

Note: This document is a translation of a part of the Japanese original. The translation is prepared and provided for the purpose of the readers' convenience only. All readers are strongly recommended to refer to the original Japanese version for complete and accurate information.

(Stock Exchange Code 4980)

May 30, 2023

(Date of commencement of measures for electronic provision: May 23, 2023)

**To Shareholders with Voting Rights:**

Yoshihisa Shinya  
Representative Director and President  
Dexerials Corporation  
1724 Shimotsuboyama,  
Shimotsuke-shi, Tochigi

**NOTICE OF  
THE 11TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to inform you that the 11th Annual General Meeting of Shareholders of Dexerials Corporation (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision have been taken and matters subject to measures for electronic provision are posted on the website indicated below.

The Company's website

<https://www.dexerials.jp/ir/stock/meeting.html>

In addition to the above, the Notice is also posted on the website indicated below.

Tokyo Stock Exchange website

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

Access the above website of the Tokyo Stock Exchange, enter "Dexerials" in the "Issue name (company name)" field or the Company's securities code "4980" in the "Code" field and click "Search," select "Basic information," then "Documents for public inspection/PR information," and read the Notice.

You may exercise your voting rights in advance via the Internet or in writing, instead of attending the General Meeting of Shareholders in person. If you are not attending the meeting in person, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Thursday, June 22, 2023, Japan standard time.

- If you exercise your voting rights in duplicate both via the Internet and in writing, your vote via the Internet will be treated as valid.
- If you exercise your voting rights more than once via the Internet, your last vote will be treated as valid.
- If there is no indication of approval or disapproval for the proposals in the Voting Rights Exercise Form, this will be treated as an indication of approval.

**1. Date and Time:** Friday, June 23, 2023 at 10:00 a.m. Japan standard time  
(The reception desk opens at 9:00 a.m.)

**2. Place:** Reception Hall, Headquarters and Tochigi Technology Center,  
Dexerials Corporation  
1724 Shimotsuboyama, Shimotsuke-shi, Tochigi, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 11th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 11th Fiscal Year (April 1, 2022 - March 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Four (4) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors Serving as Audit & Supervisory Committee Members
- Proposal 4:** Election of One (1) Substitute Director Serving as Audit & Supervisory Committee Member

- When attending the General Meeting of Shareholders in person, please submit the enclosed Voting Rights Exercise Form to the reception desk.
- The reason for holding this General Meeting of Shareholders at the location different from the previous year's venue is as follows.
- This General Meeting of Shareholders will be held at our head office to which we moved in July 2021. To enable shareholders to better understand the Company, a visit to our showroom is scheduled for shareholders after the meeting (registration required).
- The documents sent to shareholders who have made a request for document delivery do not include, in accordance with laws and regulations and Article 14 of the Articles of Incorporation of the Company, the matters listed below. Therefore, the said documents are part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor when they prepared their respective audit reports.
  - Matters Related to Subscription Rights to Shareholders,
  - The Company's Systems and Policies,
  - Consolidated Statement of Changes in Net Assets,
  - Notes to the Consolidated Financial Statements,
  - Non-consolidated Statement of Changes in Net Assets, and
  - Notes to the Non-consolidated Financial Statements
- Should matters to subject to electronic provision require revisions, the revisions will be posted on each of the websites indicated above.
- The results of resolutions at this Annual General Meeting of Shareholders will be posted on the Company's website.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

We regard return of profit to shareholders as one of the most important management tasks. With a recognition that increasing corporate value through investment for growth is the common interest of our shareholders, we have established a basic policy that we should first give priority to business investments leading to sustainable corporate value improvement and then make shareholder returns in line with profit growth with the target total payout ratio to consolidated profit attributable to owners of parent before amortization of goodwill of approximately 40%.

Based on this policy, we propose to pay a year-end dividend of 35 yen per share for the current fiscal year, consisting of an ordinary dividend of 30 yen per share and a commemorative dividend of 5 yen per share to express our appreciation to our shareholders as the Company marked its 10th anniversary.

1. Type of dividend assets  
Cash
2. Allotment of dividend assets to shareholders and the total amount  
35 yen per share of common stock of the Company  
(ordinary dividend: 30 yen, commemorative dividend: 5 yen)  
Total amount: 2,125,566,485 yen
3. Effective date of distribution of surplus  
June 26, 2023

\*Total payout ratio to consolidated profit attributable to owners of parent before amortization of goodwill

=  $\frac{\text{Total payout amount (Annual total dividends paid + Annual total share buyback)}}{\text{Consolidated profit attributable to owners of parent + Amortization of goodwill}} \times 100$

## Reference

Annual dividend

65 yen per share (interim dividend: 30 yen, year-end dividend: 35 yen)

Total payout ratio\*: 56.6%

\*Total payout ratio to consolidated profit attributable to owners of parent before amortization of goodwill

**Proposal 2:** Election of Four (4) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members; hereinafter, the same applies in this proposal.) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, it is proposed to elect four (4) Directors.

The candidates for Director are as follows.

No.		Name	Age		Current positions and responsibilities at the Company	No. of years served as Director	Attendance at Board of Directors' meetings
1	Reappointment	Yoshihisa Shinya	53		Representative Director and President President and Executive Officer Officer in charge of Management and Business Operations President and CEO, Kyoto Semiconductor Co., Ltd.	4 years	100% (13/13)
2	Reappointment	Toshiya Satake	63		Representative Director Senior Managing Executive Officer Officer in charge of Management and Administration Representative Director and President, Dexerials Precision Components Corporation	4 years	92.31% (12/13)
3	Reappointment	Takashi Yokokura	74	Independent Officer Outside Director	Outside Director	8 years	100% (13/13)
4	Reappointment	Satoshi Taguchi	65	Independent Officer Outside Director	Outside Director	2 years	100% (13/13)

Notes:

- Mr. Takashi Yokokura and Mr. Satoshi Taguchi are candidates for Outside Directors.  
If their election is approved as proposed, the Company intends to designate them as Independent Officers as prescribed by the Tokyo Stock Exchange.
- The age of a candidate for Director is the age at the conclusion of this Annual General Meeting of Shareholders.

[Opinion of the Audit & Supervisory Committee]

The Audit & Supervisory Committee confirms the situation of the Nomination and Remuneration Committee's deliberation on nomination of candidates for Director (excluding Director serving as Audit & Supervisory Committee Member) and remuneration of Directors not serving as Audit & Supervisory Committee Members. As a result of careful consideration by the Audit & Supervisory Committee, it concluded that there were no particular problems with the nomination procedures for the candidates, that each candidate was selected in accordance with the "Dexerials' Basic Policy on Corporate Governance," which sets forth the Company's nomination policy, and that they are suitable to serve as Directors of the Company. Moreover, there are no particular problems with the procedures for determining remuneration, etc. for Directors, and the Company believes that the details of such remuneration is appropriate.

[Basic Policy and Procedures for Nomination of Candidates for Director]

In nominating candidates for Director (excluding Director serving as Audit & Supervisory Committee Member), the Company’s criteria for selecting candidates for Director include that persons are capable of making decisions and executing in accordance with the Company’s corporate philosophy, are of good character, have effective communication skills, and have leadership qualities. For Outside Directors, the Company seeks persons from outside the Company who have experience as corporate managers of global enterprises, knowledge of technological development, and experience and knowledge as professionals in the fields of legal affairs, finance and accounting, etc., and moreover, are highly independent.

In nominating candidates for Director serving as Audit & Supervisory Committee Member, the Company selects candidates from inside and outside the Company based on the criteria that the candidates have experience and knowledge in the fields of corporate management, finance and accounting, legal affairs, etc. and, in particular, that at least one candidate has sufficient knowledge of finance and accounting. In selecting Outside Directors, the Company determines candidates, taking into consideration the balance of knowledge, experience, specialized fields, etc. of the Board of Directors as a whole, and includes persons who have management experience at other companies, etc.

As independent Outside Directors are the majority of the Company’s Board of Directors, candidates for Director are selected from a neutral perspective. Nomination of candidates for Director is determined, reflecting deliberation and proposals by the Nomination and Remuneration Committee of which Independent Outside Directors constitute the majority and which is chaired by an Independent Outside Director.

If Proposal 2 “Election of Four (4) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)” and Proposal 3 “Election of Three (3) Directors Serving as Audit & Supervisory Committee Members” are approved and resolved as proposed, the composition of the Board of Directors, the areas of expertise held by the Directors, and the balance among them will be as follows.

**Skills Matrix of the Board of Directors**

Position	Name	Areas of expertise that Directors are particularly expected to demonstrate					
		Corporate management	Technology management	Sustainability management	Global business	Legal and compliance	Finance & accounting / Capital policy
Representative Director and President, Nomination and Remuneration Committee Member	Yoshihisa Shinya	•	•	•	•		
Representative Director, Nomination and Remuneration Committee Member	Toshiya Satake	•		•		•	•
Outside Director, Chairperson of the Nomination and Remuneration Committee	Takashi Yokokura	•	•	•	•		
Outside Director, Nomination and Remuneration Committee Member	Satoshi Taguchi	•		•	•	•	
Outside Director, Chairperson of the Audit & Supervisory Committee, Nomination and Remuneration Committee Member	Rika Sato			•	•	•	
Director, Audit & Supervisory Committee Member	Masato Taniguchi		•	•		•	
Outside Director, Audit & Supervisory Committee Member, Nomination and Remuneration Committee Member	Tetsuyuki Kagaya			•			•

Name	Career summary	
<p data-bbox="309 253 461 282">Reappointment</p> <p data-bbox="240 315 529 353"><b>1 Yoshihisa Shinya</b></p> <p data-bbox="317 387 451 472">Date of birth: July 20, 1969 Age: 53</p> <p data-bbox="229 499 541 555">No. of years served as Director: 4 years</p> <p data-bbox="188 580 579 719">Number of shares of the Company held: 68,100 shares (of which the number of shares to be granted under the stock compensation plan: 33,700 shares)</p>	<p data-bbox="608 253 715 282">Jul. 2001</p> <p data-bbox="608 320 724 349">Apr. 2005</p> <p data-bbox="608 383 724 412">Apr. 2012</p> <p data-bbox="608 445 724 474">Sep. 2012</p> <p data-bbox="608 508 724 537">Apr. 2014</p> <p data-bbox="608 571 724 600">Apr. 2016</p> <p data-bbox="608 633 724 663">Apr. 2017</p> <p data-bbox="608 696 724 725">Jan. 2019</p> <p data-bbox="608 759 724 788">Mar. 2019</p> <p data-bbox="608 822 724 851">Jun. 2019</p> <p data-bbox="608 884 724 913">Oct. 2020</p> <p data-bbox="608 947 724 976">Mar. 2022</p>	<p data-bbox="767 253 1315 315">Joined Sony Chemicals Corporation (current the Company)</p> <p data-bbox="767 320 1366 383">General Manager, Development Department, Optical Material Business Unit, Sony Chemicals Corporation</p> <p data-bbox="767 383 1339 445">Deputy Head, Optical Solutions Products Business Division, Sony Chemicals Corporation</p> <p data-bbox="767 445 1402 508">Deputy Head, Optical Solutions Products Business Unit, the Company</p> <p data-bbox="767 508 1390 571">Executive Officer, Optical Solutions Products Business Unit Head, the Company</p> <p data-bbox="767 571 1404 633">Executive Officer, Product Development Division Head, Business Unit Group Deputy-Head, Corporate R&amp;D Division Deputy-Head, the Company</p> <p data-bbox="767 633 1362 696">Senior Executive Officer, Product Development Division Head, Automotive Devices Business Group Head, the Company</p> <p data-bbox="767 696 1307 759">Senior Executive Officer, Automotive Solutions Business Unit Head, the Company</p> <p data-bbox="767 759 1270 822">President and Executive Officer (to present), Automotive Solutions Business Unit Head, the Company</p> <p data-bbox="767 822 1331 884">Representative Director and President (to present)</p> <p data-bbox="767 884 1299 947">Representative Director and President Officer in charge of Management and Business Operations (to present)</p> <p data-bbox="767 947 1390 1010">President and CEO, Kyoto Semiconductor Co., Ltd. (to present)</p> <p data-bbox="608 1155 1193 1216">[Significant concurrent positions] President and CEO, Kyoto Semiconductor Co., Ltd.</p>
<p data-bbox="188 1216 735 1245">[Special interest relationship with the Company]</p> <p data-bbox="188 1245 197 1274">-</p>		
<p data-bbox="188 1312 783 1341">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="188 1341 1404 1476">Mr. Yoshihisa Shinya is playing a central role in product development with regard to the Company's entry to new business fields and has deep insight about technology and a wealth of experience in business operations. The Company judges that he is capable of appropriately fulfilling his duties as a Director and therefore nominates him as a candidate for Director.</p>		
<p data-bbox="188 1476 759 1505">[Directors and officers liability insurance contract]</p> <p data-bbox="188 1505 1404 1637">The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p data-bbox="188 1637 1404 1668">If reelection of Mr. Yoshihisa Shinya is approved as proposed, he will be insured under the insurance contract.</p>		

Name	Career summary	
<p>Reappointment</p> <p><b>2 Toshiya Satake</b></p> <p>Date of birth: June 29, 1959 Age: 63</p> <p>No. of years served as Director: 4 years</p> <p>Number of shares of the Company held: 26,400 (of which the number of shares to be granted under the stock compensation plan: 24,300 shares)</p>	<p>Apr. 1983</p> <p>Apr. 2006</p> <p>Jun. 2009</p> <p>Apr. 2012</p> <p>Jun. 2013</p> <p>Apr. 2014</p> <p>Jun. 2014</p> <p>Jun. 2019</p> <p>Oct. 2020</p> <p>Jun. 2021</p> <p>[Significant concurrent positions]</p>	<p>Joined Hokkaido-Tohoku Development Finance Public Corporation (current Development Bank of Japan Inc.)</p> <p>Deputy Head of Business Development Department, Head of Transaction Services Group, Development Bank of Japan Inc.</p> <p>Director, General Manager, Planning Department, Skynet Asia Airways Co., Ltd. (current Solaseed Air Inc.)</p> <p>Head of Regional Planning Department, Development Bank of Japan Inc.</p> <p>Head of Regional Planning Department, Head of PPP/PFI Promotion Center, Development Bank of Japan Inc.</p> <p>Advisor, the Company</p> <p>Standing Audit &amp; Supervisory Board Member, the Company</p> <p>Representative Director and Senior Managing Executive Officer (to present) Officer in charge of Internal Audit, the Company</p> <p>Representative Director and Senior Managing Executive Officer Officer in charge of Management, Administration, and Internal Audit</p> <p>Representative Director and President, Dexerials Precision Components Corporation (to present)</p> <p>Representative Director and Senior Managing Executive Officer Officer in charge of Management and Administration (to present)</p> <p>Representative Director and President, Dexerials Precision Components Corporation</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Toshiya Satake has a wealth of experience and deep insight gained through his involvement in investment and financing business at financial institutions and as a manager of a company. He is contributing to enhancement of corporate governance and corporate value of the Company in the course of his service as a Representative Director. The Company judges that he is capable of appropriately fulfilling his duties as a Director and therefore nominates him as a candidate for Director.</p>		
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Mr. Toshiya Satake is approved as proposed, he will be insured under the insurance contract.</p>		

Name	Career summary
<p>Reappointment Outside Director Independent Officer</p> <p><b>3 Takashi Yokokura</b></p> <p>Date of birth: March 9, 1949 Age: 74</p> <p>No. of years served as Director: 8 years</p> <p>Number of shares of the Company held: -</p>	<p>Apr. 1971    Joined Tokyo Optical Co., Ltd. (current TOPCON Corporation)</p> <p>Jun. 2002    Executive Officer, TOPCON Corporation</p> <p>Jun. 2003    Director, TOPCON Corporation</p> <p>Jun. 2006    President and Representative Director, TOPCON Corporation</p> <p>Dec. 2012    Governor, Tokyo University of Science</p> <p>May 2015    Outside Director, the Company (to present)</p> <p>Jul. 2020    Outside Director, KIKUCHI SEISAKUSHO CO., LTD. (to present)</p> <p>[Significant concurrent positions] Outside Director, KIKUCHI SEISAKUSHO CO., LTD.</p>
<p>[Special interest relationship with the Company] -</p>	
<p>[Reasons for nomination as a candidate for Director and overview of expected role] Having served as the President and Representative Director of a global company, Mr. Takashi Yokokura has deep insight into corporate management. The Company judges that he can provide useful advice for the Company's management from an objective and professional perspective and contribute to strengthening of the Company's technology development and business development, and therefore nominates him as a candidate for Outside Director. In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Yokokura. Thus, if his reelection is approved as proposed, the Company intends to continue his designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>	
<p>[Directors and officers liability insurance contract] The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If reelection of Mr. Takashi Yokokura is approved as proposed, he will be insured under the insurance contract.</p>	
<p>[Limited liability agreement] In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.). If reelection of Mr. Takashi Yokokura is approved as proposed, the Company intends to continue the said contract with him.</p>	



Name	Career summary	
<p>Reappointment Outside Director Independent Officer</p> <p><b>4 Satoshi Taguchi</b></p> <p>Date of birth: August 11, 1957 Age: 65</p> <p>No. of years served as Director: 2 years</p> <p>Number of shares of the Company held: -</p>	<p>Apr. 1981</p> <p>Apr. 2013</p> <p>Jul. 2013</p> <p>May 2015</p> <p>Apr. 2016</p> <p>Apr. 2017</p> <p>Jun. 2017</p> <p>Jun. 2018</p> <p>Jun. 2020</p> <p>Apr. 2021</p> <p>Jun. 2021</p> <p>[Significant concurrent positions]</p> <p>-</p>	<p>Joined Nippon Oil Corporation (current ENEOS Corporation)</p> <p>Executive Officer and General Manager of General Administration Department, JX Nippon Oil &amp; Gas Exploration Corporation</p> <p>Executive Officer and General Manager of General Administration Department, JX Nippon Oil &amp; Energy Corporation (current ENEOS Corporation)</p> <p>Executive Officer and General Manager of Legal &amp; Corporate Affairs Department, JX Holdings, Inc. (current ENEOS Holdings, Inc.)</p> <p>Director and Senior Vice President, JX Nippon Oil &amp; Energy Corporation (current ENEOS Corporation)</p> <p>Director and Senior Vice President, JXTG Nippon Oil &amp; Energy Corporation (current ENEOS Corporation)</p> <p>Director and Senior Vice President, JXTG Holdings, Inc. (current ENEOS Holdings, Inc.)</p> <p>Statutory Outside Corporate Auditor, Nippon Shokubai Co., Ltd.</p> <p>Senior Vice President, ENEOS Holdings, Inc. and ENEOS Corporation</p> <p>Advisor, ENEOS Corporation</p> <p>Outside Director, the Company (to present)</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director and overview of expected role]</p> <p>Having held important posts at global companies, Mr. Satoshi Taguchi has deep insight into corporate management. The Company judges that he can provide useful advice for the Company's management from an objective and professional perspective, and that he can contribute to strengthening of the Company's risk management and strengthening of supervision of business execution. Therefore the Company nominates him as a candidate for Outside Director.</p> <p>In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Taguchi. Thus, if his reelection is approved as proposed, the Company intends to continue his designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>		
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Mr. Satoshi Taguchi is approved as proposed, he will be insured under the insurance contract.</p>		
<p>[Limited liability agreement]</p> <p>In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p>If reelection of Mr. Satoshi Taguchi is approved as proposed, the Company intends to continue the said contract with him.</p>		

**Proposal 3:** Election of Three (3) Directors Serving as Audit & Supervisory Committee Members

The terms of office of all three (3) Directors serving as Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, it is proposed to elect three (3) Directors serving as Audit & Supervisory Committee Members.

The Company has obtained the consent of the Audit & Supervisory Committee with respect to this proposal. The candidates for Director serving as Audit & Supervisory Committee Member are as follows.

No.	Name	Age		Current positions and responsibilities at the Company	No. of years served as Director	Attendance at Board of Directors' meetings
1	Reappointment Rika Sato	60	Independent Officer Outside Director	Outside Director Chairperson of the Audit & Supervisory Committee	4 years	100% (13/13)
2	New appointment Masato Taniguchi	64		Audit & Supervisory Board Member, Kyoto Semiconductor Co., Ltd.	-	-
3	Reappointment Tetsuyuki Kagaya	50	Independent Officer Outside Director	Outside Director Audit & Supervisory Committee Member	2 years	100% (13/13)

Notes:

- Ms. Rika Sato and Mr. Tetsuyuki Kagaya are candidates for Outside Directors.  
If their election is approved as proposed, the Company intends to designate them as Independent Officers as prescribed by the Tokyo Stock Exchange.
- Ms. Rika Sato and Mr. Tetsuyuki Kagaya will be in office as Outside Directors serving as Audit & Supervisory Committee Members for two (2) years at the conclusion of this General Meeting of Shareholders.
- The age of a candidate for Director is the age at the conclusion of this Annual General Meeting of Shareholders.

[Basic Policy and Procedures for Nomination of Candidates for Director serving as Audit & Supervisory Committee Member]

In nominating candidates for Director serving as Audit & Supervisory Committee Member, the Company selects candidates from inside and outside the Company based on the criteria that the candidates have experience and knowledge in the fields of corporate management, finance and accounting, legal affairs, etc. For Outside Directors serving as Audit & Supervisory Committee Members, the Company seeks persons from outside the Company who are highly independent, in addition to the above criteria.

Name	Career summary
<p>Reappointment Outside Director Independent Officer</p> <p><b>1 Rika Sato</b></p> <p>Date of birth: August 15, 1962 Age: 60</p> <p>No. of years served as Director: 4 years</p> <p>Number of shares of the Company held: -</p>	<p>Apr. 1992 Registered as attorney-at-law (The Tokyo Bar Association)</p> <p>Dec. 1998 Registered as attorney-at-law (New York State)</p> <p>Jun. 2000 Joined Asahi &amp; Koma Law Office (current NISHIMURA &amp; ASAHI)</p> <p>Jan. 2003 Partner, Asahi &amp; Koma Law Office</p> <p>Jun. 2007 Joined Jones Day, Partner</p> <p>May 2015 Outside Audit &amp; Supervisory Board Member, the Company</p> <p>Jan. 2016 Partner, Ota &amp; Sato</p> <p>Jun. 2018 External Director, CMK CORPORATION (to present)</p> <p>Jun. 2019 Outside Director, the Company</p> <p>Jul. 2019 Partner, Sato &amp; Partners (to present)</p> <p>Nov. 2019 Examiner for the National Bar Examination and Examiner for the Preliminary National Bar Examination (in charge of Code of Civil Procedure)</p> <p>Jun. 2021 Outside Director (Audit &amp; Supervisory Committee Member), the Company (to present)</p> <p>Jun. 2022 External Director, NIHON PLAST CO., LTD.</p> <p>[Significant concurrent positions] Attorney-at-law (Partner, Sato &amp; Partners) External Director, CMK CORPORATION External Director, NIHON PLAST CO., LTD.</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>	
<p>[Reasons for nomination as a candidate for Director serving as Audit &amp; Supervisory Committee Member and overview of expected role]</p> <p>Ms. Rika Sato has deep insight about corporate legal affairs as an attorney-at-law and has a track record of contributing to enhancement of the quality of auditing of the Company through her service as an Outside Audit &amp; Supervisory Board Member of the Company. The Company expects her to contribute to strengthening of the audit and supervisory functions from an objective and professional perspective and to offer useful advice for enhancing compliance and corporate governance, and therefore nominates her as a candidate for Outside Director serving as Audit &amp; Supervisory Committee Member.</p> <p>Although Ms. Sato has no experience of involvement in corporate management other than serving as an outside officer, the Company believes that she is capable of appropriately performing duties as an Outside Director serving as Audit &amp; Supervisory Committee Member for the reasons stated above.</p> <p>In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Ms. Sato. Thus, if her reelection is approved as proposed, the Company intends to continue her designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>	
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Ms. Rika Sato is approved as proposed, she will be insured under the insurance contract.</p>	
<p>[Limited liability agreement]</p> <p>In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p>If reelection of Ms. Rika Sato is approved as proposed, the Company intends to continue the said contract with her.</p>	

Name	Career summary	
<p data-bbox="296 253 472 282">New appointment</p> <p data-bbox="236 315 533 353"><b>2 Masato Taniguchi</b></p> <p data-bbox="304 389 464 472">Date of birth: August 28, 1958 Age: 64</p> <p data-bbox="229 501 539 553">No. of years served as Director: -</p> <p data-bbox="188 582 579 633">Number of shares of the Company held: 22,800 shares</p>	<p data-bbox="608 253 724 282">Apr. 1981</p> <p data-bbox="608 286 724 315">Aug. 1997</p> <p data-bbox="608 351 724 380">Aug. 2000</p> <p data-bbox="608 416 724 445">Feb. 2005</p> <p data-bbox="608 481 724 510">Oct. 2008</p> <p data-bbox="608 515 724 544">Oct. 2012</p> <p data-bbox="608 548 724 577">Mar. 2015</p> <p data-bbox="608 613 724 642">Jun. 2019</p> <p data-bbox="608 707 724 736">Oct. 2020</p> <p data-bbox="608 772 724 801">Jul. 2021</p> <p data-bbox="608 806 724 835">Aug. 2022</p>	<p data-bbox="767 253 1050 282">Joined Sony Corporation</p> <p data-bbox="767 286 1398 351">Transferred to Sony Chemicals Corporation (current the Company)</p> <p data-bbox="767 351 1331 416">Director, General Manager, Engineering Division, Dexerials (Suzhou) Co., Ltd.</p> <p data-bbox="767 416 1358 481">General Manager, Engineering Department, Hybrid Circuit Board Division, the Company</p> <p data-bbox="767 481 1362 515">Deputy Head, Circuit Device Division, the Company</p> <p data-bbox="767 515 1294 548">General Manager, Neagari Plant, the Company</p> <p data-bbox="767 548 1398 613">Director and General Manager, Dexerials (Suzhou) Co., Ltd.</p> <p data-bbox="767 613 1331 678">Internal Audit Department, the Company Auditor, Dexerials (Suzhou) Co., Ltd. (to present) Auditor, Dexerials (Shanghai) Corporation (to present)</p> <p data-bbox="767 707 1302 772">Audit &amp; Supervisory Board Member, Dexerials Precision Components Corporation (to present)</p> <p data-bbox="767 772 1331 806">Auditor, Dexerials Korea Corporation (to present)</p> <p data-bbox="767 806 1262 871">Audit &amp; Supervisory Board Member, Kyoto Semiconductor Co., Ltd. (to present)</p> <p data-bbox="608 900 1393 965">[Significant concurrent positions] Audit &amp; Supervisory Board Member, Kyoto Semiconductor Co., Ltd.</p>
<p data-bbox="188 994 735 1028">[Special interest relationship with the Company]</p> <p data-bbox="188 1032 197 1061">-</p>		
<p data-bbox="188 1093 1378 1126">[Reasons for nomination as a candidate for Director serving as Audit &amp; Supervisory Committee Member]</p> <p data-bbox="188 1126 1407 1352">Mr. Masato Taniguchi has deep insight about the Group's business, gained through his experience of serving as general manager of engineering and manufacturing units and in key positions at overseas manufacturing sites, and a proven ability to engage in smooth communication with frontline operations. He also has a wealth of experience and insight about audit practice through his service at the Company's audit department and as an audit &amp; supervisory board member of subsidiaries. Based on his experience and insight, the Company judges that he is capable of performing objective, appropriate auditing from a professional perspective and therefore nominates him as a candidate for Director serving as Audit &amp; Supervisory Committee Member.</p>		
<p data-bbox="188 1352 759 1386">[Directors and officers liability insurance contract]</p> <p data-bbox="188 1386 1407 1514">The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p data-bbox="188 1514 1407 1547">If election of Mr. Masato Taniguchi is approved as proposed, he will be insured under the insurance contract.</p>		
<p data-bbox="188 1547 515 1581">[Limited liability agreement]</p> <p data-bbox="188 1581 1407 1771">In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p data-bbox="188 1771 1407 1830">If election of Mr. Masato Taniguchi is approved as proposed, the Company intends to enter into the said contract with him.</p>		

Name	Career summary	
<p>Reappointment Outside Director Independent Officer</p> <p><b>3 Tetsuyuki Kagaya</b></p> <p>Date of birth: December 26, 1972 Age: 50</p> <p>No. of years served as Director: 2 years</p> <p>Number of shares of the Company held: -</p>	<p>Apr. 2000</p> <p>Apr. 2004</p> <p>Apr. 2008</p> <p>Apr. 2017</p> <p>Oct. 2020</p> <p>Jun. 2021</p>	<p>Lecturer, Hitotsubashi University Graduate School of Commerce and Management</p> <p>Assistant Professor, Hitotsubashi University Graduate School of Commerce and Management</p> <p>Associate Professor, Hitotsubashi University Graduate School of Commerce and Management</p> <p>Associate Professor, Hitotsubashi University School of Business Administration</p> <p>Professor, Hitotsubashi University School of Business Administration (to present)</p> <p>Outside Director (Audit &amp; Supervisory Committee Member), the Company (to present)</p> <p>[Significant concurrent positions] Professor, Hitotsubashi University School of Business Administration</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director serving as Audit &amp; Supervisory Committee Member and overview of expected role]</p> <p>Mr. Tetsuyuki Kagaya has deep insight about finance and accounting, evaluation of corporate value, risk analysis, etc. as a university professor. The Company expects him to contribute to strengthening of the audit and supervisory functions from an objective and professional perspective and to offer useful advice for promoting ESG management of the Company, and therefore nominates him as a candidate for Outside Director serving as Audit &amp; Supervisory Committee Member.</p> <p>Although Mr. Kagaya has no experience of involvement in corporate management, the Company believes that he is capable of appropriately performing duties as an Outside Director serving as Audit &amp; Supervisory Committee Member for the reasons stated above.</p> <p>In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Kagaya. Thus, if his election is approved as proposed, the Company intends to continue his designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>		
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Mr. Tetsuyuki Kagaya is approved as proposed, he will be insured under the insurance contract.</p>		
<p>[Limited liability agreement]</p> <p>In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p>If reelection of Mr. Tetsuyuki Kagaya is approved as proposed, the Company intends to enter into the said contract with him.</p>		

**Proposal 4:** Election of One (1) Substitute Director Serving as Audit & Supervisory Committee Member

To prepare for a situation in which the number of Directors serving as Audit & Supervisory Committee Members falls below the number prescribed by laws and regulations, it is proposed to elect one (1) substitute Audit & Supervisory Committee Member.

The Company has obtained the consent of the Audit & Supervisory Committee with respect to this proposal.

The effectiveness of the election of the candidate may be cancelled by resolution of the Board of Directors with the consent of the Audit & Supervisory Committee, provided such cancellation is made prior to the assumption of office.

The candidate for substitute Director serving as Audit & Supervisory Committee Member is as follows.

Name	Career summary
<p data-bbox="284 589 483 645">Outside Director Independent Officer</p> <p data-bbox="252 678 515 712"><b>John C. Roebuck</b></p> <p data-bbox="308 752 459 835">Date of birth: March 26, 1950 Age: 73</p> <p data-bbox="228 864 547 913">No. of years served as Director: -</p> <p data-bbox="188 943 579 992">Number of shares of the Company held: -</p>	<p data-bbox="611 589 1361 981">                     Nov. 1975 Registered as attorney-at-law (District of Columbia)                      Nov. 1975 Associate Attorney, Arnold &amp; Porter                      Sep. 1976 Foreign Lawyer, Nagashima &amp; Ohno                      Jan. 1980 Associate Attorney, Coudert Brothers LLP                      Jan. 1982 Foreign Lawyer, Tanaka &amp; Takahashi                      Sep. 1985 Partner, Mayer, Brown &amp; Platt                      Jul. 1995 Partner, Jones Day                      Apr. 2003 General Counsel, IBM Japan, Ltd.                      Jan. 2016 Of Counsel, Jones Day                      Jan. 2019 Partner, Roebuck Foreign Law Office (to present)                      Jun. 2019 Outside Audit &amp; Supervisory Board Member, the Company                 </p> <p data-bbox="611 1010 994 1070">[Significant concurrent positions] Foreign Legal Consultant (Japan)</p>
<p data-bbox="188 1104 1409 1171">Note: Mr. John C. Roebuck is a candidate for substitute Outside Director serving as Audit &amp; Supervisory Committee Member.</p>	
<p data-bbox="188 1171 738 1205">[Special interest relationship with the Company]</p> <p data-bbox="188 1211 196 1234">-</p>	
<p data-bbox="188 1261 1409 1328">[Reasons for nomination as a candidate for substitute Director serving as Audit &amp; Supervisory Committee Member and overview of expected role]</p> <p data-bbox="188 1335 1409 1491">Mr. John C. Roebuck has specialized knowledge about international financial legal affairs and a wealth of experience and insight about management of global companies as an international attorney-at-law. The Company expects him to contribute to strengthening of the audit and supervisory functions from an objective and professional perspective, and therefore nominates him as a candidate for substitute Outside Director serving as Audit &amp; Supervisory Committee Member.</p> <p data-bbox="188 1498 1409 1588">Although Mr. Roebuck has no experience of involvement in corporate management other than serving as an outside officer, the Company believes that he is capable of appropriately performing duties as an Outside Director serving as Audit &amp; Supervisory Committee Member for the reasons stated above.</p> <p data-bbox="188 1594 1409 1751">In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Roebuck. Thus, if his election is approved as proposed and he assumes office of Director serving as Audit &amp; Supervisory Committee Member, the Company intends to designate him as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>	
<p data-bbox="188 1753 762 1787">[Directors and officers liability insurance contract]</p> <p data-bbox="188 1794 1409 1917">The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p data-bbox="188 1924 1409 1971">If election of Mr. John C. Roebuck is approved as proposed and he assumes office of Outside Director serving as Audit &amp; Supervisory Committee Member, he will be insured under the insurance contract.</p>	

[Limited liability agreement]

In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).

If election of Mr. John C. Roebuck is approved as proposed and he assumes office of Outside Director serving as Audit & Supervisory Committee Member, the Company intends to enter into the said contract with him.

(Reference)

### **Independence Standards for Outside Directors**

If none of the following attributes applies to an Outside Director or a candidate for Outside Director, the Company judges that such Outside Director or candidate for Outside Director is independent from the Company.

1. A person who currently serves as Director (excluding Outside Director, with the same applying hereinafter), Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Member, with the same applying hereinafter), Executive Officer or employee of the Company or subsidiaries of the Company (hereinafter referred to as the “Dexerials Group”) (hereinafter referred to collectively as “Director, etc.”) or served as such in the 10 years prior to his/her appointment.
2. A second-degree or closer relative of a Director, etc. of the Dexerials Group
3. A major shareholder of the Company (or if the shareholder is an organization, such as a corporation, a person who belongs to it) (\*1)
4. A person who belongs to an organization of which the Company is a major shareholder
5. A major business partner of the Dexerials Group (or if the business partner is a corporation, etc., a person who belongs to it) (\*2)
6. A major lender to or creditor of the Dexerials Group (or if the lender or creditor is an organization, such as a corporation, a person who belongs to it) (\*3)
7. A person who has received a donation amounting to 10 million yen or more in the current fiscal year from the Dexerials Group (or if the person receiving such donation is an organization, such as a corporation or an association, a person who belongs to such organization or belonged to such organization in the most recent five years)
8. A person who has received remuneration amounting to 10 million yen or more in the current fiscal year for providing professional services concerning law, finance, tax affairs, etc. or consulting services to the Dexerials Group (or if such person is an organization, such as a corporation, a person who belongs to it)
9. The company where a person serves as a Director, etc. and the Dexerials Group have a relationship of interlocking outside officers. (\*4)

Notes:

1. “Major shareholder” means a person who directly or indirectly holds 10% or more of the total voting rights.
2. “Major business partner” means a person who received from the Dexerials Group or paid to the Dexerials Group an amount equal to 2% or more of annual consolidated sales of the said business partner or the Dexerials Group.
3. “Major lender” means a lender from which the Dexerials Group borrows an amount equivalent to 2% or more of consolidated total assets.
4. “Relationship of interlocking outside officers” means receiving an outside officer from a company where a Director, etc. of the Dexerials Group serves as an outside officer.

Note: About “Number of shares of the Company held” in Proposal 2 and Proposal 3

The number of shares of the Company held by each candidate includes the number of shares to be granted under the stock compensation plan during his/her term of office and at the time of retirement, which is indicated within the parentheses. Moreover, although the Company has established an officers’ shareholding association for Directors, etc. (including Outside Directors and Directors serving as Audit & Supervisory Committee Members). The number of shares substantially held by individuals in the name of the officers’ shareholding association is not included in the number of shares of the Company held by each candidate.



(Explanation on shares to be granted under the stock compensation plan)

The Company has introduced a stock compensation plan for the Company's Directors, etc. (excluding Outside Directors and Directors serving as Audit & Supervisory Committee Members). The number of shares to be granted to each of the candidates under the said plan indicated corresponds to the number of shares to be granted upon their retirement, which was determined on the day of the Annual General Meeting of Shareholders for the fiscal year ended March 31, 2021 and the number of points that have already been awarded and will be determined on the day of the Annual General Meeting of Shareholders for the fiscal year ending March 31, 2024. The number of points to be determined by the Annual General Meeting of Shareholders for the fiscal year ending March 31, 2024 varies according to the relative growth rate of the total shareholder return (TSR) and the actual ROE during the applicable period and therefore, has yet to be adjusted, and is subject to change.

The voting rights for the shares to be granted under the said plan will not be exercised until future granting of the shares to each candidate in question.