

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Date and time: Thursday, December 25, 2025, at 10:00 a.m. (Reception will open at 9:30 a.m.)

Venue: Convention Hall, B1 Floor, Fukui Chamber of Commerce and Industry Building, 2-8-1 Nishikida, Fukui City, Fukui

Proposal: Approval of the Share Exchange Agreement between the Company and Sumitomo Chemical Company, Limited

**Tanaka Chemical Corporation**

The share exchange described in this document involves securities of a Japanese company. The share exchange is subject to disclosure requirements of Japan that are different from those of the United States. Financial information included in this document, if any, was excerpted from financial statements prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since the issuer is located in Japan and some or all of its officers and directors reside outside of the United States. You may not be able to sue a Japanese company or its officers or directors in a Japanese court for violations of the U.S. securities laws. It may be difficult to compel a Japanese company and its affiliates to subject themselves to a U.S. court's judgment. You should be aware that the issuer may purchase securities otherwise than under the share exchange, such as in the open market or through privately negotiated purchases.

This document has been translated from the Japanese-language original for reference purposes only. In the event of any conflict or discrepancy between this document and the Japanese-language original, the Japanese-language original shall prevail in all respects.

Securities Code: 4080

December 9, 2025

To Our Shareholders:

Tetsushi Kondo

Representative Director, Executive President

5-10 Aza Sunahamawari, Shirakata-cho 45, Fukui City, Fukui

Tanaka Chemical Corporation

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to take this opportunity to thank you for your continued support.

Please take notice that the Extraordinary General Meeting of Shareholders of Tanaka Chemical Corporation (the “Company”) will be held as described below.

To convene this general meeting of shareholders, the Company has adopted the measures for electronic provision of information which constitutes a part of the reference documents, etc. for general meeting of shareholders (items subject to electronic provision measures) and posted them on the websites listed below. Please access one of the following websites for your review.

- Official Website of the Company: <https://www.tanaka-chem.co.jp/ir/index.html>
  - \* Please access above website, select “General Shareholders Meeting Materials” from “Stock Information”, and check “Notice of Extraordinary General Meeting of Shareholders” and “Materials for Extraordinary General Meeting of Shareholders (Matters not provided in paper form).”



- General Meeting Materials website: <https://d.sokai.jp/4080/25317562/>



- Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

- \* On the above website, please make a search by entering “Tanaka Chemical Corporation” in the “Issue name (Company name)” box or the Company’s securities code “4080” in the “Code” box, and click on “Basic Information” and then “Documents for public inspection/PR Information,” and you will find the information in the “Notice of General Shareholders Meeting” section placed under the “Filed information available for public inspection.”



You can exercise your voting rights either via the Internet or in writing (by mail). Please review the reference documents for the General Meeting of Shareholders and exercise your voting rights by 5:05 p.m. JST on Wednesday, December 24, 2025.

#### Description

1. Date and time: Thursday, December 25, 2025, at 10:00 a.m.
2. Venue: Convention Hall, B1 Floor, Fukui Chamber of Commerce and Industry Building, 2-8-1 Nishikida, Fukui City, Fukui

(Please note that the venue for this General Meeting of Shareholders differs from that for the previous General Meeting of Shareholders. Please refer to the “Access Map to the Meeting Venue” at the end of this notice to ensure you arrive at the correct location.)

3. Agenda:  
Matters to be resolved:  
    Proposal: Approval of the Share Exchange Agreement between the Company and Sumitomo Chemical Company, Limited
4. Matters Decided for Convocation
  - (1) If a voting right is exercised by returning the voting form by mail without indicating either approval or disapproval, the Company will treat it as an indication of approval.
  - (2) If a voting right is exercised multiple times via the Internet, the Company will treat only the last vote as valid.
  - (3) If a voting right is exercised both via the Internet and in writing (by mail), the Company will treat only the vote via the Internet as valid regardless of the arrival date or time.
  - (4) In accordance with applicable laws and regulations and the Articles of Incorporation of the Company, matters not included in the “Delivery Documents” (which are provided to shareholders who have requested written delivery) are posted on the Company’s website, the website for materials related to the General Meeting of Shareholders, and the Tokyo Stock Exchange website, as indicated on page 1 of this Convocation Notice.

(Matters not provided in paper form)

- Articles of Incorporation of Sumitomo Chemical Company, Limited; and
- Financial statements, etc. for the most recent fiscal year of Sumitomo Chemical Company, Limited (from April 1, 2024 to March 31, 2025)

If you attend the meeting in person, please submit the voting form enclosed with this Convocation Notice to the reception desk at the venue.




In case where the items subject to electronic provision measures are amended, the Company will make a post on each of the aforementioned websites on the Internet to that effect along with items before and after amendment.

The Company will not send a notice of the resolutions of the General Meeting of Shareholders. Instead, the Company will post the results of the exercise of voting rights on the Company’s website after the conclusion of the General Meeting of Shareholders.

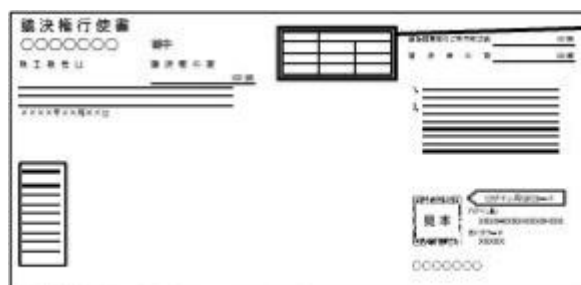


## Guidance for exercising voting rights

Voting rights at the general meeting of shareholders are important shareholders' rights. Please exercise your voting rights upon your review of the reference documents for the general meeting of shareholders. There are three options for voting.

 <p><b>Voting by attending the meeting in person</b></p> <p>Please submit the voting form at the reception of the venue.</p> <p>Date and time of the meeting:</p> <p>10:00 a.m. Thursday, December 25, 2025 (Reception will open at 9:30 a.m.)</p>	 <p><b>Voting via the Internet</b></p> <p>Please follow the guidance on the next page and enter approval or disapproval regarding the proposal.</p> <p>Deadline:</p> <p>Must be completed by 5:05 p.m. Wednesday, December 24, 2025</p>	 <p><b>Voting in writing (by mail)</b></p> <p>Please indicate approval or disapproval for the proposal on the voting form and mail it without a stamp.</p> <p>Deadline:</p> <p>Must be delivered to the Company by 5:05 p.m. Wednesday, December 24, 2025</p>
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## Guidance on how to fill out the voting form



Please indicate whether you approve or disapprove the proposal here.

### 議案 (Proposal)

- When you approve:  
Put a circle (○) in the column of “贊” (approval).
- When you disapprove:  
Put a circle (○) in the column of “否” (disapproval).

\*The above image is just a sample to illustrate the voting form.

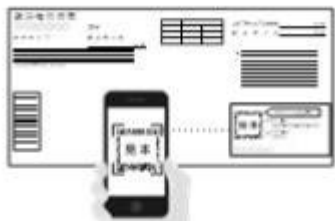
- If a voting right is exercised by returning the voting form by mail without indicating either approval or disapproval, the Company will treat it as an indication of approval.
- If a voting right is exercised multiple times via the Internet, the Company will treat only the last vote as valid.
- If a voting right is exercised both via the Internet and in writing (by mail), the Company will treat only the vote via the Internet as valid regardless of the arrival date or time.

# Guidance on how to vote via the Internet

## How to Scan a QR Code

You can log in to the Voting Rights Exercise website without entering the login ID or temporary password indicated on the voting form.

- 1 Please scan the QR Code printed on the voting form.



\* "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Please follow the instructions displayed on the screen to enter your approval or disapproval.



Please call the contact on the right for any inquiries about voting via the Internet, including how to operate PCs or smartphones for voting.

## How to enter your login ID / temporary password

Voting Rights Exercise website: <https://evote.tr.mufg.jp/>

- 1 Please access the Voting Rights Exercise website.

- 2 Please enter the “ログインID・仮パスワード” (login ID / temporary password) printed on the voting form and click “ログイン” (login).



Enter "ログインID・仮パスワード"(login ID / temporary password).

Click "ログイン" (login).

- 3 Please follow the instructions displayed on the screen to enter your approval or disapproval.

\* The above images are a just sample to illustrate the screen for entry.

Mitsubishi UFJ Trust and Banking Corporation,  
Corporate Agency Division, Help Desk  
0120-173-027  
(Toll-free / available from 9:00 a.m. to 9:00 p.m.)

## Reference Documents for Shareholders' Meeting

### **Proposal: Approval of a Share Exchange Agreement between Tanaka Chemical Corporation and Sumitomo Chemical Co., Ltd.**

We, Tanaka Chemical Corporation (“Tanaka Chemical”), and Sumitomo Chemical Co., Ltd. (“Sumitomo Chemical”) (Sumitomo Chemical and Tanaka Chemical are hereinafter collectively referred to as the “Companies”) have respectively determined, pursuant to the resolutions passed at their respective board of directors meetings held on October 28, 2025, to implement a share exchange (the “Share Exchange”), which will result in Sumitomo Chemical becoming a wholly-owning parent company resulting from a share exchange and Tanaka Chemical becoming a wholly-owned subsidiary resulting from a share exchange. Sumitomo Chemical and Tanaka Chemical executed a share exchange agreement (the “Share Exchange Agreement”) on October 28, 2025.

Therefore, this proposal is to request your approval of the Share Exchange Agreement.

The Share Exchange is planned to be implemented on the effective date of January 30, 2026, with respect to Sumitomo Chemical, through the simplified share exchange procedures, which do not require approval by a resolution of a general meeting of shareholders, as prescribed in Article 796, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the same applies hereinafter), and with respect to Tanaka Chemical, after the Share Exchange Agreement is approved by a resolution of this extraordinary general meeting of shareholders.

In addition, prior to the effective date of the Share Exchange (which is scheduled to be executed on January 30, 2026), common shares of Tanaka Chemical (the “Tanaka Chemical Shares”) will be delisted from the Standard Market of the Tokyo Stock Exchange, Inc. (the “TSE”) on January 28, 2026 (with a final trading date of January 27, 2026).

The reasons for the Share Exchange, summary of the Share Exchange Agreement, and any other matters related to this proposal are as follows.

#### 1. Reasons for the Share Exchange

As of March 31, 2025, Sumitomo Chemical operates such business as its Agro & Life Solutions, ICT & Mobility Solutions, Advanced Medical Solutions, and Essential & Green Materials, etc.

Sumitomo Chemical was established in June 1925. With a view to continuously grow as an “Innovative

Solution Provider,” which represents its long-term vision, in accordance with its corporate philosophy, including Sumitomo’s business spirit of “harmony between the individual, the nation, and society,” Sumitomo Chemical has established the following basic policies for its FY2025 - FY2027 Corporate Business Plan “Leap Beyond - Return to a Growth Trajectory -”: (i) Upgrading its business portfolio through a new growth strategy; (ii) Increasing resilience through continuous structural reforms; (iii) Improving financial and capital efficiency; (iv) an R&D strategy centered on its three X’s, and (v) Enhancing its management foundation to support its new growth strategy.

Tanaka Chemical was established in December 1957 and has been engaged in the research, development, and manufacturing of high-value-added functional chemical materials, including battery materials, electronic materials, catalyst materials, surface treatment materials, and fuel cell materials, mainly using compounds of nickel, cobalt, and manganese. The achievements of its technological development have resulted in cathode material technologies for high-performance small rechargeable batteries, such as lithium-ion batteries and nickel-metal hydride batteries, as well as medium-sized and large-sized rechargeable batteries, which are the heart of energy-saving and environmentally friendly vehicles. In the rechargeable battery-related industry, demand is growing for Japanese companies from an economic security perspective. Under such circumstances, Tanaka Chemical possesses solid technological capabilities in the field of cathode materials for rechargeable batteries, and, as of March 31, 2025, its principal business consists of the manufacture and sale of cathode materials for rechargeable batteries.

The relationship between Sumitomo Chemical and Tanaka Chemical began in March 2013, when the Companies entered into a capital and business alliance agreement to strengthen their technological and business capabilities in anticipation of expanding the cathode material business, and Sumitomo Chemical subscribed for 1,250,000 Tanaka Chemical Shares through a third-party allotment. Subsequently, in December 2014, Sumitomo Chemical subscribed for 950,000 Tanaka Chemical Shares through a third-party allotment, which resulted in the Tanaka Chemical Shares held by Sumitomo Chemical increasing to 2,200,000 shares. Furthermore, in August 2016, Sumitomo Chemical subscribed for 10,500,000 Tanaka Chemical Shares through a third-party allotment. As a result, the Tanaka Chemical Shares held by Sumitomo Chemical increased to 12,700,000 shares, and Tanaka Chemical became a subsidiary of Sumitomo Chemical. To date, Sumitomo Chemical and Tanaka Chemical have achieved certain results by promoting initiatives to enhance Tanaka Chemical’s corporate value, including improving its profitability. This was accomplished by jointly developing cathode materials that meet diverse customer needs and strengthening their collaboration, while maintaining Tanaka Chemical’s independence. In addition, Tanaka Chemical has been continuously advancing technological development to meet the technical demands for cathode materials which have become increasingly sophisticated with the growth of the EV market.

However, the environment surrounding the rechargeable battery market, which had been expected to expand rapidly alongside the shift toward xEV driven by environmental considerations and energy conservation, has recently entered a phase of deceleration and stagnation, particularly in the growth of BEV demand, due to factors such as the reduction of subsidy policies in various countries. Moreover, compounded by soaring raw material prices as well as rising labor and energy costs, the business environment faced by Tanaka Chemical has become increasingly harsh. Furthermore, Tanaka Chemical was significantly impacted by the commencement of bankruptcy proceedings in March 2025 by Northvolt, which had been a major Swedish battery manufacturer and a key customer in Europe. As a result, Tanaka Chemical's current performance is falling below initial projections, creating an extremely challenging situation. Tanaka Chemical recorded a net loss for the fiscal year ending March 31, 2025, and is expected to record a net loss for the fiscal year ending March 31, 2026, as well.

Sumitomo Chemical has considered fundamental management reform proposals, including a review of its capital relationship with Tanaka Chemical, based on its recognition of challenges arising from changes in the business environment surrounding Tanaka Chemical, and from perspectives such as measures to enhance Tanaka Chemical's corporate value by leveraging Tanaka Chemical's strengths, the impact on Tanaka Chemical's minority shareholders, the financial impact on Sumitomo Chemical, and the impact on the interests of Sumitomo Chemical's shareholders.

As a result, Sumitomo Chemical determined that, rather than Tanaka Chemical continuing independent business operations as a listed company, it was necessary to transition, through making Tanaka Chemical its wholly-owned subsidiary, to an integrated management structure where Sumitomo Chemical would be able to provide close support for technological development and establishment of a business foundation without concern for conflicts of interest, thereby enabling (i) the acceleration of research and development and establishment of technologies based on existing outstanding technical capabilities regarding cathode materials to meet increasingly sophisticated demands from customers, (ii) improvement of profitability, (iii) stabilization of cash flow, and, when necessary, (iv) implementation of bold structural reforms. Therefore, on August 1, 2025, Sumitomo Chemical made a proposal to Tanaka Chemical for the Share Exchange (the "Proposal").

Tanaka Chemical, in response to the Proposal by Sumitomo Chemical, its parent company, decided to begin a detailed examination of the Share Exchange. Upon commencing the detailed examination of the Share Exchange, and prior to Tanaka Chemical's board of directors' deliberation of the pros and cons of the Share Exchange and adoption of any resolution in that regard, Tanaka Chemical established a framework for



conducting such detailed examinations, by establishing a special committee composed of members independent from Sumitomo Chemical and independent from the outcome of the Share Exchange on August 5, 2025 (the “Special Committee”; for details, please see 3. “(4) Matters considered to avoid harming the interests of the shareholders of Tanaka Chemical” below). This was done for the purposes of protecting Tanaka Chemical’s minority shareholders from any structural conflict-of-interest issues that could arise from the Share Exchange, and as one of the measures to ensure the fairness of the Share Exchange from the perspective of ensuring the fairness of the exchange ratio for the Share Exchange, eliminating arbitrariness in the decision-making process, and avoiding conflicts of interest.

Through the Share Exchange, the Companies believe that they will be able to eliminate conflicts of interest between Tanaka Chemical’s minority shareholders and Sumitomo Chemical, as well as constraints on ensuring independence. This will enable the Companies to enjoy the benefits of flexibly implementing measures for the overall optimization of the Group from a longer-term perspective and to respond swiftly to changes in the business environment.

Specifically, through the Share Exchange, it is expected that Tanaka Chemical will reduce the operational burden of its head office and back-office functions, as well as various expenses associated with maintaining its listing status. The Companies believe that by more swiftly and proactively allocating the surplus resources generated by these initiatives, such as personnel, funds, and time, to areas in which Tanaka Chemical should focus going forward, such as improving profitability and establishing business operating structures, they will be able to achieve efficient utilization of management resources and stabilization of cash flow. The Companies also believe that becoming a wholly-owned subsidiary of Sumitomo Chemical will enable Tanaka Chemical to respond swiftly with the support of Sumitomo Chemical if bold structural reforms were to become necessary in the future.

As a result of the Share Exchange, Tanaka Chemical will be delisted. Consequently, it will lose the advantages typically enjoyed by listed companies, such as access to diverse funding methods through equity financing, positive effects on recruiting activities resulting from enhanced social credibility and recognition, and enhanced reliability of financial information through accounting audits. However, for funding needs, there are alternative means to equity financing, such as financial support from a parent company to its subsidiary. In addition, Tanaka Chemical’s name recognition is already sufficiently high due to its long business history, and even after becoming an unlisted company, it can continue to benefit from the name recognition that the Sumitomo Chemical group has by further strengthening its collaborations within the group as a wholly-owned subsidiary of Sumitomo Chemical. Due to these factors, the negative impact on recruitment of human resources and other activities is expected to be small. Furthermore, even after

becoming a wholly-owned subsidiary of Sumitomo Chemical, Tanaka Chemical will remain subject to Sumitomo Chemical's consolidated accounting audits, so its financial reliability is expected to be maintained. Accordingly, the Companies believe that the impact resulting from the delisting will be minimal.

Furthermore, the Companies have determined that the Share Exchange is the preferable method for making Tanaka Chemical a wholly-owned subsidiary. This is because, as consideration for the Share Exchange, common shares of Sumitomo Chemical (the "Sumitomo Chemical Shares") will be delivered to Tanaka Chemical's minority shareholders. This will provide them with the opportunity to hold the Sumitomo Chemical Shares and benefit from the business development and profit expansion of the Sumitomo Chemical group resulting from expected synergies, and ultimately from an increase in the price of the Sumitomo Chemical Shares. In addition, the Sumitomo Chemical Shares are highly liquid and can be converted to cash at any time through trading on the market. Therefore, the Companies believe that this scheme is suitable.

Based on the above points, Sumitomo Chemical has concluded that making Tanaka Chemical its wholly-owned subsidiary through the Share Exchange is the best measure to maintain and enhance the corporate value of both Sumitomo Chemical and Tanaka Chemical. Tanaka Chemical has also concluded that, in light of the current business environment surrounding Tanaka Chemical, the Share Exchange proposed by Sumitomo Chemical is the best measure from the perspective of avoiding a disadvantageous situation for Tanaka Chemical's minority shareholders, maintaining its credibility with stakeholders, and ensuring the continuity of Tanaka Chemical's business, as well as maintaining and enhancing its corporate value. As described above, after careful deliberation by the Companies, the Companies reached the conclusion that making Tanaka Chemical a wholly-owned subsidiary of Sumitomo Chemical through the Share Exchange will contribute to the maintenance and enhancement of the corporate value of the Companies. Therefore, after discussing various terms and conditions, including the allotment ratio of the Share Exchange, the Companies reached an agreement, and on October 28, 2025, at the meeting of their respective board of directors, the Companies resolved to implement the Share Exchange with the purpose of making Tanaka Chemical a wholly-owned subsidiary of Sumitomo Chemical and also executed the Share Exchange Agreement.

## 2. Summary of the Share Exchange Agreement

The details of the Share Exchange Agreement entered into between Tanaka Chemical and Sumitomo Chemical on October 28, 2025, are as follows.

## Share Exchange Agreement

Sumitomo Chemical Co., Ltd. (“Sumitomo Chemical”) and Tanaka Chemical Corporation (“Tanaka Chemical”) hereby enter into a share exchange agreement (this “Agreement”) as follows.

### Article 1 (Share Exchange)

Sumitomo Chemical and Tanaka Chemical conduct a share exchange (the “Share Exchange”) whereby Sumitomo Chemical shall become a wholly owning parent company and Tanaka Chemical shall become a wholly owned subsidiary, in accordance with the provisions of this Agreement. As a result of the Share Exchange, Sumitomo Chemical shall acquire all of the issued shares of Tanaka Chemical (excluding the shares of Tanaka Chemical held by Sumitomo Chemical).

### Article 2 (Trade Name and Address)

The trade names and addresses of Sumitomo Chemical and Tanaka Chemical are as follows.

- (a) Sumitomo Chemical (wholly owning parent company resulting from the share exchange)

Trade Name: Sumitomo Chemical Co., Ltd.

Address: 7-1 Nihonbashi 2-chome, Chuo-ku, Tokyo

- (b) Tanaka Chemical (wholly owned subsidiary resulting from the share exchange)

Trade Name: Tanaka Chemical Corporation

Address: 5-10 Aza Sunahamawari, Shirakata-cho 45, Fukui City, Fukui

### Article 3 (Shares to be Issued and Allotted in the Share Exchange)

1. In the Share Exchange, Sumitomo Chemical shall issue, in exchange for the Tanaka Chemical Shares, to the shareholders of Tanaka Chemical (meaning the shareholders after the cancellation of treasury shares by Tanaka Chemical in accordance with Article 8, but excluding Sumitomo Chemical; hereinafter referred to as the “Allotment Subject Shareholders”) existing immediately prior to the time when Sumitomo Chemical acquires all of the issued shares of Tanaka Chemical (excluding those held by Sumitomo Chemical) as a result of the Share Exchange (the “Record Time”), the Sumitomo Chemical Shares in a number obtained by multiplying the total number of the Tanaka Chemical Shares held by such shareholders by the share exchange ratio calculated by the following formula (the “Share Exchange Ratio”):

$$\text{Share exchange ratio} = \text{JPY424} / \text{Average price of common shares of Sumitomo Chemical}$$

In the formula above, "Average price of common shares of Sumitomo Chemical" means the simple average (that shall be calculated to the first decimal place and rounded off to the nearest whole number) of the closing prices per common share of Sumitomo Chemical on each of the four (4) trading days (excluding days on which transactions are not conducted) from January 13, 2026 (including the same day) to January 16, 2026 (including the same day) on the Prime Market of the TSE. The share exchange ratio shall be calculated to the third decimal place and rounded off to the second decimal place.

2. In the Share Exchange, Sumitomo Chemical shall allocate to each of the Allotment Subject Shareholders the same number of the common shares of Sumitomo Chemical as the Share Exchange Ratio for each common share of Tanaka Chemical held by it.
3. If the number of the common shares of Sumitomo Chemical that Sumitomo Chemical must deliver to the Allotment Subject Shareholders pursuant to the preceding paragraphs includes fractional shares less than one share, Sumitomo Chemical shall handle such fractional shares under the provisions of Article 234 of the Companies Act and any other relevant laws and regulations.

#### Article 4 (Amount of Sumitomo Chemical's Capital and Reserves)

The amount of Sumitomo Chemical's capital and reserves to be increased resulting from the Share Exchange shall be the amount to be separately determined by Sumitomo Chemical as appropriate under the provisions of Article 39 of the Regulation on Corporate Accounting.

#### Article 5 (Effective Date)

The effective date of the Share Exchange ("Effective Date") shall be January 30, 2026; provided, however, that if it is necessary due to the procedural requirements of the Share Exchange or any other reasons, Sumitomo Chemical and Tanaka Chemical may change the Effective Date by mutual agreement upon consultation.

#### Article 6 (Shareholders' Meeting)

1. Sumitomo Chemical shall conduct the Share Exchange without obtaining the approval of a shareholders' meeting as stipulated in Article 795, Paragraph 1 of the Companies Act with respect to this Agreement, pursuant to the provisions of Article 796, Paragraph 2 of the Companies Act; provided, however, that if approval concerning this Agreement by a resolution of a shareholders' meeting of Sumitomo Chemical becomes necessary pursuant to Article 796, Paragraph 3 of the Companies Act, Sumitomo Chemical shall convene a shareholders' meeting by the day immediately before the Effective Date to seek a resolution approving this Agreement and any other matters necessary for the Share Exchange.
2. Tanaka Chemical shall, by the day immediately before the Effective Date, seek a resolution for

approval of this Agreement and any other matters necessary for the Share Exchange at a shareholders' meeting as stipulated in Article 783, Paragraph 1 of the Companies Act.

Article 7 (Management of Company Assets, etc.)

Tanaka Chemical shall, from the execution of this Agreement until the Effective Date, and Sumitomo Chemical shall, from January 16, 2026 until the Effective Date, exercise their business and manage and operate their assets with the due care of a prudent administrator, and if they intend to conduct any act that materially affects their assets or rights and obligations or the execution of the Share Exchange or the terms of the Share Exchange (including, but not limited to, distribution of dividend of surplus with a record date prior to the Effective Date; acquisition of treasury shares with an acquisition date prior to the Effective Date; and share splits and share consolidations), they shall do so by mutual agreement upon consultation between the parties in advance.

Article 8 (Cancellation of Tanaka Chemical's Treasury Shares)

Tanaka Chemical shall, by resolution of its board of directors by the day immediately before the Effective Date, cancel all treasury shares held by Tanaka Chemical at the Record Time (including the treasury shares acquired by Tanaka Chemical as a result of the purchase of shares pursuant to the dissenting shareholders' appraisal rights under Article 785, Paragraph 1 of the Companies Act exercised in connection with the Share Exchange).

Article 9 (Modification of Terms of the Share Exchange and Termination of this Agreement)

If, during the period from the date of the execution of this Agreement to the Effective Date, any material change occurs in the assets or financial condition of Sumitomo Chemical or Tanaka Chemical; any situation arises that significantly impedes the execution of the Share Exchange; or achieving the purpose of this Agreement otherwise becomes difficult, due to natural disasters, acts of God, or any other reasons, Sumitomo Chemical and Tanaka Chemical may, by mutual agreement upon consultation, modify the terms of the Share Exchange or terminate this Agreement.

Article 10 (Effect of this Agreement)

This Agreement shall cease to be effective in any of the following cases:

- (a) If approval by resolution of Tanaka Chemical's shareholders' meeting as stipulated in Article 6, Paragraph 2 is not obtained by the day immediately before the Effective Date;
- (b) If, where the provisions of the proviso to Article 6, Paragraph 1 apply, approval by resolution of Sumitomo Chemical's shareholders' meeting as stipulated in the said proviso is not obtained by the day immediately before the Effective Date;

- (c) If the necessary approvals from relevant government authorities (if any) required by law and regulations for the Share Exchange are not obtained by the day immediately before the Effective Date; or
- (d) If this Agreement is terminated pursuant to the provisions of the immediately preceding Article.

Article 11 (Governing Law and Jurisdiction)

1. This Agreement shall be governed by and construed in accordance with the laws of Japan.
2. For any and all disputes arising out of or in connection with this Agreement, the Tokyo District Court shall have exclusive jurisdiction as the court of first instance.

Article 12 (Matters for Consultation)

Matters necessary for the Share Exchange not specified herein shall be determined through good faith consultation and agreement between Sumitomo Chemical and Tanaka Chemical in accordance with the purpose of this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in duplicate by affixing their names and seals thereon, and each party shall keep one copy of the originals.

October 28, 2025

Sumitomo Chemical:  
Sumitomo Chemical Co., Ltd.  
7-1 Nihonbashi 2-chome, Chuo-ku, Tokyo  
Nobuaki Mito, Representative Director & President

Tanaka Chemical:  
Tanaka Chemical Corporation  
5-10 Aza Sunahamawari, 45 Shirakata-cho, Fukui City, Fukui  
Tetsushi Kondo, Representative Director, Executive President

- 3 Matters related to the appropriateness of the consideration for the exchange
    - (1) Matters related to the total number of the consideration for the exchange and the appropriateness of the allocation
      - (A) Details of the allotment in the Share Exchange
- In the Share Exchange, Sumitomo Chemical will allot, in exchange for the Tanaka Chemical Shares, to the shareholders of Tanaka Chemical (excluding Sumitomo Chemical) existing immediately prior to the

time when Sumitomo Chemical acquires all of the issued shares of Tanaka Chemical (excluding the Tanaka Chemical Shares held by Sumitomo Chemical) as a result of the Share Exchange (the “Record Time”), the Sumitomo Chemical Shares in a number obtained by multiplying the number of the Tanaka Chemical Shares held by such shareholders by the share exchange ratio calculated in accordance with the following formula (the method for calculating the share exchange ratio in such way shall hereinafter be referred to as the “Variable Share Exchange Ratio Method”).

Share exchange ratio = 424 yen (\*) / Average price of common shares of Sumitomo Chemical

\* The value per Tanaka Chemical Share calculated by the method described in (B). “(i) Basis and grounds for details of allotment” below

In the formula above, “Average price of common shares of Sumitomo Chemical” means the simple average (that shall be calculated to the first decimal place and rounded off to the whole number) of the closing prices per Sumitomo Chemical Share for the four (4) trading days (excluding days on which transactions are not conducted) from January 13, 2026 (including the same day) to January 16 of the same year (including the same day) on the Prime Market of the TSE.

(Note 1) Method for calculating the share exchange ratio

The share exchange ratio shall be calculated to the third decimal place and rounded off to the second decimal place.

(Note 2) Number of the Sumitomo Chemical Shares to be delivered upon the Share Exchange

Sumitomo Chemical will deliver to the shareholders of Tanaka Chemical at the Record Time (meaning shareholders of Tanaka Chemical after the cancellation of treasury shares by Tanaka Chemical as described below, and excluding Sumitomo Chemical), in exchange for the Tanaka Chemical Shares held by such shareholders, the Sumitomo Chemical Shares in a number obtained by multiplying the total number of the Tanaka Chemical Shares held by such shareholders by the share exchange ratio above.

Sumitomo Chemical is scheduled to use the treasury shares held by Sumitomo Chemical (20,519,186 shares as of June 30, 2025) for all of the shares that Sumitomo Chemical will deliver upon the Share Exchange. However, if the number of such treasury shares is insufficient, Sumitomo Chemical is scheduled to issue new common shares in a number equal to such shortfall in the delivery of shares upon the Share Exchange.

In addition, Tanaka Chemical is scheduled to cancel, at the Record Time, all of the treasury shares held by it as of the Record Time (including treasury shares to be acquired by Tanaka Chemical in response to share purchase demands from dissenting shareholders in connection with the Share Exchange under Article 785, Paragraph 1 of the Companies Act) by a

resolution of the board of directors to be held on or before the day preceding the effective date of the Share Exchange.

(Note 3) Handling of shares less than one (1) unit

The shareholders of Tanaka Chemical who will hold shares less than one (1) unit (less than one hundred (100) shares) of Sumitomo Chemical as a result of the Share Exchange may use the following systems with respect to the Sumitomo Chemical Shares, pursuant to the Articles of Incorporation and share handling regulations of Sumitomo Chemical. Shares less than one (1) unit cannot be sold on a financial instruments exchange.

(a) Further purchase of shares less than one (1) unit (further purchase to reach a total of one hundred (100) shares)

This is a system in which the shareholders holding shares less than one (1) unit of Sumitomo Chemical may, pursuant to the provisions of Article 194, Paragraph 1 of the Companies Act and the Articles of Incorporation of Sumitomo Chemical, further purchase, from Sumitomo Chemical, the number of shares necessary to make up one (1) unit together with the number of shares less than one (1) unit such shareholders currently hold.

(b) Demand for purchase by the holder of shares less than one (1) unit (sale of shares less than one (1) unit)

This is a system in which the shareholders holding shares less than one (1) unit of Sumitomo Chemical may request that Sumitomo Chemical purchase the shares less than one (1) unit held by such shareholders, pursuant to the provisions of Article 192, Paragraph 1 of the Companies Act.

(Note 4) Handling of fractional shares

With respect to the shareholders of Tanaka Chemical who will be allotted fractional shares of Sumitomo Chemical as a result of the Share Exchange, Sumitomo Chemical will, in accordance with the provisions of Article 234 of the Companies Act and other relevant laws and regulations, sell the number of the Sumitomo Chemical Shares equivalent to the total sum of the fractional shares (in cases where the total sum includes a fraction, such fraction is to be discarded) and pay the sales proceeds to each of such shareholders in proportion to the fractional shares attributed to them.

(B) Basis for details of allotment in the Share Exchange

(i) Basis and grounds for details of allotment

Sumitomo Chemical and Tanaka Chemical appointed their respective third-party appraisers and various advisors independent of the Companies in order to ensure fairness and appropriateness in the



determination of the value per Tanaka Chemical Share as described in “(A) Details of allotment in the Share Exchange” above. Sumitomo Chemical and Tanaka Chemical commenced their full-fledged examinations after Sumitomo Chemical appointed Nomura Securities Co., Ltd. (“Nomura Securities”) as its financial advisor and third-party appraiser and Nagashima Ohno & Tsunematsu as its legal advisor, and Tanaka Chemical appointed Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (“Mitsubishi UFJ Morgan Stanley Securities”) as its financial advisor and third-party appraiser and City-Yuwa Partners as its legal advisor.

Sumitomo Chemical and Tanaka Chemical sincerely negotiated and discussed the purpose of the Share Exchange, the method of calculation of the share exchange ratio and the share exchange ratio, etc. taking into account the Companies’ financial conditions, performance trends and share price trends, etc.

In an ordinary share exchange, a share exchange ratio and the number of shares of a wholly-owning parent company resulting from a share exchange to be delivered as consideration are determined at the time of the announcement of such share exchange. However, in the Share Exchange, since the consideration is the Sumitomo Chemical Shares that are listed shares and the market price thereof fluctuates, the value (market value) of the Sumitomo Chemical Shares to be allotted and delivered to the shareholders of Tanaka Chemical will not be determined on the effective date of the Share Exchange. On the other hand, if the Variable Share Exchange Ratio Method is to be used, although the share exchange ratio and the number of shares of a wholly-owning parent company resulting from a share exchange to be delivered as consideration will not be determined, the value (market value) of the Sumitomo Chemical Shares to be allotted and delivered to the shareholders of Tanaka Chemical on the effective date of the Share Exchange can be determined in advance at the time of the execution of the Share Exchange Agreement. This is because the value of the Tanaka Chemical Shares is to be determined at the time of the announcement of the Share Exchange, and the number of the Sumitomo Chemical Shares to be delivered as consideration per Tanaka Chemical Share is to be determined based on the average price of the Sumitomo Chemical Shares during a certain period immediately prior to the effective date of the Share Exchange.

Sumitomo Chemical and Tanaka Chemical, recognizing the importance of giving maximum consideration to the shareholders of Tanaka Chemical, examined the features listed above and carefully discussed which method would be most appropriate, comprehensively taking into account the benefits for the shareholders of Tanaka Chemical. Based on the result of such careful discussions, the Companies ultimately determined that the Variable Share Exchange Ratio Method is the most appropriate method, placing importance on the merit that, while, in an ordinary share exchange, the shareholders of Tanaka

Chemical bear the price fluctuation risk of the Sumitomo Chemical Shares to be delivered as consideration upon the Share Exchange, such price fluctuation risk can be avoided by using the Variable Share Exchange Ratio Method.

Sumitomo Chemical, as described in “(4)Matters considered to avoid harming the interests of the shareholders of Tanaka Chemical ” below, carried out careful discussions and examinations based on a valuation report on the value of the Tanaka Chemical Shares that was obtained on October 27, 2025 from Nomura Securities, which is the financial advisor and third-party appraiser of Sumitomo Chemical, advice from Nagashima Ohno & Tsunematsu, which is the legal advisor of Sumitomo Chemical, and the results of the due diligence on Tanaka Chemical that was carried out by Sumitomo Chemical. Consequently, Sumitomo Chemical concluded that, even taking into account that Tanaka Chemical’s financial projection based on which Sumitomo Chemical examined the value of the Tanaka Chemical Shares has been based on a particular projection of Tanaka Chemical with respect to the progress of the research and development of Tanaka Chemical and business environment surrounding Tanaka Chemical in the future and, therefore, there is an existing degree of uncertainty, setting the value per Tanaka Chemical Share at 424 yen is appropriate and will contribute to the interests of the shareholders of Sumitomo Chemical, considering the feasibility of the Share Exchange and risks occurring from non-execution of the Share Exchange, and determined that it is appropriate to carry out the Share Exchange, setting the value per Tanaka Chemical Share at 424 yen.

Tanaka Chemical, as described in “(4) Matters considered to avoid harming the interests of the shareholders of Tanaka Chemical” below, carried out careful discussions and examinations based on a valuation report on the value of the Tanaka Chemical Shares that was obtained on October 27, 2025 from Mitsubishi UFJ Morgan Stanley Securities, which is the financial advisor of Tanaka Chemical, advice from City-Yuwa Partners, which is the legal advisor of Tanaka Chemical, as well as the direction, advice, and a report received on October 27, 2025 (the “Report”; with regard to the details of the Report, please refer to the “Report” dated October 27, 2025 which is attached to the “Notice Regarding Execution of a Share Exchange Agreement (Simplified Share Exchange) to Make Tanaka Chemical Corporation a Wholly-Owned Subsidiary of Sumitomo Chemical Co., Ltd.” (“Press Release of the Share Exchange”) issued by Tanaka Chemical and Sumitomo Chemical on October 28, 2025) from the Special Committee consisting solely of the members who (i) are independent of Sumitomo Chemical, which is the controlling shareholder, and (ii) have independence in respect of the outcome of the Share Exchange. Consequently, Tanaka Chemical concluded that setting the value per Tanaka Chemical Share at 424 yen is appropriate and will contribute to the interests of the minority shareholders of Tanaka Chemical and determined that it is appropriate to carry out the Share Exchange, setting the value per Tanaka Chemical

Share at 424 yen. In addition, although Tanaka Chemical, as announced in the “Notice Regarding Revision of Results Forecast” dated January 30, 2025 and the “Notice Regarding Revision of Results Forecast and Dividend Forecast” dated March 17, 2025, downwardly revised its full-year results forecast for the fiscal year ending March 31, 2025, it subsequently announced its actual figures for the full-year financial results for the fiscal year ending March 31, 2025 in the “Summary of Non-Consolidated Financial Results for Fiscal Year 2024 (Under Japanese GAAP)” dated May 8, 2025. Accordingly, it can be assessed that the market price of the Tanaka Chemical Shares has been formed based on such actual figures, and it has been determined that the downward revisions to the past results forecast for the fiscal year for which the actual figures have already been announced will not affect the appropriateness of the value per Tanaka Chemical Share.

As described above, Sumitomo Chemical and Tanaka Chemical carried out multiple negotiations and discussions, including the result of the calculation of the value per Tanaka Chemical Share that constitutes the basis of the calculation of the share exchange ratio submitted by the Companies’ respective third-party appraiser, carrying out careful examinations based on the result of the due diligence on Tanaka Chemical carried out by Sumitomo Chemical, and comprehensively taking into account factors such as the Companies’ financial conditions, asset status and future outlooks, etc. Consequently, Sumitomo Chemical and Tanaka Chemical concluded that setting the value per Tanaka Chemical Share at 424 yen is appropriate and will contribute to the interests of their respective shareholders, and determined that it is appropriate to carry out the Share Exchange, setting the value per Tanaka Chemical Share at 424 yen.

In addition, with respect to the value of the Sumitomo Chemical Shares to be delivered as consideration, since the Variable Share Exchange Ratio Method is to be used, it is preferable to use a share price immediately prior to the effective date of the Share Exchange. However, since it is necessary to set a prescribed administrative processing period under the book-entry transfer system for securities prior to the effective date of the Share Exchange, it was determined that it would be appropriate to use the simple average of the closing prices for each trading day during a certain period immediately prior to such processing period.

(ii) Matters relating to the calculation

(a) Names of appraisers and relationships with the Companies

Nomura Securities, which is Sumitomo Chemical’s third-party appraiser, and Mitsubishi UFJ Morgan Stanley Securities, which is Tanaka Chemical’s third-party appraiser, are both independent of the Companies and are not related parties of either of the Companies, nor do they have any material interest

that must be disclosed in relation to the Share Exchange. The remuneration for Nomura Securities includes contingency fees payable on the condition of completion of the Share Exchange, etc. However, upon taking into consideration general practices for similar transactions, Sumitomo Chemical has determined that the inclusion of contingency fees payable on the condition of completion, etc. of the Share Exchange does not negate the independence of Nomura Securities. In addition, the remuneration for Mitsubishi UFJ Morgan Stanley Securities includes contingency fees payable on the condition of completion of the Share Exchange, etc. However, upon taking into consideration general practices for similar transactions, Tanaka Chemical has determined that the inclusion of contingency fees payable on the condition of completion of the Share Exchange, etc. does not negate the independence of Mitsubishi UFJ Morgan Stanley Securities.

At its first meeting held on August 18, 2025, the Special Committee confirmed that there were no issues of note regarding the independence of Mitsubishi UFJ Morgan Stanley Securities and approved its appointment as Tanaka Chemical's third-party appraiser.

(Note) Mitsubishi UFJ Morgan Stanley Securities has the same parent company as MUFG Bank, Ltd. ("MUFG Bank"). MUFG Bank provides financing to Tanaka Chemical as part of its banking transactions and holds a position as a shareholder. However, according to Mitsubishi UFJ Morgan Stanley Securities, pursuant to Article 36, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) and Article 70-4 of the Cabinet Office Ordinance on Financial Instruments Business, etc. (Cabinet Office Order No. 52 of 2007, as amended), the department within Mitsubishi UFJ Morgan Stanley Securities responsible for calculating the share value of the Tanaka Chemical Shares has established and implemented an appropriate conflict of interest management system as a preventive measure against adverse effects, including information barriers, to strictly manage information concerning Sumitomo Chemical and Tanaka Chemical between that department and other departments within the company or MUFG Bank. Therefore, Mitsubishi UFJ Morgan Stanley Securities is performing the calculation of the share value of the Tanaka Chemical Shares independently, without being influenced by the judgments of MUFG Bank.

(b) Overview of the calculation

a. Calculation by Nomura Securities

Nomura Securities performed its calculation using (I) the average market price method, since the shares of Tanaka Chemical are listed on the TSE Standard Market and have a market price (the calculation reference date was set at October 27, 2025, and the referenced prices were (x), the closing price on the TSE on the calculation reference date, and (y), the simple average closing prices

on the TSE over each of the following periods ending on the calculation reference date: five (5)-business days; one (1) month; three (3) months; and six (6) months); and (II) the discounted cash flow method (the “DCF method”) to reflect future business activities of Tanaka Chemical in the valuation of the Tanaka Chemical Shares.

The results of the calculation of the per-share value of the Tanaka Chemical Shares using the above valuation methods are as follows.

	Results of the calculation of the per-share value
Average market price method	396 yen - 424 yen
DCF method	327 yen - 468 yen

In calculating the share value of the Tanaka Chemical Shares, Nomura Securities assumed that publicly available information and all information provided to Nomura Securities were accurate and complete, and Nomura Securities did not independently verify the accuracy or completeness thereof. In connection with Tanaka Chemical’s assets or liabilities (including derivative financial instruments, off-balance-sheet assets and liabilities, and other contingent liabilities), Nomura Securities neither conducted any independent assessment, appraisal, or evaluation, including any analysis or assessment of individual assets or liabilities, nor requested any third-party appraiser to conduct any appraisal or evaluation. Nomura Securities also proceeded on the basis that Tanaka Chemical’s financial projections and other information pertaining to the future had been reasonably examined or prepared by the management of Tanaka Chemical based on the best forecasts and judgments available at the time. The calculation by Nomura Securities is based on the information and the economic conditions obtained by Nomura Securities up to October 27, 2025. Furthermore, the calculation by Nomura Securities is solely intended to serve as a reference for the board of directors of Sumitomo Chemical when examining the share value of the Tanaka Chemical Shares.

In addition, Tanaka Chemical’s financial projections, which Nomura Securities used as a basis for the calculation under the DCF method, included fiscal years for which significant increases or decreases in profits and free cash flow are expected compared to the previous fiscal year. Specifically, a significant decrease in operating income is expected in the fiscal year ending March 31, 2026, since a phased start-up of new production lines to increase production is planned, and, concurrently, depreciation expenses are also expected to increase. Due to increased sales volume resulting from the production increase, substantial increases in operating income are expected in the fiscal years ending March 31, 2029 and March 31, 2030. Furthermore, due to increases or decreases

in working capital and fluctuations in the amount of capital investment for expanding production capacity resulting from the reasons stated above, significant decreases in free cash flow are expected in the fiscal years ending March 31, 2026 and March 31, 2028, and substantial increases in free cash flow are expected in the fiscal years ending March 31, 2027, March 31, 2029 and March 31, 2030. Such financial projections do not assume the implementation of the Share Exchange.

b. Calculation by Mitsubishi UFJ Morgan Stanley Securities

Mitsubishi UFJ Morgan Stanley Securities calculated the share value of the Tanaka Chemical Shares using (I) the market price analysis, since the shares of Tanaka Chemical are listed on the TSE Standard Market and have a market price; and (II) the discounted cash flow analysis (the “DCF analysis”) to reflect future business activities of Tanaka Chemical in the valuation of the Tanaka Chemical Shares.

The results of the calculation of the per-share value of the Tanaka Chemical Shares using the above valuation methods are as follows.

	Results of calculation of the per-share value
Market price analysis	396 yen - 424 yen
DCF analysis	254 yen - 428 yen

Under the market price analysis, using October 27, 2025, as the calculation reference date (the “Reference Date”), the per-share value of the Tanaka Chemical Shares was calculated to range from 396 yen to 424 yen, based on (I) the closing price of the Tanaka Chemical Shares on the TSE Standard Market on the Reference Date (424 yen); (II) the simple average closing price over the most recent one (1)-month period ending on the Reference Date (396 yen); (III) the simple average closing price over the most recent three (3)-month period ending on the Reference Date (401 yen); and (IV) the simple average closing price over the most recent six (6)-month period ending on the Reference Date (410 yen).

Under the DCF analysis, the per-share value of the Tanaka Chemical Shares was calculated to range from 254 yen to 428 yen after analyzing the corporate value and the share value of Tanaka Chemical by discounting, at a certain discount rate, the free cash flow that Tanaka Chemical is expected to generate after the fiscal year ending March 31, 2026, based on various elements such as the business plan, which was prepared by Tanaka Chemical for the period that could be reasonably predicted at the time, i.e., the period from the fiscal year ending March 31, 2026 to the fiscal year ending March

31, 2030 (the “Business Plan”) and publicly available information. Furthermore, a discount rate in the range of 6.50% to 7.00% was used by adopting the weighted average capital cost. For the calculation of the terminal value, the multiple method was adopted, with the EBITDA multiple set at 5.5 times to 8.0 times based on the standards of companies within the industry, and the terminal value was calculated to be in the range of 15,426 million yen to 22,437 million yen.

The financial projections based on the Business Plan, which Mitsubishi UFJ Morgan Stanley Securities used as a basis for the calculation under the DCF method, are as described below. The Business Plan includes fiscal years for which significant increases or decreases in profits and free cash flow are expected compared to the previous fiscal year. Specifically, a significant decrease in operating income is expected in the fiscal year ending March 31, 2026, since a phased start-up of new production lines to increase production is planned, and, concurrently, depreciation expenses are also expected to increase. Due to increased sales volume resulting from the production increase, substantial increases in operating income are expected in the fiscal years ending March 31, 2029, and March 31, 2030. Furthermore, due to increases or decreases in working capital and fluctuations in the amount of capital investment for expanding production capacity resulting from the reasons stated above, significant decreases in free cash flow are expected in the fiscal years ending March 31, 2026 and March 31, 2028, and substantial increases in free cash flow are expected in the fiscal years ending March 31, 2027, March 31, 2029 and March 31, 2030.

Regarding the net sales for the fiscal year ending March 31, 2026 (35,597 million yen) in the financial projections, Tanaka Chemical reflects the current business progress when preparing the Business Plan. Therefore, it differs from the net sales in the results forecast for the fiscal year ending March 31, 2026 (46,000 million yen.), which is contained in the “Summary of Non-Consolidated Financial Results for Fiscal Year 2024 (Under Japanese GAAP)” disclosed by Tanaka Chemical on May 8, 2025. For details, please refer to the “Notice Regarding Revision of Results Forecast” announced by Tanaka Chemical on October 28, 2025.

In addition, the Business Plan was prepared with the aim of assessing the reasonableness of the terms and conditions of the Share Exchange, taking into account the past performance, current profitability, trends in the rechargeable battery market, and other relevant matters. The Business Plan was developed under an independent internal examination framework at Tanaka Chemical.

The synergies that are expected to be achieved from the implementation of the Share Exchange have not been included in the financial projections, since at this time it is difficult to provide a specific

estimate for such synergies.

(Millions of yen)

	FY ending March 31, 2026	FY ending March 31, 2027	FY ending March 31, 2028	FY ending March 31, 2029	FY ending March 31, 2030
Net sales	35,597	31,138	35,923	40,997	45,978
Operating income	(778)	(838)	(661)	(143)	360
EBITDA	1,756	1,839	1,989	2,382	2,801
Free cash flow	(2,155)	1,235	(576)	(85)	2,483

(Note) The analysis by Mitsubishi UFJ Morgan Stanley Securities and the underlying analysis of the share value of the Tanaka Chemical Shares were addressed to and provided solely for the reference of the board of directors of Tanaka Chemical. These analyses do not constitute a financial opinion or a recommendation by Mitsubishi UFJ Morgan Stanley Securities or its affiliates, nor do they express an opinion or make a recommendation to shareholders of Tanaka Chemical or Sumitomo Chemical regarding the approval of the Share Exchange, transfer or acquisition of shares, exercise of shareholder rights, such as voting rights, consent to the Share Exchange, or any other related matters.

In analyzing and calculating the share value of the Tanaka Chemical Shares, Mitsubishi UFJ Morgan Stanley Securities relied on publicly available information or information provided by or otherwise obtained from Tanaka Chemical or Sumitomo Chemical, assuming that such information was accurate and complete, and Mitsubishi UFJ Morgan Stanley Securities did not independently verify the accuracy or completeness thereof. Furthermore, Mitsubishi UFJ Morgan Stanley Securities assumed that the financial projections were reasonably prepared and compiled by Tanaka Chemical's management to reflect the best forecasts and judgments available at that time regarding Tanaka Chemical's financial condition. Mitsubishi UFJ Morgan Stanley Securities is not a legal, accounting, or tax advisor. Mitsubishi UFJ Morgan Stanley Securities is a financial advisor and, with respect to legal, accounting, and tax matters, relied on the judgments of Tanaka Chemical and Tanaka Chemical's legal, accounting, and tax advisors without conducting its own independent verification. In connection with the assets and liabilities (including off-balance-sheet assets and liabilities, and other contingent liabilities) of Tanaka Chemical, Sumitomo Chemical, and their affiliates, Mitsubishi UFJ Morgan Stanley Securities did not conduct its own assessment or evaluation, did not receive any



assessment or evaluation, and did not request any third-party institution to conduct any appraisal or evaluation. The analysis by Mitsubishi UFJ Morgan Stanley Securities is based on economic, financial, market, and other conditions existing as of the Reference Date, and on information available to Mitsubishi UFJ Morgan Stanley Securities as of the Reference Date. Events that occur from the Reference Date onward may affect the assumptions used in the analysis and preparation of the share valuation report by Mitsubishi UFJ Morgan Stanley Securities; however, Mitsubishi UFJ Morgan Stanley Securities has no obligation to update, revise, or reconfirm the share valuation report and analysis. Furthermore, the preparation of the share valuation report and the underlying analysis involve complex processes and are not necessarily suitable for partial analysis or summary descriptions. The share value range based on the specific analysis described herein should not be construed as Mitsubishi UFJ Morgan Stanley Securities' assessment of the actual value of Tanaka Chemical.

(2) Matters concerning the appropriateness of the amounts of Sumitomo Chemical's capital and reserves

The amounts of Sumitomo Chemical's capital and reserves to be increased resulting from the Share Exchange shall be determined separately by Sumitomo Chemical as appropriate under the provisions of Article 39 of the Regulation on Corporate Accounting. This handling is determined within the scope of applicable laws and regulations after comprehensive consideration and review of Sumitomo Chemical's financial condition, capital policy, and other circumstances, and Tanaka Chemical believes that it is appropriate.

(3) Reasons for selecting Sumitomo Chemical's shares as consideration for the exchange

Tanaka Chemical and Sumitomo Chemical have selected shares of Sumitomo Chemical, the wholly owning parent company resulting from a share exchange, as consideration for the Share Exchange.

Tanaka Chemical considers this selection appropriate, taking into account: (1) Sumitomo Chemical shares are listed on the Prime Market of the TSE, and trading opportunities will continue to be available on that market even after the Share Exchange is effective; and (2) the Tanaka Chemical's shareholders can also expect to benefit from the synergies described in item 1. "Reasons for the Share Exchange" above by receiving shares of Sumitomo Chemical as consideration for the exchange.

As a result of the Share Exchange, Tanaka Chemical is scheduled to become a wholly-owned subsidiary of Sumitomo Chemical on January 30, 2026, which is the effective date of the Share Exchange, and pursuant to the TSE's delisting criteria, the Tanaka Chemical Shares are scheduled to be delisted as of

January 28, 2026 (with a final trading date of January 27, 2026). If the current effective date of the Share Exchange is changed, the delisting date will also be changed.

Even after the delisting of the Tanaka Chemical Shares, the Sumitomo Chemical Shares that are to be allotted to the shareholders of Tanaka Chemical in the Share Exchange are listed on the TSE Prime Market, and such shares can be traded on a financial instruments exchange market, even on or after the effective date of the Share Exchange. Sumitomo Chemical, therefore, believes that with respect to the shareholders of Tanaka Chemical who will receive, through the Share Exchange, an allotment of at least one hundred (100) Sumitomo Chemical Shares, which is the number of shares constituting one (1) unit of Sumitomo Chemical, Sumitomo Chemical can continue to provide liquidity for their Sumitomo Chemical Shares.

For the shareholders of Tanaka Chemical who will receive an allotment of less than one hundred (100) Sumitomo Chemical Shares, which is the number of shares constituting one (1) unit of Sumitomo Chemical, will not be able to sell such shares less than one (1) unit of Sumitomo Chemical on a financial instruments exchange market. However, such shareholders may demand that Sumitomo Chemical purchase their shares of less than one (1) unit. It is also possible for them to purchase additional shares from Sumitomo Chemical to make up a full unit together with the shares that they already hold that are less than one (1) unit. For details, please refer to (Note 3) “Handling of shares less than one (1) unit” in (1) “(A) Details of allotment in the Share Exchange” above. For details of the handling of fractional shares of Sumitomo Chemical allotted in the Share Exchange, please refer to (Note 4) “Handling of fractional shares” in (1) “(A) Details of allotment in the Share Exchange” above.

Shareholders of Tanaka Chemical may trade their Tanaka Chemical Shares on the TSE Standard Market until January 27, 2026, which is the last scheduled trading date, and may also execute their legal rights provided for in the Companies Act and other related laws and regulations until the Record Time.

(4) Matters considered to avoid harming the interests of the shareholders of Tanaka Chemical  
Since Sumitomo Chemical already holds 16,407,200 Tanaka Chemical Shares (representing 50.4% of the number of shares (32,531,747 shares) obtained by deducting the number of treasury shares of Tanaka Chemical (1,253 shares) from the number of issued shares of Tanaka Chemical (32,533,000 shares) as of September 30, 2025) and Tanaka Chemical is a consolidated subsidiary of Sumitomo Chemical, the Companies determined that it is necessary to avoid conflicts of interest and ensure fairness in the Share Exchange. The Companies have taken the following measures to ensure fairness (including measures to avoid conflicts of interest).

(A) Obtaining valuation reports from third-party appraisers independent of the Companies

In order to ensure fairness in the decision-making regarding the share exchange ratio to be used in the Share Exchange, Sumitomo Chemical appointed Nomura Securities, which is a third-party appraiser independent of the Companies, and obtained a valuation report on the share value of the Tanaka Chemical Shares dated October 27, 2025. Additionally, Tanaka Chemical appointed Mitsubishi UFJ Morgan Stanley Securities, which is a third-party appraiser independent of the Companies, and obtained a valuation report on the share value of the Tanaka Chemical Shares dated October 27, 2025.

For an outline of the valuation reports mentioned above, please refer to (1)(B) “(ii) Matters relating to the calculation” above. The Companies did not obtain an opinion from each of their third-party appraisers stating that the value per share of the Tanaka Chemical Shares is fair for shareholders of Sumitomo Chemical or Tanaka Chemical from a financial perspective (a fairness opinion).

(B) Advice from independent law firms

Sumitomo Chemical appointed Nagashima Ohno & Tsunematsu as its legal advisor for the Share Exchange, and obtained advice from a legal perspective concerning various procedures for the Share Exchange and the decision-making method and process of its board of directors. Nagashima Ohno & Tsunematsu is independent of, and has no material interests in, the Companies.

Tanaka Chemical appointed City-Yuwa Partners as its legal advisor for the Share Exchange, and obtained advice from a legal perspective concerning various procedures for the Share Exchange and the decision-making method and process of its board of directors. City-Yuwa Partners is independent of, and has no material interests in, the Companies. Furthermore, at its first meeting held on August 18, 2025, the Special Committee confirmed that there were no issues of note regarding the independence of City-Yuwa Partners and approved its appointment as Tanaka Chemical’s legal advisor.

(C) Establishment of an independent special committee by Tanaka Chemical and obtaining a report from the special committee

(i) Process of establishment of special committee, etc.

In response to the Proposal by Sumitomo Chemical on August 1, 2025, upon commencing the detailed examination of the Share Exchange, and prior to deliberation of the pros and cons of the Share Exchange by the board of directors of Tanaka Chemical, and adoption of any resolution in that regard, on August 5, 2025, Tanaka Chemical established the Special Committee composed of four (4) members, i.e., Mr. Kazuo Kuno (Outside Director and Independent Officer of Tanaka

Chemical), Ms. Keiko Fukahori (Outside Director of Tanaka Chemical), Mr. Takeshi Inoue (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical) and Mr. Hirozumi Fujii (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical), for the purpose of (x) exercising caution in the decision-making process of the board of directors regarding the Share Exchange, (y) ensuring the fairness of decision-making by the board of directors by eliminating any potential arbitrariness and conflicts of interest in the decision-making process of the board of directors, and (z) obtaining an opinion on whether the decision by the board of directors to implement the Share Exchange can be considered fair to the general shareholders of Tanaka Chemical. Under mutual election by the members of the Special Committee, Mr. Kazuo Kuno was selected as the chairperson of the Special Committee. However, it was subsequently discovered that, although Ms. Keiko Fukahori did not serve as a director or officer of Sumitomo Chemical, which is a party to the Share Exchange, there was a possibility of certain doubts arising with respect to her independence, which is required as a member of the Special Committee, considering the fact that she served as an Executive Director of Koei Chemical Company, Limited (“Koei Chemical”), which is a subsidiary of Sumitomo Chemical, until June 2023. Therefore, she resigned from her position as a member of the Special Committee on October 17, 2025. Accordingly, after that date, the Special Committee is composed of three (3) members, i.e., Mr. Kazuo Kuno (Outside Director and Independent Officer of Tanaka Chemical), Mr. Takeshi Inoue (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical) and Mr. Hirozumi Fujii (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical). In this regard, the Special Committee, at its ninth meeting held on October 21, 2025, which was a date after Ms. Keiko Fukahori resigned from her position as a member of the Special Committee, carefully re-verified the process for the Special Committee’s examinations at its first to eighth meetings, in which Ms. Keiko Fukahori was involved as a member. Based on the specific circumstances of the discussions and examinations of the Special Committee, the three (3) members of the Special Committee believe that each member conducted examinations from an independent standpoint as an Independent Outside Officer of Tanaka Chemical, and therefore, the three (3) members concluded that it was not necessary to re-conduct the individual examination process under the current three (3)-member committee structure (for details, please refer to “(ii) Process of examination” below).

The remuneration for the members of the Special Committee consists only of a fixed amount payable regardless of the success or failure of the Share Exchange and the content of their report. It does not include any contingency fees payable on the condition of completion of the Share Exchange, etc.

Tanaka Chemical consulted with the Special Committee matters in relation to (I) the reasonableness of the purposes of the Share Exchange (including whether the Share Exchange will contribute to the enhancement of the corporate value of Tanaka Chemical); (II) the fairness of the terms and conditions of the Share Exchange (including the share exchange ratio of the Share Exchange); (III) the fairness of the procedures for the Share Exchange; and (IV) whether the decision to implement the Share Exchange can be considered fair to the general shareholders of Tanaka Chemical, taking into account (I) through (III) above (the “Consultation Matters”). Furthermore, Tanaka Chemical has positioned the Special Committee as a body independent of the board of directors, and the board of directors has resolved to give maximum deference to the opinions of the Special Committee as expressed in the Report when making decisions regarding the Share Exchange and, especially if the Special Committee determines that the terms and conditions of the Share Exchange are unreasonable, not to make a decision to implement the Share Exchange.

In addition, Tanaka Chemical has resolved to grant the Special Committee (A) the authority to conduct negotiations on its own and substantially involve itself in the negotiation process regarding the terms and conditions of the Share Exchange by way of such means as receiving timely reports on the negotiation status, and expressing opinions, providing instructions, and making requests at critical junctures, (B) the authority to appoint its own external advisors (such as financial advisors, third-party appraisers, and legal advisors) as needed at Tanaka Chemical’s expense, or to designate or approve (including ex post facto approval) external advisors appointed by Tanaka Chemical, and if the Special Committee determines that it can rely on the external advisors appointed by Tanaka Chemical for professional advice, to utilize such external advisors, and (C) the authority to request that the officers and employees of Tanaka Chemical and external advisors to collect any and all information necessary to make a report.

(ii) Process of examination

The Special Committee carefully examined the Consultation Matters by holding meetings of the Special Committee eleven (11) times in total during the period from August 18, 2025 to October 27, 2025, in addition to obtaining information, holding discussions from time to time, and taking other actions as necessary.

Specifically, the Special Committee confirmed that there were no issues regarding the independence and expertise of Mitsubishi UFJ Morgan Stanley Securities, appointed by Tanaka Chemical as its third-party appraiser, and City-Yuwa Partners, appointed by Tanaka Chemical as its legal advisor,

and approved those appointments. Subsequently, the Special Committee received explanations from, and held question-and-answer sessions with, Sumitomo Chemical and Tanaka Chemical, regarding the purposes of the Share Exchange, the background of, and course of events that led to, the Share Exchange, the details of synergies resulting from the Share Exchange, and the management policy and treatment of employees after the Share Exchange. Furthermore, the Special Committee also received explanations from, and held question-and-answer sessions with, Tanaka Chemical regarding the preparation procedures and content of the Business Plan. In addition, the Special Committee received explanations from and held question-and-answer sessions with Mitsubishi UFJ Morgan Stanley Securities, which is the third-party appraiser of Tanaka Chemical, regarding the method and results of the calculation of the share value of the Tanaka Chemical Shares. Moreover, the Special Committee received advice from City-Yuwa Partners, which is the legal advisor of Tanaka Chemical, on measures to ensure the fairness of the procedural aspects related to the Share Exchange, including the method and process, etc. of decision-making by the board of directors of Tanaka Chemical with respect to the Share Exchange and the operation of the Special Committee, and measures to avoid conflicts of interest (the above process shall hereinafter be referred to collectively as the “Examination Process”).

The Special Committee substantially involved itself in the negotiation process with Sumitomo Chemical by, after receiving timely reports on the process and details of the discussions and negotiations on the Share Exchange between the Companies, holding multiple discussions on the negotiation policies and other related matters until the final proposal on the share exchange ratio was received from Sumitomo Chemical, and providing its opinions to Tanaka Chemical.

As described in “(i) Process of establishment of special committee, etc.” above, Ms. Keiko Fukahori resigned from her position as a member of the Special Committee on October 17, 2025, since it was discovered that, although she did not serve as a director or officer of Sumitomo Chemical, which is a party to the Share Exchange, there was a possibility of certain doubts arising with respect to her independence, which is required as a member of the Special Committee, considering the fact that she served as an Executive Director of Koei Chemical, which is a subsidiary of Sumitomo Chemical, until June 2023 (Ms. Keiko Fukahori assumed a position as Part-time Director of Koei Chemical in June 2023, however, as a person in such a position does not fall under the category of a person responsible for the execution of operations of Koei Chemical, Tanaka Chemical believes that her current position does not raise any issue in terms of her independence). During the first to eighth meetings of the Special Committee held up to October 17, 2025, Ms. Keiko Fukahori, in her capacity as a member of the Special Committee, was involved in the Examination Process, and participated

in part of the deliberations regarding the response policy in connection with the proposal from Sumitomo Chemical concerning the share exchange ratio for the Share Exchange. As such, she was involved in the examinations of the Consultation Matters for a certain period. However, at the ninth meeting of the Special Meeting, which was held after Ms. Keiko Fukahori resigned from her position as a member of the Special Committee, three (3) members of the Special Committee (specifically, Mr. Kazuo Kuno (Outside Director and Independent Officer of Tanaka Chemical), Mr. Takeshi Inoue (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical) and Mr. Hirozumi Fujii (Outside Director (Audit & Supervisory Committee Member) and Independent Officer of Tanaka Chemical)), excluding Ms. Keiko Fukahori, concluded that it was not necessary to re-conduct the individual examination process under the current three (3)-member committee structure, taking into account the fact that each member examined the Consultation Matters from an independent standpoint as an Independent Outside Officer of Tanaka Chemical and that the opinions and policies of the Special Committee thus far would not change regardless of Ms. Keiko Fukahori's involvement or non-involvement, given that, when making decisions on opinions, policies, and other matters of the Special Committee at its meetings, all decisions were made unanimously by the members, and there were no indications that Ms. Keiko Fukahori arbitrarily manipulated the opinions of the Special Committee.

After carefully discussing and examining the Consultation Matters through such procedures, the Special Committee, upon unanimous consent of all its members, submitted a report to the board of directors of Tanaka Chemical on October 27, 2025, stating that it considered the decision to implement the Share Exchange to be fair to the general shareholders of Tanaka Chemical. For the content of the Report, please refer to the "Report" dated October 27, 2025, which is attached to the press release regarding the Share Exchange.

(D) Approval of all disinterested directors of Tanaka Chemical

Based on the legal advice obtained from City-Yuwa Partners, the content of the valuation report on the share value of the Tanaka Chemical Shares obtained from Mitsubishi UFJ Morgan Stanley Securities, the Report obtained from the Special Committee, the details of the multiple and continuous discussions that the Special Committee held with Sumitomo Chemical, and other relevant materials, Tanaka Chemical carefully deliberated and examined whether the Share Exchange proposed by Sumitomo Chemical would contribute to the enhancement of the corporate value of Tanaka Chemical and whether the terms and conditions of the Share Exchange including the share exchange ratio are fair. As a result of such deliberations and examination, at the meeting of its board of directors held on October 28, 2025, Tanaka Chemical resolved to enter into the Share Exchange Agreement.

At the meeting of the board of directors of Tanaka Chemical mentioned above, in light of the fact that Tanaka Chemical is a subsidiary of Sumitomo Chemical and the Share Exchange constitutes a transaction that typically involves issues of structural conflicts of interest and asymmetrical information, and from the standpoint of eliminating any potential influence of these issues on the deliberations and resolutions by the board of directors of Tanaka Chemical, the above-mentioned resolution was deliberated and unanimously adopted by four (4) out of the seven (7) directors of Tanaka Chemical, excluding Mr. Tetsushi Kondo, who was employed by Sumitomo Chemical until March 2025, Mr. Takanari Yamaguchi, who currently also serves as a Senior Managing Executive Officer of Sumitomo Chemical, and Ms. Keiko Fukahori, who currently also serves as a Part-time Director of Koei Chemical, which is a subsidiary of Sumitomo Chemical, and served as an Executive Director of Koei Chemical until June 2023.

Furthermore, among the directors of Tanaka Chemical, Mr. Tetsushi Kondo, Mr. Takanari Yamaguchi and Ms. Keiko Fukahori (however, with regard to Ms. Keiko Fukahori, after her resignation as a member of the Special Committee) did not participate in the deliberations and resolutions of the board of directors on the Share Exchange, including the above-mentioned meeting of the board of directors, nor did they participate in the discussions and negotiations on the Share Exchange from the standpoint of Tanaka Chemical.

(E) Establishment of an independent examination framework at Tanaka Chemical

Tanaka Chemical has established an internal framework to examine, negotiate, and make decisions regarding the Share Exchange from a standpoint that is independent of Sumitomo Chemical. Specifically, Tanaka Chemical established a framework to conduct examinations of the Share Exchange (including the preparation of the business plan that forms the basis for calculating the share value of the Tanaka Chemical Shares) and to conduct discussions and negotiations with Sumitomo Chemical on or after the date of receipt of the Proposal from Sumitomo Chemical on August 1, 2025.

At its first meeting held on August 18, 2025, the Special Committee, based on advice from City-Yuwa Partners, confirmed that, when conducting internal examinations, negotiations, and determinations in relation to the Share Exchange, among the directors of Tanaka Chemical, Mr. Tetsushi Kondo, who was employed by Sumitomo Chemical until March 2025 and Mr. Takanari Yamaguchi, who currently also serves as a Senior Managing Executive Officer of Sumitomo Chemical, and employees seconded from Sumitomo Chemical to Tanaka Chemical were considered to have interests in the Share Exchange, and therefore, they would not participate in any examinations, or discussions and negotiations with



Sumitomo Chemical in relation to the Share Exchange. Including these measures, the Special Committee has recognized that the examination framework of Tanaka Chemical does not present any issues from the viewpoint of independence and fairness.

As described in (C) “(i) Process of establishment of special committee, etc.” above, while Ms. Keiko Fukahori resigned from her position as a member of the Special Committee, following her resignation, she did not participate in any meetings of the Special Committee and was not involved in any discussions or negotiations with Sumitomo Chemical.

(F) Ensuring opportunities for acquisition proposals by other acquirers (market check)

Sumitomo Chemical and Tanaka Chemical have not executed any agreement that restricts persons proposing acquisition other than Sumitomo Chemical (the “Competing Acquisition Offerors”) from contacting Tanaka Chemical, such as an agreement containing a transaction protection clause that prohibits Tanaka Chemical from contacting the Competing Acquisition Offerors.

In addition, an extraordinary general meeting of shareholders of Tanaka Chemical to approve the Share Exchange Agreement is scheduled to be held on December 25, 2025, approximately two (2) months after the announcement of the execution of the Share Exchange Agreement, and Sumitomo Chemical believes that sufficient opportunities have been ensured for the Competing Acquisition Offerors compared to other cases of corporate acquisition.

4. Matters to be considered regarding consideration for the exchange

(1) Provisions of Articles of Incorporation of Sumitomo Chemical

In accordance with laws and regulations and Article 14 of Tanaka Chemical’s Articles of Incorporation, the Sumitomo Chemical’s Articles of Incorporation are not included in the document provided to shareholders who have requested a hard copy (the document containing matters subject to electronic provision). Please access the respective websites where the electronically provided matters are posted to review the content.

(2) Matters concerning the method of realizing the consideration for the exchange

(A) Market for trading the consideration for the exchange

The shares of Sumitomo Chemical are traded on the Prime Market of the TSE.

(B) Persons acting as intermediaries, brokers, or agents for trading the consideration for the exchange

The shares of Sumitomo Chemical are traded through financial instruments dealers (securities firms,

etc.) nationwide, including brokerage and agency services.

(C) If there are restrictions on the transfer or other disposition of the consideration for the exchange, the details thereof

Not applicable.

(3) Matters concerning the market price of the consideration for the exchange

The average closing prices of the shares of Sumitomo Chemical on the Prime Market of the TSE calculated over the one-month, three-month, and six-month periods, one business day prior to the announcement date (October 28, 2025) of the execution of the Share Exchange Agreement as a reference date, were 468 yen, 444 yen, and 397 yen, respectively.

The market price and other information of the shares of Sumitomo Chemical can be viewed on the TSE's website (<https://www.jpx.co.jp/>) and other sources.

(4) Content of Sumitomo Chemical's balance sheets for each fiscal year ended in the past five years

Sumitomo Chemical has submitted Annual Securities Report for each fiscal year pursuant to Article 24, Paragraph 1 of the Financial Instruments and Exchange Act; therefore, the information is not included herein.

5. Matters concerning the appropriateness of provisions regarding stock acquisition rights related to the Share Exchange

Not applicable.

6. Matters concerning financial statements, etc.

(1) Content of financial statements for Sumitomo Chemical's most recent fiscal year

In accordance with laws and regulations and Article 14 of Tanaka Chemical's Articles of Incorporation, the contents of the financial statements, etc., for Sumitomo Chemical's most recent fiscal year (April 1, 2024 to March 31, 2025) are not included in the document delivered to shareholders who have requested a hard copy (the document containing matters subject to electronic provision). Please access the respective websites where the electronically provided matters are posted to review the content.

(2) Matters concerning dispositions of significant assets, incurrence of major liabilities, or other events occurring after the end of the most recent fiscal year of Tanaka Chemical and Sumitomo Chemical that significantly affect the status of company assets

(A) Tanaka Chemical

- (i) At a meeting of its Board of Directors held on October 28, 2025, Tanaka Chemical resolved to conduct the Share Exchange with Sumitomo Chemical, whereby Sumitomo Chemical will become the wholly owning parent company resulting from a share exchange and the Tanaka Chemical will become the wholly owned subsidiary resulting from a share exchange, and entered into the Share Exchange Agreement on the same date. The contents of the Share Exchange Agreement are as described in “2. Summary of the Share Exchange Agreement” above.
- (ii) Tanaka Chemical plans to cancel all treasury shares held as of the reference time (including shares acquired in response to share repurchase requests from dissenting shareholders pursuant to Article 785, Paragraph 1 of the Companies Act concerning the Share Exchange) by the Record Time, based on a resolution of the Board of Directors to be held by the day before the effective date of the Share Exchange.

(B) Sumitomo Chemical

At a meeting of its Board of Directors held on October 28, 2025, Sumitomo Chemical resolved to conduct the Share Exchange with Tanaka Chemical, whereby Sumitomo Chemical will become the wholly owning parent company resulting from a share exchange and Tanaka Chemical will become the wholly owned subsidiary resulting from a share exchange, and entered into the Share Exchange Agreement on the same date. The contents of the Share Exchange Agreement are as described in “2. Summary of the Share Exchange Agreement” above.

End

# Memo

This image shows a full page of primary-ruled paper. It features multiple sets of horizontal lines across the entire page. Each set consists of two short-dashed lines flanked by solid lines at both ends, creating uniform writing spaces. The pattern repeats down the page without any margins or additional markings.

## Access Map to the Meeting Venue

Address:  
Convention Hall, B1 Floor, Fukui Chamber  
of Commerce and Industry Building, 2-8-1  
Nishikida, Fukui City, Fukui

Tel: 0776-33-8251



## Shareholder Information

Fiscal Year:	April 1 to March 31 of the following year
Record Date for Year-End Dividend Entitlement:	March 31
Annual General Meeting of Shareholders:	Every June
Shareholder Registry Administrator / Account Management Institution for Special Accounts:	Mitsubishi UFJ Trust and Banking Corporation
Contact Information:	Mitsubishi UFJ Trust and Banking Corporation, Osaka Corporate Agency Division 3-6-3 Fushimimachi, Chuo-ku, Osaka-shi, 541-8502 Tel: 0120-094-777 (toll-free)
Listed Stock Exchange:	Tokyo Stock Exchange (Standard Market) Electronic public notice
Method of Public Notice:	URL for Public Notices: <a href="https://www.tanaka-chem.co.jp/">https://www.tanaka-chem.co.jp/</a> (If accidents by which electronic public notice is not possible or other unavoidable circumstances occur, public notices will be done in the Nihon Keizai Shimbun.)