

Notice of Convocation of the 117th Ordinary General Meeting of Shareholders

Date and Hour Thursday, March 26, 2026 at 10:00 a.m.

Matters constituting the

Purpose of the Meeting:

Matters to be Reported: See page 1.

Matters to be Resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendment to the Articles of Incorporation for an In-Kind Dividend Pertaining to a Partial Spin-Off

Proposal No. 3: Election of Nine Directors

Proposal No. 4: Election of One Audit & Supervisory Board Member

Exercise of voting rights by shareholders who do not expect to attend the Meeting shall be made by **5:45 p.m. on Wednesday, March 25, 2026.**

A Request to Our Shareholders:

The exercise of your voting rights is extremely important to maximizing the corporate value of our Company. We kindly ask that you review the information provided on our website and the following pages, and that you exercise your voting rights accordingly.

TO OUR SHAREHOLDERS:

Resonac Holdings Corporation

9-1, Higashi-Shimbashi 1-Chome, Minato-ku,
Tokyo, Japan

Hidehito Takahashi
President and Chief Executive Officer

Notice of Convocation of the 117th Ordinary General Meeting of Shareholders

The 117th Ordinary General Meeting of Shareholders of Resonac Holdings Corporation will be held as described below and you are cordially invited to attend the Meeting.

With regard to the convocation of this Meeting of Shareholders, the Company has introduced provision of information concerning the Meeting including the contents of Reference Materials for the General Meeting of Shareholders (information subject to electronic provision) via electronic measures. The Company has put such information on the Company's Website on the Internet. Therefore, if necessary, please access the Company's Website and confirm the contents of the document.

URL for Resonac Holdings Corporation's Website:

<https://www.resonac.com/ir/stock-bond-information/report.html>

The information subject to electronic provision is published not only via the Company's Website mentioned above, but also via the Website of Tokyo Stock Exchange, Japan Exchange Group (JPX). Therefore, if necessary, please access the JPX's website, and search for the information concerning Resonac Holdings Corporation by inputting the Company's securities code 4004 into the window of the search engine titled "Listed Company 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]."

Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Instead of attending the Meeting, you can exercise your voting rights in writing or by electronic measures (including the use of the Internet). If you want to do so, please exercise your voting rights after reviewing the documentary materials for the 117th ordinary general meeting of shareholders (Reference Materials for the General Meeting of Shareholders, Business Report, etc.) published through the above mentioned website.

1. **Date and Hour** Thursday, March 26, 2026 at 10:00 a.m. (Reception of shareholders starts at 9:00 a.m.)
2. **Place** Tokyo International Forum (Hall B7)
5-1, Marunouchi 3-Chome, Chiyoda-ku, Tokyo, Japan
3. **Matters constituting the Purpose of the Meeting:**
Matters to be Reported:
 - (1) Reports on the Business Report and the Consolidated Financial Statements for the 117th Business Term (January 1, 2025 to December 31, 2025), and reports on the Auditing Results from Accounting Auditors and the Audit & Supervisory Board.
 - (2) Reports on the Non-consolidated Financial Statements for the 117th Business Term (January 1, 2025 to December 31, 2025).

Matters to be Resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendment to the Articles of Incorporation for an In-Kind Dividend Pertaining to a Partial Spin-Off
- Proposal No. 3:** Election of Nine Directors
- Proposal No. 4:** Election of One Audit & Supervisory Board Member

4. Other Matters that have been decided by the Board of Directors before Convocation:

- 1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval for a proposal, it will be treated as if you indicated your approval for the proposal.
- 2) Among the information subject to electronic provision, under the provisions of relevant laws and Article 15 of the Articles of Incorporation of the Company, the following information and documents are not included in this Notice of Convocation provided for shareholders who requested to receive the Notice as printed documents. Therefore, Consolidated Financial Statements and Non-consolidated Financial Statements included in this Notice and its Accompanying Documents are part of those documents audited by Auditors and Audit & Supervisory Board Members during the process to produce the Audit Report.
 - a) “Main Business of the Group,” “Main Sales Offices and Business Sites of the Group,” “Status of Employees of the Group,” “Accounting Auditor Status,” and “Creation and Improvement of Internal Control System” in the Business Report
 - b) “Consolidated Statements of Changes in Equity” and “Notes to Consolidated Financial Statements”
 - c) “Non-consolidated Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements”
 - d) “Accounting Auditor’s Audit Report on the Consolidated Financial Statements” and “Accounting Auditor’s Audit Report”
- 3) If the voting rights are exercised both in writing and via the Internet, etc., the voting via the Internet, etc. will be regarded as effective. If the voting rights are exercised repeatedly via the Internet, etc., the last voting will be regarded as effective.

5. Methods for exercising voting rights for shareholders who do not expect to attend the Meeting:

- 1) Exercise of voting rights in writing (by mail)

Please indicate your consent or dissent to the proposals on the enclosed Card for Exercise of Voting Rights, and return it by mail to reach us no later than 5:45 p.m. on Wednesday, March 25, 2026.
- 2) Exercise of voting rights via the Internet, etc.

Please log on to the designated website for exercise of voting rights at <https://soukai.mizuho-tb.co.jp/>. Enter your code number and password as provided on the enclosed Card for Exercise of Voting Rights and, by following the instructions on the computer screen, enter your consent or dissent and send it to reach us no later than 5:45 p.m. on Wednesday, March 25, 2026.

For your information, we are also a member to the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

- ◇ Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist.
- ◇ When the need arises to amend the information subject to electronic provision, such amendments will be announced on the Company’s Website and JPX’s Website.
- ◇ When the need arises to amend operations of this Ordinary General Meeting of Shareholders, such amendments will be announced on the Company’s Website.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that surplus be appropriated as follows:

It is the Company's basic policy to decide on the distribution of dividends in consideration of earnings performance of the relevant business term and the need to retain earnings for future business development.

Concerning the term-end dividends for this term, the Company, after considering the business results of the term as well as the need to improve future competitiveness and financial strength, proposes a term-end dividend as described below.

There is no matter related to the appropriation of other surplus.

(1) Type of dividend assets

Cash

(2) Matters related to the appropriation of dividend assets and total amount thereof:

65 yen per common share of the Company Total amount: 11,791,212,160 yen

(3) Effective date for appropriation of surplus:

March 27, 2026

Proposal No. 2: Partial Amendment to the Articles of Incorporation for an In-Kind Dividend Pertaining to a Partial Spin-Off

1. Reasons for proposal

The Company aims to contribute to the development of a sustainable global society as a world-class functional chemical company. To achieve this objective, the Company has continuously reviewed its business portfolio and promoted growth by concentrating management resources on the Semiconductor and Electronic Materials segment. Since 2024, as part of its ongoing business portfolio review, the Company has been considering a partial spin-off^{Note} (hereinafter referred to as the "Spin-Off") of Crasus Chemical Inc. (hereinafter referred to as "Crasus Chemical"), its wholly owned subsidiary responsible for the petrochemical business. Execution of the Spin-Off will require completion of multiple procedures, including approvals from the relevant government authorities and listing approval from the Tokyo Stock Exchange. However, key laws and regulations related to these procedures, including the Act on Strengthening Industrial Competitiveness and the Act on Special Measures Concerning Taxation, are scheduled to be revised, and as of early February 2026, the full details of these revisions remain unclear, making it difficult to submit a proposal regarding the Spin-Off to shareholders at this Ordinary General Meeting of Shareholders.

Accordingly, in order to proceed with the necessary procedures following the amendments to the relevant laws and regulations and to execute the Spin-Off through prompt decision-making once all requirements have been satisfied, thereby maximizing shareholder interests, the Company proposes to newly establish Article 43 pursuant to Article 459, paragraph 1, of the Companies Act, to allow an in-kind dividend related solely to the Spin-Off, for which certification of a corporate restructuring plan under the Act on Strengthening Industrial Competitiveness will be obtained, to be carried out by resolution of the Board of Directors.

This amendment to the Articles of Incorporation does not limit the authority of the general meeting of shareholders with respect to appropriation of surplus.

Any appropriation of surplus pursuant to the newly established Article 43 will be limited to the Spin-Off. The amendment establishing Article 43 will take effect on the date the Company first receives, after such amendment is approved by resolution of a general meeting of shareholders, certification of a corporate restructuring plan relating to specified dividends of surplus as provided under the Act on Strengthening Industrial Competitiveness, and Article 43 will be deleted on the date following the effective date of such specified dividends of surplus (Supplementary Provisions).

Note: Under this method, the Company will retain a portion (less than 20%) of the shares of Crasus Chemical and distribute the remaining shares to the Company's shareholders as an in-kind dividend (dividend in the form of non-cash assets). The shares of Crasus Chemical are expected to be listed on the Tokyo Stock Exchange at approximately the same time as the distribution of the in-kind dividend.

Proposal No. 3: Election of Nine Directors

The term of office of all the nine Directors is to expire at the close of this Ordinary General Meeting of Shareholders.

The Company proposes election of nine Directors.

The list of candidates for Directors is as follows:

| Candidate No. | Name | Current Position and Duties at the Company | Statuses |
|---------------|--------------------|---|-----------------|
| 1 | Hidehito Takahashi | Representative Director; President and Chief Executive Officer (CEO) | To be reelected |
| 2 | Kohei Morikawa | Director; Chairman of the Board of Directors | To be reelected |
| 3 | Hideki Somemiya | Director; Managing Corporate Officer; Chief Financial Officer (CFO) | To be reelected |
| 4 | Tomomitsu Maoka | Director; Managing Corporate Officer; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO) | To be reelected |
| 5 | Nori Imai | Director; Managing Corporate Officer; Chief Human Resource Officer (CHRO) | To be reelected |
| 6 | Tetsuo Tsuneishi | Director | To be reelected |
| | | | Outside |
| | | | Independent |
| 7 | Kenji Yasukawa | Director | To be reelected |
| | | | Outside |
| | | | Independent |
| 8 | Masaru Onishi | Director | To be reelected |
| | | | Outside |
| | | | Independent |
| 9 | Izumi Sakakibara | Director | To be reelected |
| | | | Outside |
| | | | Independent |

To be reelected : Candidate for Director to be reelected

Outside : Candidate for Outside Director

Independent : Candidate for Independent Director under the provisions of the stock exchange

1 Hidehito Takahashi

To be reelected

Date of Birth: July 21, 1962
Term of office as Director: 9 years
Number of Shares of the Company Held: 46,130 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Director

He has proven track record as corporate executive in his previous jobs. After joining the Company (Showa Denko K.K., current Resonac Holdings Corporation), he took charge of corporate planning section. In 2020, he was appointed as the Chief Strategy Officer (CSO) of the Company, and promoted growth strategy of the entire Company. Furthermore, since January 2022, he has been supervising and promoting management strategy of the Group as Representative Director, President and Chief Executive Officer (CEO) of the Company. He also completed the integration of the Company and Showa Denko Materials Co., Ltd. (current Resonac Corporation). Following the integration, he has focused his efforts on developing personnel that will make the company a Co-Creative Chemical Company.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director, and enough knowledge and business experience concerning each business of the Company, which are essential to realize Corporate Philosophy of the Group. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1986 Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)
February 2002 Joined GE Japan Holding Corporation, General Manager, Business Development Department
October 2004 Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation
October 2008 President & CEO, Silicones Business, Momentive Performance Materials Japan Inc.
January 2013 President & CEO, GKN Driveline Japan plc
October 2015 Joined the Company
Senior Corporate Fellow, Assistant to President
January 2016 Corporate Officer; General Manager, Corporate Strategy Department
January 2017 Managing Corporate Officer
March 2017 Director; Managing Corporate Officer
July 2017 Director; Managing Corporate Officer; General Manager, Carbon Division
January 2020 Director; Managing Corporate Officer; Chief Strategy Officer (CSO)
June 2020 Director, Showa Denko Materials Co., Ltd.
January 2022 Representative Director; President and Chief Executive Officer (CEO) of the Company (incumbent)
Representative Director; President and Chief Executive Officer (CEO), Showa Denko Materials Co., Ltd.
January 2023 Representative Director; President and Chief Executive Officer (CEO), Resonac Corporation (incumbent)
(up to the present)

Important Concurrent Post

Representative Director, President and Chief Executive Officer (CEO), Resonac Corporation

2 Kohei Morikawa

To be reelected

Date of Birth: June 6, 1957
Term of office as Director: 10 years
Number of Shares of the Company Held: 70,776 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Director

After joining the Company (Showa Denko K.K., current Resonac Holdings Corporation) and taking charge of the R&D and Chemicals sections, in 2017, he was appointed as Representative Director, President and Chief Executive Officer (CEO), and has been supervising and promoting business strategy of the whole Company since then. Since 2022, he has served as Representative Director and Chairman of the Board of Directors, promoting reforms to the Board with the aim of improving its monitoring functions.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. As Chairman of the Board of Directors, he has been promoting the effectiveness of the Board of Directors and strengthening of its supervisory function to enhance corporate value. Based on these, the Company judged that he is suitable for the position, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1982 Joined the Company
January 2013 Corporate Officer; General Manager, Electronic Chemicals Division
January 2016 Managing Corporate Officer; Chief Technology Officer (CTO)
March 2016 Director; Managing Corporate Officer; Chief Technology Officer (CTO)
January 2017 Representative Director; President and Chief Executive Officer (CEO)
January 2022 Representative Director;
 Chairman of the Board of Directors (incumbent)
March 2024 Chairman and Director
March 2025 Director (incumbent)
 (up to the present)

Important Concurrent Post

Chairman, Japan Association for Chemical Innovation

3 Hideki Somemiya

To be reelected

Date of Birth: February 14, 1968
Term of office as Director: 4 years
Number of Shares of the Company Held: 43,192 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Director

He has an excellent track record as financial officer of foreign affiliated investment banks and industrial companies. Thus, he has expert knowledge of corporate finance and accounting which is deemed necessary for realization of Corporate Philosophy of the Group. He is leading our financial and accounting strategies with the aim of increasing the Company's profitability and corporate value.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1990 Joined Nomura Research Institute, Ltd.
June 1997 Joined Nomura Securities Co., Ltd.
Deputy Head Researcher, Institute for Financial Research
May 1999 Joined Merrill Lynch Japan Securities Co., Ltd. (current BofA Securities Japan Co., Ltd.)
January 2007 General Manager, Telecommunication & Media Technology Group, Merrill Lynch Japan Securities Co., Ltd.
July 2009 Joined JPMorgan Securities Japan Co., Ltd., General Manager, Technology, Media & Telecommunication Group, Investment Banking Headquarters
July 2015 Joined Sony Corporation (current Sony Group Corporation), Vice President attached to CFO, Chief Financial Strategist
May 2016 Temporarily transferred to Sony Semiconductor Solutions Corporation
June 2016 General Manager, Corporate Strategy Headquarters, Sony Semiconductor Solutions Corporation
December 2016 General Manager, Planning & Administration Headquarters (CFO), Sony Semiconductor Solutions Corporation
June 2019 General Manager, System Solution Division, Sony Semiconductor Solutions Corporation
July 2020 Corporate Officer in charge of solution business, Sony Semiconductor Solutions Corporation
March 2021 Officer Attached to CFO in charge of special assignment, Sony Corporation (current Sony Group Corporation)
October 2021 Joined the Company (Showa Denko K.K., current Resonac Holdings Corporation), General Manager, Preparation Office for Group CFO
January 2022 Managing Corporate Officer; Chief Financial Officer (CFO) of the Company
Managing Corporate Officer; Chief Financial Officer (CFO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)
March 2022 Director; Managing Corporate Officer; Chief Financial Officer (CFO) of the Company (incumbent)
January 2023 Director; Chief Financial Officer (CFO), Resonac Corporation (incumbent)
(up to the present)

Important Concurrent Post

Director; Chief Financial Officer (CFO), Resonac Corporation

4 Tomomitsu Maoka

To be reelected

Date of Birth: May 10, 1974
Term of office as Director: 4 years
Number of Shares of the Company Held: 32,492 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Director

He has an excellent track record as officer in charge of business operation at foreign affiliated industrial companies and an executive in charge of corporate planning and business in China at Japanese industrial companies. Thus, he has expert knowledge of corporate strategy planning and global corporate management, which is deemed necessary for realization of Corporate Philosophy of the Group. Furthermore, he proposes and promotes business strategies aimed at increasing the Company's corporate value.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1999 Joined A.T.Kearney, Inc.
April 2005 Joined Infineon Technologies Japan K.K., General Manager in charge of Strategy in Japan
May 2009 General Manager, Industrial & Chip Card Business Headquarters, Infineon Technologies Japan K.K.
October 2010 General Manager, Industrial & Multi Market Business Headquarters, Infineon Technologies Japan K.K.
December 2011 Joined Lenovo Japan Corporation, Lenovo/NEC Project Director
April 2012 Strategy Director, Lenovo Japan Corporation
April 2013 Commercial Operations Director, Lenovo Japan Corporation
December 2013 Joined Renesas Electronics Corporation, General Manager, Corporate Planning, Planning Headquarters
December 2015 Corporate Officer; General Manager, Corporate Planning, Renesas Electronics Corporation
February 2016 Corporate Officer; Deputy General Manager, Second Solution Business Headquarters, Renesas Electronics Corporation
March 2017 Corporate Officer; China Business Headquarters, Renesas Electronics Corporation
April 2019 Corporate Officer; Deputy General Manager, Production Headquarters, Renesas Electronics Corporation
August 2019 Corporate Officer; Deputy General Manager, Automotive Solution Business Headquarters, Renesas Electronics Corporation
October 2021 Joined the Company (Showa Denko K.K., current Resonac Holdings Corporation), General Manager, Preparation Office for Group CSO
January 2022 Managing Corporate Officer; Chief Strategy Officer (CSO) of the Company
Managing Corporate Officer; Chief Strategy Officer (CSO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)
March 2022 Director; Managing Corporate Officer; Chief Strategy Officer (CSO) of the Company
January 2023 Director; Chief Strategy Officer (CSO), Resonac Corporation
January 2024 Director; Managing Corporate Officer; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO) of the Company (incumbent)
Representative Director; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO), Resonac Corporation (incumbent)
(up to the present)

Important Concurrent Post

Representative Director; Chief Strategy Officer/Chief Risk Management Officer (CSO/CRO), Resonac Corporation

5 Nori Imai

To be reelected

| | |
|--|--------------------|
| Date of Birth: | September 11, 1972 |
| Term of office as Director: | 2 years |
| Number of Shares of the Company Held: | 12,412 shares |
| Number of attendances at the Board of Directors' meetings: | 12/12 |

Reason for nomination as a candidate for Director

In addition to her experience with sales in the U.S. in Hitachi Chemical Co., Ltd. (later Showa Denko Materials Co., Ltd., current Resonac Corporation), she has been involved in the operations of multiple business segments and has experience in corporate planning. She served as an integration project leader during its integration with the Company (Showa Denko K.K., current Resonac Holdings Corporation). Since 2022, she has served as the Chief Human Resource Officer (CHRO) of the Company and led efforts to instill its purpose and values into the employees' mind, integrate the Company's human resource systems and framework, and demonstrated leadership in creating a foundation for transforming the Company's culture.

She has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out her duties as Director. Based on these, the Company judged she is suitable for Director, and nominated her as a candidate for Director.

Personal history and positions at the Company

| | |
|--------------|--|
| April 1995 | Joined Hitachi Chemical Co., Ltd. |
| April 2019 | Executive Officer; Deputy General Manager, Mobility Business Headquarters and General Manager, Mobility Business Strategy Department, Hitachi Chemical Co., Ltd. |
| January 2020 | Executive Officer; General Manager, Corporate Planning Department, Hitachi Chemical Co., Ltd. |
| March 2020 | Director; Corporate Officer; Chief Strategy Officer (CSO), Hitachi Chemical Co., Ltd. |
| January 2022 | Corporate Officer; Chief Human Resource Officer (CHRO) of the Company Director; Corporate Officer; Chief Human Resource Officer (CHRO), Showa Denko Materials Co., Ltd. |
| January 2023 | Chief Human Resource Officer (CHRO), Resonac Corporation |
| January 2024 | Managing Corporate Officer; Chief Human Resource Officer (CHRO) of the Company Director; Chief Human Resource Officer (CHRO), Resonac Corporation (incumbent) |
| March 2024 | Director; Managing Corporate Officer; Chief Human Resource Officer (CHRO) of the Company (incumbent) (up to the present) |

Important Concurrent Post

Director; Chief Human Resource Officer (CHRO), Resonac Corporation

6 Tetsuo Tsuneishi

To be reelected

Outside

Independent

Date of Birth: November 24, 1952
Term of office as Director: 3 years
Number of Shares of the Company Held: 0 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Outside Director and outline of expected roles

After services with a semiconductor manufacturing equipment company including a position in charge of overseas marketing, he led the company to prosperity. Thus, he has expertise and rich experience in global management and semiconductor business, which are necessary for the Group to realize its Corporate Philosophy. Since being appointed in 2023, he has used his insight as a corporate executive and expertise in corporate governance to provide valuable advice and led deliberations of the Nomination Advisory Committee from an objective standpoint as the committee chairman.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1976 Joined Tokyo Electron Laboratories, Inc. (current Tokyo Electron Ltd.)
June 1987 General Manager, KLA Department, Tokyo Electron Ltd.
October 1990 General Manager, SPE 3 Division, Tokyo Electron Ltd.
April 1992 General Manager, Overseas Marketing Headquarters, Tokyo Electron Ltd.
June 1992 Corporate Director, Tokyo Electron Ltd.
June 1996 Executive Managing Director, Tokyo Electron Ltd.
June 1998 Executive Managing Representative Director, Tokyo Electron Ltd.
June 2003 Corporate Director; Senior Executive Vice President, Tokyo Electron Ltd.
June 2013 Corporate Director, Tokyo Electron Device Ltd. (incumbent)
June 2015 Corporate Director, Chairman of the Board of Directors, Tokyo Electron Ltd.
June 2017 Representative Director, Chairman of the Board of Directors, Tokyo Electron Ltd.
June 2020 Corporate Director, Chairman of the Board of Directors, Tokyo Electron Ltd.
March 2023 Outside Director of the Company (incumbent)
(up to the present)

Important Concurrent Post

Corporate Director, Tokyo Electron Device Ltd.

7 Kenji Yasukawa

To be reelected

Outside

Independent

Date of Birth: June 7, 1960
Term of office as Director: 2 years
Number of Shares of the Company Held: 0 shares
Number of attendances at the Board of Directors' meetings: 12/12

Reason for nomination as a candidate for Outside Director and outline of expected roles

He has experience in a major Japan pharmaceutical company which has been developing business globally and has recently undergone a corporate merger. There, he engaged in development work in the U.S. and was as well involved in the formulation of corporate strategy and social contribution activities, including supporting patients in developing countries. He possesses wide-ranging experience and expertise as an executive in a leading company in which diverse human resources thrive. Since being appointed in 2024, he has used his insight as a corporate executive to provide valuable advice from multifaceted standpoints and led deliberations of the Remuneration Advisory Committee from an objective standpoint as the committee chairman.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1986 Joined Yamanouchi Pharmaceutical Co., Ltd. (current Astellas Pharma Inc.)
April 2005 Vice President, Project Management, Urology, Astellas Pharma Inc.
June 2010 Corporate Executive, Astellas Pharma Inc. and Therapeutic Area Head, Urology, Astellas Pharma Europe B.V.
October 2010 Corporate Executive, Astellas Pharma Inc. and Therapeutic Area Head, Urology, Astellas Pharma Global Development, Inc.
April 2011 Corporate Executive; Vice President, Product & Portfolio Strategy, Astellas Pharma Inc.
April 2012 Corporate Executive, Chief Strategy Officer (CSTO), Astellas Pharma Inc.
June 2012 Senior Corporate Executive, Chief Strategy Officer (CSTO), Astellas Pharma Inc.
April 2017 Senior Corporate Executive, Chief Strategy Officer and Chief Commercial Officer (CSTO & CCO), Astellas Pharma Inc.
June 2017 Representative Director, Executive Vice President, Chief Strategy Officer and Chief Commercial Officer (CSTO & CCO), Astellas Pharma Inc.
April 2018 Representative Director, President, Astellas Pharma Inc.
April 2023 Representative Director, Chairman of the Board, Astellas Pharma Inc. (incumbent)
March 2024 Outside Director of the Company (incumbent)
(up to the present)

Important Concurrent Post

Representative Director, Chairman of the Board, Astellas Pharma Inc.

8 Masaru Onishi

To be reelected

Outside

Independent

Date of Birth: May 19, 1955
Term of office as Director: 1 year
Number of Shares of the Company Held: 0 shares
Number of attendances at the Board of Directors' meetings: 9/9

Reason for nomination as a candidate for Outside Director and outline of expected roles

After accumulating experience in both the maintenance and planning sectors at a major Japanese airline company, he led the company's rehabilitation as a corporate executive, contributing to its resurgence. In addition to this achievement, he possesses wide-ranging experience and insight as an outside director in various industries as well as deep knowledge of safety, which the Company prioritizes. Since being appointed in 2025, he has drawn on his experience as a corporate executive and his broad experience serving as an outside director in various industries to provide valuable advice.

He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.

Personal history and positions at the Company

April 1978 Joined Japan Airlines Co., Ltd.
April 2007 Representative Director, President, JAL Aircraft Maintenance Narita (current JAL Engineering Co., Ltd.)
June 2009 Representative Director, President, Japan Air Commuter Co., Ltd.
February 2010 Trustee Representative and President, Japan Airlines International Co., Ltd. (current Japan Airlines Co., Ltd.)
March 2011 Representative Director, President, Japan Airlines International Co., Ltd.
February 2012 Representative Director, Chairman, Japan Airlines Co., Ltd.
April 2014 Director, Chairman, Japan Airlines Co., Ltd.
July 2018 Senior Representative, External Affairs, Japan Airlines Co., Ltd.
Visiting Professor, Toyo University (incumbent)
June 2019 Outside Director, TEIJIN LIMITED
Outside Director, Mitsui O.S.K. Lines, Ltd.
June 2021 Outside Director, Kadoya Sesame Mills Incorporated (incumbent)
June 2022 Outside Director, Benesse Holdings, Inc.
July 2024 Independent Director, Luup, Inc. (incumbent)
March 2025 Outside Director of the Company (incumbent)
(up to the present)

Important Concurrent Post

None

9 Izumi Sakakibara

To be reelected

Outside

Independent

Date of Birth: January 1, 1959
Term of office as Director: 1 year
Number of Shares of the Company Held: 0 shares
Number of attendances at the Board of Directors' meetings: 9/9

Reason for nomination as a candidate for Outside Director and outline of expected roles

In addition to her experience in the establishment of heart transplant and other systems at the Ministry of Health and Welfare (current Ministry of Health, Labour and Welfare), she possesses strategic perspectives through a wide range of experience in the life science field, such as business development, portfolio restructuring and M&As in Japan and overseas, at a major chemicals company and a major pharmaceutical company in Japan. Since being appointed in 2025, she has drawn on her extensive experience across multiple companies to provide valuable advice.

She has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out her duties as Director. We therefore judged she can appropriately fulfill her duties as Director, and nominated her as a candidate for Director.

Personal history and positions at the Company

April 1982 Joined Ministry of Health and Welfare (current Ministry of Health, Labour and Welfare)
June 1992 Joined Toray Industries, Inc., Research Leader, Pharmacology IV Immunosuppressive Agents, Pharmacology Research Department, Pharmaceutical Research Laboratories
October 2010 General Manager, Pharmaceuticals Planning Department, Deputy General Manager, Pharmaceuticals and Medical Business Department, Toray Industries, Inc.
May 2012 Joined Otsuka Holdings Co., Ltd., Business Development Department
General Manager, License Department, Otsuka Pharmaceutical Factory, Inc.
January 2017 Joined FUJIFILM Corporation, Senior Manager, Regenerative Medicine Business Department
October 2018 Senior Manager, Regenerative Medicine Business Department, Senior Manager, Pharmaceuticals Business Department, FUJIFILM Corporation
Executive Director, General Manager, Business Development Department, FUJIFILM Toyama Chemical Co., Ltd.
June 2019 Senior Manager, Pharmaceuticals Business Department, FUJIFILM Corporation (General Manager, Business Development Department)
Executive Officer, General Manager, Business Development Department, FUJIFILM Toyama Chemical Co., Ltd.
March 2022 Director, Executive Officer in Charge of Sales Division, General Manager, Business Development Department, FUJIFILM Toyama Chemical Co., Ltd.
July 2024 Executive Senior Advisor, FUJIFILM Toyama Chemical Co., Ltd.
March 2025 Outside Director, of the Company (incumbent)
(up to the present)

Important Concurrent Post

None

- Notes:
1. None of the candidates for the Directors has any special interest in the Company.
 2. Mr. Tetsuo Tsuneishi, Mr. Kenji Yasukawa, Mr. Masaru Onishi and Ms. Izumi Sakakibara are candidates for Outside Directors.
 3. Mr. Tetsuo Tsuneishi, Mr. Kenji Yasukawa, Mr. Masaru Onishi and Ms. Izumi Sakakibara will have served as Outside Directors of the Company for three (3) years, two (2) years, one (1) year and one (1) year respectively at the close of this Ordinary General Meeting of Shareholders.
 4. Pursuant to the provisions of Articles of Incorporation, if Mr. Tetsuo Tsuneishi, Mr. Kenji Yasukawa, Mr. Masaru Onishi and Ms. Izumi Sakakibara are reelected, the Company plans to extend the existing agreements with them limiting liability of Directors (excluding Executive Directors, etc.) for damages within a defined range. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
 5. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. If the candidates for Directors are reelected, they will continue to be included as insureds under the insurance policy. In addition, the Company plans to renew the insurance policy with the same terms and conditions at the time of next renewal.
 6. Pursuant to the relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Mr. Tetsuo Tsuneishi, Mr. Kenji Yasukawa, Mr. Masaru Onishi and Ms. Izumi Sakakibara have been appointed as the Company's Independent Directors who will not have conflicting interests with general shareholders. If they are reappointed, the Company plans to notify the TSE of their reappointment as Independent Directors.
 - (1) Tokyo Electron Device Ltd., in which Mr. Tetsuo Tsuneishi has a concurrent position, and the Company do not have any special relationship.
 - (2) Though Mr. Tetsuo Tsuneishi served at Tokyo Electron Ltd., the amount of annual business transactions between the Company and Tokyo Electron Ltd. is less than 1% of consolidated net sales of both companies, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Tetsuo Tsuneishi will not have conflicting interests with general shareholders.
 - (3) Though Mr. Kenji Yasukawa has a concurrent position in Astellas Pharma Inc., the amount of annual business transactions between the Company and Astellas Pharma Inc. is less than 1% of consolidated net sales of both companies, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Kenji Yasukawa will not have conflicting interests with general shareholders.
 - (4) JAL Engineering Co., Ltd., Japan Air Commuter Co., Ltd. and Japan Airlines Co., Ltd., at which Mr. Masaru Onishi served, and the Company do not have any special relationship.
 - (5) Though Ms. Izumi Sakakibara served at Toray Industries, Inc., the amount of annual business transactions between the Company and Toray Industries, Inc. is less than 1% of consolidated net sales of both companies, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Ms. Izumi Sakakibara will not have conflicting interests with general shareholders.
 - (6) Otsuka Holdings Co., Ltd. and Otsuka Pharmaceutical Factory, Inc., at which Ms. Izumi Sakakibara served, and the Company do not have any special relationship.
 - (7) The amount of annual business transactions between the Company and FUJIFILM Corporation, in which Ms. Izumi Sakakibara has a concurrent position, as well as FUJIFILM Toyama Chemical Co., Ltd., at which she served, is both less than 1% of consolidated net sales of the Company and each of both companies, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Ms. Izumi Sakakibara will not have conflicting interests with general shareholders.

Proposal No. 4: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Yasuyuki Miyasaka is to expire at the close of this General Meeting of Shareholders. Therefore, the Company proposes election of one Audit & Supervisory Board Member.

As to this proposal, approval from the Audit & Supervisory Board has been obtained.

The candidate for Audit & Supervisory Board Member is as listed below:

| Name | Current Position at the Company | Statuses |
|-------------------|----------------------------------|-----------------|
| Yasuyuki Miyasaka | Audit & Supervisory Board Member | To be reelected |
| | | Outside |
| | | Independent |

[Reference] Audit & Supervisory Board Members who continue to be incumbent

| Name | Current Position at the Company | Statuses |
|-----------------|--|-------------|
| Toshiharu Kato | Standing Statutory Member of Audit & Supervisory Board | Incumbent |
| Mitsuo Katayose | Standing Statutory Member of Audit & Supervisory Board | Incumbent |
| Masako Yajima | Audit & Supervisory Board Member | Incumbent |
| | | Outside |
| | | Independent |
| Kiyoko Toda | Audit & Supervisory Board Member | Incumbent |
| | | Outside |
| | | Independent |

| | |
|-----------------|--|
| To be reelected | : Candidate for Audit & Supervisory Board Member to be reelected |
| Incumbent | : Audit & Supervisory Board Member who continues as incumbent |
| Outside | : Outside Member of Audit & Supervisory Board or candidate thereof |
| Independent | : Independent Member of Audit & Supervisory Board under the provisions of the stock exchange |

Yasuyuki Miyasaka

To be reelected

Outside

Independent

Date of Birth: April 1, 1952
Term of office as Audit & Supervisory Board Member: 4 years
Number of Shares of the Company Held: 0 shares
Number of attendances at the Board of Directors' meetings: 12/12
Number of attendances at the Audit & Supervisory Board meetings: 14/14

Reason for nomination as a candidate for Outside Member of Audit & Supervisory Board

As a certified public accountant, he has been engaged in auditing in and outside Japan through many years. He has expert knowledge and rich experience of corporate finance and accounting. Therefore, he can provide appropriate audit opinion about the entire company. Based on these, the Company judged he is suitable for Audit & Supervisory Board Member, and nominated him as a candidate for Audit & Supervisory Board Member. Though Mr. Miyasaka has never taken part in management of business companies in any way other than serving as an outside officer in the past, the Company judged he can appropriately perform duties of Audit & Supervisory Board Member on the basis of above reasons.

Personal history and positions at the Company

November 1975 Joined Tohmatsu Awoki & Co. (current Deloitte Touche Tohmatsu LLC)
March 1980 Registered as a certified public accountant (CPA)
June 1990 Partner, Deloitte Touche Tohmatsu (current Deloitte Touche Tohmatsu LLC)
August 1993 Seconded to Singapore Office, Deloitte & Touche
October 2010 General Manager, Risk Management & Examination Office (IFRS), Deloitte Touche Tohmatsu LLC
June 2017 Resigned from Deloitte Touche Tohmatsu LLC
July 2017 Established Yasuyuki Miyasaka CPA Office, President (incumbent)
June 2018 Outside Director, ITOCHU-SHOKUHIN Co., Ltd. (incumbent)
Outside Corporate Auditor, Board of Corporate Auditors, Santen Pharmaceutical Co., Ltd.
March 2022 Outside Member of Audit & Supervisory Board of the Company (incumbent)
(up to the present)

Important Concurrent Post

President, Yasuyuki Miyasaka CPA Office

- Notes:
1. Mr. Yasuyuki Miyasaka does not have any special interest in the Company.
 2. Mr. Yasuyuki Miyasaka is a candidate for Outside Member of Audit & Supervisory Board.
 3. Mr. Yasuyuki Miyasaka is currently an Outside Member of Audit & Supervisory Board of the Company, and will have served as Outside Member of Audit & Supervisory Board for four (4) years at the close of this Ordinary General Meeting of Shareholders.
 4. Pursuant to the provisions of Articles of Incorporation, if Mr. Yasuyuki Miyasaka is reelected, the Company plans to extend the existing agreement with him limiting his liability for damages within a defined range. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
 5. Mr. Yasuyuki Miyasaka has considerable knowledge about finance and accounting.
 6. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. If Mr. Yasuyuki Miyasaka is reelected, he will continue to be included as an insured under the insurance policy. In addition, the Company plans to renew the insurance policy with the same terms and conditions at the time of next renewal.
 7. Pursuant to the relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Mr. Yasuyuki Miyasaka has been appointed as an Independent Member of Audit & Supervisory Board of the Company who will not have conflicting interests with general shareholders. If he is reappointed, the Company plans to notify the TSE of his reappointment as an Independent Member of Audit & Supervisory Board of the Company. Yasuyuki Miyasaka CPA Office, in which Mr. Miyasaka has a concurrent position, and the Company do not have any special relationship.

[Reference]

Policies and procedures for nominating candidates for Directors

From the perspective of strengthening the supervisory function of the Board of Directors, the Company has established the Nomination Advisory Committee, where independent outside directors have a majority and an independent outside director serves as the committee chairman. The Nomination Advisory Committee reviews the reasons for the election of candidates, evaluates whether potential candidates meet the following election criteria, and determines the candidates for Directors to be submitted to the Board of Directors by the Nomination Advisory Committee.

Criteria for electing Directors

- A candidate must have high principles, wide-ranging insight, strict ethical view, and fair judgement, which are essential characters to fulfill a director's responsibility to enhance corporate value over the short, medium, and long terms.
- A candidate must demonstrate strong personal integrity, a firm commitment to fulfilling a director's responsibilities, and the ability to maintain both their physical and mental health.
- A candidate must be able to allocate sufficient time and effort to appropriately fulfill their role and responsibilities as a director.
- A candidate must not fall under any of the disqualifications for directors set forth in Article 331, Section 1 of the Companies Act.
- A candidate's appointment should contribute to maintaining diversity within the Board of Directors in terms of expertise, experience, and attributes, thereby ensuring efficient and effective corporate governance.

Additional criteria for electing Outside Directors

- A candidate must be capable of overseeing the Group's management, monitoring potential conflicts of interest between the Company and its management team, and providing appropriate guidance on business execution.
- A candidate must meet the Company's Independence Standards for Outside Officers.
- The term of office shall, in principle, be limited to four years. Any extension requires a request from the Nomination Advisory Committee and the individual's consent.

The Board of Directors deliberates on the candidates recommended by the Nomination Advisory Committee, determines the candidates for Directors to be presented at the General Meeting of Shareholders, and submits them for approval at the General Meeting of Shareholders.

Skill matrix

The Board of Directors (oversight) and the management team (execution) led by CEO, share the common goal of maximizing corporate value. While the Board of Directors, primarily led by Outside Directors, emphasizes its monitoring function, it also fosters deeper discussions through diverse opinions and recommendations that extend beyond monitoring. The Board of Directors identifies portfolio management, sustainability, and risk management as the most important perspectives and areas for oversight and discussion. To ensure effective monitoring, the Board of Directors sets appropriate and specific agenda items.

To facilitate effective discussions on agenda items, the Board of Directors has identified the following items as essential skills required for its members.

| Skill | Reason |
|---|---|
|  Global Business | In order to become a “company that can compete on the world stage,” we must have world-class competitiveness and profitability. Therefore, we have identified “Global Business” as a key skill, requiring an understanding of country- and region-specific customs and cultures overseas, as well as management experience in international markets and global companies. |
|  Portfolio Management | We are optimizing our business portfolio to become a “world-class functional chemical company.” Therefore, we have identified “Portfolio Management” as a key skill for making strategic management decisions that contribute enhancing corporate value. |
|  Sustainability | We have established company-wide financial and non-financial KPIs aligned with our material issues for sustainability (materialities) and ideal state, and we have formulated strategies for each business and function to drive our initiatives. Therefore, we have identified “Sustainability” as a key skill for evaluating our business and measures from an ESG perspective in order to contribute to the sustainable development of global society. |
|  Risk Management | To become a “company that can compete on the world stage,” we believe that identifying, evaluating, and appropriately managing increasingly complex and diverse global risks will enhance the quality of management decision-making and drive corporate value enhancement. Therefore, we have identified “Risk Management” as a key skill for evaluating measures to mitigate losses or impacts from unforeseen events. |
|  Finance/Accounting/Capital Markets | We aim to maximize corporate value in line with the expectations of investors and capital markets. Therefore, we have identified “Finance/Accounting/Capital Markets” as a key skill, encompassing the ability to quantitatively assess management decisions and expertise in dialogue with investors. |
|  Innovation | We aim to be a “company that contributes to a sustainable global society,” with a strong focus on enhancing our capability to create innovations and to develop new businesses. Therefore, we have identified “Innovation” as a key skill, requiring expertise and experience in new business promotion, technological development, and business model transformation. |
|  Personnel Development/Corporate Culture | We aim to develop autonomous, creative, and active human resources and culture, guided by our Purpose, which is to “change society through the power of chemistry.” Therefore, we have identified “Personnel Development/Corporate Culture” as a key skill encompassing understanding the importance of recruiting and developing a diverse, competitive workforce with shared values, as well as fostering a corporate culture, and knowledge and experience in organizational management. |
|  Legal/Compliance | We position safety and compliance as the foundations of our business operations, and we aim to gain credibility through responsible business operations by appropriately addressing the increasingly complex global legal and regulatory requirements. Therefore, we have identified “Legal/Compliance” as a key skill, requiring deep expertise and experience in legal and compliance areas. |

If Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the skill matrix of the Company's Board of Directors will be as follows:

| Name | | Term of office (years) |  Global Business |  Portfolio Management |  Sustainability |  Risk Management |  Finance/Accounting/ Capital Markets |  Innovation |  Personnel Development/ Corporate Culture |  Legal/Compliance |
|----------------------------------|--------------------|------------------------|---|--|--|---|--|--|--|--|
| Director | Hidehito Takahashi | 9 | ● | ● | ● | | ● | | ● | |
| | Kohei Morikawa | 10 | ● | ● | ● | | | ● | | |
| | Hideki Somemiya | 4 | ● | ● | ● | | ● | | ● | |
| | Tomomitsu Maoka | 4 | ● | ● | ● | ● | | | | ● |
| | Nori Imai | 2 | ● | ● | ● | | | | ● | |
| | Tetsuo Tsuneishi | 3 | ● | | | | ● | | ● | ● |
| | Kenji Yasukawa | 2 | ● | ● | ● | | | ● | ● | |
| | Masaru Onishi | 1 | | | | ● | | | ● | ● |
| | Izumi Sakakibara | 1 | ● | ● | ● | | | ● | | |
| Audit & Supervisory Board Member | Toshiharu Kato | 7 | | | ● | | ● | | | |
| | Mitsuo Katayose | 2 | | ● | | | | ● | | |
| | Masako Yajima | 6 | | | | ● | | | | ● |
| | Yasuyuki Miyasaka | 4 | | | | ● | ● | | | |
| | Kiyoko Toda | 2 | | | | | ● | | | ● |