

(TRANSLATION FOR REFERENCE ONLY)

Securities Code Number: 4208  
May 29, 2024

## UBE Corporation

### Notice of the 118th Ordinary General Meeting of Shareholders

This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.

June 5, 2024

Dear Shareholders:

You are cordially invited to attend the 118th Ordinary General Meeting of Shareholders of UBE Corporation (hereinafter "the Company") to be held as described below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for the electronic provision of the information that is contained in the reference materials for Ordinary General Meeting of shareholders (Electronic Provision Matters), and posted the information on the Company's website on the Internet, so please access the below website.

The Company's website:

<https://www.ube.co.jp/ube/en/index.html>

In addition to the above, the information is also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following website, enter the issue name (company name) or securities code (4028), search for the company, and select "Basic Information" and then "Documents for Public Inspection/PR Information."

TSE website:

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

In the event you will not attend the meeting in person, you may exercise your voting rights in writing (by mail) or electronically (via the Internet, etc.) Please take the time to review the Reference Documents for the Ordinary General Meeting of Shareholders below and refer to the "Guide to the Exercise of the Voting Rights" before exercising your voting rights.

Sincerely,

Masato Izumihara  
President and Representative  
Director UBE Corporation  
1978-96, Kogushi,  
Ube City Yamaguchi

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#### Notes :

- (1) If attending the meeting in person, please remember to bring the Voting Card enclosed with these materials and hand it to the receptionist. The reception for the meeting starts at 9:00 a.m.
- (2) Any revisions to this notice or Electronic Provision Matters shall be posted on the above websites.

1. Date and Time 10:00 a.m. Wednesday June 26, 2024
2. Place Ube City Watanabe Memorial Hall 8-1 Asahimachi, Ube City, Yamaguchi
3. Objectives of the Meeting  
Matters to be reported:
  1. Reports on the business report, the consolidated financial statements, and the results of the audit of consolidated financial statements by both the Independent Accounting Auditors and the Audit and Supervisory Committee for the 118th fiscal year (from April 1, 2023 to March 31, 2024)
  2. Reports on the non-consolidated financial statements for the 118th fiscal year (from April 1, 2023 to March 31, 2024)  
Proposals:
  - Proposal 1: Appropriation of surplus
  - Proposal 2: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)
  - Proposal 3: Election of one Director who is an Audit and Supervisory Committee Member
4. Other matters decided by the Board of Directors before convocation
  - (1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of a proposal, it will be treated as if you have indicated your approval of the Company's proposal.
  - (2) If you exercise your voting rights both via the Internet and in writing, the voting via the Internet will be considered valid. If you exercise your voting rights multiple times via the Internet, the last vote will be considered valid.
  - (3) Of the matters subject to electronic provision, the matters below are not included in the documents provided to shareholders who requested delivery of documents, in accordance with the provisions of relevant laws and Article 16 of the Articles of Incorporation of the Company.
    - 1) Matters relating to the share acquisition rights, etc. and an overview of the system for ensuring the appropriateness of business operations and the status of its operation
    - 2) Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements
    - 3) Non-Consolidated Statement of Changes in Net Assets and Notes to Non-Consolidated Financial StatementsTherefore, the documents provided to shareholders who requested delivery of documents are part of the documents audited by the Audit and Supervisory Committee and the Independent Accounting Auditors in preparing their audit reports.

Notes concerning the notice of resolutions of General Meeting of Shareholders

For the sake of saving resources, we have decided not to send out the notice of resolutions.

Details of the resolutions will be posted on our website after the General Meeting of Shareholders. We would appreciate your understanding.

## Guide to the Exercise of the Voting Rights

You may exercise your voting rights by following three methods.

### 1. Attending the General Meeting of Shareholders

If you attend the General Meeting of Shareholders to exercise your voting right, please submit the enclosed Voting Card at the reception .

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Meeting of Shareholders as your delegate. In such case, a Power of Attorney will need to be submitted in accordance with the provisions of the Article of Incorporation.

Please understand that admission to the venue may be denied due to the number of seats available.

Date and Time of the General Meeting of Shareholders	<b>10:00 a.m. Wednesday June 26, 2024</b> (The reception is scheduled to open at 9:00 a.m.)
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### 2. In case of not Attending the General Meeting of Shareholders

#### (1) Exercising the Voting Rights by Mail

If you exercise your voting right by mail, please indicate your approval or disapproval of each of the proposals in the space provided on the enclosed Voting Card and return the Voting Card to the Company.

Exercise Due Date	<b>Received by 5:00 p.m., Tuesday June 25, 2024</b> (Japan Time)
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#### (2). Exercising the Voting Rights via Internet

If you exercise your voting right via Internet, Please access the Company's designated the Voting Web Site (<https://evote.tr.mufg.jp/>) to exercise your voting rights online, and enter your vote of approval or disapproval for each proposal.

Exercise Due Date	<b>Input by 5:00 p.m., Tuesday June 25, 2024</b> (Japan Time)
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[For Institutional Investors]

Nominal shareholders such as trust banks acting as administrator (including standing proxies) can also use the electronic voting platform as an electromagnetic means to exercise their voting rights at the General Meeting of Shareholders of the Company, if they apply in advance for the use of the electronic voting platform operated by ICJ Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposals and related matters

#### Proposal 1: Appropriation of surplus

Taking into comprehensive consideration the business results of the fiscal year ended March 31, 2024, future business development, and other factors, the Company proposes to pay the year-end dividend for the fiscal year as follows.

(1) Type of dividend property

Cash

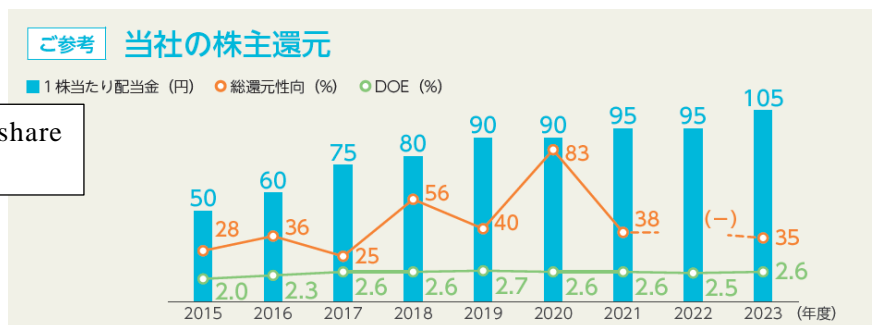
(2) Matters concerning the allocation of dividend property to shareholders and the total amount thereof

55 yen per common share; Total dividend amount is 5,339,032,050 yen.

\* The annual dividend for the fiscal year under review will be 105 yen per share, including an interim dividend of 50 yen.

(3) Effective date of the distribution of surplus

June 27, 2024



■ Dividend per share (yen)

(Note) On October 1, 2017, the Company implemented a reverse stock split at a ratio of one share for every 10 common shares. The dividend per share prior to fiscal 2016 was converted after the reverse stock split.

The Company will emphasize Dividend on Equity (DOE) and the consolidated total return ratio (including acquisition of own shares).

The Company will aggressively invest for growth based on its own capital and cash flow status and further enhance shareholder returns in the future.

Proposal 2: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)

The term of office of all six Directors (excluding those who are Audit and Supervisory Committee Members) will expire at the close of this General Meeting of Shareholders pursuant to Article 20 of the Articles of Incorporation, and the election of six Directors is hereby proposed.

The candidates for Directors (excluding those who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Title, and area(s) of responsibility		Years in office
1	Yuzuru Yamamoto	Chairman of the Board of Directors	Reelection	11 years
2	Masato Izumihara	President and Representative Director President and Executive Officer CEO	Reelection	6 years
3	Yuki Nishida	Senior Managing Executive Officer Assistant to the President, General Manager of DX Promotion Office, with responsibility for Information Systems Dept. and C1 Chemicals Project	New	—
4	Hiroataka Ishikawa	Director Executive Officer CFO, with responsibility for Sustainability Dept., Corporate Communications Dept., Corporate Planning Dept., Accounting Dept., and Finance Dept.	Reelection	1 year
5	Takefumi Fukumizu	Outside Director	Reelection Outside Director candidate Independent Director candidate	2 years
6	Tsugio Mitsuoka	Outside Director	Reelection Outside Director candidate Independent Director candidate	1 year

Notes 1. Contents of Limited Liability Contract

The Company has entered into an agreement with Mr. Yuzuru Yamamoto, Mr. Takefumi Fukumizu, and Mr. Tsugio Mitsuoka to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act as a Director based on Article 427, Paragraph 1 of the same Act. The limit to liability under the contract is the minimum amount stipulated by law. If the reelection of Mr. Yuzuru Yamamoto, Mr. Takefumi Fukumizu, and Mr. Tsugio Mitsuoka is approved, the Company plans to continue their contracts.

2. Contents of Compensation Agreement

The Company has entered into an agreement with its Directors to compensate them for the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses stipulated in Item 2 of the same paragraph within the range stipulated by law. As a measure to ensure that the appropriateness of the execution of business by officers is unimpaired by the agreement, the agreement mainly stipulates the upper limit of compensation and acknowledges the need for compensation by the compensation committee. If the reelection of Mr. Yuzuru Yamamoto, Mr. Masato Izumihara, Mr. Hiroataka Ishikawa, Mr. Takefumi Fukumizu, and Mr. Tsugio Mitsuoka is approved, the agreement will be continued, and if the election of Mr. Yuki Nishida is approved, the Company plans to enter into an agreement with him with similar content.

3. Contents of Company Directors and Officers Liability Insurance

The Company has concluded a contract for directors and officers liability insurance (D&O insurance) with an insurance company. The scope of the insured persons under the contract includes directors, auditors, executive officers, management employees,<sup>\*1</sup> outside dispatched officers,<sup>\*2</sup> resigned directors and auditors, and their successors at the Company and its subsidiaries. Insured events covered include corporate litigation, shareholder litigation, and third party litigation. As a measure to ensure that the appropriateness of the execution of business by the insured is not impaired by the contract, the contract stipulates that no compensation will be paid if the total insurance payment limit for the insurance period is exceeded, or for damages arising from the receipt of personal profits, intentional violation of laws and regulations, criminal acts, etc. The insurance premiums for this contract are paid entirely by the companies at which the insured directors and officers perform their duties. If the election of each candidate is approved, they will be included in the insured persons of the contract. The Company plans to conclude a contract with the same content when the insurance period expires.

\*1 Management employee: Refers to a person who has been appointed as a "major employee" under the Companies Act by a resolution of the Board of Directors.

\*2 Outside dispatched officer: If a person from the Company or a subsidiary becomes an officer of a domestic corporation other than the Company and its subsidiaries, regardless of the position held by the person in the Company or subsidiary, the insurance will cover liability arising from his/her duties in the corporation. However, dispatch to corporations outside of Japan is not covered by the insurance.

◆ The opinion of the Audit and Supervisory Committee

With respect to the election of directors (excluding those who are Audit and Supervisory Committee Members, the same shall apply hereunder) of the Company, as a result of reviewing the deliberations by the Nomination Committee, which was attended by Outside Directors who are Audit and Supervisory Committee Members as observers, the Audit and Supervisory Committee confirmed that the director candidates and their selection process are appropriate, and there are no particular matters to be pointed out.

1



## Yuzuru Yamamoto

Reelection
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- Date of birth : March 8, 1953
- Years in office : 11 years
- Number of the Company's shares owned : 71,300
- Attendance at the Board of Directors meetings : 13/13

### [Reasons for nomination as a candidate for Director]

Since joining the Company, Mr. Yuzuru Yamamoto has had extensive experience in the business of the machinery division. He was appointed President and Representative Director of UBE Machinery Corporation, Ltd. in 2003, where he led the business to solid profitability. He thus has sufficient experience and an ample track record as a manager.

In 2015, he was appointed President and Representative Director of the Company and was involved in overall management of the UBE Group. Since April 2019 as Chairman of the Board and Representative Director and since June the same year as Chairman of the Board and Director, he has been steering the Group's management and promoting the strengthening of corporate governance.

Considering these achievements, the Board of Directors has determined that, with his work experience and knowledge, he will be able to play a full role in making decisions on important matters, supervising management execution, and strengthening corporate governance, and has therefore decided to re-nominate him as a candidate for Director.

### [Summary of career, title, area(s) of responsibility, and important concurrent positions]

Apr. 1977    Joined the Company  
 Jun. 2001    Executive Officer, UBE Machinery Corporation, Ltd.  
 Jun. 2003    President and Representative Director of UBE Machinery Corporation, Ltd.  
 Jun. 2003    Executive Officer of the Company  
 Apr. 2007    Managing Executive Officer  
 Apr. 2010    Senior Managing Executive Officer  
 Jun. 2013    Representative Director and Senior Managing Executive Officer  
 Apr. 2015    President and Representative Director, President and Executive Officer, and Group CEO  
 Apr. 2019    Chairman of the Board and Representative Director  
 Jun. 2019    Chairman of the Board and Director (current position)  
 Jun. 2020    Outside Director, The Yamaguchi Bank, Ltd.  
 Jun. 2021    Outside Director, Yamaguchi Financial Group, Inc. (current position)

### [Important concurrent positions and special interests between the candidate and the Company]

Yamaguchi Financial Group, Inc., for which Mr. Yuzuru Yamamoto serves as an Outside Director, is the holding company of The Yamaguchi Bank, Ltd., one of the major lenders to the Company, but it has no special relationship with the Company.

There is no special interest between Mr. Yuzuru Yamamoto and the Company.

2



## Masato Izumihara

Reelection
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- Date of birth : January 8, 1961
- Years in office : 6 years
- Number of the Company's shares owned : 56,600
- Attendance at the Board of Directors meetings : 13/13

### [Reasons for nomination as a candidate for Director]

Mr. Masato Izumihara has a wide range of experience mainly in the areas covered by the chemicals and corporate business management sections, and has held important positions such as Group CFO, General Manager of Corporate Planning & Administration Office, and President of the Chemicals Company. Since April 2019, he has been serving as President and Representative Director, steering the business management of the Group.

Considering these achievements, the Board of Directors has decided to re-nominate him as a candidate for Director to promote "UBE Vision 2030 Transformation," the long-term vision for achieving the Company's vision for 2030, and "UBE Vision 2030 Transformation—1st Stage," the medium-term management plan through fiscal 2024.

### [Summary of career, title, area(s) of responsibility, and important concurrent positions]

Apr. 1983    Joined the Company  
 Apr. 2010    Executive Officer of the Company  
 Jun. 2011    Director and Executive Officer  
 Apr. 2013    Director and Managing Executive Officer  
 Jun. 2015    Resigned as Director  
 Apr. 2018    Senior Managing Executive Officer  
 Jun. 2018    Director and Senior Managing Executive Officer  
 Apr. 2019    President and Representative Director, President and Executive Officer, CEO (current position)

### [Important concurrent positions and special interests between the candidate and the Company]

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Masato Izumihara and the Company.

3



## Yuki Nishida

New

- Date of birth : January 16, 1962
- Years in office : —
- Number of the Company's shares owned : 30,000
- Attendance at the Board of Directors meetings : —

### [\[Reasons for nomination as a candidate for Director\]](#)

Mr. Yuki Nishida has experience in the chemicals section and overseas sites and a wide range of business knowledge. Since he became Executive Officer of the Company in 2016, he has served as General Manager of the Engineering Plastics & Fine Chemicals Div. and other positions.

Since 2022, as General Manager of the DX Promotion Office and in charge of the C1 Chemicals Project, he has been actively promoting the strengthening of the Company's management foundation and other initiatives.

The Board of Directors has determined that he will be able to play a full role in making decisions on important matters and supervising management execution by utilizing his extensive experience and track record, and has therefore decided to nominate him as a candidate for Director.

### [\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

- Apr. 1987    Joined the Company
- Apr. 2016    Executive Officer of the Company
- Apr. 2019    Managing Executive Officer
- Apr. 2022    Senior Managing Executive Officer (current position)

### [\[Important concurrent positions and special interests between the candidate and the Company\]](#)

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Yuki Nishida and the Company.



4



## Hirotaka Ishikawa

Reelection

- Date of birth : September 14, 1965
- Years in office : 1 year
- Number of the Company's shares owned : 3,200
- Attendance at the Board of Directors meetings : 10/10

### [Reasons for nomination as a candidate for Director]

Mr. Hirotaka Ishikawa has a wide range of experience in the chemicals, corporate business management, and human resources and labor sections, and has been responsible for the Company's financial strategy as CFO.

The Board of Directors has determined that he will be able to play a full role in making decisions on important matters and supervising management execution by utilizing his extensive experience and track record, and has therefore decided to re-nominate him as a candidate for Director.

### [Summary of career, title, area(s) of responsibility, and important concurrent positions]

Apr. 1989    Joined the Company

Apr. 2023    Executive Officer and CFO of the Company

Jun. 2023    Director, Executive Officer, and CFO (current position)

### [Important concurrent positions and special interests between the candidate and the Company]

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Hirotaka Ishikawa and the Company.

5



## Takefumi Fukumizu

Reelection
Outside
Independent

- Date of birth : February 25, 1952
- Years in office : 2 years
- Number of the Company's shares owned : 1,800
- Attendance at the Board of Directors meetings : 13/13

### [Reasons for nomination as a candidate for Outside Director and expected roles, etc.]

Mr. Takefumi Fukumizu was in charge of chemical safety and ceramic building materials at the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry), and has held important positions such as Director-General for Regional Economic and Industrial Policy and Director-General of the Small and Medium Enterprise Agency. He was also involved in the advancement of research and technological development of domestic industries as President of the New Energy and Industrial Technology Development Organization (NEDO), and has extensive knowledge and experience in such fields as industrial policy and industrial technology. Having also served as vice president of a business firm, he has experience in corporate management.

For the aforementioned reasons, he is expected to properly perform his duties as an Outside Director and further strengthen the management structure of the Company, and therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director.

### [Summary of career, title, area(s) of responsibility, and important concurrent positions]

Apr. 1976	Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)
Jun. 2004	Director-General, Kansai Bureau of Economy, Trade and Industry
Jul. 2006	Director-General for Regional Economic and Industrial Policy
Jul. 2007	Director-General, Small and Medium Enterprise Agency (retired in July 2008)
Jul. 2008	Chairman, NEDO
Aug. 2009	President, NEDO (retired in July 2011)
Apr. 2013	Vice President, Japan Alcohol Corporation (retired in June 2016)
Feb. 2017	President, Japan Testing Center for Construction Materials
Sep. 2021	Advisor, Japan Testing Center for Construction Materials (current position)
Jun. 2022	Outside Director of the Company (current position)

### [Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency]

There are no important concurrent positions held by the candidate. There is no special interest between Mr. Takefumi Fukumizu and the Company.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Mr. Takefumi Fukumizu as an independent director who is unlikely to engender a conflict of interest with general shareholders, and has notified the TSE of such designation.

6



## Tsugio Mitsuoka

Reelection

Outside

Independent

- Date of birth : October 13, 1954
- Years in office : 1 year
- Number of the Company's shares owned : 300
- Attendance at the Board of Directors meetings : 10/10

### [Reasons for nomination as a candidate for Outside Director and expected roles, etc.]

Mr. Tsugio Mitsuoka has extensive experience and broad insight in the area of corporate management, having been involved in corporate management for many years as a manager at IHI Corporation and having actively implemented business model reforms in response to changes in that company's business environment.

For the aforementioned reasons, he is expected to properly perform his duties as an Outside Director and further strengthen the management structure of the Company, and therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director.

### [Summary of career, title, area(s) of responsibility, and important concurrent positions]

Apr. 1980	Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
Apr. 2010	Executive Officer, Vice President of Aero Engine & Space Operations, IHI Corporation
Apr. 2013	Managing Executive Officer, President of Aero Engine & Space Operations, IHI Corporation
Jun. 2014	Director, Managing Executive Officer, President of Aero Engine & Space Operations, IHI Corporation
Apr. 2016	Representative Director and President, Chief Operating Officer, IHI Corporation
Apr. 2017	Representative Director and President, Chief Executive Officer, IHI Corporation
Apr. 2020	Representative Director and Chairman of the Board and President, Chief Executive Officer, IHI Corporation
Jun. 2020	Representative Director and Chairman of the Board, Chief Executive Officer, IHI Corporation
Mar. 2021	Representative Director, Japanese Aero Engines Corporation (current position)
Apr. 2021	Representative Director and Chairman of the Board, IHI Corporation
May 2022	Chairman, The Society of Japanese Aerospace Companies (retired in May 2024)
Jun. 2023	Outside Director of the Company (current position)
Apr. 2024	Director and Chairman of the Board, IHI Corporation (current position)

### [Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency]

Organization where concurrent position is held	Position	Transaction matter, etc.	Value for comparison and percentage of transaction volume
IHI Corporation	Director and Chairman of the Board	Sale of chemical products	Less than 1% of the Company's net sales

The Company has no special relationship with IHI Corporation. There is no special interest between Mr. Tsugio Mitsuoka and the Company.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Mr. Tsugio Mitsuoka as an independent director who is unlikely to engender a conflict of interest with general shareholders, and has notified the TSE of such designation.

IHI Corporation, where Mr. Tsugio Mitsuoka has served as a director since 2014, disclosed in April 2024 that some of the records of test runs conducted in the manufacturing process for diesel engines and other products manufactured by its subsidiaries had been improperly handled. The company has established a special investigation committee to identify the cause of the problem and formulate measures to prevent recurrence.

### Proposal 3: Election of one Director who is an Audit and Supervisory Committee Member

The term of office of Ms. Satoko Suzuki, Director who is an Audit and Supervisory Committee Member, will expire at the close of this General Meeting of Shareholders pursuant to Article 20 of the Articles of Incorporation, and the election of one Director is hereby proposed.

This proposal is made with the consent of the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Candidate No.	Name	Title, and area(s) of responsibility		Years in office
1	Satoko Suzuki	Outside Director who is an Audit and Supervisory Committee Member	Reelection Outside Director candidate Independent Director candidate	2 years

Notes 1. Contents of Limited Liability Contract

The Company has entered into an agreement with Ms. Satoko Suzuki to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act as a Director based on Article 427, Paragraph 1 of the same Act. The limit to liability under the contract is the minimum amount stipulated by law. If the reelection of Ms. Satoko Suzuki is approved, the Company plans to continue her contract.

2. Contents of Compensation Agreement

The Company has entered into an agreement with its Directors to compensate them for the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses stipulated in Item 2 of the same paragraph within the range stipulated by law. As a measure to ensure that the appropriateness of the execution of business by officers is unimpaired by the agreement, the agreement mainly stipulates the upper limit of compensation and acknowledges the need for compensation by the compensation committee. If the reelection of Ms. Satoko Suzuki is approved, the Company plans to enter into an agreement with her with similar content.

3. Contents of Company Directors and Officers Liability Insurance

The Company has concluded a contract for directors and officers liability insurance (D&O insurance) with an insurance company. The scope of the insured persons under the contract includes directors, auditors, executive officers, management employees,<sup>\*1</sup> outside dispatched officers,<sup>\*2</sup> resigned directors and auditors, and their successors at the Company and its subsidiaries. Insured events covered include corporate litigation, shareholder litigation, and third party litigation. As a measure to ensure that the appropriateness of the execution of business by the insured is not impaired by the contract, the contract stipulates that no compensation will be paid if the total insurance payment limit for the insurance period is exceeded, or for damages arising from the receipt of personal profits, intentional violation of laws and regulations, criminal acts, etc. The insurance premiums for this contract are paid entirely by the companies at which the insured directors and officers perform their duties. If the election of Satoko Suzuki is approved, they will be included in the insured persons of the contract. The Company plans to conclude a contract with the same content when the insurance period expires.

\*1 Management employee: Refers to a person who has been appointed as a "major employee" under the Companies Act by a resolution of the Board of Directors.

\*2 Outside dispatched officer: If a person from the Company or a subsidiary becomes an officer of a domestic corporation other than the Company and its subsidiaries, regardless of the position held by the person in the Company or subsidiary, the insurance will cover liability arising from his/her duties in the corporation. However, dispatch to corporations outside of Japan is not covered by the insurance.

1



## Satoko Suzuki

Reelection

Outside

Independent

- Date of birth : November 22, 1973
- Years in office : 2 years
- Number of the Company's shares owned : 900
- Attendance at the Board of Directors meetings : 13/13
- Attendance at the Audit and Supervisory Committee meetings : 16/16

[\[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.\]](#)

Ms. Satoko Suzuki has been engaged in accounting audits and internal control system development support at auditing firms, and is currently the representative of a certified public accountant office and is qualified as a certified public accountant and a tax accountant.

She also has extensive knowledge of corporate management and accounting, gained through her experience in operations and accounting audits at a non-profit organization and in supervising the execution of duties at an investment corporation.

Although she has never been directly involved in corporate management by means other than serving as an Outside Director, it is anticipated, for the aforementioned reasons, that she will work to secure the effectiveness of audits, and ensure the soundness, appropriateness, and increased transparency of management decision-making at the Company, while contributing to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term. Therefore, the Board of Directors has decided to re-nominate her as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

Oct. 1996	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
Sep. 2003	Registered certified public accountant
Aug. 2005	Opened Suzuki Satoko CPA Office, representative (current position)
Mar. 2006	Registered tax accountant
Sep. 2012	Director, NPO Accounting & Tax Professional Network
Jul. 2015	Supervisory Director, Ichigo Hotel REIT Investment Corporation (current position)
Jun. 2019	Outside Director, Bull-Dog Sauce Co., Ltd. (retired in June 2023)
Jun. 2022	Outside Director of the Company (current position)
Jun. 2023	Outside Corporate Auditor, Helios Techno Holding Co., Ltd. (current position)

[\[Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency\]](#)

Organization where concurrent position is held	Position	Transaction matter, etc.
Suzuki Satoko CPA Office	Representative	None
Ichigo Hotel REIT Investment Corporation	Supervisory Director	None
Helios Techno Holding Co., Ltd.	Outside Corporate Auditor	None

The Company has no special relationship with any of the organizations above.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Ms. Satoko Suzuki as an independent director who is unlikely to engender a conflict of interest with general shareholders, and has notified the TSE of such designation.

(Reference) Composition of the Directors (plan beginning June 26, 2024)

Under the UBE corporate philosophy, “Pursue technology and embrace innovation to create value for the future and contribute to social progress,” and the UBE Group’s Purpose (raison d’être), “Leveraging the manufacturing technologies the UBE Group has cultivated throughout its long history, create the value required by society, in the safe and environmentally friendly manner demanded by society, and deliver that value to the people. And by doing so, help to solve global environmental issues, which have become a common issue for all humankind, and contribute to people’s lives and health, and an enriched future society,” UBE is committed to sustainable growth globally.

Under the UBE corporate philosophy and the Purpose, “UBE Vision 2030 Transformation,” a long-term vision that sets out the Company’s vision for 2030 and management measures such as business structural reform to achieve the vision, has been drawn up, and the Company is promoting the medium-term management plan “UBE Vision 2030 Transformation—1st Stage,” a specific action plan through fiscal 2024.

The Board of Directors of the Company believes that it is important to set the major direction for its business strategy and supervise its execution in order to realize this medium- to long-term management plan.

In order to be highly effective as a Board of Directors, the Company evaluates the Board of Directors as a whole to ensure the Board is equipped with a good balance of the necessary skills and consists of personnel with abundant knowledge, experience, and high ability in various fields.

Areas of expertise expected of each Director											
	Family name	Given name	Inside/Outside	Corporate management and management strategy	Finance and accounting	Sales and marketing	Manufacturing, technology, R&D, and IT/DX	Compliance and risk management	Sustainability (environment and society)	Human resource management	Internationality
Directors (excluding those who are Audit and Supervisory Committee Members)	Yamamoto	Yuzuru		✓			✓	✓			
	Izumihara	Masato		✓	✓	✓			✓		
	Nishida	Yuki				✓	✓				✓
	Ishikawa	Hiroataka			✓				✓	✓	
	Fukumizu	Takefumi	Outside	✓			✓			✓	
	Mitsuoka	Tsugio	Outside	✓			✓	✓	✓		
Directors who are Audit and Supervisory Committee Members	Fujii	Masayuki			✓	✓		✓			✓
	Yamamoto	Tamesaburo	Outside					✓	✓	✓	
	Suzuki	Satoko	Outside		✓			✓	✓		
	Tanaka	Tatsuya	Outside	✓		✓	✓				✓