

Securities Code: 4461

To our shareholders:

June 3, 2025

YAMAJI Naoki, President CEO

DKS Co. Ltd.

(Main Branch) 55 Nishishichijo Higashikubo-cho,
Shimogyo-ku, Kyoto

(Headquarters) 48-2 Higashikujo-Kamitonodacho,
Minami-ku, Kyoto

Notice of Convocation of the 161st Ordinary General Meeting of Shareholders

We are pleased to announce the 161st Ordinary General Meeting of Shareholders of DKS Co. Ltd. (“the Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

The Company’s website:

<https://www.dks-web.co.jp/ir/library/library05.html> (in Japanese)

PRONEXUS INC. dedicated website for the Company

<https://d.sokai.jp/4461/teiji/> (in Japanese)

TSE 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 “DKS Co., Ltd.” in “Issue name (company name)” or the Company’s securities code “4461” 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].”)

Instead of attending in person this General Meeting of Shareholders, you may exercise your voting rights beforehand either by electromagnetic means (via the Internet, etc.) or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m., Tuesday, June 24, 2025 (JST).

1. Date and Time: Wednesday, June 25, 2025, at 10:00 a.m. (Reception will open at 9:00 a.m.) (JST)

2. Venue: Banquet Hall “Suzaku,” 2F, RIHGA Royal Hotel Kyoto
1-Taimatsu-cho, Shiokoji-sagaru, HigashiHorikawa-dori, Shimogyo-ku, Kyoto

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 161st fiscal year (from April 1, 2024 to March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the 161st fiscal year (from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

- | | |
|----------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Seven Directors |
| Proposal No. 4 | Election of One Audit & Supervisory Board Member |
| Proposal No. 5 | Election of One Substitute Audit & Supervisory Board Member |

- Paper-based documents stating matters for which measures for providing information in electronic format are to be taken are sent to shareholders who have requested the delivery of such documents, however those documents do not state the following matters in accordance with the provisions of laws and regulations and Article 16, Paragraph 2 of the Company’s Articles of Incorporation.
 - (1) “Business Progress and Results,” “Issues to Be Addressed,” “Matters Regarding the Company’s Shares,” “Matters Regarding the Company’s Share Acquisition Rights, etc.” “Information Regarding Outside Officers,” “Status of the Accounting Auditors,” “System to Ensure Appropriate Business Conduct and Status of Operation of the System” and “Basic Policy Regarding the Party to Control Financial and Business Policy of the Company,” of the Business Report
 - (2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
 - (3) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements
 - (4) “Audit Report of the Accounting Auditor of the Consolidated Financial Statements,” “Audit Report of the Accounting Auditor” and “Audit Report of the Audit & Supervisory Board” in the Audit ReportAccordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Board Members and the Accounting Auditor when they create their respective audit reports.
- If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on individual aforementioned websites.
- If there are major changes regarding the management of the meeting, we will promptly provide notice via the Company’s website (<https://www.dks-web.co.jp/>) (in Japanese only).
- Please note that on the day of the General Meeting of Shareholders, the meeting will be held with the room temperature set at a high setting, and the Company’s officers and meeting staff will be wearing light attire (“cool biz” style).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company believes that strengthening our business's resilience by improving productivity, developing new products, creating new businesses, and improving overall performance over the long term is the most important management priority. Based on such philosophy, we maintain a basic dividend policy of providing long-term and stable dividends for shareholders while keeping a reasonable level of internal reserves deemed necessary for future business development.

The Company will pay a year-end dividend for the fiscal year ended March 31, 2025, of ¥55 per share, an increase of ¥10 from the previous year's dividend of ¥45, of which ¥10 is a commemorative dividend. Including the interim dividend of ¥45 per share, of which ¥10 was also a commemorative dividend, the total annual dividend will be ¥100 per share, including a total of ¥20 in commemorative dividends.

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and its aggregate amount
¥55 per common share of the Company (including ¥10 as a commemorative dividend)
Total dividends: ¥526,670,870
- (3) Effective date of dividends of surplus
June 26, 2025

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reason for proposal

The Company is working to strengthen its Life & Wellness business as one of its focus areas and intends to actively expand this business going forward. The Company plans to enter the agricultural sector and, by leveraging the Group's proprietary technologies and materials, aims to promote new business development that contributes to solving social issues.

In line with the above, the Company proposes to amend Article 3 of its current Articles of Incorporation to add relevant business objectives.

2. Details of amendment

The details of amendment are as follows.

(Underlined portions are amended)

Current Articles of Incorporation	Proposed Amendment
Article 3. (Objects) The objects of the Company shall be to engage in the following businesses: 1. To develop, design, manufacture, process, sell, import and export the following products and their application products, and to outsource and undertake the above-mentioned procedures from/of another business entity by contract: 1) – 9) (Text omitted) (Newly established) <u>10)</u> (Text omitted)	Article 3. (Objects) The objects of the Company shall be to engage in the following businesses: 1. To develop, design, manufacture, process, sell, import and export the following products and their application products, and to outsource and undertake the above-mentioned procedures from/of another business entity by contract: 1) – 9) (Unchanged) <u>10) agricultural products;</u> <u>11)</u> (Unchanged)

Proposal No. 3 Election of Seven Directors

The terms of office for all six (6) Directors will expire at the conclusion of this Meeting. Fiscal Year 2025 marks the first year of the Company's new medium-term management plan, SMART 2030. To facilitate the execution of this plan by incorporating more diverse perspectives, the Company has increased the number of Directors by one (1) and proposes the election of seven (7) Directors, including three (3) Outside Directors.

If this Proposal is approved as originally proposed, the Company plans to continue registering the three (3) Outside Directors as Independent Officers as defined by the Tokyo Stock Exchange, thereby ensuring that at least one-third of the Company's Directors are Independent Officers.

The candidates for Director are as follows:

Candidate No.	Name		Current position in the Company
1	YAMAJI Naoki	Reelection	President CEO
2	SHIMIZU Shinji	Reelection	Managing Director CFO
3	SAKAMOTO Mami	New Election	Senior Executive General Manager Senior Executive General Manager, Administrative Headquarters
4	KITAO Masahiro	New Election	Senior Executive General Manager Senior Executive General Manager, Business Headquarters
5	OKUYAMA Kikuo	Reelection Outside Independent	Director
6	HASHIMOTO Katsumi	Reelection Outside Independent	Director
7	NAKANO Hideyo	Reelection Outside Independent	Director

(Note) Of the 7 nominees, 5 are male (71.4%) and 2 are female (28.6%).

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares held
1	YAMAJI Naoki (April 13, 1964) Reelection	Apr. 1991	Joined the Company	19,895
		Apr. 2013	General Manager in charge of Planning Department, Yokkaichi Reorganization Division, Production Control Headquarters	
		Apr. 2014	General Manager of COO Office	
		Apr. 2015	Executive General Manager of Plastic Materials Business Division, Business Headquarters	
		Apr. 2016	Concurrently in charge of Tokyo Headquarters	
		Apr. 2017	Executive General Manager in charge of Corporate Planning Headquarters	
		Jun. 2017	Director and in charge of Personnel & General Affairs Headquarters	
		Apr. 2018	Concurrently in charge of Production Control Headquarters	
		Apr. 2020	Managing Director Administrative Supervisor	
		Apr. 2021	R&D Supervisor	
		Apr. 2022	President CEO (current)	
Reasons for nomination as candidate for Director YAMAJI Naoki has again been nominated as a candidate for Director because of his experience referred to above and the wealth of experience and wide-ranging knowledge he has in sales, R&D, administration and planning, etc., and is well versed in corporate management as Representative Director of the Company.				
2	SHIMIZU Shinji (October 9, 1973) Reelection	Apr. 1992	Joined the Company	8,116
		Apr. 2014	General Manager of Personnel & General Affairs Department, Personnel & General Affairs Division	
		Apr. 2016	General Manager of Shuang Yi Li (Tianjin) New Energy Co., Ltd.	
		Apr. 2018	Board Director of Shuang Yi Li (Tianjin) New Energy Co., Ltd.	
		Jun. 2019	General Manager of Financial Division, Financial Headquarters	
		Apr. 2020	Executive Officer Executive General Manager in charge of Production Headquarters	
		Apr. 2022	Administrative Supervisor	
		Jun. 2022	Director	
		Apr. 2025	Managing Director CFO (current)	
Reasons for nomination as candidate for Director SHIMIZU Shinji has again been nominated as a candidate for Director because of his experience referred to above and the wealth of experience and knowledge he has in administration and planning, production, management of overseas subsidiaries, etc.				

3	SAKAMOTO Mami (September 9, 1967) New election	Apr. 1988	Joined the Company	2,411
		Apr. 2018	General Manager of President’s Special Mission Office	
		Dec. 2018	General Manager of Public & Investor Relations Department	
		Apr. 2019	General Manager of Public & Investor Relations Department, Corporate Planning Headquarters	
		Apr. 2020	Executive General Manager Senior Executive General Manager of Administrative Headquarters	
		Apr. 2021	Executive General Manager of Public & Investor Relations Department	
		Apr. 2023	Senior Executive General Manager of Strategy Headquarters Concurrently Senior Executive General Manager of Life Sciences Headquarters	
		Jun. 2024	Senior Executive General Manager (current)	
		Apr. 2025	Senior Executive General Manager of Administrative Headquarters (current)	
	Reasons for nomination as candidate for Director SAKAMOTO Mami has been newly nominated as a candidate for Director because of her experience referred to above and the wealth of experience and knowledge she has in administration and planning, public and investor relations, etc.			
4	KITAO Masahiro (December 25, 1979) New election	Apr. 2005	Joined the Company	1,577
		Apr. 2020	General Manager of Vehicles, Electronics & IT Materials Sales Department	
		Oct. 2020	Concurrently in charge of Nagoya Office	
		Apr. 2023	Executive General Manager Senior Executive General Manager of Sales Headquarters	
		Apr. 2024	Senior Executive General Manager (current)	
		Apr. 2025	Senior Executive General Manager of Business Headquarters (current)	
	Reasons for nomination as candidate for Director KITAO Masahiro has been newly nominated as a candidate for Director because of his experience referred to above and his broad experience in research and sales, as well as his extensive expertise in IT and electronics in particular.			

5	OKUYAMA Kikuo (June 1, 1948) Reelection Outside Independent	Oct. 1990 Professor of Department of Chemical Engineering, Cluster 3, Faculty of Engineering of Hiroshima University Apr. 2001 Professor of Department of Chemical Engineering, Graduate School of Engineering of Hiroshima University Apr. 2013 Professor Emeritus of Chemical Engineering of Hiroshima University (current) Special Appointment Professor of Hiroshima University Jun. 2017 Managing Director of Hosokawa Powder Technology Foundation Jun. 2021 Director of the Company (current) Jun. 2022 Auditor of Hosokawa Powder Technology Foundation Jun. 2022 Vice President, The Information Center of Particle Technology, Japan (current) (Significant concurrent positions outside the Company) Vice President, The Information Center of Particle Technology, Japan	598
		Reasons for nomination as candidate for Outside Director and expected role The candidate OKUYAMA Kikuo was engaged in research operations at a university for many years and has particularly extensive knowledge and experience in the field of nanotechnology. He has played an appropriate role in overseeing business execution as an Outside Director, such as by actively offering his views on the Company's R&D and life science fields at Board of Director meetings. He is also working to bring about collaboration between industry, academia, and government organizations, and has again been nominated as a candidate for Outside Director as we look forward to him contributing to the sustainable growth of the Company and improved corporate value. Mr. Okuyama has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director using the above experience and expertise.	

6	HASHIMOTO Katsumi (April 5, 1958) Reelection Outside Independent	Apr. 1981 Joined the Osaka Regional Taxation Bureau Oct. 1984 Joined Asahi & Co. (current KPMG AZSA LLC) Mar. 1987 Registered as a Certified Public Accountant May 2007 Representative Partner of Asahi & Co. (current KPMG AZSA LLC) Jul. 2010 Director of Kyoto Office, KPMG AZSA LLC Jun. 2019 Left position at KPMG AZSA LLC Jul. 2019 Established Hashimoto Accounting Office as a Representative (current) Jun. 2020 Audit & Supervisory Board Member of the Company Jun. 2022 Director of the Company (current) (Significant concurrent positions outside the Company) Representative of Hashimoto Accounting Office	669
		Reasons for nomination as candidate for Outside Director and expected role The candidate HASHIMOTO Katsumi has accumulated a wealth of experience as a certified public accountant over many years, and has advanced, specialist knowledge of finances and accounting. He has been nominated again as a candidate for Outside Director as we look forward to him offering helpful proposals on all aspects of management from the broad perspective, using this wealth of experience and outstanding expertise, as he has actively offered opinions on management strategies at Board of Director meetings. Mr. Hashimoto has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director using the above experience and expertise.	
7	NAKANO Hideyo (September 13, 1959) Reelection Outside Independent	Nov. 1991 Vice President of Cititrust and Banking Corporation Oct. 1993 Senior Portfolio Manager and Head of Private Investment of Cititrust and Banking Corporation Jan. 2000 Director and Head of Investment Division of FuNNeX Asset Management Inc. Mar. 2004 Established Trias Corporation; took up position as CEO (current) Mar. 2020 Outside Director of OUTSOURCING Inc. Jun. 2021 Outside Director of HOCHIKI CORPORATION (current) Jun. 2022 Director of the Company (current) Jun. 2023 Outside Director (Audit & Supervisory Committee Member) of NS TOOL CO., LTD. (current) (Significant concurrent positions outside the Company) CEO of Trias Corporation Outside Director of HOCHIKI CORPORATION Outside Director (Audit & Supervisory Committee Member) of NS TOOL CO., LTD.	487

	<p>Reasons for nomination as candidate for Outside Director and expected role</p> <p>The candidate NAKANO Hideyo has long been involved in investment operations at asset management companies and has experience as a manager of an IR/PR support company seeking to find new investments. In particular, she has specialist expertise in IR/PR activities in global markets.</p> <p>She has played an appropriate role in overseeing business execution as an Outside Director, such as by actively offering her views on the Company's IR activities and business strategies at Board of Director meetings.</p> <p>She has been nominated again as a candidate for Outside Director as we look forward to her contributing to the sustainable growth of the Company and improved corporate value using this wealth of experience and outstanding expertise.</p>
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- (Notes)
1. There is no special interest between any of the candidates for Director and the Company.
 2. OKUYAMA Kikuo, HASHIMOTO Katsumi, and NAKANO Hideyo are candidates for Outside Director.
 3. The Company has registered OKUYAMA Kikuo, HASHIMOTO Katsumi and NAKANO Hideyo as independent officers with the Tokyo Stock Exchange Inc. If their reelection is approved, the Company again plans to treat them as independent officers.
 4. OKUYAMA Kikuo, HASHIMOTO Katsumi and NAKANO Hideyo are currently Outside Directors of the Company, at the conclusion of this meeting, OKUYAMA Kikuo's tenure since assuming office as Outside Director of the Company will have been four years and the tenures of HASHIMOTO Katsumi and NAKANO Hideyo will have been three years.
 5. The Company has entered into a liability limitation agreement with candidates for Outside Director OKUYAMA Kikuo, HASHIMOTO Katsumi and NAKANO Hideyo to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act, provided that they perform their duties in good faith and without gross negligence. If their reelection is approved, the Company plans to continue such agreements with them.
 6. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and the details are provided in the Business Report (in Japanese only). If the candidates for Director are elected and assume office, they will be the insured in the insurance policy. In addition, the Company plans to renew the policy with the same terms at the time of the next renewal.
 7. NAKANO Hideyo was appointed Outside Director of OUTSOURCING Inc. in March 2020, and resigned from the position in March 2023. During her tenure in November 2021, improper accounting practices were discovered at OUTSOURCING's consolidated subsidiary, OUTSOURCING TECHNOLOGY Inc. Although she was not aware of these improper practices until their discovery, from a legal compliance perspective she regularly brought such matters to the attention of OUTSOURCING Inc. Board of Director meetings. Further, following the discovery of these improper practices, she appropriately executed her duties through investigations, the identification of causes, and proposals on recurrence prevention measures.
 8. The number of the Company's shares held by each candidate for Director is the number of shares held as of March 31, 2025.

Proposal No. 4 Election of One Audit & Supervisory Board Member

The terms of office of Audit & Supervisory Board Member ONISHI Hideaki will expire at the conclusion of this meeting, and therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member. Including the three (3) Audit & Supervisory Board Members whose terms of office will not expire, the total number of Audit & Supervisory Board Members will become four (4). In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position and significant concurrent positions outside the Company	Number of the Company's shares held
HASHIMOTO Masayuki (May 13, 1968) New election	<p>Apr. 1993 Joined the Company</p> <p>Apr. 2010 General Manager of Functional Chemicals R&D Department, Functional Chemicals Business Division</p> <p>Oct. 2013 General Manager of Management Planning Office, Corporate Planning Headquarters</p> <p>Apr. 2014 Executive General Manager Deputy Executive General Manager of R&D Headquarters</p> <p>Apr. 2017 Associate Director</p> <p>Apr. 2019 Executive General Manager of Functional Chemicals Business Division, Business Headquarters</p> <p>Apr. 2020 Executive General Manager President CEO of Yokkaichi Chemical Company Limited</p> <p>Apr. 2021 Senior Executive General Manager of R&D Headquarters</p> <p>Apr. 2024 Senior Executive General Manager</p> <p>Apr. 2025 Senior Specialist of President's Office (current)</p>	2,209
Reasons for nomination as candidate for Audit & Supervisory Board Member HASHIMOTO Masayuki has been newly nominated as a candidate for Audit & Supervisory Board Member because of his experience referred to above and in the expectation that he will apply his wealth of experience and knowledge in research, planning, and subsidiary management to auditing responsibilities.		

- (Notes)
1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
 2. The candidate is a new candidate for Audit & Supervisor Board Member.
 3. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and the details are provided in the Business Report (in Japanese only). If the candidate for Audit & Supervisory Board Member is elected and assumes office, he will be the insured in the insurance policy. In addition, the Company plans to renew the policy with the same terms at the time of the next renewal.
 4. The number of the Company's shares held by the candidate for Audit & Supervisory Board Member is the number of shares held as of March 31, 2025.

Proposal No. 5 Election of One Substitute Audit & Supervisory Board Member

The effective term of the appointment of TSUKAMOTO Hidenobu as substitute Audit & Supervisory Board Member expires at the start of this General Meeting of Shareholders. Therefore, in order to prepare for cases where there is a vacancy which results in a shortfall in the number of Audit & Supervisory Board Members stipulated in laws and regulations, the Company requests the election of one (1) substitute for Outside Audit & Supervisory Board Member. The substitute Audit & Supervisory Board Member shall assume office on condition that the number of Outside Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations, and according to the provisions of the Company's Articles of Incorporation, the term of office shall be the remaining term of office of the retired Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares held
TSUKAMOTO Hidenobu (July 17, 1973)	<p>Dec. 2009 Registered as an Attorney at Law (Kagoshima Bar Association) Joined Kajiki Branch of Kagoshima Chuo Law Offices</p> <p>Dec. 2012 Transfer of registration to Kyoto Bar Association Joined Tsukamoto Law Office (current)</p> <p>Jun. 2013 Audit & Supervisory Board Member of CAMPO HOLDINGS Co., Ltd. (current) Audit & Supervisory Board Member of CAMPO Co., Ltd. (current)</p> <p>Feb. 2017 Audit & Supervisory Board Member of Uzumasa Driving School Co., Ltd.</p>	0
<p>Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member</p> <p>As an attorney, the candidate TSUKAMOTO Hidenobu has expert knowledge and wealth of experience of the judicial field. Based on these deep insights and strong sense of ethics, he is expected to strengthen the management oversight functions of the Company, and to contribute to building a better governance structure, for which reason it has nominated him as a candidate for substitute Audit & Supervisory Board Member.</p> <p>Mr. TSUKAMOTO has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Audit & Supervisory Board Member based on these reasons.</p>		

- (Notes)
1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
 2. The candidate for substitute Audit & Supervisory Board Member is a candidate for Outside Audit & Supervisory Board Member.
 3. If the candidate for substitute Audit & Supervisory Board Member TSUKAMOTO Hidenobu is appointed as Audit & Supervisory Board Member, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act, provided that he performs his duties in good faith and without gross negligence.
 4. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and the details are provided in the Business Report (in Japanese only). If the candidate for substitute Audit & Supervisory Board Member assumes office as the Company's Audit & Supervisory Board Member, he will be the insured in the insurance policy. In addition, the Company plans to renew the policy with the same terms at the time of the next renewal.
 5. If the candidate for substitute Audit & Supervisory Board Member TSUKAMOTO Hidenobu assumes the office of Audit & Supervisory Board Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc. concerning his designation as an independent officer.

[Reference] Expected Skill Matrix of Board of Directors

To undertake proper decision making and management supervision at a higher level, the Company appoints Directors and Audit & Supervisory Board members taking into consideration the balance of such factors as extensive experience, performance, and expertise related to the business. In addition, the Company appoints several Outside Directors and Outside Audit & Supervisory Board Members who have a wealth of experience, a high degree of expertise, and a broad range of knowledge and experience in management. One or more persons with experience in finance and accounting divisions and the appropriate knowledge will be appointed as Audit & Supervisory Board Member(s).

In response to the evolving business environment and with the aim of enhancing our structure for sustainable growth, we have newly introduced “Global operations” and “Sustainability” as skill matrix categories.

If Proposal No. 3 and Proposal No. 4 are approved as proposed, the Company’s approach to the expected skills and areas of expertise of each officer are as follows. Up to five key items are listed for each officer; these do not represent the entirety of their skills and expertise.

Key areas of expected contribution

Area	Reason for nomination
Corporate management	Ensuring the Company’s sustainable growth and strengthening Group management requires sharp insight and strong decision-making capabilities across all areas of management. Accordingly, the Company places high value on the participation of individuals with a proven track record and expertise in corporate management.
Accounting and finance	Enhancing capital efficiency, advancing investment decision-making, and strengthening financial governance necessitate deep expertise in accounting and finance. Accordingly, the Company places importance on securing individuals with professional knowledge in financial strategy.
Legal affairs and risk management	As business operations become increasingly global and complex, strengthening legal risk management and compliance systems has become more important than ever. From the perspective of sound corporate governance, the Company values individuals with expertise in legal affairs and risk management.
Human Resources and human capital strategy	Amid growing emphasis on human capital management, the Company has positioned “human capital development” as a key growth strategy in its current medium-term management plan. The Company values individuals with insight into advancing human capital development—its source of competitiveness—through diversity promotion, leadership development, and the cultivation of an organizational culture.
Research technology	The Company pursues the Uni-Top strategy, aiming to become a top-tier company through uniqueness rather than scale. To be chosen by customers through its ability to deliver comprehensive proposals—encompassing technology, quality, and service—by leveraging data science, the Company values individuals who can drive innovation through R&D and technology strategy.
Sales and marketing	The Company emphasizes the participation of individuals with expertise in sales and marketing, as it seeks to formulate and execute effective market strategies in response to increasingly diverse customer needs and evolving market conditions.
Global operations	The Company values individuals with international business insight and the ability to make decisions from a global perspective, including the capacity to develop overseas markets, strengthen global supply chains, and adapt to diverse cultures.
Sustainability	As addressing climate change, human rights, and ESG-related issues become directly linked to corporate value, the Company upholds the belief that “Chemistry provides a solution.” To continue creating value through its core businesses, the Company prioritizes the involvement of individuals who can contribute to the advancement of sustainable management.

Name of officer		Outside	Independent	Areas of Particular Expectation for Directors and Audit & Supervisory Board Members							
				Corporate management	Accounting and finance	Legal affairs and risk management	HR and human capital strategy	Research technology	Sales and marketing	Global operations	Sustainability
President CEO	YAMAJI Naoki (Age: 61, Tenure:8)			●			●	●	●		●
Managing Director CFO	SHIMIZU Shinji (Age: 51, Tenure: 3)			●	●		●		●	●	
Director	SAKAMOTO Mami (Age: 57, Tenure: New)			●	●	●	●				●
Director	KITAO Masahiro (Age: 45, Tenure: New)			●				●	●	●	●
Director	OKUYAMA Kikuo (Age: 77, Tenure: 4)	■	■			●	●	●	●		●
Director	HASHIMOTO Katsumi (Age: 67, Tenure: 3)	■	■	●	●	●			●		●
Director	NAKANO Hideyo (Age: 65, Tenure: 3)	■	■	●		●	●		●	●	
Audit & Supervisory Board Member	FURUSAWA Yoshiyuki (Age:55, Tenure: 1)				●	●	●				●
Audit & Supervisory Board Member	HASHIMOTO Masayuki (Age: 57, Tenure: New)				●		●	●	●	●	
Audit & Supervisory Board Member	TAKAHASHI Toshitada (Age: 67, Tenure: 5)	■	■	●	●	●		●			
Audit & Supervisory Board Member	MIYANAGA Masayoshi (Age: 67, Tenure: 1)	■	■	●	●	●			●	●	

(Note) The tenure of each officer is determined based on the date of their initial appointment.