shareholders, and exercise your voting right by the end of business hours at 5:30 p.m. on Tuesday, June 27, 2023 (JST).

1. Date and Time: Wednesday, June 28, 2023, at 10:00 a.m. (JST) (Reception will begin at 9:00 a.m.)

2. Venue: Umeda South Hall, 11th Floor, Osaka Umeda Twin Towers South
1-13-1 Umeda, Kita-ku, Osaka

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 165th term (April 1, 2022 to March 31, 2023), and audit results of the Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the 165th term (April 1, 2022 to March 31, 2023)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Ten Directors |
| Proposal No. 3 | Election of Two Corporate Auditors |
| Proposal No. 4 | Election of One Substitute Corporate Auditor |

4. Matters Decided on Regarding the Convocation

- (1) Pursuant to laws and regulations and Article 17 of the Articles of Incorporation, the following items are not described in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents; “Internal control system and the outline of the operation of the system” and “Basic policy regarding company control” of the Business Report, “Consolidated Statements of Changes in Equity” and “Accompanying notes” in the Consolidated Financial Statements, and “Statements of Changes in Equity” and “Accompanying notes” in the Non-consolidated Financial Statements. Accordingly, the paper-based documents to be delivered to shareholders who have requested the delivery

of paper-based documents are part of the documents audited by Corporate Auditors and the Financial Auditor in the course of the preparation of their audit reports.

- (2) If multiple votes are exercised over the internet and in writing, the vote exercised over the internet will be counted as the valid vote. In addition, if multiple votes are exercised through the same method, the last vote exercised will be counted as the valid vote.
- (3) If you exercise your voting rights in writing and your voting form does not indicate for or against each proposal, your vote will be deemed to be in favor of the proposal.

- Please bring the enclosed voting form for submission at reception desk when you attend on the day of the meeting.
- If revisions to the items subject to measures for providing information in electronic format arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website, etc. on the internet stated above.
- The results of the resolutions will be posted on the Company's website at the URL stated above in lieu of the mailing of a written resolution notification.

Reference Documents for General Meeting of Shareholders

Proposals and reference items

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company views the provision of appropriate profit returns to shareholders as one of the most important management issues, and dividends are determined through an overall judgment that takes into consideration matters such as sustainable profit levels, retained earnings for future investments, and improvements to our financial position, while setting the continuation of stable dividend as our basic policy, with a target total return ratio of 30%. The Company posted net loss for the current fiscal year. However, the Company proposes to pay year-end dividend for the current fiscal year of ¥40 per share as follows.

- 1 Type of dividend property
Cash
- 2 Allotment of dividend property to shareholders and their aggregate amount
¥40 per common share for a total of ¥3,533,030,080
- 3 Effective date of dividends of surplus
June 29, 2023

Proposal No. 2 Election of Ten Directors

At the conclusion of this meeting, the terms of office of all ten Directors will expire. Therefore, the Company proposes the election of ten Directors (including five outside Directors).

The candidates for Director are as follows:

Candidate No.	Name			Position at the Company	Attendance at meetings of the Board of Directors
1	Seiji Narahara	(Male)	Reelection	Chair of the Board & Director	100% (18/18)
2	Ikuo Takeuchi	(Male)	Reelection	President and Representative Director, CEO and Co-COO	100% (18/18)
3	Chikao Morishige	(Male)	Reelection	Vice President and Representative Director & Co-COO	100% (18/18)
4	Hiroshi Otsuki	(Male)	Reelection	Representative Director and Senior Managing Executive Officer	100% (18/18)
5	Taichi Sakai	(Male)	New election	Managing Executive Officer	—
6	Takafumi Isogai	(Male)	Reelection Outside Independent	Director	100% (18/18)
7	Kimie Sakuragi	(Female)	Reelection Outside Independent	Director	100% (18/18)
8	Masaaki Harima	(Male)	Reelection Outside Independent	Director	94% (17/18)
9	Hiroshi Fukushi	(Male)	Reelection Outside Independent	Director	100% (14/14)
10	Shoko Takase	(Female)	New election Outside Independent	—	—

- Notes:
1. For the attendance status at meetings of Board of Directors of Hiroshi Fukushi, the meetings held since his appointment on June 24, 2022 are included.
 2. The nomination of the candidates for Director is decided on in consideration of the report of Nomination and Compensation Advisory Committee chaired by outside Director, which is an advisory body for the Company's Board of Directors.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Seiji Narahara (October 17, 1956)	Jan. 1988	Joined the Company	44,278 shares
	Reelection Attendance at meetings of the Board of Directors 100% (18/18)	Apr. 2010 June 2011 Apr. 2014 Apr. 2021	Executive Officer Director and Executive Officer Representative Director, President and Chief Operating Officer Chair of the Board & Director (current position)	
Reasons for nomination as candidate for Director Seiji Narahara has supported the long-term reforms to the Company's business portfolio utilizing his deep insight in Finance, Accounting and other areas, and as Representative Director since April 2014, has been leading the management of the Group and contributing to the enhancement of its corporate value, including reestablishing the corporate philosophy framework and expanding the film business. Furthermore, he has served as Chair of the Board & Director since his appointment in April 2021, and has appropriately fulfilled the role in important decision making and in supervising the execution of business. Based on these results, we expect he will continue to fulfill the role as Director and nominate him as a candidate for Director.				
2	Ikuo Takeuchi (October 15, 1962)	Apr. 1985	Joined the Company	28,000 shares
	Reelection Attendance at meetings of the Board of Directors 100% (18/18)	Apr. 2018 Apr. 2020 June 2020 Apr. 2021	Executive Officer Managing Executive Officer Director and Managing Executive Officer President and Representative Director, CEO and Co-COO (current position) (Currently Controlling Supervisor of Corporate Sustainability Division, Internal Audit Department, and KAERU Department)	
Reasons for nomination as candidate for Director Ikuo Takeuchi has held several important positions in Corporate Planning and at overseas offices, and subsequently served as Head of Membranes & Environment Division where he brought the path to growth in that division into focus. As Representative Director since April 2021, he has worked on the development of the 2025 Medium-Term Management Plan, and has been leading sustainable growth of the Group with strong leadership. Based on these results, we expect he will continue to fulfill the role as Director and nominate him as a candidate for Director.				
3	Chikao Morishige (April 19, 1960)	Apr. 1983	Joined the Company	17,692 shares
	Reelection Attendance at meetings of the Board of Directors 100% (18/18)	Apr. 2017 Apr. 2019 Apr. 2020 June 2021 Apr. 2022 Apr. 2023	Executive Officer Managing Executive Officer Senior Managing Executive Officer Representative Director and Senior Managing Executive Officer Vice President and Representative Director & Co-COO (current position) President & Representative Director CEO, Toyobo MC Corporation (current position) (Currently Executive Assistant to Present, and Head, Environment and Functional Materials Division) [Significant concurrent positions outside the Company] President & Representative Director CEO, Toyobo MC Corporation	
Reasons for nomination as candidate for Director Chikao Morishige has held several important positions in Research and Development as well as Production Technology in the film sector, which is one of the Company's core businesses, and has contributed to the expansion of the business. He was appointed as Representative Director in June 2021 and is currently engaged in the core management of the Company as Executive Assistant to President. Based on these results, we expect he will continue to fulfill the role as Director and nominate him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Hiroshi Otsuki (February 19, 1961)	Nov. 1987 Joined the Company Oct. 2014 Deputy Director, General Manager of Plastics Planning and Management Office, and Manager of Film Business Management Office Apr. 2017 Executive Officer June 2020 Director and Executive Officer Apr. 2021 Director and Managing Executive Officer Apr. 2022 Representative Director and Senior Managing Executive Officer (current position) (Currently Controlling Supervisor of Management and Administration Division, and KAERU Department)	16,381 shares
	Reelection Attendance at meetings of the Board of Directors 100% (18/18)	Reasons for nomination as candidate for Director Hiroshi Otsuki has held several important positions in staffing sector including Finance, Accounting, Corporate Planning and Corporate Communication. As a Director since June 2022, he has contributed to strengthening the financial fundamentals and corporate governance of the Group. Based on these results, we expect he will continue to fulfill the role as Director and nominate him as a candidate for Director.	
5	Taichi Sakai (November 26, 1962)	Apr. 1986 Joined the Company Mar. 2012 General Manager of Production Technology Division and Corporate Planning Officer (special project under President) Apr. 2016 Deputy Director, Senior General Manager of Production Technology Division and Global Business Planning Division Officer Dec. 2020 Executive Officer Apr. 2023 Managing Executive Officer (current position) (Currently Head, Safety and Disaster Management Division, and CTO of Production Technology Division)	8,992 shares
	New election Attendance at meetings of the Board of Directors —	Reasons for nomination as candidate for Director Taichi Sakai has held several important positions in Production Technology Division and at major production sites. Leveraging his extensive experience and expertise in the field of production technology, he has contributed to promoting technological innovation of the Company. Based on these results, we expect he will continue to fulfill the role as Director and nominate him as a candidate for Director.	
6	Takafumi Isogai (April 4, 1949)	Jan. 1987 Assistant Professor of Faculty of Liberal Arts of Osaka University Apr. 1996 Assistant Professor of Graduate School of Engineering Science of Osaka University Apr. 2002 Professor of Faculty of Mercantile Marine of Kobe University of Mercantile Marine Oct. 2003 Professor of Faculty of Maritime Sciences of Kobe University Apr. 2013 Professor of School of Commerce of University of Marketing and Distribution Sciences Apr. 2018 Part Time Lecturer of University of Marketing and Distribution Sciences June 2018 Outside Director of the Company (current position)	0 shares
	Reelection Outside Independent Attendance at meetings of the Board of Directors 100% (18/18)	Reasons for nomination as candidate for outside Director and overview of expected role Takafumi Isogai has leveraged his expertise and wide-ranging knowledge as an academic specializing in the quality control field to actively make statements from an independent perspective at the meetings of Board of Directors. He has appropriately fulfilled the role expected of him by the Company, including providing advice to management and management supervision through important decision making, such as by providing advice to management in fields like technology and research and development. Based on these results, we expect he will continue to fulfill the above roles and nominate him as a candidate for outside Director. Note that while he has never in the past been involved in the management of a company except as an outside Director or outside Corporate Auditor, the Company judges that he will fulfill his duties as an outside Director based on the above reasons.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p data-bbox="336 465 536 521">Kimie Sakuragi (September 6, 1958)</p> <p data-bbox="384 595 488 618">Reelection</p> <p data-bbox="376 658 496 714">Outside Independent</p> <p data-bbox="288 754 584 844">Attendance at meetings of the Board of Directors 100% (18/18)</p>	<p data-bbox="611 264 1222 320">Mar. 1981 Joined Fukutake Publishing Co., Ltd. (current Benesse Holdings, Inc.)</p> <p data-bbox="611 331 1222 387">Apr. 1995 Supervisor of Book Businesses in Publishing Division</p> <p data-bbox="611 398 1222 454">Nov. 1998 Chief of Business Ethics and Compliance Office</p> <p data-bbox="611 465 1222 521">Jan. 2003 Manager of Business Ethics and Compliance Office</p> <p data-bbox="611 533 1222 589">June 2003 Standing Audit & Supervisory Board member (retired in June 2019)</p> <p data-bbox="611 600 1222 656">Apr. 2007 Adjunct Professor of the University of Aizu Graduate School (current position)</p> <p data-bbox="611 667 1222 723">June 2019 Outside Director of the Company (current position)</p> <p data-bbox="611 734 1222 813">June 2021 Outside Director of the Board (Audit and Supervisory Committee Member) of Isuzu Motors Limited (current position)</p> <p data-bbox="611 824 1222 880">June 2021 Outside Director of Kumagai Gumi Co., Ltd. (current position)</p> <p data-bbox="611 891 1222 1037">[Significant concurrent positions outside the Company] Adjunct Professor of the University of Aizu Graduate School Outside Director of the Board (Audit and Supervisory Committee Member) of Isuzu Motors Limited Outside Director of Kumagai Gumi Co., Ltd.</p>	0 shares
<p data-bbox="272 1055 1126 1077">Reasons for nomination as candidate for outside Director and overview of expected role</p> <p data-bbox="272 1088 1439 1263">Kimie Sakuragi has leveraged her extensive experience and wide-ranging knowledge in the fields of corporate ethics, compliance, and sustainability to actively make statements from an independent perspective at the meetings of Board of Directors. She has appropriately fulfilled the role expected of her by the Company, including providing advice to management and management supervision through important decision making, such as by serving as a member of the Nomination and Compensation Advisory Committee. Based on these results, we expect she will continue to fulfill the above roles and nominate her as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p>Masaaki Harima (December 9, 1950)</p> <p>Reelection</p> <p>Outside Independent</p> <p>Attendance at meetings of the Board of Directors 94% (17/18)</p>	<p>Apr. 1977 Assistant Judge at Osaka District Court</p> <p>Apr. 1980 Fukushima District / Family Court Assistant Judge, Fukushima Summary Court Judge</p> <p>May 1981 Registered as an attorney at law (Osaka Bar Association)</p> <p>Sep. 1987 Founded Harima Law Office (current Fushimimachi Lawyer's Office)</p> <p>Apr. 2010 Chairman of Osaka City Fair Work Committee</p> <p>June 2011 Outside Corporate Auditor of Ishihara Sangyo Kaisha, Ltd. (current position)</p> <p>Mar. 2014 Chairman of Osaka Prefecture Labor Relations Board</p> <p>June 2014 Independence Committee of the Company</p> <p>Nov. 2018 Member of Osaka Prefecture Pollution Examination Committee</p> <p>Oct. 2019 Sakai City Audit Committee Member (current position)</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>Apr. 2021 Chairperson of Osaka Prefecture Pollution Examination Committee (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Attorney at Fushimimachi Lawyer's Office</p> <p>Outside Corporate Auditor of Ishihara Sangyo Kaisha, Ltd.</p> <p>Sakai City Audit Committee Member</p> <p>Chairperson of Osaka Prefecture Pollution Examination Committee</p>	0 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Masaaki Harima has leveraged his expertise and wide-ranging knowledge as an attorney at law to actively make statements from an independent perspective at the meetings of Board of Directors. He has appropriately fulfilled the role expected of him by the Company, including providing advice to management and management supervision through important decision making, such as by providing advice to risk management and enhancement of governance. Based on these results, we expect he will continue to fulfill the above roles and nominate him as a candidate for outside Director. Note that while he has never in the past been involved in the management of a company except as an outside Director or outside Corporate Auditor, the Company judges that he will fulfill his duties as an outside Director based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	<p style="text-align: center;">Hiroshi Fukushi April 25, 1958</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Outside Independent</p> <p style="text-align: center;">Attendance at meetings of the Board of Directors 100% (14/14)</p>	<p>Apr. 1984 Joined Ajinomoto Co., Inc.</p> <p>June 2011 Corporate Executive Officer</p> <p>June 2013 Member of the Board & Corporate Vice President</p> <p>June 2013 General Manager, Bioscience Products & Fine Chemicals Division</p> <p>June 2015 Member of the Board & Corporate Senior Vice President</p> <p>June 2017 Representative Director</p> <p>June 2019 Director, Corporate Executive Deputy President</p> <p>June 2019 Chief Digital Officer</p> <p>May 2021 Chairman of Japan Food Additives Association (current position)</p> <p>May 2021 Vice Chairman of Japan Food Hygiene Association (current position)</p> <p>June 2021 Representative Executive Officer & Executive Vice President of Ajinomoto Co., Inc.</p> <p>July 2021 Outside Director of Marketing Applications, Inc. (current Greater Fukuoka, Inc.) (current position)</p> <p>Apr. 2022 Member of the Board, Executive Officer of Ajinomoto Co., Inc.</p> <p>June 2022 Senior Corporate Advisor (current position)</p> <p>June 2022 Outside Director of the Company (current position)</p> <p>June 2022 Outside Director of MEGMILK SNOW BRAND Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Chairman of Japan Food Additives Association Vice Chairman of Japan Food Hygiene Association Outside Director of MEGMILK SNOW BRAND Co., Ltd.</p>	0 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Hiroshi Fukushi has leveraged his extensive experience and wide-ranging knowledge as a manager to actively make statements from an independent perspective at the meetings of Board of Directors. He has appropriately fulfilled the role expected of him by the Company, including providing advice to management and management supervision through important decision making, such as by providing advice to management with his high level of expertise in the biotechnology field and digital field. Based on these results, we expect he will continue to fulfill the above roles and nominate him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
10	Shoko Takase (January 4, 1965) New election Outside Independent Attendance at meetings of the Board of Directors —	<p>Apr. 1987 Joined IBM Japan Ltd.</p> <p>Jan. 2005 Seconded to IBM Corporation (IBM Corporation USA Headquarter)</p> <p>Jan. 2007 Manager of Strategy and Marketing, Global Technology Services, IBM Japan Ltd.</p> <p>Jan. 2010 Brand Executive of Tivoli, Software Group</p> <p>Jul. 2015 Mobile County Leader, Growth Initiatives</p> <p>Jul. 2016 Brand Executive of Resiliency Services, Global Technology Services</p> <p>Jul. 2018 Director, Head of IBM Cloud Solutioning Center, IBM Japan, Ltd.</p> <p>Apr. 2019 Managing Director for Enterprise Sector, Cisco Systems G.K.</p> <p>July 2021 Advisor of TechnoPro Holdings, Inc.</p> <p>Sep. 2021 Outside Director of TechnoPro Holdings, Inc. (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of TechnoPro Holdings, Inc.</p>	0 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role Shoko Takase has extensive experience and wide-ranging knowledge as a manager and high level of expertise in the field of IT and digital. The Company expects that she can appropriately fulfill the role expected by the Company, including providing advice to management and management supervision through important decision making, and therefore nominates her as a candidate for outside Director.</p>			

- Notes:
1. The Company does have a trading relationship with Toyobo MC Corporation, at which Chikao Morishige currently serves as Representative Director. In addition, Toyobo MC Corporation entrusts part of its business operations to the Company and is provided with credit guarantee by the Company. There is no special interest between any of the other candidates for Director and the Company.
 2. Outline of the directors and officers liability insurance policy with the candidates for Director as the insured.
The Company has entered into a directors and officers liability insurance policy with an insurance company to cover the damages incurred by the insured as a result of claims against the insured during the insurance period as well as damages due to litigation expenses. All candidates for Director are included in the insureds of the said insurance policy, and the Company plans to renew the policy with the same contents at the next renewal. The outline of the insurance policy is shown in “3. Outline of the contents of the directors and officers liability insurance policy” in “III. Matters concerning corporate officers” of the Business Report.
 3. Takafumi Isogai, Kimie Sakuragi, Masaaki Harima, Hiroshi Fukushi, and Shoko Takase are candidates for outside Director.
 4. Remarks related to the candidates for outside Director are as follows.
 - (1) Tenure as outside Director of the Company
 - At the conclusion of this meeting, Takafumi Isogai’s tenure as outside Director of the Company will have been five years.
 - At the conclusion of this meeting, Kimie Sakuragi’s tenure as outside Director of the Company will have been four years.
 - At the conclusion of this meeting, Masaaki Harima’s tenure as outside Director of the Company will have been three years.
 - At the conclusion of this meeting, Hiroshi Fukushi’s tenure as outside Director of the Company will have been one year.
 - (2) Limited liability agreements with outside Directors
Article 28 of the Articles of Incorporation stipulates that the Company may enter into agreements with outside Directors limiting liability for damage for failure to perform duties, and the Company has entered into limited liability agreements with Takafumi Isogai, Kimie Sakuragi, Masaaki Harima, and Hiroshi Fukushi limiting liability to the limit stipulated by laws and regulations. If their election is approved, the Company plans to renew the aforementioned agreements with them. In addition, if the election of Shoko Takase is approved, the Company plans to enter into the same agreement with her.
 - (3) Matters concerning independence
 - Takafumi Isogai, Kimie Sakuragi, Masaaki Harima, Hiroshi Fukushi, and Shoko Takase satisfy the requirements of the Independence Standards for outside Officers stipulated by the Company.

- The Company does not have a trading relationship with University of Marketing and Distribution Sciences, at which Takafumi Isogai served as a professor in the past.
- The Company does not have a trading relationship with Benesse Holdings, Inc., at which Kimie Sakuragi has previously served as an Audit & Supervisory Board member, or either with the University of Aizu or Kumagai Gumi Co., Ltd., at which she is engaged in her significant concurrent position. Although the Company does have a trading relationship with Isuzu Motors Limited, at which she is engaged in her significant concurrent position, the volume of such transactions represents less than ¥1 million in the most recent fiscal year.
- The Company does not have a trading relationship with either Fushimimachi Lawyer's Office or Ishihara Sangyo Kaisha, Ltd., at which Masaaki Harima is engaged in his significant concurrent position.
- Although the Company does have a trading relationship with Ajinomoto Co., Inc., at which Hiroshi Fukushi served as an individual who executed business in the past, the volume of such transactions represents less than 0.1% of both companies' consolidated sales in the most recent fiscal year. The Company does not have a trading relationship with either MEGMILK SNOW BRAND Co., Ltd. or Greater Fukuoka, Inc., at which he is engaged in his significant concurrent position.
- The Company does not have a trading relationship with Cisco Systems G.K., at which Shoko Takase served as an individual who executed business in the past. Although the Company does have a trading relationship with IBM Japan Ltd., at which she served as an individual who executed business in the past, and with TechnoPro Holdings, Inc., at which she is engaged in her significant concurrent position, the volume of such transactions represents less than 0.1% of each company's consolidated sales in the most recent fiscal year.
- The Company has notified the Tokyo Stock Exchange of Takafumi Isogai, Kimie Sakuragi, Masaaki Harima, Hiroshi Fukushi, and Shoko Takase's appointments as independent Officers as provided for by the aforementioned exchange.

Proposal No. 3 Election of Two Corporate Auditors

At the conclusion of this meeting, both Yasuhiro Iizuka and Hiroyuki Sugimoto will resign as Corporate Auditors. Therefore, the Company proposes the election of two new Corporate Auditors.

In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidates for Corporate Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yasuo Ohta (December 3, 1959)	Apr. 1984 Joined the Company Apr. 2007 Head of Research Center and Head of Corporate Research Center, and Deputy General Manager of Business Development Planning Office	14,547 shares
	New election	Oct. 2009 Deputy Director, General Manager of Biochemical Department	
	Attendance at meetings of the Board of Directors –	Apr. 2013 Deputy Director, General Manager of North America Business Operating Department and seconded to TOYOBO U.S.A., INC.	
	Attendance at meetings of the Board of Corporate Auditors –	Apr. 2015 Executive Officer Apr. 2019 Managing Executive Officer Apr. 2023 Officer in charge of Special Mission by President, Innovation Division (current position)	
Reasons for nomination as candidate for Corporate Auditor Yasuo Ohta has long been engaged in the field of Research and Development of the Company. After serving as Head of Research Center, he has held several important positions in Biochemical Business and Corporate Planning, contributing to new business development and global business growth. He has extensive experience and achievements as a manager of each Division and deeply understands management and business operations of the Group. Therefore, the Company expects that he can fulfill his duties as a Corporate Auditor and nominate him as a candidate for Corporate Auditor.			
2	Wakyu Shinmen (January 14, 1957)	Oct. 1982 Joined Tohmatsu Awoki & Co. (Currently Deloitte Touche Tohmatsu LLC)	0 shares
	New election	Mar. 1983 Registered as certified public accountant Aug. 1997 Appointed as an Designated Engagement Partner (Currently Partner) at Deloitte Touche Tohmatsu LLC	
	Outside Independent	Oct. 2013 General Manager of Kansai Business Department, Audit Business Division at Deloitte Touche Tohmatsu LLC	
	Attendance at meetings of the Board of Directors –	Sep. 2021 Retired Deloitte Touche Tohmatsu LLC Sep. 2022 Established Shinmen Certified Public Accountant Office	
	Attendance at meetings of the Board of Corporate Auditors –	[Significant concurrent positions outside the Company] Representative of Shinmen Certified Public Accountant Office	
Reasons for nomination as candidate for outside Corporate Auditor Wakyu Shinmen is a certified public accountant with extensive experience in auditing. We propose his nomination as candidate for outside Corporate Auditor because his insight and wide-ranging knowledge can be leveraged for and reflected to the Company's audits. Note that while he has never in the past been involved in the management of a company except as an outside Director or outside Corporate Auditor, the Company judges that he will fulfill his duties as an outside Corporate Auditor based on the above reasons.			

- Notes:
1. There is no special interest between any of the candidates for Corporate Auditor and the Company.
 2. Outline of the directors and officers liability insurance policy with the candidates for Corporate Auditor as the insured.
The Company has entered into a directors and officers liability insurance policy with an insurance company to cover the damages incurred by the insured as a result of claims against the insured during the insurance period as well as damages due to litigation expenses. All candidates for Corporate Auditor are included in the insured persons of the said insurance policy, and the Company plans to renew the policy with the same contents at the next renewal. The outline of the

insurance policy is shown in “3. Outline of the contents of the directors and officers liability insurance policy” in “III. Matters concerning corporate officers” of the Business Report.

3. Out of two candidates for Corporate Auditor, Wakyu Shinmen is a candidate for outside Corporate Auditor.
4. Remarks related to the candidates for outside Corporate Auditor are as follows.
 - (1) Limited liability agreements with outside Corporate Auditors
Article 36 of the Articles of Incorporation stipulates that the Company may enter into agreements with outside Corporate Auditors limiting liability for damage for failure to perform duties, and the Company plans to enter into such limited liability agreement limiting liability to the amount stipulated by laws and regulations with Wakyu Shinmen if his election is approved.
 - (2) Matters concerning independence
 - Wakyu Shinmen satisfies the requirements of the Independence Standards for outside Officers stipulated by the Company.
 - The Company does not have a trading relationship with Deloitte Touche Tohmatsu LLC, where Wakyu Shinmen was employed in the past, or with Shinmen Certified Public Accountant Office, at which he is engaged in his significant concurrent positions.
 - The Company has notified the Tokyo Stock Exchange of Wakyu Shinmen’s appointment as an Independent Officer as provided for by the aforementioned exchange.
5. The nomination of the candidates for Corporate Auditor is decided on in consideration of the report of Nomination and Compensation Advisory Committee chaired by outside Director, which is an advisory body for the Company’s Board of Directors.

Proposal No. 4 Election of One Substitute Corporate Auditor

The Company requests approval for the election of one substitute Corporate Auditor to be ready to fill a vacant position should the number of Corporate Auditors fall below the number required by laws and regulations. In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
Yoshinori Satoi (December 10, 1962) Outside Independent	Apr. 1996 Registered as an attorney at law Apr. 1996 Joined Takagi Motaichi Law Office Feb. 2006 Outside Corporate Auditor of Zojirushi Corporation June 2015 Outside Corporate Auditor of NCS&A CO., LTD. June 2015 Outside Corporate Auditor of the Company Dec. 2016 Joined Yasaka Law Office [Significant concurrent positions outside the Company] Attorney at law of Yasaka Law Office	0 shares
<p>Reasons for nomination as candidate for substitute outside Corporate Auditor</p> <p>Yoshinori Satoi has extensive experience as an attorney at law. We propose his nomination as candidate for substitute outside Corporate Auditor because his insight and wide-ranging knowledge can be leveraged for and reflected to the Company's audits. Furthermore, while he has never in the past been involved in the management of a company except as an outside Director or outside Corporate Auditor, he served as an outside Corporate Auditor of the Company from June 2015 until June 2017, and due to having sufficient knowledge of the Group's business content and audit system, etc., the Company has determined that he would perform duties appropriately if the number of corporate auditors falls below the number prescribed by laws and regulations.</p>		

- Notes:
1. Although the Group has paid compensation to Yoshinori Satoi as an outside advisor on compliance for the Company, the amount of such compensation in the most recent fiscal year was a trivial amount of less than ¥1 million, which is not significant enough to give rise to a special interest relationship.
 2. Outline of the directors and officers liability insurance policy with the candidate for substitute Corporate Auditor as the insured.
The Company has entered into a directors and officers liability insurance policy with an insurance company to cover the damages incurred by the insured as a result of claims against the insured during the insurance period as well as damages due to litigation expenses. If the candidate for substitute Corporate Auditor is appointed as a Corporate Auditor, he will be included in the insured persons of the said insurance policy, and the Company plans to renew the policy with the same contents at the next renewal. The outline of the insurance policy is shown in "3. Outline of the contents of the directors and officers liability insurance policy" in "III. Matters concerning corporate officers" of the Business Report.
 3. Yoshinori Satoi is a candidate for substitute outside Corporate Auditor.
 4. Remarks related to the candidate for substitute outside Corporate Auditor are as follows.
 - (1) Limited liability agreements with outside Corporate Auditors
Article 36 of the Articles of Incorporation stipulates that the Company may enter into agreements with outside Corporate Auditors limiting liability for damage for failure to perform duties. If Yoshinori Satoi assumes the office of outside Corporate Auditor, the Company plans to enter into such limited liability agreement with him limiting liability to the amount stipulated by laws and regulations.
 - (2) Matters concerning independence
 - The Company has not concluded an advisory contract with Yasaka Law Office, at which Yoshinori Satoi is engaged in his significant concurrent position, and he satisfies the requirements of the Independence Standards for outside Officers stipulated by the Company.
 - If he assumes the office of outside Corporate Auditor, the Company plans to notify the Tokyo Stock Exchange of his appointment as an Independent Officer as provided for by the aforementioned exchange.

[Reference] Structure of the Board of Directors and the Board of Corporate Auditors

The Board of Directors shall possess the expertise and skills required for appropriate choices of a strategic course and important decisions on the execution of business, with the independence required for the strengthening of management supervision. It shall also maintain a balanced system as a whole by securing diversity in terms of career history, gender, and age, etc. The ratio of Outside Directors is one third or greater, and the number of members is prescribed in the Articles of Incorporation as 14 or less.

The Board of Corporate Auditors, from the perspective of ensuring the effective auditing of the execution of Directors' duties, includes personnel with expertise and skills in finance and accounting, as well as with knowledge of the Group's business.

The Company has identified the seven fields of "Corporate Management," "Production/Technology/Development," "Marketing/Sales," "Finance/Accounting," "Environment/Society," "Governance/Risk Management/Compliance," and "IT/DX" as important areas of expertise and skills that are expected of Directors and Corporate Auditors.

Each officer shall leverage the complementary strengths in the important areas stated above, aiming to enhance the corporate value through the achievement of our Sustainable Vision 2030 and 2025 Medium-Term Management Plan.

If Proposal No. 2 and Proposal No. 3 are approved and adopted as proposed, the Board of Directors and the Board of Corporate Auditors will be composed as follows:

	Name (Age)	Non-Executive Officer	Corporate Management	Production/ Technology/ Develop- ment	Marketing/ Sales	Finance/ Accounting	Environment / Society	Governance/ Risk Management /Compliance	IT/DX
Director	Seiji Narahara (66)	○ Chair of the Board	○			○	○	○	
	Ikuo Takeuchi (60)		○		○		○	○	○
	Chikao Morishige (63)		○	○	○		○		
	Hiroshi Otsuki (62)		○			○		○	
	Taichi Sakai (60)			○			○	○	○
	Takafumi Isogai (74)	○ Independent Officer		○			○		
	Kimie Sakuragi (64)	○ Independent Officer			○		○	○	
	Masaaki Harima (72)	○ Independent Officer					○	○	
	Hiroshi Fukushi (65)	○ Independent Officer	○	○	○				○
Shoko Takase (58)	○ Independent Officer	○	○	○				○	
Corporate Auditor	Takayuki Tabo (62)	○	○		○	○		○	
	Yasuo Ohta (63)	○		○	○		○		
	Akihiko Irie (66)	○ Independent Officer	○		○			○	○
	Wakyu Shinmen (66)	○ Independent Officer				○		○	

- Notes: 1. The age is as of the end of this meeting.
2. The skills displayed above are expertise and skills that are expected of each officer by the Company, and do not depict all of the knowledge and experience held by each officer.

[Reference] Independence Standards for Outside Officers

The Company has deemed that if none of the attributes in the following items apply, the outside Director or outside Corporate Auditor (or the candidate for outside Director or outside Corporate Auditor) has a high degree of independence from the Company, and there are no concerns of conflicts of interest with general shareholders.

- (1) A major shareholder in the Company (refers to a shareholder with a voting rights ownership ratio of 10% or more; the same applies below) or an individual who executes business for the shareholder
- (2) An individual who executes business for a company of which the Company is a major shareholder
- (3) A business partner of the Company for which the Company is a major partner (refers to a party that provides products or services to the Company for which the average annual transaction amount for the past three fiscal years is over 2% of that business partner's annual gross sales) or an individual who executes business for that company
- (4) A major business partner of the Company (refers to a party that the Company provides products or services to for which the average annual transaction amount for the past three fiscal years is over 2% of the Company's annual gross sales) or an individual who executes business for that company
- (5) An individual who executes business as an employee of a financial institution that is a major lender to the Company (refers to a lender for which the loan balance amount is equivalent to over 2% of the Company's total assets)
- (6) An individual who obtains over ¥10 million per year in cash or other assets in profit from the Company as a specialist, such as a consultant, accountant, or attorney at law, other than officers' compensation (or an individual who belongs to a corporation, etc., that obtains over ¥100 million per year in this matter)
- (7) An individual for which any item in (1) to (6) above has applied within the past three years
- (8) A relation within the second degree of an individual for which any item in (1) to (7) above applies

Note: Even if none of the attributes above apply, in some cases it may be deemed that there is no independence in consideration of matters such as transaction volumes at a Group company of the Company or a Group company of a business partner.