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Securities code: 5218
January 10, 2025

To Shareholders with Voting Rights:

Hirokazu Saito
President, Chief Executive Officer
OHARA INC.
1-15-30, Oyama, Chuo-ku,
Sagamihara-shi, Kanagawa, Japan

**NOTICE OF
THE 116th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 116th Annual General Meeting of Shareholders of OHARA INC. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information, and the matters subject to the measures for electronic provision are posted as the “Notice of the 116th Annual General Meeting of Shareholders” and “Matters Omitted from the Notice of the 116th Annual General Meeting of Shareholders”* on the following website on the Internet.

The Company’s website:

<https://www.ohara-inc.co.jp/en/ir/stock/>

In addition to the above website, the information is also available on the following website.

Tokyo Stock Exchange’s website (Listed Company Search):

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

Please search by entering the issue name (OHARA) or securities code (5218) and select “Basic information” and then “Documents for public inspection/PR information.” The information is provided in the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” section under “Filed information available for public inspection.”

If you will not attend the Meeting in person, you may exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders provided electronically, and exercise your voting rights by 4:55 p.m. Japan time (closing time of the Company’s business hours) on Tuesday, January 28, 2025.

- 1. Date and Time:** Wednesday, January 29, 2025 at 10:00 a.m. Japan time
The reception will start at 9:00 a.m. Japan time
- 2. Place:** 2nd Floor Conference Room, Head Office Building of the Company
1-15-30, Oyama, Chuo-ku, Sagamihara-shi, Kanagawa, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 116th Fiscal Year (November 1, 2023 - October 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 116th Fiscal Year (November 1, 2023 - October 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors

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- When attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Should the matters subject to the measures for electronic provision require revisions, the revised information will be posted on each website.
 - Of the matters subject to the measures for electronic provision, the following matters are not provided in the paper copy sent to shareholders who have requested it and are posted on the above websites on the Internet* in accordance with the provisions of laws and regulations as well as Article 14, Paragraph 2 of the Company's Articles of Incorporation:
 - (1) "Systems for Ensuring Appropriateness of Operations and the Status of Operations of Such Systems" in the Business Report
 - (2) "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (3) "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial StatementsThese documents and documents posted on the above websites were audited by the Audit & Supervisory Board Members and the Accounting Auditor to prepare the Audit Report and Accounting Auditor's Report respectively.

*Only available in Japanese.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Taking into consideration the business performance for the fiscal year under review and the continuation of stable distribution of dividends to shareholders, the Company proposes to distribute a year-end dividend for the 116th fiscal year as described below.

Matters Related to Year-end Dividend


- (1) Type of dividend property
Cash
- (2) Matters regarding the allocation of dividend property to shareholders and its total amount
Amount per common share: 23 yen Total amount of dividends: 562,564,636 yen
- (3) Effective date of distribution of surplus
January 30, 2025

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the end of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors (including four (4) Outside Directors).

The candidates for Director are as follows.

No.	Name	Gender	Current positions at the Company	Attendance at the Board of Directors meetings
1	[Reappointed] Hirokazu Saito	Male	President, Chief Executive Officer	100.0% (12/12)
2	[Reappointed] Takashi Nakajima	Male	Director, Senior Managing Executive Officer	100.0% (12/12)
3	[Reappointed] Naoyuki Goto	Male	Director, Senior Managing Executive Officer	100.0% (12/12)
4	[Reappointed] Masatomo Suzuki	Male	Director, Managing Executive Officer	100.0% (12/12)
5	[Reappointed] [Outside] Makoto Ichimura	Male	Director	100.0% (12/12)
6	[Reappointed] [Outside] Go Tokura	Male	Director	100.0% (12/12)
7	[Reappointed] [Outside] [Independent] Akira Nokina	Male	Director	100.0% (12/12)
8	[Reappointed] [Outside] [Independent] Yukako Makino	Female	Director	100.0% (12/12)


No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
1	 <p>Hirokazu Saito (September 24, 1959)</p> <p>[Reappointed]</p>	<p>April 1982 Joined the Company</p> <p>May 1998 General Manager of Planning Group, the Company</p> <p>November 2002 President, OHARA OPTICAL (HONG KONG) LTD.</p> <p>December 2002 President, OHARA OPTICAL (ZHONGSHAN) LTD.</p> <p>January 2003 Director, the Company</p> <p>January 2005 Executive Director, the Company Chairman, OHARA OPTICAL (HONG KONG) LTD.</p> <p>January 2009 President, the Company</p> <p>November 2009 Chairman, TAIWAN OHARA OPTICAL CO., LTD.</p> <p>January 2010 Chairman, OHARA OPTICAL (M) SDN. BHD.</p> <p>February 2010 Chairman, OHARA OPTICAL (ZHONGSHAN) LTD.</p> <p>November 2013 President, General Manager of Optical Product Div., and Supervisor of Optical Product Affiliated Subsidiaries, the Company Chairman, TAIWAN OHARA OPTICAL CO., LTD. Chairman, OHARA OPTICAL (M) SDN. BHD. Chairman, OHARA OPTICAL (HONG KONG) LTD.</p> <p>January 2016 President, Chief Executive Officer, General management of the business, the Company (current position)</p>	15,951
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]			22
[Attendance at the Board of Directors meetings]			100.0% (12/12)
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hirokazu Saito has a wealth of operational experience in a wide range of areas, including the Company's planning, production management, sales, and personnel divisions. He has served as President of overseas subsidiaries and has led the Company as its President since January 2009. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in the management of business overall for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.</p>			


No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
2	 Takashi Nakajima (May 22, 1960) [Reappointed]	May 1996 Joined Japan FCI Co., Ltd. February 1997 Joined the Company April 2004 General Manager of Accounting Dept., the Company January 2005 Director, General Manager of Accounting Dept., Administration Div., the Company May 2006 Director, General Manager of Accounting Dept., the Company January 2009 Executive Director, In Charge of Planning and Accounting, and General Manager of Accounting Dept., the Company January 2013 Executive Director, In Charge of Management Planning, the Company November 2013 Executive Director, Chief Officer of Management Center, the Company January 2016 Director, Managing Executive Officer, Head of Finance and Administration, Chief Officer of Management Center, the Company January 2019 Director, Senior Managing Executive Officer, Supervisor of Corporate Sector, the Company (current position)	6,226
		[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]	20
		[Attendance at the Board of Directors meetings]	100.0% (12/12)
		[Reasons for nomination as a candidate for Director] Mr. Takashi Nakajima has a wealth of experience in the Company's financial and management divisions, and as a Director of the Company since January 2005, he has actively contributed to discussions and deliberations in the Board of Directors. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in corporate administration for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.	


No.	Name (Date of birth)	Career summary, positions, and responsibilities		Number of shares of the Company held
3	 Naoyuki Goto (February 22, 1965) [Reappointed]	April 1983	Joined the Company	4,185
		November 2000	General Manager of Technology Dept., Information Products Div., the Company	
		January 2005	General Manager of Production Technology Dept., the Company	
		June 2010	General Manager of R&D Dept. 2, the Company	
		January 2011	Director, In Charge of R&D, and General Manager of R&D Dept. 2, the Company	
		March 2011	Director, In Charge of R&D, and General Manager of R&D Dept., the Company	
		November 2013	Director, General Manager of Advanced Material Product Business Unit., Advanced Material Product Div., the Company	
		January 2016	Resigned as Director Senior Executive Officer, Chief Officer of Advanced Material Product Div., the Company Chairman, Ohara Corporation Chairman, OHARA GmbH	
		November 2016	Senior Executive Officer, Chief Officer of Advanced Material Product Div., and General Manager of Advanced Material Product Technology Dept., the Company	
		January 2019	Director, Managing Executive Officer, Supervisor of Production, Technology and Intellectual Property, and Chief Officer of Advanced Material Product Div., the Company	
February 2021	Director, Managing Executive Officer, Supervisor of Production and Technology Sector, and Chief Officer of Material Production Center, the Company Chairman, Taiwan Ohara Optical Material Co., Ltd. (current position)			
January 2023	Director, Senior Managing Executive Officer, Supervisor of Production and Technology Sector, the Company (current position)			
[Years served as Director (as of the conclusion of this General Meeting of Shareholders)]				6
[Attendance at the Board of Directors meetings]				100.0% (12/12)
[Reasons for nomination as a candidate for Director] Mr. Naoyuki Goto has a wealth of experience in areas such as the Company’s R&D, technology, and manufacturing divisions. As a Director of the Company since January 2019, he has actively contributed to discussions and deliberations in the Board of Directors. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in production and technology for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
4	 Masatomo Suzuki (September 30, 1968) [Reappointed]	February 1994 Joined MIKI INTERNATIONAL CO.,LTD January 2001 Joined the Company June 2011 General Manager of Planning Dept., the Company January 2013 General Manager of Management Planning Dept., the Company November 2013 Manager of Advanced Material Product Planning & Management Office, Advanced Material Product Div., the Company January 2016 Executive Officer, Manager of Strategic Planning Office, the Company November 2016 Executive Officer, General Manager of Planning & Management Dept., Management Center, the Company January 2019 Senior Executive Officer, Chief Officer of Planning and Financial Center, the Company January 2023 Director, Managing Executive Officer, Supervisor of Business Sector, and Manager of Business Planning Office, the Company (current position)	2,510
		[Years served as Director (as of the conclusion of this General Meeting of Shareholders)] 2	
		[Attendance at the Board of Directors meetings] 100.0% (12/12)	
		[Reasons for nomination as a candidate for Director]	
		Mr. Masatomo Suzuki has a wealth of experience in areas such as the Company's sales, planning, and financial divisions, and as a Director since January 2023, he has actively contributed to corporate management. In light of these achievements, with the expectation that he will continue to demonstrate strong leadership in business administration for the sustainable growth and medium- to long-term enhancement of the corporate value of the Group, the Company has nominated him as a candidate for Director.	

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
5	 Makoto Ichimura (May 12, 1967) [Reappointed] [Outside]	April 1991 Joined Hattori Seiko Co., Ltd. (currently Seiko Group Corporation) April 2010 General Manager, General Affairs Dept., Wako Co., Ltd. May 2013 General Manager, Secretaries Office, Seiko Holdings Corporation (currently Seiko Group Corporation) February 2015 General Manager, Public Relations & Secretaries Department, Seiko Holdings Corporation (currently Seiko Group Corporation) June 2016 General Manager, Secretaries Office, Seiko Holdings Corporation (currently Seiko Group Corporation) June 2019 Director, In charge of Secretariat and General Affairs, Seiko Holdings Corporation (currently Seiko Group Corporation) January 2020 Outside Director, the Company (current position) April 2020 Director, Executive Vice President, Seiko Solutions Inc. December 2020 Senior General Manager, Business Incubation Center, Seiko Holdings Corporation (currently Seiko Group Corporation) June 2021 Deputy Chief of Group R&D Headquarters, Seiko Holdings Corporation (currently Seiko Group Corporation) June 2022 Executive Vice President, Seiko Holdings Corporation (currently Seiko Group Corporation) (current position) July 2022 Director, Seiko Solutions Inc. (current position) Senior Executive Director, Seiko Future Creation Inc. April 2024 Director, President, Seiko Future Creation Inc. (current position) [Significant concurrent positions] Executive Vice President, Seiko Group Corporation Director, President, Seiko Future Creation Inc.	0
[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)] 5			
[Attendance at the Board of Directors meetings]			100.0% (12/12)
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] The Company has nominated Mr. Makoto Ichimura as a candidate for Outside Director of the Company in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at Seiko Group Corporation, Seiko Solutions Inc., and Seiko Future Creation Inc. to offer advice on the management of the Company's business overall and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
6	 Go Tokura (December 22, 1958) [Reappointed] [Outside]	April 1982 Joined Canon Inc. July 2006 General Manager of Camera Development Dept.1, Photo Products Development Center, Image Communication Products Operations, Canon Inc. January 2011 General Manager of Photo Products Development Center, Image Communication Products Operations, Canon Inc. January 2013 Senior General Manager of ICP Development Center 2, Image Communication Products Operations, Canon Inc. January 2014 Group Executive of ICP Group 2, Image Communication Products Operations, Canon Inc. April 2016 Executive Officer, Chief Executive of Image Communication Products Operations, Canon Inc. January 2017 Outside Director, the Company (current position) April 2019 Managing Executive Officer, Canon Inc. April 2021 Deputy Head of Imaging Group, Canon Inc. April 2023 Senior Managing Executive Officer, Canon Inc. April 2024 Executive Vice President, Head of Imaging Group, and Chief Executive of Imaging Business Operations, Canon Inc. (current position)	0
		[Significant concurrent positions] Executive Vice President, Head of Imaging Group, Canon Inc.	
		[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]	
		[Attendance at the Board of Directors meetings]	
		[Reasons for nomination as a candidate for Outside Director and outline of expected roles] The Company has nominated Mr. Go Tokura as a candidate for Outside Director of the Company in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at Canon Inc. to offer advice on the management of the Company's business overall and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance.	

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
7	 Akira Nokina (January 20, 1958) [Reappointed] [Outside] [Independent]	April 1982 Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.) February 2005 Director, In Charge of Direct Marketing, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) February 2006 Executive Officer, In Charge of Direct Marketing, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) October 2009 Managing Executive Officer, Head of Retail Business Eastern Japan & Metropolitan East, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) March 2011 Managing Executive Officer, Head of Institutional Business Western Japan & Kinki Unit, Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) March 2014 Senior Executive Managing Director, Head of Sales Unit and Head of Institutional Business, SMBC Nikko Securities Inc. April 2016 Chairman Chief Executive Officer, Nikko Systems Solutions, Ltd. June 2017 Outside Director, Japan Post Co., Ltd. (current position) June 2018 Vice President Chief Executive Officer, Jyoko Securities Co., Ltd. (currently North Pacific Securities Co., Ltd.) July 2018 Outside Director, BUSINESSCOACH, Inc. (current position) January 2019 Outside Director, the Company (current position) June 2019 Chairman, North Pacific Securities Co., Ltd. (current position) June 2022 Outside Director, HASEGAWA Co., Ltd. (current position) [Significant concurrent positions] Chairman, North Pacific Securities Co., Ltd.	0
[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]			6
[Attendance at the Board of Directors meetings]			100.0% (12/12)
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] The Company has nominated Mr. Akira Nokina as a candidate for Outside Director in the hope that he will leverage his extensive knowledge and experience and wide-ranging insight as a management executive at SMBC Nikko Securities Inc., Nikko Systems Solutions, Ltd., and North Pacific Securities Co., Ltd. to offer advice on the management of the Company's business overall from a position that is independent of the management team and with the expectation that he will contribute to the maintenance and enhancement of management's transparency and soundness and further strengthening of corporate governance. If he is elected, the Company will ask him to continue to be involved as a member of the Company's non-mandatory advisory committees.			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (significant concurrent positions)	Number of shares of the Company held
8	 Yukako Makino (March 17, 1967) [Reappointed] [Outside] [Independent]	April 1990 Joined ORIX Corporation October 2003 Registered as Attorney (Daini Tokyo Bar Association) Joined Harago & Partners Law Offices (current position) January 2021 Outside Director, the Company (current position) [Significant concurrent positions] Partner, Harago & Partners Law Offices	0
		[Years served as Outside Director (as of the conclusion of this General Meeting of Shareholders)]	4
		[Attendance at the Board of Directors meetings]	100.0% (12/12)
		[Reasons for nomination as a candidate for Outside Director and outline of expected roles] Although Ms. Yukako Makino has no experience of direct involvement in corporate management, she possesses a wealth of experience and a high degree of insight as an attorney. The Company has determined that it can expect her to contribute to further strengthening of the Company's corporate governance by offering effective advice for the development and maintenance of the Company's compliance frameworks from a position that is independent of the management team and has nominated her as a candidate for Outside Director of the Company. If she is elected, the Company will ask her to continue to be involved as a member of the Company's non-mandatory advisory committees.	

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Makoto Ichimura, Mr. Go Tokura, Mr. Akira Nokina, and Ms. Yukako Makino are candidates for Outside Director.
 3. The Company has designated and registered Mr. Akira Nokina and Ms. Yukako Makino as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange. If they are elected as Directors, the Company will continue their designation as Independent Officers. The Company had concluded a corporate attorney agreement with Ms. Yukako Makino until January 2021, but her remuneration as a corporate attorney was only 1.2 million yen annually, determined it has no impact on her independence.
 4. Mr. Go Tokura is currently and has been for the past ten (10) years an executive with Canon Inc., a specified associated service provider of the Company. His position and responsibilities are as stated in "Career summary, positions, and responsibilities (significant concurrent positions)."
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Makoto Ichimura, Mr. Go Tokura, Mr. Akira Nokina, and Ms. Yukako Makino to limit their liability for damages as provided for in Article 423, Paragraph 1 of said Act. The limit of their liability under these agreements shall be the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If the re-election of these four candidates is approved, the Company will continue these agreements.

6. Pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act, the Company has concluded a directors and officers liability insurance agreement with an insurance company. This insurance policy covers any damages payments or litigation expenses, etc. incurred by the insured in the event that a claim for damages is made against the insured as a result of the insured's position as a company officer, etc. However, there are certain exemptions, such as that any damage, etc. caused by an act committed with the knowledge that such act is against the law will not be covered. If the candidates are elected and assume their positions as Directors, they will continue to be included among the insured under this insurance agreement. The Company plans to renew the insurance policy with the same contents when it is next due for renewal.
7. The numbers of shares of the Company held include shares held in the name of the Officers Shareholding Association as of October 31, 2024.

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If this proposal is approved and adopted, the expertise and experience of each Director shall be as follows.

No.	Name	Gender	Corporate Management	Manufacturing/ Technology / R&D	Sales/ Marketing	Finance/ Accounting	Legal/ Compliance	Personnel/ Human Resources Development
1	Hirokazu Saito	Male	●		●			●
2	Takashi Nakajima	Male	●			●	●	
3	Naoyuki Goto	Male	●	●	●			
4	Masatomo Suzuki	Male	●		●	●		
5	Makoto Ichimura [Outside]	Male	●	●				●
6	Go Tokura [Outside]	Male	●	●				
7	Akira Nokina [Outside] [Independent]	Male	●		●			
8	Yukako Makino [Outside] [Independent]	Female					●	

Note: The above list does not represent all of the knowledge and experience of each person.