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(Stock Exchange Code 4023)
June 2, 2021

To Shareholders with Voting Rights:

Yutaka Kobayashi
President & Chief Executive Officer
KUREHA CORPORATION
3-3-2 Nihonbashi Hamacho, Chuo-ku, Tokyo

**NOTICE OF
THE 108TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

This is the notification of the 108th Annual General Meeting of Shareholders of KUREHA CORPORATION (the “Company”).

For perspective of preventing the spread of COVID-19 and ensuring your safety, **we recommend that you exercise your voting rights by Mail (in Writing) or via the Internet, and refrain from attending the General Meeting of Shareholders regardless of your health condition as much as possible.** Referring to infection prevention measures and requests to shareholders (page 2) would be appreciated.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, June 24, 2021, Japan time, referring to “Guide to the Exercise of Voting Rights” (Page 3).

1. Date and Time: Friday, June 25, 2021 at 10:00 a.m. Japan time

2. Place: Sumitomo Fudousan Kanda Bldg.2F Bellesalle Kanda event hall
7 Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 108th Fiscal Year (April 1, 2020 - March 31, 2021) 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 108th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Election of five (5) Directors
Proposal 2: Payment of Bonuses to Directors

Regarding Disclosure on the Internet

- ◇ Of the documents to be provided with this Notice, the following will be posted on the Company's website in accordance with laws and regulations and Article 16 of the Articles of Incorporation, and are not included with the attached documents to this Notice.
 - (1) "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - (2) "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial StatementsFurthermore, the "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements and the "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements, along with the attached documents regarding the Matters to be reported of this Notice, are included in the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members.
- ◇ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.

The Company's website <https://www.kureha.co.jp/ir/event/meeting.html>

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- ◎ Gifts for attendees have been discontinued since last year. Thank for your kind understanding.
 - ◎ The reception of the meeting is scheduled to begin at 9:00 a.m.
 - ◎ It is prohibited to bring any dangerous items or any pets into the building and the venue of the meeting.
 - ◎ Proceeding on the day of the General Meeting of Shareholders will be carried out in Japanese.

<Infection prevention measures and requests to shareholders>

- ◇ For perspective of preventing the spread of COVID-19 and ensuring your safety, we recommend that you exercise your voting rights by Mail (in Writing) or via the Internet, and refrain from attending the General Meeting of Shareholders regardless of your health condition as much as possible. There are fewer seats compared to previous years to ensure sufficient spacing between attendees for perspective of preventing the spread of infection. Therefore, we might restrict admission to the meeting when the seats are full.
- ◇ Hands and fingers disinfection would be appreciated. A bottle of alcohol disinfectant is provided nearby the venue of the meeting.
- ◇ Putting face masks are required in the venue of the meeting. Those who do not wear face masks may be refused admission to the meeting and be required to leave the venue.
- ◇ All attendees will have their temperature taken at the entrance of the venue. Those who have fever or are not feeling well may be refused admission to the meeting and be required to leave the venue.
- ◇ The time required for holding the meeting will be shortened for perspective of preventing the spread of COVID-19, and detailed explanations at the meeting for matters to be reported at the meeting (including Audit Report) and the proposals will be omitted.
- ◇ It is planned that there will be fewer board members attending the meeting compared to previous years.
- ◇ The operation staff will check health status and wear face masks during the meeting.
- ◇ No drink will be served at the entrance of the venue of the meeting.
- ◇ Depending on the situation of the spread of COVID-19 and announcements from governmental authorities, the above correspondence may change. In addition, the venue and the time of the meeting are unavoidably subject to change. Changes in the operation of the meeting due to future situation will be informed on the Company's website above. Please check the website in advance if you plan to attend the meeting in person.

Guide to the Exercise of Voting Rights

Voting rights for the General Meeting of Shareholders may be exercised by either of the following methods.

Highly recommended

Exercising your voting rights via the Internet

Please read the QR code*¹ on the right side of the enclosed Voting Rights Exercise Form with your smartphone etc.*² to access “Smart Exercise Website,” or access the “Voting Rights Exercise Website” (<https://soukai.mizuho-tb.co.jp/>) and enter your approval or disapproval by the deadline.

Deadline for exercising your voting rights

By 5:30 p.m. on Thursday, June 24, 2021, Japan time

*1 QR code is a registered trademark of DENSO WAVE INCORPORATED.

*2 An application (or function) that can read the QR code must be installed.

Exercising your voting rights by Mail (in Writing)

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the exercise deadline.

Deadline for exercising your voting rights

Arrival by 5:30 p.m. on Thursday, June 24, 2021, Japan time

If you attend the General Meeting of Shareholders

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this “Notice of Meeting” as materials of proceedings.

- ◎ Persons who are not shareholders with voting rights, such as proxies that are not shareholders and accompanying guests may not enter the venue.
- ◎ If you exercise your voting rights by a proxy, in accordance with the provision of Article 18 of the Articles of Incorporation of the Company, said proxy must be another shareholder of the Company who also owns voting rights. Submission of the voting rights exercise form of the shareholder to attend via proxy and documentation to show right of proxy (letter of attorney and the voting rights exercise form of the shareholder who will exercise voting rights via proxy) to the reception will be required.

The date and time of the General Meeting of Shareholders

Friday, June 25, 2021 at 10:00 a.m. Japan time

Handling of voting rights exercise

- If voting rights are exercised in duplicate by mail (in writing) and the Internet, the voting rights exercised via the Internet will be deemed valid.
- If voting rights are exercised multiple times via the Internet, the most recent exercise will be deemed valid.
- The exercise of voting rights that arrive at the Company (shareholder registry administrator) within the exercise deadline will be effective, early exercise would be appreciated.

For institutional investors

In addition to methods to exercise your voting rights as described above, the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. will be available if applied in advance.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, we propose the election of five (5) Directors.

The director candidates are as follows, and they have been determined at the Board of Directors after the consultation with the non-mandatory Nomination Advisory Committee:

No	Name	Positions and Responsibilities at the Company	Attendance at Board of Directors meetings
1	Reappointment Yutaka Kobayashi	Member of the Board; Chief Executive Officer	13/13 (100%)
2	Reappointment Michihiro Sato	Member of the Board; Executive Vice President; Managing Director of PGA Business; Managing Director of Research & Development; General Manager of Environment, Occupational Health and Safety, and Quality Assurance Division; Project Manager of New Business Creation Project	13/13 (100%)
3	Reappointment Yoshio Noda	Member of the Board; Senior Vice President; Managing Director of Internal Control and Auditing; General Manager of Finance & Accounting Division; General Manager of Administration Division; Project Manager of Project for Promotion of Corporate Managerial Reform	13/13 (100%)
4	Reappointment Osamu Tosaka Candidate for Outside Director Candidate for Independent Director	Outside Director	13/13 (100%)
5	Reappointment Kazunari Higuchi Candidate for Outside Director Candidate for Independent Director	Outside Director	10/10 (100%)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions
1	 <p>Yutaka Kobayashi (December 25, 1951)</p> <p>Reappointment</p> <p>Number of shares of the Company held 13,100 shares</p> <p>Attendance at Board of Directors meetings 13/13 (100%)</p> <p>Number of years in office: 12 years (as of the conclusion of this General Meeting)</p>	<p>April 1974 Joined the Company</p> <p>January 1998 General Manager of Human Resources Department in Iwaki Factory</p> <p>June 2000 Chief Executive Officer of Kureha Chemicals (Singapore) Pte. Ltd.</p> <p>January 2003 General Manager of Related Companies Administration Department</p> <p>April 2004 General Manager of Corporate Strategies Division</p> <p>April 2005 General Manager of Chemicals and Agrochemicals Division</p> <p>June 2005 Director; General Manager of Chemicals and Agrochemicals Division</p> <p>June 2007 Senior Vice President; General Manager of Chemicals and Agrochemicals Division (Position changed due to introduction of Executive Officer System)</p> <p>April 2008 Senior Vice President; General Manager of Chemicals and Agrochemicals Division and New Business Division</p> <p>June 2009 Member of the Board; Senior Vice President; General Manager of Chemicals & Agrochemicals Division and New Business Division</p> <p>April 2010 Member of the Board; Senior Vice President; General Manager of PGA Division; General Manager of Chemicals & Agrochemicals Division; Managing Director of New Business Division</p> <p>June 2010 Member of the Board; Senior Vice President; General Manager of PGA Division; General Manager of Chemicals & Agrochemicals Division</p> <p>April 2012 Member of the Board; Senior Executive Vice President; Chief Sales & Marketing Officer; General Manager of PGA Division</p> <p>September 2012 Member of the Board; Chief Executive Officer; General Manager of PGA Division</p> <p>April 2013 Member of the Board; Chief Executive Officer (current position)</p> <p>[Reasons for selection as a candidate for Director]</p> <p>Since assuming the position of Chief Executive Officer in September 2012, Mr. Yutaka Kobayashi has led the Group's management through strengthening advanced materials business, operational reforms including the Project for Promotion of Corporate Managerial Reform and enacting business restructuring, etc. He has exercised the strong leadership for realization of medium-term management plan "Kureha's Challenge 2020" with the goal of laying the foundation for leap forward as a high value-added enterprise, and has strengthened corporate governance. Based on these achievements, he can be expected to adequately fulfill the roles and duties of determining important management matters and supervising the business execution of the Group, and the Company continues to select him as a candidate for Director.</p>
<p>1. There are no special interest relationships between the candidate and the Company.</p> <p>2. The Company has taken out a directors and officers liability insurance policy with an insurance company, thereby, said policy covers damages that may arise as a result of the insured officers, etc. having liability for the execution of their duties or becoming subject to claims regarding pursuit of said liability. The candidate is covered by said policy. The Company plans to renew to said policy at next update.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions
2	 <p>Michihiro Sato (June 21, 1960)</p> <p>Reappointment</p> <p>Number of shares of the Company held 4,900 shares</p> <p>Attendance at Board of Directors meetings 13/13 (100%)</p> <p>Number of years in office: 6 years (as of the conclusion of this General Meeting)</p>	<p>April 1984 April 2006 January 2011 April 2012 January 2013 April 2013 April 2015 June 2015 April 2017 April 2020 April 2021</p> <p>Joined the Company General Manager of Home Products Marketing & Development Department General Manager of Household Goods Marketing Department Deputy General Manager of Home Products Division Deputy General Manager of Plastics Processing Factory, Manufacturing Sector Vice President; General Manager of Plastics Processing Factory, Manufacturing Sector Senior Vice President; General Manager of Research & Development Division Member of the Board; Senior Vice President; General Manager of Research & Development Division Member of the Board; Senior Vice President; General Manager of Manufacturing & Technology Division; General Manager of Research & Development Division Member of the Board; Senior Vice President; Managing Director of PGA Business; Managing Director of Research & Development; General Manager of Manufacturing & Technology Division Member of the Board; Executive Vice President; Managing Director of PGA Business; Managing Director of Research & Development; General Manager of Environment, Occupational Health and Safety, and Quality Assurance Division; Project Manager of New Business Creation Project (current position)</p> <p>[Reasons for selection as a candidate for Director] Mr. Michihiro Sato had concurrently served as Managing Director of PGA Business, Managing Director of Research & Development Division, and General Manager of Manufacturing & Technology Division, and had been responsible for research and development strategy and technical strategy and had implemented them, utilizing his market sense fostered by experiences in business divisions until March 2021. Based on these achievements, he has served as General Manager of Environment, Occupational Health and Safety, and Quality Assurance Division, and Project Manager of New Business Creation Project since April 2021, while continuing to serve as Managing Director of PGA Business and Managing Director of Research & Development Division. He can be expected to adequately fulfill the roles and duties of determining important management matters and supervising the business execution of the Group, and the Company continues to select him as a candidate for Director.</p>
<p>1. There are no special interest relationships between the candidate and the Company.</p> <p>2. The Company has taken out a directors and officers liability insurance policy with an insurance company, thereby, said policy covers damages that may arise as a result of the insured officers, etc. having liability for the execution of their duties or becoming subject to claims regarding pursuit of said liability. The candidate is covered by said policy. The Company plans to renew to said policy at next update.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions
3	 <p>Yoshio Noda (January 19, 1959)</p> <p>Reappointment</p> <p>Number of shares of the Company held 5,000 shares</p> <p>Attendance at Board of Directors meetings 13/13 (100%)</p> <p>Number of years in office: 6 years (as of the conclusion of this General Meeting)</p>	<p>April 1981 June 2001 January 2007 April 2011 April 2012 April 2013 April 2014 June 2015 April 2016 April 2017 June 2017 April 2018 April 2019 April 2021</p> <p>Joined the Company General Manager of Finance Department General Manager of Corporate Strategies Department Deputy General Manager of Chemicals & Agrochemicals Division Vice President; General Manager of Chemicals & Agrochemicals Division Vice President; General Manager of Corporate Planning Division; Project Manager of Promotion of Corporate Managerial Reform Senior Vice President; General Manager of Corporate Planning Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; General Manager of Corporate Planning Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; General Manager of Corporate Planning, Finance & Accounting Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; General Manager of Corporate Planning, Finance & Accounting Division; General Manager of CSR Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; Managing Director of Administration Division; Managing Director of Internal Control and Auditing; General Manager of Corporate Planning, Finance & Accounting Division; General Manager of CSR Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; Managing Director of Internal Control and Auditing; General Manager of Finance & Accounting Division; General Manager of Administration Division; General Manager of CSR Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; Managing Director of Internal Control and Auditing; Managing Director of Quality Assurance; General Manager of Finance & Accounting Division; General Manager of Administration Division; Project Manager of Promotion of Corporate Managerial Reform Member of the Board; Senior Vice President; Managing Director of Internal Control and Auditing; General Manager of Finance & Accounting Division; General Manager of Administration Division; Project Manager of Project for Promotion of Corporate Managerial Reform (current position)</p> <p>[Reasons for selection as a candidate for Director] Mr. Yoshio Noda has been responsible for accounting, finance, human resources, general affairs and purchasing, and has advanced cost reductions across the Company as Project Manager of Project for Promotion of Corporate Managerial Reform. Based on these achievements, he can be expected to adequately fulfill the roles and duties of determining important management matters and supervising the business execution of the Group, and the Company continues to select him as a candidate for Director.</p>
<p>1. There are no special interest relationships between the candidate and the Company.</p> <p>2. The Company has taken out a directors and officers liability insurance policy with an insurance company, thereby, said policy covers damages that may arise as a result of the insured officers, etc. having liability for the execution of their duties or becoming subject to claims regarding pursuit of said liability. The candidate is covered by said policy. The Company plans to renew to said policy at next update.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions
4	 <p>Osamu Tosaka (December 11, 1946)</p> <p>Reappointment</p> <p>Candidate for Outside Director</p> <p>Candidate for Independent Director</p> <p>Number of shares of the Company held 0 shares</p> <p>Attendance at Board of Directors meetings 13/13 (100%)</p> <p>Number of years in office: 5 years (as of the conclusion of this General Meeting)</p>	<p>April 1971 Joined Ajinomoto Co., Inc.</p> <p>March 1994 Vice President, Ajinomoto Heartland, Inc. (USA)</p> <p>July 1999 General Manager of Institute of Fermentation Technologies, Ajinomoto Co., Inc.</p> <p>June 2001 Member of the Board; General Manager of Kyushu Plant, Ajinomoto Co., Inc.</p> <p>April 2002 Member of the Board and General Manager of Corporate Kyushu Office; General Manager of Kyushu Plant, Overseas Food and Amino Acid Company, Ajinomoto Co., Inc.</p> <p>June 2003 Member of the Board; Corporate Vice President; General Manager of Kyushu Office; General Manager of Kyushu Plant, Overseas Food and Amino Acid Company, Ajinomoto Co., Inc.</p> <p>July 2004 Member of the Board; Corporate Vice President; General Manager of Kawasaki Office; Vice President of Seasoning and Food Company; General Manager of Kawasaki Plant I, Overseas Food and Amino Acid Company, Ajinomoto Co., Inc.</p> <p>April 2005 Member of the Board; Corporate Vice President; Vice President of Food Company; General Manager of Kawasaki Office, Food Company, Ajinomoto Co., Inc.</p> <p>June 2005 Representative Director; Corporate Senior Vice President of Ajinomoto Co., Inc.</p> <p>June 2007 Representative Director; Member of the Board; Corporate Executive Deputy President of Ajinomoto Co., Inc.</p> <p>June 2011 Advisor of Ajinomoto Co., Inc.</p> <p>June 2014 Retired from Ajinomoto Co., Inc.</p> <p>June 2016 Outside Director, the Company (current position)</p> <p>[Reasons for selection as a candidate for Outside Director and the summary of expected roles] Mr. Osamu Tosaka possesses advanced views and a wealth of experience in corporate management due to his history of responsibility in international business, research divisions and production divisions at a manufacturing company. He has provided supervision and advice of the management of the Company, and has met his role to supervise business execution, etc., by actively commenting in the Board of Directors of the Company from an independent and fair standpoint. As the Company expects that he will continue to fulfill roles and duties such as providing supervision and advice of the overall management of the Company, especially regarding research and development, and manufacturing technology, supervising conflicts of interest and reflecting the opinions of stakeholders to the Board of Directors, and consequently corporate governance will be strengthened, the Company continues to select him as a candidate for Outside Director. In addition, in case that his election is approved, he will continue to have a role in decisions on matters related to the appointment of directors of the Company, candidates for successors to the President and Chief Executive Officer and plans for training of the candidates, and remuneration for directors and vice presidents, from an objective perspective as a member of the non-mandatory Nomination Advisory Committee and Remuneration Advisory Committee.</p> <p>[Views regarding independence] In addition to meeting the conditions for Independent Directors as stipulated by the Tokyo Stock Exchange, Mr. Osamu Tosaka meets the “Standards for Determining Independence of Outside Executives” defined by the Company. The Company has judged that there will be no conflicts of interest between him and general shareholders, and the Company has submitted him as an Independent Director to the Tokyo Stock Exchange as defined by said Exchange. Furthermore, the “Standards for Determining Independence of Outside Executives,” are shown on page 13.</p>
<ol style="list-style-type: none"> 1. There are no special interest relationships between the candidate and the Company. 2. [About liability limitation agreements] The Company has concluded a liability limitation agreement with Mr. Osamu Tosaka to limit his liability to the limit stipulated by laws and regulations. In the case that the election of Mr. Osamu Tosaka is approved, the Company plans to continue the agreement with him. 3. The Company has taken out a directors and officers liability insurance policy with an insurance company, thereby, said 		

policy covers damages that may arise as a result of the insured officers, etc. having liability for the execution of their duties or becoming subject to claims regarding pursuit of said liability. The candidate is covered by said policy. The Company plans to renew to said policy at next update.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions
5	 <p>Kazunari Higuchi (January 3, 1957)</p> <p>Reappointment</p> <p>Candidate for Outside Director</p> <p>Candidate for Independent Director</p>	<p>April 1980 March 2006</p> <p>April 2008</p> <p>April 2009</p> <p>April 2010</p> <p>May 2010 April 2011</p> <p>May 2011</p> <p>March 2016</p> <p>April 2016 June 2016</p> <p>June 2020</p> <p>Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.) General Manager, Kabutocho Corporate Banking and Securities Business Division, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) General Manager, Settlement & Clearing Services Division, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) Executive Officer, General Manager, Internal Audit Division, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) Resigned from Mizuho Bank, Ltd. Adviser, Mizuho Research Institute Ltd. (currently Mizuho Research & Technologies) Managing Executive Officer, Mizuho Research & Technologies Resigned from Managing Executive Officer, Mizuho Research & Technologies President and CEO, UC Card Co., Ltd. Director, Qubitous Co., Ltd. (currently Credit Saison Co., Ltd.) Resigned from Director, Qubitous Co., Ltd. (currently Credit Saison Co., Ltd.) Adviser, UC Card Co., Ltd. Resigned from Adviser, UC Card Co., Ltd. Audit & Supervisory Board Member, Taiyo Nippon Sanso Corporation (currently NIPPON SANSO HOLDINGS) Resigned from Audit & Supervisory Board Member, NIPPON SANSO HOLDINGS Outside Director, The Michinoku Bank, Ltd. (current position) Outside Director, the Company (current position)</p>
	<p>Number of shares of the Company held 0 shares</p> <p>Attendance at Board of Directors meetings 10/10 (100%)</p> <p>Number of years in office: 1 years (as of the conclusion of this General Meeting)</p>	<p>[Significant concurrent positions]</p> <p>Mr. Kazunari Higuchi currently serves as Outside Director of The Michinoku Bank, Ltd., there are no significant transactions between the bank and the Company or Group companies.</p> <p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Kazunari Higuchi Mr. Kazunari Higuchi possesses advanced views and a wealth of experiences in the management of financial institutions and business companies. He has provided supervision and advice of the management of the Company, and has met his role to supervise business execution, etc., by actively commenting in the Board of Directors of the Company from an independent and fair standpoint. As the Company expects that he will continue to fulfill roles and duties such as providing supervision and advice of the overall management of the Company, especially business optimization, supervising conflicts of interest and reflecting the opinions of stakeholders to the Board of Directors, and consequently corporate governance will be strengthened, the Company continues to select him as a candidate for Outside Director. In addition, if he is appointed, he will continue to be objective in matters related to the appointment of directors of the Company, plans for training candidates for successors to the president, and decisions on remuneration for directors and executive officers as a member of the non-mandatory Nomination Advisory Committee and Compensation Committee.</p>
		<p>[Views regarding independence]</p> <p>Mr. Kazunari Higuchi executed business at Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) until April 2010. There are transactional relationships such as borrowings, etc., between the bank and the Company and Group companies. However, the amount of borrowings from the bank was less than 3% of the consolidated total assets of the Company as of March 31, 2021, and the Company and Group companies conduct transactions with several financial institutions. In addition, it has been over 11 years since he retired from the bank. He served in Mizuho Research Institute Ltd. (currently Mizuho Research & Technologies) from April 2010 through April 2011. There are payments regarding research service, etc. from the Company and Group companies to Mizuho Research Institute Ltd. However, the amount paid to Mizuho Research Institute Ltd. by the Company and Group companies was less than 1% of net sales of Mizuho Research Institute Ltd. in each year during the past 3 fiscal years. He served in UC CARD Co., Ltd. from May 2011 through June</p>

		<p>2016. There are payments regarding credit card usage, etc. from the Company and Group companies to UC CARD Co., Ltd. However, the annual payment records to UC CARD Co., Ltd. are tens of thousands of yen. He served in Qubitous Co., Ltd. (currently Credit Saison Co., Ltd.) from May 2011 through March 2016. There are payments regarding credit card usage, etc. from the Company and Group companies to Qubitous Co., Ltd. However, the annual payment records to Qubitous Co., Ltd. by the Company and Group companies were less than 1% of net sales of Qubitous Co., Ltd. in each year during the past 3 fiscal years. Furthermore, Mr. Kazunari Higuchi served as Audit & Supervisory Board Member of Taiyo Nippon Sanso Corporation (currently NIPPON SANSO HOLDINGS) from June 2016 through June 2020. There are transactions such as purchase of raw materials, etc., between Taiyo Nippon Sanso Corporation and the Company and Group companies. However, the amount the Company and Group companies purchased from Taiyo Nippon Sanso Corporation was less than 1% of consolidated revenues of Taiyo Nippon Sanso Corporation in each year during the past 3 fiscal years. And the annual sales from the Company and Group companies to Taiyo Nippon Sanso Corporation are tens of thousands of yen. In addition to meeting the conditions for Independent Directors as stipulated by the Tokyo Stock Exchange, Mr. Kazunari Higuchi meets the “Standards for Determining Independence of Outside Executives” defined by the Company. The Company has judged that there will be no conflicts of interest between him and general shareholders, and the Company has submitted him as an Independent Director to the Tokyo Stock Exchange as defined by said Exchange. Furthermore, the “Standards for Determining Independence of Outside Executives,” are shown on page 13.</p>
<ol style="list-style-type: none"> 1. There are no special interest relationships between the candidate and the Company. 2. [About liability limitation agreements] The Company has concluded a liability limitation agreement with Mr. Kazunari Higuchi to limit his liability to the limit stipulated by laws and regulations. In the case that the election of Mr. Kazunari Higuchi is approved, the Company plans to continue the agreement with him. 3. The company has taken out a directors and officers liability insurance policy with an insurance company, thereby, said policy covers damages that may arise as a result of the insured officers, etc. having liability for the execution of their duties or becoming subject to claims regarding pursuit of said liability. The candidate is covered by said policy. The company plans to renew to said policy at next update. 		

(Reference)

Standards for Determining Independence of Outside Executives

In the case that none of the following items apply to Outside Directors or Outside Corporate Auditors of the Company, the Company will judge the party to possess independence.

1. The party is a business executor (*1) of the Company or a Group company (hereinafter the “Group”).
2. The party holds the Group as a major transaction partner (*2) or a business executor thereof, or is a major transaction partner of the Group or a business executor thereof.
3. The party is a major lender (*3) of the Group or a business executor thereof.
4. The party is a major shareholder (*4) of the Company or a business executor thereof.
5. The party is a consultant, accounting specialist, or legal specialist that receives a significant amount of cash or other property (*5) other than executive remuneration from the Group (if the party that receives said property is an organization such as a corporation or cooperative, a party associated with said organization).
6. The party that satisfied 1 above within the past ten years.
7. The party that satisfied any of 2 to 5 above within the past three years.
8. The party is a relative (*6) of a person who satisfies any of 1 to 7 above.
9. Aside from the items above, reasons exist for conflicts of interest to arise between the party and the Group.

(*1) “Business executors” are persons and employees that are Executive Directors, Executives, Executive Officers, Managers, or employees in equivalent positions.

(*2) “Major transaction partners” are those to which the Group comprises greater than 2% of net sales of the counterparty, or from which the Company receives greater than 2% of consolidated net sales of the Company within the past three fiscal years.

(*3) “Major lenders” are lenders to which the consolidated borrowings comprise greater than 2% of consolidated total assets.

(*4) “Major shareholders” are shareholders that hold 10% or more of total voting rights either directly or indirectly.

(*5) “Significant amount of cash or other property” is over 10 million yen in total amount in one fiscal year (if referring to an organization, over 2% of consolidated net sales).

(*6) “Relatives” are spouses or relatives within the second degree.

Proposal 2: Payment of Bonuses to Directors

In consideration of business results, etc., of the fiscal year under review, as performance-linked bonuses, the Company proposes the payment of a total of 70,000 thousand yen to three (3) Directors except Outside Directors incumbent at the end of March 2021 as executive bonuses. Concerning determination of the distribution, etc., to each Director, the Company requests that this be delegated to the Board of Directors. This proposal is appropriated since it has been decided through procedures based on the Company's policy on decisions on the content of the Remunerations for individual Directors.

In addition, the outline of the Company's policy on decisions on the content of the Remunerations for individual Directors is as shown on pages 21 and 22*. (Note: These reference pages correspond only to the Japanese original of the notice of the 108th annual general meeting of shareholders.)