

**TO OUR SHAREHOLDERS:**

**Resonac Holdings Corporation.**

13-9, Shiba Daimon 1-Chome, Minato-ku,  
Tokyo, Japan

Hidehito Takahashi  
President and Chief Executive Officer

**Notice of Convocation of the 114<sup>th</sup> Ordinary General Meeting of Shareholders**

The 114<sup>th</sup> Ordinary General Meeting of Shareholders of Resonac Holdings Corporation will be held as described below and you are cordially invited to attend the Meeting.

With regard to the convocation of this Meeting of Shareholders, the Company has introduced provision of information concerning the Meeting including the contents of Reference Materials for the General Meeting of Shareholders (information subject to electronic provision) via electronic measures. The Company has put such information on the Company's Website on the Internet. Therefore, if necessary, please access the Company's Website and confirm the contents of the document.

URL for Resonac Holding Company's Website: <https://www.resonac.com/>

The information subject to electronic provision is published not only via the Company's Website mentioned above, but also via the Website of Tokyo Stock Exchange, Japan Exchange Group (JPX). Therefore, if necessary, please access the JPX's website (<https://www.jpx.co.jp/english/>), and search for the information concerning Resonac Holdings Corporation by inputting the Company's securities code 4004 into the window of the search engine titled "Listed Company Search," then click "Basic information," "Documents for public inspection/PR information," and "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting."

URL for information about Resonac Holding Company on the JPX's Website:  
<https://www2.jpx.co.jp/tseHpFront/StockSearch.do?callJorEFlg=1&method=&topSearchStr=4004>

Instead of attending the Meeting, you can exercise your voting rights in writing or by electronic measures (including the use of the Internet). If you want to do so, please exercise your voting rights after reviewing the following Reference Materials for the General Meeting of Shareholders.

- 1. Date and Hour** Thursday, March 30, 2023 at 10:00 a.m. (Reception of shareholders starts at 8:30 a.m.)
- 2. Place** Tokyo International Forum (Hall B7)  
5-1, Marunouchi 3-Chome, Chiyoda-ku, Tokyo, Japan

**3. Matters constituting the Purpose of the Meeting:**

- Matters to be Reported:** (1) Reports on the Business Report and the Consolidated Financial Statements for the 114<sup>th</sup> Business Term (January 1, 2022 to December 31, 2022), and reports on the Auditing Results from Accounting Auditors and the Audit & Supervisory Board.  
(2) Reports on the Non-consolidated Financial Statements for the 114<sup>th</sup> Business Term (January 1, 2022 to December 31, 2022).

## **Matters to be Resolved**

### **upon:**

- Proposal No. 1:** Appropriation of Surplus
  - Proposal No. 2:** Election of Nine Directors
  - Proposal No. 3:** Election of One Audit & Supervisory Board Member
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#### **4. Other Matters that have been 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 for a proposal, it will be treated as if you indicated your approval for the proposal.
- 2) Among the information subject to electronic provision, under the provisions of relevant laws and Article 15 of the Articles of Incorporation of the Company, following documents are not included in this Notice of Convocation provided for shareholders who requested to receive the Notice as printed documents. Therefore, Consolidated Financial Statements and Non-consolidated Financial Statements included in this Notice and its Accompanying Documents are part of those documents audited by Auditors and Audit & Supervisory Board Members during the process to produce the Audit Report.
  - a) “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements”
  - b) “Non-consolidated Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements”
- 3) If the voting rights are exercised both in writing and via the Internet, the voting via the Internet will be regarded as effective. If the voting rights are exercised repeatedly via the Internet, the last voting will be regarded as effective.

#### **5. Methods for exercising voting rights for shareholders who do not expect to attend the Meeting:**

- 1) Exercise of voting rights in writing (by mail)

Please indicate your consent or dissent to the proposals on the enclosed Card for Exercise of Voting Rights, and return it by mail to reach us no later than 5:45 p.m. on Wednesday, March 29, 2023.
- 2) Exercise of voting rights via the Internet, etc.

Please log on to the designated website for exercise of voting rights at <https://soukai.mizuho-tb.co.jp/>. Enter your code number and password as provided on the enclosed Card for Exercise of Voting Rights and, by following the instructions on the computer screen, enter your consent or dissent and send it to reach us no later than 5:45 p.m. on Wednesday, March 29, 2023. For your information, we are also a member to the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

- ◇ Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist.
- ◇ When the need arises to amend the information subject to electronic provision, such amendments will be announced on the Company’s Website and JPX’s Website. When the need arises to amend operations of this Ordinary General Meeting of Shareholders, such amendments will be announced on the Company’s Website.

## Reference Materials for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

It is proposed that surplus be appropriated as follows:

It is the Company's basic policy to decide on the distribution of dividends in consideration of earnings performance of the relevant business term and the need to retain earnings for future business development.

Concerning the term-end dividends for this term, the Company, after taking into account the business results of the term as well as the need to improve future competitiveness and financial strength, proposes a term-end dividend as described below. There is no matter related to the appropriation of other surplus.

(1) Type of dividend assets

Cash

(2) Matters related to the appropriation of dividend assets and total amount thereof:

65 yen per common share of the Company      Total amount: 11,787,547,720 yen

(3) Effective date for appropriation of surplus:

March 31, 2023

## Proposal No. 2: Election of Nine Directors

The term of office of all the ten Directors is to expire at the close of this ordinary general meeting of shareholders. The Company proposes election of nine Directors, considering that the Group has transferred itself into a holding company structure.

The list of candidates for Directors is as follows:

Candidate No.	Name	Current Position and Duties at the Company	Statuses
1	Kohei Morikawa	Representative Director; Chairman of the Board	To be reelected
2	Hidehito Takahashi	Representative Director; President and Chief Executive Officer (CEO)	To be reelected
3	Keiichi Kamiguchi	Managing Corporate Officer; Chief Risk Management Officer (CRO)	To be reinstated
4	Hideki Somemiya	Director; Managing Corporate Officer; Chief Financial Officer (CFO)	To be reelected
5	Tomomitsu Maoka	Director; Managing Corporate Officer; Chief Strategy Officer (CSO)	To be reelected
6	Kiyoshi Nishioka	Director	To be reelected Outside Independent
7	Kozo Isshiki	Director	To be reelected Outside Independent
8	Noriko Morikawa	Director	To be reelected Outside Independent
9	Tetsuo Tsuneishi		To be newly elected Outside Independent

To be reelected: Candidate for Director to be reelected

To be reinstated: Candidate for Director to be reinstated

To be newly elected: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for Independent Director under the provisions of the stock exchange

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held												
1	Kohei Morikawa (June 6, 1957)  <span style="border: 1px solid black; padding: 2px;">To be reelected</span>	<p>Reason for nomination as a candidate for Director After taking charge of Chemicals section through many years, in 2017, he was appointed as President and CEO, and has been supervising and promoting business strategy of the whole Company since then. In addition, he has been promoting integration of the Company and Showa Denko Materials Co., Ltd. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. As Representative Director and Chairman of the Board, he has been promoting the effectiveness of the Board of Directors and strengthening of its supervisory function to enhance corporate value. Based on these, the Company judged that he is suitable for the position, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">April 1982</td> <td>Joined the Company</td> </tr> <tr> <td>January 2013</td> <td>Corporate Officer; General Manager, Electronic Chemicals Division</td> </tr> <tr> <td>January 2016</td> <td>Managing Corporate Officer; Chief Technology Officer (CTO)</td> </tr> <tr> <td>March 2016</td> <td>Director; Managing Corporate Officer; Chief Technology Officer (CTO)</td> </tr> <tr> <td>January 2017</td> <td>Representative Director; President and Chief Executive Officer (CEO)</td> </tr> <tr> <td>January 2022</td> <td>Representative Director; Chairman of the Board (incumbent) (up to the present)</td> </tr> </table> <p>Important Concurrent Post: None</p> <p>Term of office as Director: 7 years Number of attendances at the Board of Directors' meetings: 14/14</p>	April 1982	Joined the Company	January 2013	Corporate Officer; General Manager, Electronic Chemicals Division	January 2016	Managing Corporate Officer; Chief Technology Officer (CTO)	March 2016	Director; Managing Corporate Officer; Chief Technology Officer (CTO)	January 2017	Representative Director; President and Chief Executive Officer (CEO)	January 2022	Representative Director; Chairman of the Board (incumbent) (up to the present)	21,300 shares
April 1982	Joined the Company														
January 2013	Corporate Officer; General Manager, Electronic Chemicals Division														
January 2016	Managing Corporate Officer; Chief Technology Officer (CTO)														
March 2016	Director; Managing Corporate Officer; Chief Technology Officer (CTO)														
January 2017	Representative Director; President and Chief Executive Officer (CEO)														
January 2022	Representative Director; Chairman of the Board (incumbent) (up to the present)														

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																												
2	Hidehito Takahashi (July 21, 1962)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">To be reelected</div>	<p>Reason for nomination as a candidate for Director            He has proven track record as corporate executive in his previous jobs. After joining the Company, he took charge of corporate planning section. In 2020, he was appointed as the Chief Strategy Officer (CSO) of the Company, and promoted growth strategy of the Showa Denko Group since then. Furthermore, since January 2022, he has been supervising and promoting management strategy of the Showa Denko Group as Representative Director, President and Chief Executive Officer (CEO) of the Company. He also exercised leadership in integrating the Company with Showa Denko Materials Co., Ltd. (current Resonac Corporation).            He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director, and enough knowledge and business experience concerning each business of the Company, which are essential to realize Corporate Philosophy of the Showa Denko Group. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td style="vertical-align: top;">April 1986</td> <td>Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)</td> </tr> <tr> <td style="vertical-align: top;">February 2002</td> <td>General Manager, Business Development Department, GE Japan Holding Corporation</td> </tr> <tr> <td style="vertical-align: top;">October 2004</td> <td>Asia Pacific President, GE Sensing &amp; Inspection Technologies, GE Japan Holding Corporation</td> </tr> <tr> <td style="vertical-align: top;">October 2008</td> <td>President &amp; CEO, Silicones Business, Momentive Performance Materials Japan Inc.</td> </tr> <tr> <td style="vertical-align: top;">January 2013</td> <td>President &amp; CEO, GKN Driveline Japan plc</td> </tr> <tr> <td style="vertical-align: top;">October 2015</td> <td>Joined the Company</td> </tr> <tr> <td style="vertical-align: top;">January 2016</td> <td>Senior Corporate Fellow, Assistant to President Corporate Officer; General Manager, Corporate Strategy Department</td> </tr> <tr> <td style="vertical-align: top;">January 2017</td> <td>Managing Corporate Officer</td> </tr> <tr> <td style="vertical-align: top;">March 2017</td> <td>Director; Managing Corporate Officer</td> </tr> <tr> <td style="vertical-align: top;">July 2017</td> <td>Director; Managing Corporate Officer; General Manager, Carbon Division</td> </tr> <tr> <td style="vertical-align: top;">January 2020</td> <td>Director; Managing Corporate Officer; Chief Strategy Officer (CSO)</td> </tr> <tr> <td style="vertical-align: top;">March 2020</td> <td>Representative Director; Managing Corporate Officer, in charge of Carbon Division, Ceramics Division, Coating Materials Department, Yokohama Plant, Shiojiri Plant and Corporate Strategy Department; Chief Strategy Officer (CSO)</td> </tr> <tr> <td style="vertical-align: top;">June 2020</td> <td>Director, Showa Denko Materials Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">January 2022</td> <td>Representative Director; President and Chief Executive Officer (CEO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent) Representative Director, President and Chief Executive Officer (CEO), Showa Denko Materials Co., Ltd. (current Resonac Corporation) (incumbent) (up to the present)</td> </tr> </table>	April 1986	Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)	February 2002	General Manager, Business Development Department, GE Japan Holding Corporation	October 2004	Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation	October 2008	President & CEO, Silicones Business, Momentive Performance Materials Japan Inc.	January 2013	President & CEO, GKN Driveline Japan plc	October 2015	Joined the Company	January 2016	Senior Corporate Fellow, Assistant to President Corporate Officer; General Manager, Corporate Strategy Department	January 2017	Managing Corporate Officer	March 2017	Director; Managing Corporate Officer	July 2017	Director; Managing Corporate Officer; General Manager, Carbon Division	January 2020	Director; Managing Corporate Officer; Chief Strategy Officer (CSO)	March 2020	Representative Director; Managing Corporate Officer, in charge of Carbon Division, Ceramics Division, Coating Materials Department, Yokohama Plant, Shiojiri Plant and Corporate Strategy Department; Chief Strategy Officer (CSO)	June 2020	Director, Showa Denko Materials Co., Ltd.	January 2022	Representative Director; President and Chief Executive Officer (CEO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent) Representative Director, President and Chief Executive Officer (CEO), Showa Denko Materials Co., Ltd. (current Resonac Corporation) (incumbent) (up to the present)	11,300 shares
April 1986	Joined Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)																														
February 2002	General Manager, Business Development Department, GE Japan Holding Corporation																														
October 2004	Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation																														
October 2008	President & CEO, Silicones Business, Momentive Performance Materials Japan Inc.																														
January 2013	President & CEO, GKN Driveline Japan plc																														
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		<p>Important Concurrent Post: Representative Director, President and Chief Executive Officer (CEO), Resonac Corporation</p> <p>Term of office as Director: 6 years Number of attendances at the Board of Directors' meetings: 14/14</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																						
3	<p style="text-align: center;">Keiichi Kamiguchi (September 3, 1958)</p> <p style="border: 1px solid black; padding: 2px; display: inline-block;">To be reinstated</p>	<p><b>Reason for nomination as a candidate for Director</b> He took charge of corporate planning section through many years and drafted medium-term business plans through many years. From 2015, he took charge of two divisions of the Chemicals segment, and from 2017, he has been supervising and promoting measures to diminish business risks as CRO. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p><b>Personal history and positions at the Company</b></p> <table border="0"> <tr> <td style="padding-right: 20px;">April 1983</td> <td>Joined the Company</td> </tr> <tr> <td>September 2008</td> <td>General Manager, Corporate Strategy Office</td> </tr> <tr> <td>January 2011</td> <td>Corporate Officer; General Manager, Corporate Strategy Office</td> </tr> <tr> <td>January 2013</td> <td>Corporate Officer; General Manager, Corporate Strategy Department</td> </tr> <tr> <td>January 2015</td> <td>Corporate Officer</td> </tr> <tr> <td>January 2017</td> <td>Corporate Officer; Chief Risk Management Officer (CRO)</td> </tr> <tr> <td>March 2017</td> <td>Director; Corporate Officer; Chief Risk Management Officer (CRO)</td> </tr> <tr> <td>March 2020</td> <td>Corporate Officer; Chief Risk Management Officer (CRO)</td> </tr> <tr> <td>January 2021</td> <td>Managing Corporate Officer; Chief Risk Management Officer (CRO) (incumbent)</td> </tr> <tr> <td>January 2022</td> <td>Managing Corporate Officer; Chief Risk Management Officer (CRO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)</td> </tr> <tr> <td>January 2023</td> <td>Representative Director: Chief Risk Management Officer, Resonac Corporation (incumbent) (up to the present)</td> </tr> </table> <p><b>Important Concurrent Post:</b> Representative Director; Chief Risk Management Officer (CRO), Resonac Corporation</p> <p><b>Term of office as Director:</b> 3 years</p>	April 1983	Joined the Company	September 2008	General Manager, Corporate Strategy Office	January 2011	Corporate Officer; General Manager, Corporate Strategy Office	January 2013	Corporate Officer; General Manager, Corporate Strategy Department	January 2015	Corporate Officer	January 2017	Corporate Officer; Chief Risk Management Officer (CRO)	March 2017	Director; Corporate Officer; Chief Risk Management Officer (CRO)	March 2020	Corporate Officer; Chief Risk Management Officer (CRO)	January 2021	Managing Corporate Officer; Chief Risk Management Officer (CRO) (incumbent)	January 2022	Managing Corporate Officer; Chief Risk Management Officer (CRO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)	January 2023	Representative Director: Chief Risk Management Officer, Resonac Corporation (incumbent) (up to the present)	10,900 shares
April 1983	Joined the Company																								
September 2008	General Manager, Corporate Strategy Office																								
January 2011	Corporate Officer; General Manager, Corporate Strategy Office																								
January 2013	Corporate Officer; General Manager, Corporate Strategy Department																								
January 2015	Corporate Officer																								
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January 2023	Representative Director: Chief Risk Management Officer, Resonac Corporation (incumbent) (up to the present)																								



Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
4	<p data-bbox="300 1077 453 1205">Hideki Somemiya (February 14, 1968)</p> <p data-bbox="288 1234 464 1267" style="border: 1px solid black; display: inline-block;">To be reelected</p>	<p data-bbox="502 248 1066 275">Reason for nomination as a candidate for Director</p> <p data-bbox="523 282 1257 439">He has an excellent track record as financial officer of foreign affiliated investment banks and industrial companies. Thus, he has expert knowledge of corporate finance and accounting which is deemed necessary for realization of Corporate Philosophy of the Showa Denko Group.</p> <p data-bbox="523 445 1241 602">He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p data-bbox="502 633 1023 660">Personal history and positions at the Company</p> <p data-bbox="523 667 1230 757">April 1990      Joined Nomura Research Institute, Ltd., and assigned to Office for Research in Corporate Finance</p> <p data-bbox="523 763 1267 853">June 1997      Joined Nomura Securities Co., Ltd. Deputy Head Researcher, Institute for Financial Research</p> <p data-bbox="523 860 1241 920">May 1999      Joined Merrill Lynch Japan Securities Co., Ltd., and assigned to investment bank section</p> <p data-bbox="523 927 1267 1016">January 2007    General Manager, Telecommunication &amp; Media Technology Group, Merrill Lynch Japan Securities Co., Ltd.</p> <p data-bbox="523 1023 1225 1144">July 2009      Joined JPMorgan Securities Japan Co., Ltd., General Manager, Technology, Media &amp; Telecommunication Group, Investment Banking Headquarters</p> <p data-bbox="523 1151 1251 1240">July 2015      Joined Sony Corporation (current Sony Group Corporation), Vice President attached to CFO, Chief Financial Strategist</p> <p data-bbox="523 1247 1267 1308">May 2016      Temporarily transferred to Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1314 1241 1404">June 2016      General Manager, Corporate Strategy Headquarters, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1411 1246 1500">December 2016    General Manager, Planning &amp; Administration Headquarters (CFO), Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1507 1235 1568">June 2019      General Manager, System Solution Division, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1574 1187 1664">July 2020      Corporate Officer in charge of solution business, Sony Semiconductor Solutions Corporation</p> <p data-bbox="523 1671 1235 1760">March 2021      Officer Attached to CFO in charge of special assignment, Sony Corporation (current Sony Group Corporation)</p> <p data-bbox="523 1767 1177 1827">October 2021    Joined the Company, General Manager, Preparation Office for Group CFO</p> <p data-bbox="523 1834 1241 1895">January 2022    Managing Corporate Officer; Chief Financial Officer (CFO)</p> <p data-bbox="523 1901 1241 1991">January 2022    Managing Corporate Officer; Chief Financial Officer (CFO), Showa Denko Materials Co., Ltd. (current Resonac Corporation)</p> <p data-bbox="523 1998 1241 2087">March 2022      Director; Managing Corporate Officer; Chief Financial Officer (CFO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent)</p>	12,700 shares

		<p>January 2023     Director; Chief Financial Officer (CFO), Resonac Corporation (incumbent) (up to the present)</p> <p>Important Concurrent Post: Director; Chief Financial Officer (CFO), Resonac Corporation</p> <p>Term of office as Director: 1 year Number of attendances at the Board of Directors' meetings: 11/11</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
5	Tomomitsu Maoka (May 10, 1974)  <u>To be reelected</u>	<p>Reason for nomination as a candidate for Director He has an excellent track record as officer in charge of business operation at foreign affiliated industrial companies and an executive in charge of corporate planning and business in China at Japanese industrial companies. Thus, he has expert knowledge of corporate strategy planning and global corporate management, which is deemed necessary for realization of Corporate Philosophy of the Showa Denko Group. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <p>April 1999      Joined A.T. Kearney, Inc. April 2005      Joined Infineon Technologies Japan K.K., General Manager in charge of Strategy in Japan May 2009      General Manager, Industrial &amp; Chip Card Business Headquarters, Infineon Technologies Japan K.K. October 2010    General Manager, Industrial &amp; Multi Market Business Headquarters, Infineon Technologies Japan K.K. December 2011    Joined Lenovo Japan Corporation, Lenovo/NEC Project Director April 2012      Strategy Director, Lenovo Japan Corporation April 2013      Commercial Operations Director, Lenovo Japan Corporation December 2013    Joined Renesas Electronics Corporation, General Manager, Corporate Planning, Planning Headquarters December 2015    Corporate Officer; General Manager, Corporate Planning, Renesas Electronics Corporation February 2016    Corporate Officer; Deputy General Manager, Second Solution Business Headquarters, Renesas Electronics Corporation March 2017      Corporate Officer; China Business Headquarters, Renesas Electronics Corporation April 2019      Corporate Officer; Deputy General Manager, Production Headquarters, Renesas Electronics Corporation August 2019      Corporate Officer; Deputy General Manager, Automotive Solution Business Headquarters, Renesas Electronics Corporation October 2021      Joined the Company, General Manager, Preparation Office for Group CSO January 2022      Managing Corporate Officer; Chief Strategy Officer (CSO) January 2022      Managing Corporate Officer; Chief Strategy Officer (CSO), Showa Denko Materials Co., Ltd. (current Resonac Corporation) March 2022      Director; Managing Corporate Officer; Chief Strategy Officer (CSO), Showa Denko K.K. (current Resonac Holdings Corporation) (incumbent)</p>	10,500 shares

		<p>January 2023     Director; Chief Strategy Officer (CSO), Resonac Corporation (incumbent) (up to the present)</p> <p>Important Concurrent Post: Director; Chief Strategy Officer (CSO), Resonac Corporation</p> <p>Term of office as Director: 1 year Number of attendances at the Board of Directors' meetings: 11/11</p>	
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Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
6	<p style="text-align: center;">Kiyoshi Nishioka (March 10, 1952)</p> <p style="text-align: center;"><u>To be reelected</u></p> <p style="text-align: center;"><u>Outside</u></p> <p style="text-align: center;"><u>Independent</u></p>	<p>Reason for nomination as a candidate for Director After taking part in R&amp;D, manufacturing, and sales sections of Nippon Steel Corporation, he took charge of technology development programs of the whole company. Thus, he has rich expert knowledge and insight about R&amp;D. In addition, since his inauguration as Director in 2018, he has been providing us with valuable advice on the management and business execution of the Company, based on his rich experience as an academic researcher in technology management and industry-academia collaboration. As Outside Director, he has been supervising management of the Company based on his rich expertise about material manufacturer. We therefore judged he can appropriately fulfill his duties as Outside Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <p>April 1977      Joined Nippon Steel Corporation</p> <p>April 1997      Plant Manager, Thick Steel Plate Plant, Kimitsu Works, Nippon Steel Corporation (General Manager)</p> <p>April 2001      General Manager, Thick Steel Plate Sales Department, Head Office, Nippon Steel Corporation</p> <p>June 2005      Director; General Manager, Technology Development Planning Department, Technology Development Headquarters, Nippon Steel Corporation</p> <p>June 2006      Corporate Officer; General Manager, Technology Development Planning Department, Technology Development Headquarters, Nippon Steel Corporation</p> <p>June 2009      Counselor, Nippon Steel Corporation</p> <p>November 2012      Special Professor, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>April 2017      Adviser, Research Center for Advanced Science and Technology, The University of Tokyo (incumbent)</p> <p>April 2017      Visiting Professor, Ehime University (incumbent)</p> <p>March 2018      Outside Director, of the Company (incumbent)</p> <p>July 2019      Representative Director, VCRI Co., Ltd. (incumbent)</p> <p>May 2022      Adviser, Institute of Industrial Science, The University of Tokyo (incumbent) (up to the present)</p> <p>Important Concurrent Post: Representative Director, VCRI Co., Ltd.</p> <p>Term of office as Director: 5 years Number of attendances at the Board of Directors' meetings: 14/14</p>	0 share

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																		
7	<p>Kozo Isshiki (January 28, 1946)</p> <p>To be reelected</p> <p>Outside</p> <p>Independent</p>	<p>Reason for nomination as a candidate for Director He was engaged in the financial industry for many years, has rich experience in industrial finance, and has deep expertise especially in the chemical industry. In addition, since his inauguration as Director in 2019, he has been supervising overall management of the Company, showing deep understanding of the business of the Company, and providing us with valuable advice. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td>July 1969</td> <td>Joined Japan Development Bank (current Development Bank of Japan Inc.)</td> </tr> <tr> <td>April 1993</td> <td>General manager, General Affairs Department, Japan Development Bank</td> </tr> <tr> <td>May 1994</td> <td>Executive Secretary, Japan Development Bank</td> </tr> <tr> <td>June 1996</td> <td>General Manager, Industry &amp; Technology Department, Japan Development Bank</td> </tr> <tr> <td>May 1998</td> <td>General Manager, Human Resources Department, Japan Development Bank</td> </tr> <tr> <td>June 2001</td> <td>Executive Director, Development Bank of Japan, Inc.</td> </tr> <tr> <td>May 2005</td> <td>Chairman of the Board, Technology Alliance Investment, Ltd.</td> </tr> <tr> <td>June 2015</td> <td>Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)</td> </tr> <tr> <td>March 2019</td> <td>Outside Director, of the Company (incumbent) (up to the present)</td> </tr> </table> <p>Important Concurrent Post: None</p> <p>Term of office as Director: 4 years Number of attendances at the Board of Directors' meetings: 14/14</p>	July 1969	Joined Japan Development Bank (current Development Bank of Japan Inc.)	April 1993	General manager, General Affairs Department, Japan Development Bank	May 1994	Executive Secretary, Japan Development Bank	June 1996	General Manager, Industry & Technology Department, Japan Development Bank	May 1998	General Manager, Human Resources Department, Japan Development Bank	June 2001	Executive Director, Development Bank of Japan, Inc.	May 2005	Chairman of the Board, Technology Alliance Investment, Ltd.	June 2015	Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)	March 2019	Outside Director, of the Company (incumbent) (up to the present)	0 share
July 1969	Joined Japan Development Bank (current Development Bank of Japan Inc.)																				
April 1993	General manager, General Affairs Department, Japan Development Bank																				
May 1994	Executive Secretary, Japan Development Bank																				
June 1996	General Manager, Industry & Technology Department, Japan Development Bank																				
May 1998	General Manager, Human Resources Department, Japan Development Bank																				
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June 2015	Director, Medical System Network Co., Ltd. (Outside Director) (incumbent)																				
March 2019	Outside Director, of the Company (incumbent) (up to the present)																				

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
8	<p>Noriko Morikawa (October 18, 1958)</p> <p><u>To be reelected</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p>	<p><b>Reason for nomination as a candidate for Director</b> After services with a securities company and an accounting office, she managed companies in the information and communication industry and automotive parts industry as a manager or director in charge of accounting and finance. In addition, she now has a position as outside director of another company. Since her inauguration as Director in 2020, she has been providing us with valuable advice on the management of the Company, especially on the business execution of the Company's administrative sector. She has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged she can appropriately fulfill her duties as Director, and nominated her as a candidate for Director.</p> <p><b>Personal history and positions at the Company</b>  April 1981      Joined CHORI CO., LTD.  August 1988    Joined Daiwa Securities America Inc.  September 1991    Joined Arthur Andersen  March 1995      Joined Motorola Inc.  March 2005      Director, in charge of accounting and finance;  General Manager, Accounting and Finance  Headquarters in Japan, Motorola Inc.  June 2009      Joined Bosch Corporation  August 2010     Director; Vice President, in charge of  Administrative Headquarters, Bosch  Corporation  June 2018      Outside Director, CHORI CO, LTD.  March 2020     Outside Director, of the Company (incumbent)  June 2020      Outside Director, Mitsubishi Heavy Industries,  Ltd.  June 2021      Outside Director and Audit Committee  Member, Mitsubishi Heavy Industries, Ltd.  (incumbent) (up to the present)</p> <p><b>Important Concurrent Post:</b> None</p> <p><b>Term of office as Director:</b> 3 years  <b>Number of attendances at the Board of Directors' meetings:</b> 14/14</p>	0 share

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																		
9	<p>Tetsuo Tsuneishi (November 24, 1952)</p> <p>To be newly elected</p> <p>Outside</p> <p>Independent</p>	<p>Reason for nomination as a candidate for Director After services with a semiconductor production equipment company including a position in charge of overseas marketing, he led the company to prosperity. Thus, he has expertise and rich experience in global management and semiconductor business, which are necessary for the Resonac Group to realize its corporate philosophy. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. We therefore judged he can appropriately fulfill his duties as Director, and nominated him as a candidate for Director.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td>April 1976</td> <td>Joined Tokyo Electron Ltd.</td> </tr> <tr> <td>June 1987</td> <td>General Manager, KLA Department</td> </tr> <tr> <td>October 1990</td> <td>General Manager, SPE 3 Division</td> </tr> <tr> <td>April 1992</td> <td>General Manager, Overseas Marketing Headquarters</td> </tr> <tr> <td>June 1992</td> <td>Corporate Director</td> </tr> <tr> <td>June 1996</td> <td>Executive Managing Director</td> </tr> <tr> <td>June 2003</td> <td>Corporate Director; Senior Executive Vice President</td> </tr> <tr> <td>June 2013</td> <td>Corporate Director, Tokyo Electron Device Ltd. (incumbent)</td> </tr> <tr> <td>June 2015</td> <td>Corporate Director, Chairman of the Board of Directors, Tokyo Electron Ltd. (up to the present)</td> </tr> </table> <p>Important Concurrent Post: Corporate Director, Tokyo Electron Device Ltd.</p>	April 1976	Joined Tokyo Electron Ltd.	June 1987	General Manager, KLA Department	October 1990	General Manager, SPE 3 Division	April 1992	General Manager, Overseas Marketing Headquarters	June 1992	Corporate Director	June 1996	Executive Managing Director	June 2003	Corporate Director; Senior Executive Vice President	June 2013	Corporate Director, Tokyo Electron Device Ltd. (incumbent)	June 2015	Corporate Director, Chairman of the Board of Directors, Tokyo Electron Ltd. (up to the present)	0 share
April 1976	Joined Tokyo Electron Ltd.																				
June 1987	General Manager, KLA Department																				
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June 1992	Corporate Director																				
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June 2003	Corporate Director; Senior Executive Vice President																				
June 2013	Corporate Director, Tokyo Electron Device Ltd. (incumbent)																				
June 2015	Corporate Director, Chairman of the Board of Directors, Tokyo Electron Ltd. (up to the present)																				



- Notes:
1. None of the candidates for the Directors has any special interest in the Company.
  2. Mr. Tetsuo Tsuneishi is a candidate to be newly elected.
  3. Mr. Kiyoshi Nishioka, Mr. Kozo Isshiki, Ms. Noriko Morikawa and Mr. Tetsuo Tsuneishi are candidates for Outside Directors.
  4. Mr. Kiyoshi Nishioka, Mr. Kozo Isshiki and Ms. Noriko Morikawa will have served as Outside Directors of the Company for five (5) years, four (4) years and three (3) years respectively at the close of this ordinary general meeting of shareholders.
  5. Pursuant to the provisions of Articles of Incorporation, in case Mr. Kiyoshi Nishioka, Mr. Kozo Isshiki and Ms. Noriko Morikawa are reelected, the Company plans to extend the existing agreements with them limiting their liability for damages within a defined range. In addition, in case Mr. Tetsuo Tsuneishi is elected, the Company plans to conclude the same agreements with him. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
  6. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. The Company plans to include candidates for Directors in insureds if they are elected.
  7. Pursuant to relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Mr. Kiyoshi Nishioka, Mr. Kozo Isshiki and Ms. Noriko Morikawa have been appointed as the Company's independent directors who will not have conflicting interests with general shareholders. In addition, the Company plans to notify the TSE that Mr. Tetsuo Tsuneishi has been nominated as a candidate for the Company's independent director.
- VCRI Co., Ltd., in which Mr. Kiyoshi Nishioka has important concurrent post, and the Company do not have any special relationship.
- Though Mr. Kiyoshi Nishioka was an employee and an executive of Nippon Steel Corporation, the amount of annual business transactions between the Company and Nippon Steel Corporation is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Kiyoshi Nishioka will not have conflicting interests with general shareholders.
- Mr. Kozo Isshiki was an employee of Development Bank of Japan Inc. Though the Company has business relations with Development Bank of Japan Inc. including borrowing money from it, the percentage of money borrowed from Development Bank of Japan Inc. is less than 2% of the Company's total assets, and does not meet the condition to be recognized as major business acquaintance of the Company. In addition, 15 years have already passed since Mr. Isshiki's retirement from Development Bank of Japan Inc. We therefore judge Mr. Kozo Isshiki will not have conflicting interests with general shareholders.
- Though Ms. Noriko Morikawa was an employee and an executive of Bosch Corporation, the amount of annual business transactions between the Company and Bosch Corporation is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Ms. Noriko Morikawa will not have conflicting interests with general shareholders.
- Though Mr. Tetsuo Tsuneishi is an employee of Tokyo Electron Device Ltd., the amount of annual business transactions between the Company and Tokyo Electron Device Ltd. is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Tetsuo Tsuneishi will not have conflicting interests with general shareholders.
- Though Mr. Tetsuo Tsuneishi was an employee of Tokyo Electron Ltd., the amount of annual business transactions between the Company and Tokyo Electron Ltd. is less than 2% of the Company's net sales, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Tetsuo Tsuneishi will not have conflicting interests with general shareholders.

### Proposal No.3: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Toshiharu Kato is to expire at the close of this general meeting of shareholders. Therefore, the Company proposes election of one Audit & Supervisory Board Member as a successor to him.

As to this proposal, approval from the Audit & Supervisory Board has been obtained.

The candidate for Audit & Supervisory Board Member is as listed below:

Name	Current Position at the Company	Statuses
Toshiharu Kato	Standing Statutory Member of Audit & Supervisory Board	To be reelected

[Reference] Audit & Supervisory Board Members who continue to be incumbent

Name	Current Position at the Company	Statuses
Jun Tanaka	Standing Statutory Member of Audit & Supervisory Board	Incumbent
Kiyomi Saito	Audit & Supervisory Board Member	Incumbent Outside Independent
Masako Yajima	Audit & Supervisory Board Member	Incumbent Outside Independent
Yasuyuki Miyasaka	Audit & Supervisory Board Member	Incumbent Outside Independent

To be reelected: Candidate for Audit & Supervisory Board Member to be reelected

Incumbent: Audit & Supervisory Board Member who continues as incumbent

Outside: Outside Member of Audit & Supervisory Board

Independent: Independent Member of Audit & Supervisory Board under the provisions of the stock exchange

Name (Date of Birth)	Reason for nomination as a candidate for Audit & Supervisory Board Member, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held																		
<p>Toshiharu Kato (March 20, 1957)</p> <p>To be reelected</p>	<p>Reason for nomination as a candidate for Audit &amp; Supervisory Board Member</p> <p>He took charge of finance and accounting sections through many years. From 2017, as Chief Financial Officer (CFO) of the Group, he supervised and promoted financial and accounting strategies of the Group in order to strengthen the Group's financial standing. In addition, since his inauguration as Standing Statutory Member of Audit &amp; Supervisory Board in 2019, he has been appropriately and fairly auditing Directors' performance of their duties.</p> <p>He has capacity, knowledge, and experience rich enough to audit Directors' performance of their duties appropriately and fairly. Based on these, the Company judged he is suitable for Audit &amp; Supervisory Board Member, and nominated him as a candidate for Audit &amp; Supervisory Board Member.</p> <p>Personal history and positions at the Company</p> <table border="0"> <tr> <td>April 1981</td> <td>Joined Showa Aluminum Corporation (currently Showa Denko K.K.)</td> </tr> <tr> <td>August 2014</td> <td>General Manager, Finance &amp; Accounting Department, of the Company</td> </tr> <tr> <td>January 2016</td> <td>Corporate Officer; General Manager, Finance &amp; Accounting Department</td> </tr> <tr> <td>January 2017</td> <td>Corporate Officer; General Manager, Finance &amp; Accounting Department; Chief Financial Officer (CFO)</td> </tr> <tr> <td>March 2017</td> <td>Director; Corporate Officer; General Manager, Finance &amp; Accounting Department; Chief Financial Officer (CFO)</td> </tr> <tr> <td>January 2018</td> <td>Director; Corporate Officer, in charge of Finance &amp; Accounting and Information Systems departments; Chief Financial Officer (CFO)</td> </tr> <tr> <td>January 2019</td> <td>Director, Assistant to President</td> </tr> <tr> <td>March 2019</td> <td>Standing Statutory Member of Audit &amp; Supervisory Board (incumbent)</td> </tr> <tr> <td>January 2023</td> <td>Audit &amp; Supervisory Board Member, Resonac Corporation (incumbent) (up to the present)</td> </tr> </table> <p>Important Concurrent Post: Audit &amp; Supervisory Board Member, Resonac Corporation</p> <p>Term of office as Standing Statutory Member of Audit &amp; Supervisory Board: 4 years</p> <p>Number of attendances at the Audit &amp; Supervisory Board meetings: 13/13</p>	April 1981	Joined Showa Aluminum Corporation (currently Showa Denko K.K.)	August 2014	General Manager, Finance & Accounting Department, of the Company	January 2016	Corporate Officer; General Manager, Finance & Accounting Department	January 2017	Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO)	March 2017	Director; Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO)	January 2018	Director; Corporate Officer, in charge of Finance & Accounting and Information Systems departments; Chief Financial Officer (CFO)	January 2019	Director, Assistant to President	March 2019	Standing Statutory Member of Audit & Supervisory Board (incumbent)	January 2023	Audit & Supervisory Board Member, Resonac Corporation (incumbent) (up to the present)	<p>6,300 shares</p>
April 1981	Joined Showa Aluminum Corporation (currently Showa Denko K.K.)																			
August 2014	General Manager, Finance & Accounting Department, of the Company																			
January 2016	Corporate Officer; General Manager, Finance & Accounting Department																			
January 2017	Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO)																			
March 2017	Director; Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO)																			
January 2018	Director; Corporate Officer, in charge of Finance & Accounting and Information Systems departments; Chief Financial Officer (CFO)																			
January 2019	Director, Assistant to President																			
March 2019	Standing Statutory Member of Audit & Supervisory Board (incumbent)																			
January 2023	Audit & Supervisory Board Member, Resonac Corporation (incumbent) (up to the present)																			

- Notes: 1. Mr. Toshiharu Kato does not have any special interest in the Company.
2. Mr. Toshiharu Kato engaged in finance and accounting sections of the Company through many years, and from 2017, he served as CFO, who supervises finance and accounting sections of the Company. Thus, he has considerable knowledge about finance and accounting.
  3. The Company has a directors and officers liability insurance policy with an insurance company, which is stipulated in Article 430-3, Section 1 of the Companies Act, in order to complement liabilities of insureds caused by claims for damages and the cost of lawsuit when insureds are claimed for damages due to their actions taken to fulfill their functions as Directors or Audit & Supervisory Board Members. The Company plans to include Mr. Toshiharu Kato in insureds if he is reelected.

[Reference]

## Skill matrix

### Resonac's Corporate Philosophy

The Resonac Group has set its Purpose (the meaning of its existence) as “Change society through the power of chemistry,” and has also set four Values which the Group’s employees should consider important as “Passionate & Results-Driven,” “Agile & Flexible,” “Open Minds & Open Connections,” and “Solid Vision & Solid Integrity” The Group has defined combination of these Purpose and Values as the Group’s Corporate Philosophy. Under this Corporate Philosophy, the Group strives to solve social issues through its business activities.

### Medium- to long-term strategy to realize Corporate Philosophy








The Resonac Group has set its management strategy as the Long-term Vision, periodically updates this Long-term Vision, and executes business portfolio reform. The Group has classified its businesses into five segments, namely, Semiconductor and Electronic Materials, Mobility, Chemicals, Innovation Enabling Materials, and Others. The Group expects that the markets for the Semiconductor and Electronic Materials segment and the Mobility segment will grow further, the Chemicals segment will make profit stably, and the Innovation Enabling Materials segment will support technical development in all businesses of the Group. We shall realize sustainable growth of the Group by making each of these business segments fill its role and achieve its target EBITDA.

### Major issues to be discussed at the Board of Directors' meetings

To enhance the effectiveness of the Group’s Corporate Philosophy and medium- to long-term strategy based on the Corporate Philosophy, it will be necessary for the Board of Directors to have lively discussion and quick decision making about “the way to compete on the world stage,” “contribution to SDGs,” “well-disciplined business portfolio reform,” “innovation including technical synergy,” and “human-resource development.”

### Identification of skills necessary for Directors

On the basis of above discussion, we formulated a matrix that indicates expertise and experience of each Director and each Member of the Audit & Supervisory Board.

	Name	Inside/outside the company	Term of office (years)	 Global Business	 Innovation and Fusion of Technology	 ESG and Sustainability	 Portfolio Management	 Finance/Accounting	 Personnel Management/Development	 Legal/Risk Management
Director	Kohei Morikawa		7	●	●	●	●			●
	Hidehito Takahashi		6	●		●	●	●	●	●
	Keiichi Kamiguchi		3	●			●		●	●
	Hideki Somemiya		1	●		●	●	●		
	Tomomitsu Maoka		1	●	●	●	●			
	Kiyoshi Nishioka	Outside	5	●	●	●	●			
	Kozo Isshiki	Outside	4		●		●	●	●	
	Noriko Morikawa	Outside	3	●		●		●	●	
	Tetsuo Tsuneishi	Outside	-	●			●	●	●	
	Total			8	4	6	8	5	5	3
Audit & Supervisory Board Member	Toshiharu Kato		4	●		●		●		
	Jun Tanaka		3		●	●	●		●	
	Kiyomi Saito	Outside	11	●	●		●	●		
	Masako Yajima	Outside	3	●						●
	Yasuyuki Miyasaka	Outside	1	●				●		●
		Total			4	2	2	2	3	1