

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

Security code: 4042  
May 30, 2024

Dear Shareholders,

Mamoru Kuwada, Representative Director, President  
**Tosoh Corporation**  
4560 Kaisei-cho, Shunan City, Yamaguchi Prefecture

### Notice of the 125th Ordinary General Meeting of Shareholders

We are pleased to announce the 125th ordinary general meeting of shareholders of Tosoh Corporation (the “Company”) will be held as described below.

In convening this general meeting of shareholders, the Company has taken electronic provision measures, which provide information contained in the Reference Documents, etc. for the General Meeting of Shareholders (the “matters subject to electronic provision measures”) in electronic format, and has posted this information on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

Company website:  
<https://www.tosoh.co.jp/ir/stocks/meeting/> (in Japanese)



Matters for which measures for providing information in electronic format are to be taken are described on the above website in addition to the Tokyo Stock Exchange (TSE) website. See below for details.

Tokyo Stock Exchange website (Listed Company Search)  
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)



(Access the TSE website by using the internet address shown above, enter “Tosoh” in “Issue name (company name)” or the Company’s securities code “4042” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached reference documents for the general meeting of shareholders and **exercise voting rights by 5:00 p.m., Thursday, June 20, 2024 (JST).**

- 1. Date** Friday, June 21, 2024, at 10 a.m. Japan Standard Time (reception starts at 9 a.m.)  
**2. Venue** Conference Room in Tosoh Club,  
1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

**3. Agenda of the meeting**

**Matters to be reported:**

1. Business report and consolidated financial statements for the 125th term (from April 1, 2023 to March 31, 2024), as well as the audit reports of the independent auditor and the Audit & Supervisory Board for the consolidated financial statements
2. Non-consolidated financial statements for the 125th term (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- Proposal 1:** Election of nine (9) directors  
**Proposal 2:** Election of two (2) substitute corporate auditors  
**Proposal 3:** Revision of amount of compensation, etc. for directors  
**Proposal 4:** Revision of compensation, etc. for allotting restricted shares to directors  
**Proposal 5:** Revision of amount of compensation for corporate auditors

**4. Exercising voting rights**

1. In the event approval or opposition to a proposal is not indicated on the voting form for exercising voting rights in writing, it will be treated as indication of approval.
2. In the event voting rights are exercised both in writing and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid.
3. If you exercise your voting rights multiple times via the Internet, etc., only the last voting shall be deemed valid.

**Discontinuation of distribution of gifts**

The Company will discontinue the practice of distributing gifts from this general meeting of shareholders. Your understanding in this matter would be greatly appreciated.

**Guide to livestreaming**

The general meeting of shareholders will be streamed online via the Internet (video with sound - Japanese only). For more details, please refer to pages 5 and 6.

**Notes:**

- If any matters to be revised occur in the matters for which measures for providing information in electronic format are to be taken for the general meeting of shareholders, the revised contents will be posted on each of the websites stated on page 1 immediately.
- The Company will not send a notice of resolutions. After the conclusion of the general meeting of shareholders, we will post the resolutions on our website.
- The informational materials for the general meeting of shareholders, for this meeting, will be sent uniformly regardless of whether a written request for delivery has been made. Among the matters for which measures for providing information in electronic format are to be taken, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents.
  - (1) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” among the consolidated financial statements
  - (2) “Non-Consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” among the non-consolidated financial statementsAccordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements provided in the paper-based documents represent part of the documents audited by the independent auditor in preparing the financial audit report and the corporate auditors in preparing the audit report.
- It has not yet been decided whether the same policy as above will be applied to the informational materials for the next and subsequent general meeting of shareholders. We ask for your understanding in advance.
- There will be no gifts provided this year.
- Any changes in the operation of the general meeting of shareholders will be posted on the Company’s website, so please check the website.

## Guide for Exercising Voting Rights

The exercise of voting rights at the general meeting of shareholders is an important right of shareholders. Please review the attached “Reference documents for the general meeting of shareholders” and exercise voting rights. There are three ways to exercise voting rights.

### Shareholders attending the meeting in person

#### Exercise voting rights by submitting your voting form to reception

Please bring this “Notice of the Ordinary General Meeting of Shareholders” and submit the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person.

Please bring the Voting Rights Exercise Form.

#### Date and time of the general meeting of shareholders

Friday, June 21, 2024, at 10:00 a.m., Japan Standard Time (reception opens at 9:00 a.m.)

### Shareholders not attending the meeting in person

#### Exercising your voting rights by mail

Please indicate your approval or opposition to each proposal on the enclosed Voting Rights Exercise Form, and then return the form by mail.

Please indicate your approval or opposition to each proposal.

#### Voting deadline

Votes must reach us no later than 5:00 p.m., Thursday, June 20, 2024, Japan Standard Time

### Filling out the “Voting Rights Exercise Form”

**Please indicate your approval or opposition to each proposal here.**

#### Proposals 1 and 2

To approve all candidates

..... Write a circle in the “For” field

To oppose all candidates

..... Write a circle in the “Against” field

To oppose some of the candidates

..... Write a circle in the “For” field and fill in the number of the candidates to oppose on the blank.

#### Proposals 3, 4 and 5

To approve .... Write a circle in the “For” field

To oppose .... Write a circle in the “Against” field

\* In the event voting rights are exercised both in writing (post) and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid. In addition, if you exercise your voting rights multiple times via the Internet, etc., only the last vote shall be deemed valid.

### **Exercising your voting rights online**

Please access the voting website designated by the Company and indicate your approval or opposition to each proposal by following the instructions on the screen.

Voting Website: <https://www.web54.net> (in Japanese)

#### Voting Deadline

Votes must be done no later than 5:00 p.m., Thursday, June 20, 2024, Japan Standard Time.

### **Guide for Exercising Your Voting Rights Online**

Votes must be done no later than 5:00 p.m., Thursday, June 20, 2024, Japan Standard Time.

#### **How to exercise voting rights via smartphone, etc.**

1. Please scan QR code provided on the Voting Rights Exercise Form.  
\*QR Code is registered trademarks of DENSO WAVE INCORPORATED.
2. Tap the “Go To Voting” button on the top screen of the Portal of Shareholders’ Meeting.
3. The Smart Vote top screen will appear. Please indicate your approval or disapproval of each proposal by following the instructions on the screen.

#### **How to exercise voting rights via PC, etc.**

Please access the following URL by entering the login ID/password shown on the Voting Rights Exercise Form. After logging in, please indicate your approval or disapproval of each proposal by following the instructions on the screen.

Portal of Shareholders’ Meeting URL: <https://www.soukai-portal.net>

The Voting Website will remain available: <https://www.web54.net>

#### **Acceptance of questions in advance**

Deadline for accepting questions in advance: until 5:00 p.m., Thursday, June 13, 2024, Japan Standard Time

At this general meeting of shareholders, the Company will accept questions from shareholders regarding the agenda in advance through the Portal of Shareholders’ Meeting. Questions received from shareholders that are considered to be of high interest to shareholders will be addressed at the Meeting. In the same manner as the above method of exercising voting rights, please access the Portal of Shareholders’ Meeting and tap/click the “Advance Questions” button on the top screen. The “Input Advance Questions” screen will appear. Please follow the instructions on the screen to input your questions.

\*Please note that the Company will not respond to each question individually.

#### **Notes:**

- If you need to change your votes after exercising your voting rights, you will need to enter your voting rights exercise code and password provided on the Voting Rights Exercise Form.
- If a voting right is exercised both in writing (post) and via the Internet, the vote submitted via the Internet shall be deemed valid. In addition, if you exercise your voting rights multiple times via the Internet, only the last vote shall be deemed valid.
- The service is not available on the first Monday of January, April, July and October from 0:00 a.m. to 5:00 a.m. due to maintenance.

#### **For inquiries, please contact the following:**

Dedicated Phone Line of Stock Transfer Agency “Web Support,” Sumitomo Mitsui Trust Bank, Limited  
Telephone: 0120-652-031 (Toll-free, Japan only) (Business hours: 9:00 a.m. to 9:00 p.m.)



Please check out our Q&A.

## Guidance for Livestreaming the General Meeting of Shareholders

We will be livestreaming the general meeting of shareholders so that more shareholders can view the proceedings, and we hope you can join.

### 1. The Company performs livestreaming on the shareholders' site

**Time and date of publication** The shareholders' livestreaming site is scheduled to open on Thursday, May 30, 2024



**Site URL** <https://v.sokai.jp/4042/2024/tosoh/> (in Japanese)

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

Access to the above site URL will be available from “To the virtual general meeting of shareholders” on the Portal of Shareholders' Meeting.

### 2. A screen for entering your shareholder number and postcode will be displayed. Enter the information as follows to log in.

Enter your shareholder number and postcode (as of March 31, 2024), read the site terms of use, check the box and click the login button.

### 3. About the shareholders' livestreaming site

In addition to livestreaming, it provides links to the general meeting of shareholders page on the Company's IR site, etc.

### 4. Viewing livestreaming

- (1) After logging in to the shareholders' livestreaming site, click “View livestream”
- (2) Read the terms of use, check the box for “I agree to the terms of use” and click “Proceed to livestream screen”

**Livestreaming schedule** From 10 a.m. Japan Standard Time, 10 a.m., Friday, June 21, 2024 until the completion of the agenda

#### Notes:

- Only shareholders are authorized to watch the livestream.
- We will do our best not to film the appearance of shareholders in attendance, but they may be unavoidably picked up. We kindly ask for your understanding in advance.
- Please note that depending on the equipment used and the Internet connection environment, shareholders may not be able to watch the video or the video and/or audio may not play properly. We kindly ask for your understanding in advance.
- Shareholders are responsible for communications charges etc. associated with watching livestreaming.
- Please note that the livestreaming site does not support Q&A. We kindly ask for your understanding in advance.
- Please refrain from video recording, audio recording, photographing, saving, providing to third parties, screening, or reproduction of livestreaming video and audio.
- Due to unavoidable circumstances, livestreaming may not be conducted. In that case, we will inform you on our website (<https://www.tosoh.co.jp>) (in Japanese).

#### **Inquiries about livestreaming**

Inquiries about viewing the livestream on the day of the meeting PRONEXUS Inc.  
0120-970-835

Service hours: From 9 a.m. Japan Standard Time, Friday, June 23, 2023 (day of the general meeting of shareholders until the completion of the agenda)

### **Streaming after the general meeting of shareholders**

If you cannot view the livestream, the Company will post the video footage of the state of the meeting on the website below after the meeting.

<https://www.net-presentations.com/4042/202406s/yewgiu/> (in Japanese)



Release start date: Late June, 2024 (scheduled)  
Release end date: Wednesday, July 31, 2024 (scheduled)

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of nine (9) directors

The terms of office of all nine (9) directors will expire at the conclusion of this meeting.

Accordingly, we propose the election of nine (9) directors.

The candidates for director are as follows:

No.	Name	Gender	Current position and areas of responsibility in the Company	Tenure (years)	Attendance at Board of Directors meetings	Candidate attributes
1	Mamoru Kuwada	Male	Representative director, president	4 years	15/15	Reappointment
2	Toru Adachi	Male	Representative director Executive vice president	4 years	15/15	Reappointment
3	Toru Doi	Male	Director Executive vice president	3 years	15/15	Reappointment
4	Akihiro Yoshimizu	Male	Director Executive vice president	1 year	12/12	Reappointment
5	Takahiko Kamezaki	Male	Director Executive vice president	1 year	12/12	Reappointment
6	Yoshihiro Hombo	Male	External	4 years	15/15	Reappointment External Independent
7	Mariko Hidaka	Female	External	4 years	15/15	Reappointment External Independent
8	Yukimasa Nakano	Male	External	1 year	12/12	Reappointment External Independent
9	Yukiko Hashitera	Female	–	–	–	New appointment External Independent

New Appointment: Candidates for new appointment

Reappointment: Candidates for reappointment

External: Candidates for external directors

Independent: Independent officers

Note: The attendance to Board of Directors meetings of each director candidate is for fifteen (15) Board of Directors meetings held between April 2023 and March 2024.

Candidates Mr. Akihiro Yoshimizu and Mr. Takahiko Kamezaki, and Mr. Yukimasa Nakano who currently serve as director, were appointed director in June 2023 and attended Board of Directors meetings held after their appointment.

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
1	<p>Reappointment</p> <p>Mamoru Kuwada September 28, 1960 (age 63)</p> <p>Tenure as director 4 years</p> <p>Attendance at Board of Directors meetings 100% (15/15 meetings)</p>	<p>Apr. 1984</p> <p>Nov. 2009</p> <p>June 2013</p> <p>June 2016</p> <p>June 2017</p> <p>June 2020</p> <p>Mar. 2022</p>	<p>Joined the Company</p> <p>General manager of Specialty Materials Production, Yokkaichi Complex</p> <p>Associate director</p> <p>Vice president</p> <p>Senior vice president</p> <p>Director, executive vice president</p> <p>Representative director, president (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	30,963
<p>[Reasons for nomination]</p> <p>Mamoru Kuwada has extensive experience in such areas as manufacturing, production technology, construction projects, business administration and facilities administration, and he demonstrates strong leadership in directing and supervising group management. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>				
2	<p>Reappointment</p> <p>Toru Adachi October 16, 1960 (age 63)</p> <p>Tenure as director 4 years</p> <p>Attendance at Board of Directors meetings 100% (15/15 meetings)</p>	<p>Dec. 1985</p> <p>June 2016</p> <p>June 2019</p> <p>June 2020</p> <p>June 2023</p>	<p>Joined the Company</p> <p>General manager of Corporate Strategy</p> <p>Vice president</p> <p>Senior vice president</p> <p>Director, executive vice president</p> <p>Representative director, executive vice president (current position)</p> <p>[Current areas of responsibilities]</p> <p>President of the Engineering Group</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	23,934
<p>[Reasons for nomination]</p> <p>Toru Adachi has extensive experience in such areas as accounting, finance, corporate planning and business administration, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>				



No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
3	<p>Reappointment</p> <p>Toru Doi June 20, 1962 (age 61)</p> <p>Tenure as director 3 years</p> <p>Attendance at Board of Directors meetings 100% (15/15 meetings)</p>	<p>Apr. 1988 June 2013</p> <p>Oct. 2014</p> <p>June 2017 June 2020 June 2021 June 2023</p> <p>[Current areas of responsibilities]</p> <p>General manager of the Research and Development Planning and general manager of MI Center</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	<p>Joined the Company</p> <p>General manager of Yokkaichi Research Laboratory, R&amp;D Office</p> <p>General manager of Functional Polymers Research Laboratory</p> <p>Vice president</p> <p>Senior vice president</p> <p>Director, senior vice president</p> <p>Director, executive vice president (current position)</p>	9,607
<p>[Reasons for nomination]</p> <p>Toru Doi has extensive experience in such areas as research, legal and patents and environment, safety &amp; quality control, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>				
4	<p>Reappointment</p> <p>Akihiro Yoshimizu March 25, 1964 (age 60)</p> <p>Tenure as director 1 year</p> <p>Attendance at Board of Directors meetings 100 % (12/12 meetings)</p>	<p>Apr. 1986 June 2012</p> <p>June 2017 June 2020 June 2023</p> <p>[Current areas of responsibilities]</p> <p>Senior general manager of Nanyo Complex</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	<p>Joined the Company</p> <p>General manager of Caustic Soda &amp; Chlorine Production, Nanyo Complex</p> <p>Vice president</p> <p>Senior vice president</p> <p>Director, executive vice president (current position)</p>	34,055
<p>[Reasons for nomination]</p> <p>Akihiro Yoshimizu has extensive experience in such areas as manufacturing, production technology, and facility management, and he contributes to continued safe and stable production and innovation of production technology for the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>				

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
5	<p>Reappointment</p> <p>Takahiko Kamezaki August 1, 1963 (age 60)</p> <p>Tenure as director 1 year</p> <p>Attendance at Board of Directors meetings 100 % (12 /12 meetings)</p>	<p>Apr. 1986      Joined the Company</p> <p>June 2019      Senior general manager of Organic Chemicals Division</p> <p>                         Vice president</p> <p>June 2022      Senior vice president</p> <p>June 2023      Director, executive vice president (current position)</p> <p>[Current areas of responsibilities]</p> <p>President of the Chlor-alkali Group</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	5,312
<p>[Reasons for nomination]</p> <p>Takahiko Kamezaki has extensive experience in such areas as sales and marketing, overseas operations, and business administration, and he contributes to the continuation and expansion of the Tosoh Group. Going forward the Company believes he is sufficiently capable to fulfill the role of director in decision-making on important matters and supervision of business execution for the Tosoh Group, has deemed him to be a human resource capable of contributing to sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>			



No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
	<p>Reappointment External Independent</p> <p>Mariko Hidaka May 4, 1961 (age 63)</p> <p>Tenure as director 4 years</p> <p>Attendance at Board of Directors meetings 100% (15/15 meetings)</p>	<p>Apr. 1984      Joined Chuo Audit Corporation</p> <p>Apr. 1987      Registered as Certified Public Accountant</p> <p>July 2000      Partner of Chuo Audit Corporation</p> <p>July 2006      Senior partner of Chuo Aoyama Audit Corporation</p> <p>Aug. 2007      Senior partner of Ernst &amp; Young ShinNihon (currently Ernst &amp; Young ShinNihon LLC)</p> <p>June 2020      External director of the Company (current position)</p> <p>Aug. 2020      Representative of Hidaka CPA Office (current position)</p> <p>Jan. 2021      Outside Audit and Supervisory Board member of SBI Sumishin Net Bank, Ltd. (current position)</p> <p>June 2021      External director (Audit and Supervisory Committee member) of KYOKUTO BOEKI KAISHA, LTD. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative of Hidaka CPA Office</p> <p>External director (Audit and Supervisory Committee Member) of KYOKUTO BOEKI KAISHA, LTD.</p> <p>Outside Audit and Supervisory Board member of SBI Sumishin Net Bank, Ltd.</p>	<p>1,115</p>
7		<p>[Reasons for nomination and outline of expected roles]</p> <p>Mariko Hidaka has extensive experience such as in accounting and auditing as well as supporting corporate management, and she provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. Going forward, the Company believes she will provide appropriate management supervision through decision-making on important matters, has deemed that she will provide useful advice for sustainable growth of the group and raising corporate value, and therefore proposes her as a candidate for external director. Mariko Hidaka has never been directly involved in the management of a company, except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external director based on the above reasons.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>	
		<p>*1 Mariko Hidaka is a candidate for external director.</p> <p>*2 Mariko Hidaka retired as senior partner of Ernst &amp; Young ShinNihon (currently Ernst &amp; Young ShinNihon LLC) in July 2020. Currently she is not an executive of the said company. There is no business relationship between Ernst &amp; Young ShinNihon and the Company. In addition, although the Company has business relationship with KYOKUTO BOEKI KAISHA, LTD., where she concurrently holds a position, there is no special relationship. There is no business relationship between Hidaka CPA Office, which she represents, or SBI Sumishin Net Bank, Ltd., where she holds a concurrent position, and the Company.</p> <p>*3 The Company has submitted notice of candidate Mariko Hidaka's designation as an independent officer as stipulated by the Tokyo Stock Exchange, Inc.</p> <p>*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Mariko Hidaka does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 18.</p> <p>*5 The Company has entered into a limitation of liability contract with Mariko Hidaka, who is currently serving as external director of the Company. If the candidate is reappointed as director, it is planned that she will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>	

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company		Number of the Company's shares held
8	Reappointment External Independent	Apr. 1982	Joined Onoda Cement Co., Ltd.	454
	Yukimasa Nakano May 7, 1957 (age 67)	Apr. 2016	General manager of Kyushu Branch, Taiheiyo Cement Corporation	
		Apr. 2017	Executive officer	
	Tenure as director 1 year	Apr. 2020	Managing executive officer	
		Apr. 2022	Senior executive officer	
	Attendance at Board of Directors meetings 100% (12/12 meetings)	June 2022	Director, senior executive officer	
		Apr. 2023	Director	
		June 2023	External director of the Company (current position)	
		[Significant concurrent positions outside the Company]		
		No significant concurrent positions.		
	[Reasons for nomination and outline of expected roles] Yukimasa Nakano has extensive experience in accounting, sales and marketing, business coordination, corporate management, and other areas. He provides useful advice and appropriate management supervision, taking an objective view of the Tosoh Group. The Company believes he will provide appropriate management supervision through decision-making on matters important for the group, has deemed that he will provide advice beneficial for the sustainable growth of the group and raising corporate value, and therefore proposes him as a candidate for external director.			
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.			
	*1 Yukimasa Nakano is a candidate for external director.			
	*2 Yukimasa Nakano retired as director of Taiheiyo Cement Corporation in June 2023. Currently he is not an executive of the said company. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company, and the scale of such transactions is approximately one percent of the annual consolidated sales of the Company.			
	*3 The Company has registered Yukimasa Nakano as an independent officer prescribed by the Tokyo Stock Exchange, Inc.			
	*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Yukimasa Nakano does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 18.			
	*5 The Company has entered into a limitation of liability contract with Yukimasa Nakano, who currently serves as external Director of the Company. If the candidate is reappointed as director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
9	New appointment External Independent	Apr. 1989 Apr. 2001 Apr. 2006 Mar. 2018 Mar. 2024	Joined Ueno Fine Chemicals Industry, Ltd. Joined R-TECH UENO, LTD. CEO of R-TECH UENO, LTD. CEO of Phoenixi Co Ltd (current position) Independent outside director of the board, Nissha Co., Ltd. (current position)
	Yukiko Hashitera November 19, 1966 (age 57)	Mar. 2024 Independent outside director of the board, Nissha Co., Ltd. (current position)	
	Tenure as director -	[Significant concurrent positions outside the Company] CEO of Phoenixi Co Ltd.	0
	Attendance at Board of Directors meetings -	Independent outside director of the board, Nissha Co., Ltd.	
[Reasons for nomination and outline of expected roles] Yukiko Hashitera has extensive experience in R&D, quality control, human resource development, and other areas. The Company believes she will provide appropriate management supervision through decision-making on matters important for the group, has deemed that she will provide advice beneficial for the sustainable growth of the group and raising corporate value, and therefore proposes her as a candidate for external director.			
[Special interest between candidate and the Company] The candidate has no special interests in the Company.			
<p>*1 Yukiko Hashitera is a candidate for external director.</p> <p>*2 Yukiko Hashitera is CEO of Phoenixi Co Ltd. The Company has no business relationship with Phoenixi Co Ltd. In addition, the Company has no business relationship with Nissha Co., Ltd., where she concurrently holds a position.</p> <p>*3 The Company is scheduled to designate Yukiko Hashitera as an independent officer prescribed by the Tokyo Stock Exchange, Inc. and register her as such with said exchange.</p> <p>*4 The Company has set out its own "Criteria for the Independence of External Directors/Corporate Auditors," whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Yukiko Hashitera does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent external director. "Criteria for the Independence of External Directors/Corporate Auditors" of the Company are stated on page 18.</p> <p>*5 If Yukiko Hashitera is elected as director, it is planned that she will enter into a limitation of liability contract with the Company as an external director. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.</p>			

Note: The ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

### Summary of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract as prescribed in Article 430-3, paragraph (1) of the Companies Act with an insurance company, whereby insureds are compensated for the amount of damages and litigation expenses in cases where the insured receives a claim for damages arising from actions of the insureds in the execution of their duties. However, damages caused by acts performed by insureds while recognizing that they violate the law or criminal acts by insureds will not be covered.

Directors, corporate auditors, executive officers, and associate directors of the Company and its registered subsidiaries are insured parties under said insurance contract, and insurance premiums are fully paid by the Company and its registered subsidiaries according to the affiliation of the insured.

If the candidates for director in Proposal 1 is appointed as director, they will be insured under said insurance contract.

In addition, said insurance contract is renewed in May of each year upon resolution of the Board of Directors.

**Reference: Skills matrix of officers (including those not up for election at this General Meeting of Shareholders)**

**(Note: The following list does not represent all the attributes of each officer.)**

Officer		Corporate management	Finance accounting	Legal compliance rsk management	Sales marketing	Manufacturing R&D technology	International experience diversity	Human resources labor	Environment society
Director	Mamoru Kuwada	○			○	○		○	○
	Toru Adachi	○	○	○	○			○	
	Toru Doi	○		○		○			○
	Akihiro Yoshimizu	○				○			○
	Takahiko Kamezaki	○		○	○		○		
	Yoshihiro Hombo	○	○		○		○	○	
	Mariko Hidaka	○	○				○	○	
	Yukimasa Nakano	○	○		○		○		
	Yukiko Hashitera	○		○		○	○	○	
Corporate auditor	Satoru Yonezawa	○	○	○			○		
	Makoto Okayama	○	○	○	○				
	Tetsuya Teramoto	○		○	○	○			
	Tsuneyasu Ozaki			○	○			○	

**Proposal 2:** Election of two (2) substitute corporate auditors

The validity of the assignment of substitute corporate auditor ends at the start of this meeting. Therefore, we propose the election of two (2) substitute corporate auditors in case the number of corporate auditors falls short of that provided for in laws and regulations.

As candidates for substitute corporate auditor, the Company proposes Koji Kawamoto as a substitute for corporate auditor Satoru Yonezawa, and Kenta Nagao as a substitute for external corporate auditors Makoto Okayama, Tetsuya Teramoto, and Tsuneyasu Ozaki.

If either of the substitute corporate auditors can legally assume the office as corporate auditor, Koji Kawamoto will assume the office as corporate auditor.

The Audit & Supervisory Board has consented to this proposal.

The candidates for substitute corporate auditor are as follows:

No.	Name Date of birth	Career summary	Number of the Company's shares held
1	Koji Kawamoto July 28, 1957 (age 66)	Apr. 1980      Joined the Company June 2009      Manager of Corporate Control & Accounting June 2010      Associate director June 2013      Director June 2016      Director, executive vice president June 2019      Corporate auditor  [Significant concurrent positions outside the Company] No significant concurrent positions.	47,993
	[Reasons for nomination] Koji Kawamoto has a wealth of experience in such areas as both director and corporate auditor of the Company. Given this track record, he is believed capable of appropriately carrying out audits of the execution of duties by directors, and the Company proposes him as a candidate for substitute corporate auditor.  [Special interest between candidate and the Company] The candidate has no special interests in the Company. *1 Koji Kawamoto is a candidate for substitute corporate auditor. *2 If Koji Kawamoto assumes the office as corporate auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act.		





(Reference) Criteria for the Independence of External Directors/Corporate Auditors of Tosoh Corporation

The Company has set out the following “Criteria for the Independence of External Directors/Corporate Auditors,” whereby a candidate who does not fall under any of the restrictions in such criteria is considered to meet such criteria.

- (1) A person who served as executive director, executive officer, vice president or otherwise as employee of the Company or its subsidiaries in the past ten years
- (2) Executive director, executive officer or vice president of an entity whose main business partner is the Company (a business partner that provides products or services to the Company and whose transaction amount is equivalent to more than two percent of the total annual consolidated sales in the most recent fiscal year)
- (3) Executive director, executive officer or vice president of a major business partner of the Company (a business partner for which the Company provides products or services and whose transaction amount is equivalent to more than two percent of the total annual consolidated sales of the Company in the most recent fiscal year)
- (4) A person who receives cash or other property benefit equivalent to an amount of 10 million yen or more per annum from the Company as a consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who has fallen under any restriction from (2) to (4) above in the past three years, and
- (6) A relative within the second degree of kinship of a person who falls under any restriction from (1) to (5) above

**Proposal 3:** Revision of amount of compensation, etc. for directors

The amount of compensation, etc. for the Company's directors has to date been an amount not exceeding 670 million yen per annum (this amount is the aggregate of [1] the cash compensation portion of 620 million yen (including an amount not exceeding 60 million yen for external directors) and [2] the compensation portion of 50 million yen for allotting restricted shares to directors excluding external directors and does not include the salary and bonus of employees concurrently serving as director), which was approved at the Company's 121st Ordinary General Meeting of Shareholders held on June 25, 2020.

Of the aforementioned total amount of compensation, etc. for directors (not exceeding 670 million yen per annum), the Company proposes to revise the total amount of cash compensation portion from 620 million yen (including an amount not exceeding 60 million yen for external directors) to 590 million yen (including an amount not exceeding 80 million yen for external directors).

This revision is proposed based on deliberation at the Nomination and Compensation Advisory Board, which was established voluntarily by the Company, and taking into consideration various matters such as the sustained improvement in the Company's performance and corporate value, as well as the level of contribution by directors excluding external directors. The revision is intended to achieve the increase in the portion of compensation for the allotment of restricted shares to be approved in Proposal No. 4, while maintaining the total amount of compensation, etc. for directors at current level, and to secure talented human resources as external directors, amid the increasing roles and responsibilities expected of external directors from the perspective of further strengthening corporate governance.

The Company deems the details of this proposal to be appropriate, as they are in line with the "Policy for determining details of individual compensation, etc. for Directors" as stated on page 18 of Report for the 125th Fiscal Year.

If this Proposal and Proposal 4 are approved, the compensation, etc. for the Company's directors will be an amount not exceeding 670 million yen per annum (this amount is the aggregate of [1] the cash compensation portion of 590 million yen (including an amount not exceeding 80 million yen for external directors) and [2] the compensation portion of 80 million yen for allotting restricted shares to directors excluding external directors, and does not include the salary and bonus of employees concurrently serving as director).

There are currently nine (9) directors (including four (4) external directors). If Proposal 1 "Election of nine (9) Directors" is approved, there will be nine (9) directors (including four (4) external directors).

**Proposal 4:** Revision of compensation, etc. for allotting restricted shares to directors

The amount of compensation, etc. for the Company's directors has been an amount not exceeding 670 million yen per annum (this amount is the aggregate of [1] the cash compensation portion of 620 million yen (including an amount not exceeding 60 million yen for external directors) and [2] the compensation portion of 50 million yen for allotting restricted shares to directors excluding external directors and does not include the salary and bonus of employees concurrently serving as director), which was approved at the Company's 121st Ordinary General Meeting of Shareholders held on June 25, 2020.

Of the aforementioned total amount of compensation, etc. for directors (not exceeding 670 million yen per annum), the Company proposes to make revision to increase the total amount of monetary compensation receivables to be paid as compensation, etc. related to restricted shares for the Company's directors (excluding external directors; "the Eligible Directors") from an amount not exceeding 50 million yen per annum to an amount not exceeding 80 million yen per annum.

Other than the revisions stated above, there will be no changes to the details approved at the Company's 121st Ordinary General Meeting of Shareholders held on June 25, 2020 (including the specific details of the restricted shares for the Eligible Directors). There will also be no change in the upper limit of the number of restricted shares to be allotted to the Eligible Directors in each fiscal year.

The revision is proposed based on deliberation at the Nomination and Compensation Advisory Board, which was established voluntarily by the Company, and comprehensively taking into consideration various matters such as the sustained improvement in the Company's performance and corporate value, as well as the level of contribution by the Eligible Directors. The Company deems the details of this proposal to be appropriate, as they are in line with the "Policy for determining details of individual compensation, etc. for Directors" as stated on page 18 of Report for the 125th Fiscal Year.

There are currently nine (9) directors (including four (4) external directors). If Proposal 1 "Election of nine (9) directors" is approved, there will be nine (9) directors (including four (4) external directors).

Reference:

Below are the specific details and upper limit on the number of restricted shares for the Eligible Directors, as approved at the Company's 121st Ordinary General Meeting of Shareholders held on June 25, 2020. No change will be made as a result of the revisions in this Proposal.

1. Allotment of and payment for restricted shares

The Company shall pay the Eligible Directors the monetary compensation receivables within the scope of the aforementioned per annum amount as compensation for restricted shares in accordance with the resolution of the Company's Board of Directors. Each Eligible Director shall receive an allotment of restricted shares with all such monetary compensation receivables provided using the investment in kind method.

The payment amount for the restricted shares shall be determined by the Company's Board of Directors to the extent not particularly favorable to the Eligible Directors subscribing to such restricted shares on the basis of the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Company's Board of Directors (if no trades are made on this day, the closing price on the most recent day of trading before that) pertaining to such issue or disposal.

In addition, the payment of the aforementioned monetary compensation receivables is subject to Eligible Directors agreeing to the aforementioned investment in kind and executing a restricted shares allotment agreement that includes the details provided in Item 3 below.

2. Total number of restricted shares

The upper limit of the number of restricted shares allotted each fiscal year shall be the total number of 170,000 restricted shares allotted to Eligible Directors.

However, the total number of such restricted shares may be reasonably adjusted in the case that a share split (including an allotment of the Company's common shares without contribution) or a share consolidation of the Company's common shares is conducted after the Company's 121st Ordinary General Meeting of Shareholders held on June 25, 2020, or of any other reason that requires an adjustment to the total number of restricted shares to be allotted, on or after the day on which this proposal is approved.

### 3. Provisions of the restricted shares allotment agreement

When allotting restricted shares, the restricted shares allotment agreement to be executed between the Company and the Eligible Directors receiving an allotment of restricted shares in accordance with the resolution of the Company's Board of Directors shall include the following.

#### (1) Transfer restrictions

Eligible Directors who received an allotment of restricted shares may not, in relation to the restricted shares allotted to such Eligible Directors (the "Allotted Shares"), transfer to a third party, establish a pledge of rights, establish a security interest, gift while alive, bequest or undertake any other form of disposal (the "Transfer Restriction") during the period from the day when the restricted shares are delivered until the day of retirement of office as both the Company's Director and Executive Officer (the "Transfer Restriction Period").

#### (2) Acquisition of restricted shares without contribution

The Company shall naturally acquire the Allotted Shares without contribution, if Eligible Directors who received an allotment of restricted shares have retired from office as both the Company's director and executive officer by the day preceding the day on which the first Company's Ordinary General Meeting of Shareholders is next held after the day on which the Transfer Restriction Period commenced, except in cases where the Company's Board of Directors acknowledges the reason as being justified.

In addition, the Company shall naturally acquire without contribution any Allotted Shares for which Transfer Restrictions have not been removed in accordance with the provisions of the removal of transfer restrictions in (3) below when the Transfer Restriction Period in the aforementioned (1) has expired.

#### (3) Removal of transfer restrictions

The Company shall remove Transfer Restrictions on all Allotted Shares when the Transfer Restriction Period has expired subject to Eligible Directors who received an allotment of Restricted Shares continuing to hold the office of either the Company's director or executive officer from the day on which the Transfer Restriction Period commenced until the day on which the first Company's Ordinary General Meeting of Shareholders is next held.

However, if such Eligible Directors have retired from office as both the Company's director and executive officer from the day on which the Transfer Restriction Period commenced until the day preceding the day on which the first Company's Ordinary General Meeting of Shareholders is next held due to a reason acknowledged as justified by the Company's Board of Directors, the number of Allotted Shares for which Transfer Restrictions are to be removed and the timing of the removal of Transfer Restrictions may be reasonably adjusted as necessary.

#### (4) Treatment during reorganization, etc.

If, during the Transfer Restriction Period, proposals relating to a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or some other reorganization, etc. are approved at the Company's general meeting of shareholders (or in the case where the approval at the Company's general meeting of shareholders is not required in relation to such reorganization, etc., the Company's Board of Directors Meeting), the Company shall remove the Transfer Restrictions on some Allotted Shares, whose number is reasonably provided by taking account of the period from the day on which the Transfer Restriction Period commenced until the day on which such reorganization, etc. is approved, before the effective date for such reorganization, etc.

In this case, the Company shall naturally acquire any Allotted Shares for which Transfer Restrictions have not been removed immediately following the removal of the Transfer Restrictions pursuant to the above provision.

**Proposal 5:** Revision of amount of compensation for corporate auditors

The amount of compensation for the Company's corporate auditors was approved as an amount not exceeding six (6) million yen per month at the Company's 90th Ordinary General Meeting of Shareholders held on June 27, 1989.

Since then, the economic environment has changed substantially. In addition, given the need for more sophisticated corporate governance systems, it is crucial for the Company to further strengthen its governance, and thus the roles and responsibilities expected of corporate auditors have been increasing.

Accordingly, the Company proposes to revise the amount of compensation for corporate auditors from the current monthly amount to an annual amount, and to change it to an amount not exceeding 120 million yen per annum, based also on the deliberations of the Nomination and Compensation Advisory Board, which is voluntarily established by the Company.

There are currently four (4) corporate auditors (including three (3) external corporate auditors).