

[Translation: Please note that the following purports to be an accurate translation of excerpt contents of the original Japanese document, prepared for foreign shareholders solely as a reference material. In case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please also be advised that certain explanations for the domestic voting procedures are omitted or modified in this translation.]

## **SEKISUI CHEMICAL CO., LTD.**

Stock Exchange Code: 4204

June 2, 2021

To Our Shareholders:

### **NOTICE OF CONVOCATION OF THE 99TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

SEKISUI CHEMICAL CO., LTD. (the “Company”) hereby notifies you of that the 99th Annual General Meeting of Shareholders of the Company as follows.

In order to avoid the risk of novel coronavirus infections at the meeting, we strongly recommend that shareholders exercise their voting rights by mail or via the Internet instead of attending the meeting in person. Please exercise your voting rights by mail or via the Internet after studying the Reference Document Concerning the General Meeting of Shareholders before 5:30 p.m. on June 22, 2021 (Tuesday, JST).

Yours very truly,

By: **KEITA KATO**  
President and Representative Director  
**SEKISUI CHEMICAL CO., LTD.**  
4-4 Nishitemma 2-Chome,  
Kita-ku, Osaka 530-8565

## PARTICULARS

**1. Date and Time of the Meeting:** 10:00 a.m. on June 23, 2021 (Wednesday, JST)

**2. Place of the Meeting:** Manyo no Ma Room  
3rd Floor  
ANA Crowne Plaza Osaka Hotel  
1-3-1 Dojimahama, Kita-ku, Osaka

**3. Agenda of the Meeting:**

**Matters for Reporting:**

Report on the Business Report, the Consolidated Accounting Documents, the Non-Consolidated Accounting Documents and the report on the Results of the Audits of Consolidated Accounting Documents by the Accounting Auditor and the Audit & Supervisory Board for the 99th Business Term (from April 1, 2020 to March 31, 2021).

**Matters for Resolution:**

<b>First Item of Business:</b>	<b>Appropriation of Surplus</b>
<b>Second Item of Business:</b>	<b>Election of Ten (10) Directors</b>
<b>Third Item of Business:</b>	<b>Election of One (1) Audit &amp; Supervisory Board Member</b>

- End -

For those attending, please present Voting Rights Exercise Form (not enclosed in this translation) at the reception desk on arrival at the Meeting. For saving natural resources, please take this notice of convocation with you to the Meeting.

(For Reference Only)

REGISTERED SHAREHOLDERS IN JAPAN may exercise voting rights by means of either of the following:

[In case of exercising voting rights via mail]

Please indicate on the Voting Right Exercise Form enclosed herewith your approval or disapproval of each of the items listed thereon and return the form to the Company before 5:30 p.m. on June 22, 2021 (Tuesday, JST).

[In case of exercising voting rights via the Internet, etc.]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), indicate your approval or disapproval of each of the items by following the guidance on the display after entering the “log-in ID” and “password” shown on the enclosed Voting Right Exercise Form.

The Company cordially requests the shareholders who exercise voting rights via the Internet, etc. to understand the Guidance for the Exercise of Voting Rights via the Internet, etc. below. (omitted)

## Reference Documents Concerning the General Meeting of Shareholders (Items and Matters for Reference)

### First Item of Business

### Appropriation of Surplus

One of the Company's primary policies in the management is to increase the corporate value, with an emphasis on returning the Company's profits to the shareholders proactively. In connection with returning the Company's profits to the shareholders, the Company's basic policy is to have the consolidated payout ratio of at least 35% of the consolidated net income and the total return ratio of at least 50% (when the debt to equity (D/E) ratio is 0.5 or less), to ensure the Dividend-On-Equity (DOE) ratio of at least 3%, and to implement its stable dividend policy depending upon the business results .

Based on its capital policy and the basic policy regarding dividends from surplus as described above, the Company proposes that the year-end dividend for the business term under review be ¥24 per share.

The annual dividend for the business term under review is ¥47 per share, together with the interim dividend of ¥23 per share that was paid in December 2020, and a ¥1 increase per share from the previous business term.

#### Matters Concerning the Year-End Dividend

**1. Type of Dividend Assets:**

Cash

**2. Matters Concerning Distribution of Dividend Assets and the Aggregate Amount:**

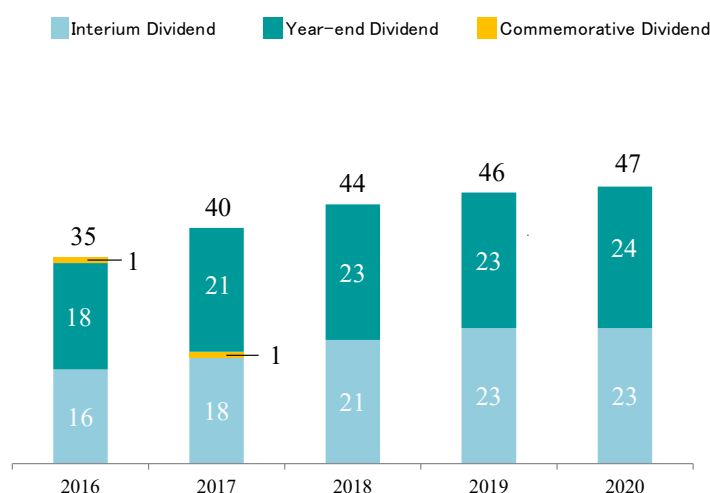
¥24 per share of common stock of the Company

Aggregate amount of dividends: ¥10,801,709,424

**3. The Date When Dividend of Retained Earnings Takes Effect:**

June 24, 2021

**Changes in the Dividends Per Share** (Unit: ¥)



The terms of offices of all the ten (10) Directors will expire at the closing of this Annual General Meeting of Shareholders. Therefore the Company proposes that the following ten (10) Directors be newly elected. The following candidates for Directors have been determined by the Board of Directors based on the recommendations of the Nomination and Remuneration Advisory Committee, which consists of a majority of Independent Outside Officers and is chaired by an Independent Outside Officer.

Three (3) candidates out of ten (10) are candidates for Outside Directors. All of the three (3) candidates have expertise in each domain and international mindset, including abundant experience and past achievements as management executives. Therefore, the Company has judged that they would be able to duly fulfill their duties as Outside Directors including provision of advice with respect to the business management of the Company and supervision of business execution, etc. The three (3) candidates for Outside Directors meet the conditions of the Company's "Criteria for Independence of Outside Board Members" (refer to Page 15) and the conditions of Independent Directors stipulated by Tokyo Stock Exchange, Inc.

The candidates are as follows.

Candidate Number	Name	Current Position and Duty at the Company		Number of Years (At the closing of this Annual General Meeting of Shareholders)	
1	Teiji Koge	Chairman of the Board and Representative Director	Renominated	16 years	
2	Keita Kato	President and Representative Director Chief Executive Officer	Renominated	7 years	
3	Yoshiyuki Hirai	Director Senior Managing Executive Officer	Renominated	6 years	
4	Toshiyuki Kamiyoshi	Director Senior Managing Executive Officer	Renominated	2 years	
5	Futoshi Kamiwaki	Director Senior Managing Executive Officer	Renominated	1 year	
6	Ikusuke Shimizu	Director Senior Managing Executive Officer	Renominated	2 years	
7	Kazuya Murakami	Executive Officer	Newly Nominated	-	
8	Yutaka Kase	Outside Director	Candidate for Independent Outside Director	Renominated	5 years
9	Hiroshi Oeda	Outside Director	Candidate for Independent Outside Director	Renominated	3 years
10	Yoko Ishikura	Outside Director	Candidate for Independent Outside Director	Female Renominated	2 years



■ **Number of Shares of the Company Owned**  
130,641 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
17 out of 17 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

Apr. 1976:	Joined the Company
Jun. 2005:	Director of the Company President of Nagoya Sekisui Heim Co., Ltd.
Oct. 2005:	Director of the Company Head of President's Office of Housing Company
Apr. 2006:	Director of the Company Head of Planning & Control Department of Housing Company
Apr. 2007:	Director of the Company Head of Housing Division and Planning & Control Department of Housing Company
Jul. 2007:	Director of the Company Responsible for Sales Department, Head of Housing Division of Housing Company
Feb. 2008:	Director of the Company President of Housing Company Responsible for Sales Department, Head of Housing Division
Apr. 2008:	Director of the Company Managing Executive Officer of the Company President of Housing Company
Apr. 2009:	Director of the Company Senior Managing Executive Officer of the Company President of Housing Company
Mar. 2014:	Director of the Company Senior Managing Executive Officer of the Company Head of CSR Department Head of Corporate Communication Department
Mar. 2015:	President and Representative Director of the Company Chief Executive Officer of the Company
Mar. 2020:	Chairman of the Board and Representative Director of the Company [incumbent]

### Reasons for Nomination of the Candidate for Director

Since Mr. Teiji Koge was appointed as President and Representative Director in 2015, he has served as the driving force of the Group by implementing his strong leadership in demonstrating the new long-term vision which aims for ESG management and doubling of the business scale, with the aim of *maintaining Sekisui Chemical Group's strong corporate presence for 100 years* premised on the Group's management principles. Furthermore, since June 2018, he has presided over Board of Directors meetings, encouraged constructive discussions on management strategies by increasing the involvement of Outside Directors, executed governance reform, and endeavored to ensure the effectiveness of the Board of Directors. Since he was appointed as Chairman of the Board and Representative Director in March 2020, he has been properly supervising the Company's management as Inside Director who is not concurrently responsible for business execution. Therefore, the Company has judged that he is expected to further contribute to the establishment of the basic management policy and the proper supervision of management by the Board of Directors of the Company and thus renominated him as a candidate for Director.



### Career Summary, Position and Duty

■ **Number of Shares of the Company Owned**  
86,993 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
17 out of 17 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

Apr. 1980: Joined the Company  
Apr. 2008: Executive Officer of the Company  
Head of Interlayer Film Division of High Performance Plastics Company  
Jul. 2011: Executive Officer of the Company  
Head of New Business Promotion Division of High Performance Plastics Company  
Mar. 2013: Executive Officer of the Company  
Head of New Business Promotion Division and Head of Research & Development Institute of High Performance Plastics Company  
Oct. 2013: Executive Officer of the Company  
Head of Research & Development Institute of High Performance Plastics Company  
Mar. 2014: Managing Executive Officer of the Company  
President of High Performance Plastics Company  
Jun. 2014: Director of the Company  
Managing Executive Officer of the Company  
President of High Performance Plastics Company  
Apr. 2015: Director of the Company  
Senior Managing Executive Officer of the Company  
President of High Performance Plastics Company  
Jan. 2019: Representative Director of the Company  
Senior Managing Executive Officer of the Company  
Head of Business Strategy Department  
Apr. 2019: Representative Director of the Company  
Senior Managing Executive Officer of the Company  
Responsible for ESG Management Department  
Head of Business Strategy Department  
Jul. 2019: Representative Director of the Company  
Senior Managing Executive Officer of the Company  
Responsible for ESG Management Department  
Head of Business Strategy Department  
Head of New Business Development Department  
Jan. 2020: Representative Director of the Company  
Senior Managing Executive Officer of the Company  
Responsible for ESG Management Department  
Head of Business Strategy Department  
Mar. 2020: President and Representative Director of the Company  
Chief Executive Officer of the Company [incumbent]

### Reasons for Nomination of the Candidate for Director

Since Mr. Keita Kato was appointed as Director in 2014, he has implemented his leadership and made significant achievements as President of High Performance Plastics Company. Additionally, as Head of Business Strategy Department since January 2019, he has overseen Sekisui Chemical Group's management in general as well as administrative supervision functions of overseas businesses and properly supervising business execution from a global perspective. Since he was appointed as President and Representative Director in March 2020, he has been engaged in formulation/deliberation and supervision of management strategies, etc. in the Board of Directors while also promoting the long-term vision which aims for ESG management and doubling of the business scale. Therefore, the Company has judged that he would be qualified as Chief Executive Officer of the Company and thus renominated him as a candidate for Director.



■ **Number of Shares of the Company Owned**  
44,568 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
17 out of 17 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

Apr. 1985: Joined the Company  
Apr. 2014: Executive Officer of the Company  
Head of Foam Division of High Performance Plastics Company  
Apr. 2015: Executive Officer of the Company  
Responsible for CSR Promotion Department  
Head of Business Strategy Department  
Jun. 2015: Director of the Company  
Executive Officer of the Company  
Responsible for CSR Promotion Department  
Head of Business Strategy Department  
Apr. 2017: Director of the Company  
Managing Executive Officer of the Company  
Responsible for Corporate Finance & Accounting Department  
Head of Business Strategy Department  
Apr. 2018: Director of the Company  
Managing Executive Officer of the Company  
Head of Business Strategy Department  
Jan. 2019: Director of the Company  
Managing Executive Officer of the Company  
President of Urban Infrastructure & Environmental Products Company  
Apr. 2020: Director of the Company  
Senior Managing Executive Officer of the Company  
President of Urban Infrastructure & Environmental Products Company  
[incumbent]

### Reasons for Nomination of the Candidate for Director

Since Mr. Yoshiyuki Hirai was appointed as Director in 2015, he has made such achievements as strengthening the foundation of global management structure and promoting constructive engagement with shareholders as Head of Business Strategy Department by leveraging the knowledge fostered through his abundant experience so far. As President of Urban Infrastructure & Environmental Products Company since January 2019, he has been performing his duties by applying his deep insight. He is also highly knowledgeable of the stakeholders' expectations and issues surrounding the Sekisui Chemical Group and has been performing his duties by applying his advanced management capabilities. Therefore, the Company has judged that he would be able to contribute to further enhancing the corporate value of the Sekisui Chemical Group and thus renominated him as a candidate for Director.



■ **Number of Shares of the Company Owned**  
62,926 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
17 out of 17 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

Apr. 1983: Joined the Company  
Apr. 2013: Executive Officer of the Company  
President of SEKISUI HEIM TOHOKU CO., LTD.  
Jan. 2014: Executive Officer of the Company  
Head of Sales Management Division of Housing Company  
Jan. 2015: Executive Officer of the Company  
President of TOKYO SEKISUIHEIM CO., LTD.  
Jan. 2018: Executive Officer of the Company  
Head of Housing Sales Management Division, Head of Housing Renovation Sales Management Division  
Head of Administrative Management & Control Department of Housing Company  
Mar. 2018: Executive Officer of the Company  
Head of Housing Sales Management Division of Housing Company  
Apr. 2018: Managing Executive Officer of the Company  
Head of Housing Sales Management Division of Housing Company  
Jan. 2019: Managing Executive Officer of the Company  
President of Housing Company  
Head of Housing Sales Management Division and Head of Town and Community Development Department of Housing Company  
Jun. 2019: Director of the Company  
Managing Executive Officer of the Company  
President of Housing Company  
Head of Housing Sales Management Division and Head of Town and Community Development Department of Housing Company  
Jan. 2020: Director of the Company  
Managing Executive Officer of the Company  
President of Housing Company  
Apr. 2020: Director of the Company  
Senior Managing Executive Officer of the Company  
President of Housing Company [incumbent]

### Reasons for Nomination of the Candidate for Director

Mr. Toshiyuki Kamiyoshi has been engaged in the operations of the Housing Company for many years and has extensive management experience, including serving as President of SEKISUI HEIM TOHOKU CO., LTD., President of TOKYO SEKISUIHEIM CO., LTD. and Head of Housing Sales Management Division of Housing Company. Since he was appointed as President of Housing Company in January 2019, he has been performing his duties at Board of Directors Meetings by applying his deep insight and advanced management capabilities by leveraging the broad experience he has gained to date. Therefore, the Company has judged that he has high capabilities necessary for further enhancing the corporate value of the Sekisui Chemical Group and thus renominated him as a candidate for Director.





■ **Number of Shares of the Company Owned**  
79,916 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
13 out of 13 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

- Apr. 1983: Joined the Company
- Apr. 2011: Executive Officer of the Company  
Head of Planning & Control Department of Housing Company
- Oct. 2012: Executive Officer of the Company  
Responsible for Public Relations & External Relations Department  
Head of Planning & Control Department of Housing Company
- Jan. 2013: Executive Officer of the Company  
Head of Housing Product Research & Development Department of Housing Company
- Jan. 2014: Executive Officer of the Company  
Head of Product Research & Development Department of Housing Company
- Apr. 2017: Managing Executive Officer of the Company  
Head of Product Research & Development Department of Housing Company
- Mar. 2018: Managing Executive Officer of the Company  
Head of Housing Renovation Sales Management Division  
Head of Administrative Management & Control Department of Housing Company
- Mar. 2019: Managing Executive Officer of the Company  
Head of Administrative Management & Control Department of Housing Company
- Jan. 2020: Managing Executive Officer of the Company  
Head of New Business Development Department
- Mar. 2020: Managing Executive Officer of the Company  
Responsible for ESG Management Department and New Business Development Department  
Head of Business Strategy Department
- Apr. 2020: Senior Managing Executive Officer of the Company  
Responsible for ESG Management Department, Digital Transformation Department, and New Business Development Department  
Head of Business Strategy Department
- Jun. 2020: Director of the Company  
Senior Managing Executive Officer of the Company  
Responsible for ESG Management Department, Digital Transformation Department, and New Business Development Department  
Head of Business Strategy Department [incumbent]

### Reasons for Nomination of the Candidate for Director

Mr. Futoshi Kamiwaki has been engaged in the operations of product development, sales management, and administrative management and control as Head of Product Research & Development Department, Head of Housing Renovation Sales Management Division, and Head of Administrative Management & Control Department of the Housing Company, and has abundant experience in strategy planning and management. Leveraging the aforementioned experience, since he was appointed as Head of New Business Development Department within the corporate organization in January 2020 and Head of Business Strategy Department in March 2020, he has been performing his duties by applying his deep insight and advanced management capabilities by leveraging the broad experience he has gained to date, having been appointed as Director in 2020. Therefore, the Company has judged that he has high capabilities necessary for enhancing the corporate value of the Sekisui Chemical Group especially in the area of ESG management promotion and digital transformation and thus renominated him as a candidate for Director.



■ **Number of Shares of the Company Owned**  
49,986 shares

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
17 out of 17 Board of Directors meetings  
(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

- Apr. 1987: Joined the Company
- Apr. 2015: Executive Officer of the Company  
Head of Foam Division of High Performance Plastics Company
- Apr. 2016: Executive Officer of the Company  
Responsible for Automobiles & Transportation field  
Head of Foam Division of High Performance Plastics Company
- Apr. 2018: Executive Officer of the Company  
Responsible for Electronic Device Materials field  
Head of Foam Division of High Performance Plastics Company
- Jan. 2019: Managing Executive Officer of the Company  
President of High Performance Plastics Company  
Responsible for Electronic Device Materials field of High Performance Plastics Company  
Director of Sekisui Fuller Company Ltd. [incumbent]
- Apr. 2019: Managing Executive Officer of the Company  
President of High Performance Plastics Company
- Jun. 2019: Director of the Company  
Managing Executive Officer of the Company  
President of High Performance Plastics Company
- Apr. 2021: Director of the Company  
Senior Managing Executive Officer of the Company  
President of High Performance Plastics Company [incumbent]

### Important Position of Other Organizations Concurrently Assumed

Director of Sekisui Fuller Company Ltd.

### Reasons for Nomination of the Candidate for Director

Mr. Ikusuke Shimizu is highly knowledgeable of the High Performance Plastics Company's strategic fields including the overseas segment, having served as Head of Foam Division, Responsible for Automobiles & Transportation field, Responsible for Electronic Device Materials field of High Performance Plastics Company as well as President of SEKISUI TA INDUSTRIES, LLC, etc. Since he was appointed as President of High Performance Plastics Company in January 2019, he has been performing his duties by applying his deep insight and advanced management capabilities by leveraging the broad experience he has gained to date, having been appointed as Director in 2019. Therefore, the Company has judged that he has high capabilities necessary for further enhancing the corporate value of the Sekisui Chemical Group especially from global business perspective and thus renominated him as a candidate for Director.



■ **Number of Shares of the Company Owned**  
11,405 shares

### Career Summary, Position and Duty

Apr. 1989: Joined the Company  
 Mar. 2014: Head of Human Resources Development Division of High Performance Plastics Company  
 Apr. 2020: Executive Officer of the Company  
 Head of Human Resources Development Division of High Performance Plastics Company  
 Oct. 2020: Executive Officer of the Company  
 Head of Human Resources Department [incumbent]

### Reasons for Nomination of the Candidate for Director

Mr. Kazuya Murakami has been engaged in back-office operations mainly at the human resources department, including serving as Head of Human Resources Development Division of High Performance Plastics Company, and has abundant experience in global policy enforcement and management. Leveraging the aforementioned experience, since his appointment as Head of Human Resources Department in October 2020, Mr. Murakami has exercised his strong leadership in the personnel system reform and in the promotion of diversity management, as well as working to create the Company's organizational culture and to improve employees' engagement. Mr. Murakami has performed his duties by applying his deep insight and advanced management capabilities by leveraging the experience he has gained to date. Therefore, the Company has judged that he has high capabilities necessary for enhancing the corporate value of the Sekisui Chemical Group and thus nominated him as a candidate for Director.



■ **Number of Shares of the Company Owned**

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■ **Number of Years in Office of the Company**

5 years (At the closing of this Annual General Meeting of Shareholders)

■ **Number of Attendance of the Board of Directors Meetings of the Company**

17 out of 17 Board of Directors meetings

(Attendance rate: 100%)

(The business term under review)

### Career Summary, Position and Duty

May 1970: Joined Nissho Iwai Corporation  
 Jun. 2001: Executive Officer of Nissho Iwai Corporation  
 Apr. 2003: Director and Managing Executive Officer of Nissho Iwai Corporation  
 Apr. 2004: Representative Director and Senior Managing Executive Officer of Former Sojitz Corporation  
 Aug. 2004: Representative Director and Executive Vice President of Former Sojitz Corporation  
 Oct. 2005: Representative Director and Executive Vice President of Sojitz Corporation  
 Apr. 2007: President & CEO of Sojitz Corporation  
 Apr. 2012: Representative Director and Chairman of Sojitz Corporation  
 Jun. 2013: Outside Director of Director of Astellas Pharma Inc. [resigned in 2017]  
 Mar. 2016: Outside Director of JAC Recruitment Co., Ltd. [incumbent]  
 Jun. 2016: Director of the Company [incumbent]  
 Jun. 2017: Senior Advisor of Sojitz Corporation  
 Jun. 2018: Advisor of Sojitz Corporation [incumbent]

### Important Position of Other Organizations Concurrently Assumed

Advisor of Sojitz Corporation  
 Outside Director of JAC Recruitment Co., Ltd.

### Reasons for Nomination of the Candidate for Outside Director and Duties Expected to Be Performed

Since his appointment as Outside Director in June 2016, Mr. Yutaka Kase has provided advice with respect to the business management of the Company and has appropriately supervised business execution at Board of Directors meetings. The Company has judged that Mr. Kase would be able to continue to contribute to further enhancing the corporate value of the Sekisui Chemical Group through providing advice with respect to the business management of the Company and appropriately supervising business execution at Board of Directors meetings, by leveraging his abundant experience and past achievements in global corporate management and business strategy fostered through his position as a corporate manager of a general trading company. The Company has thus renominated Mr. Kase as a candidate for Outside Director.

### Independence of the Candidate for Outside Director

The Company has no business transactions with JAC Recruitment Co., Ltd., where Mr. Yutaka Kase concurrently holds a position. Besides, the Company has business transactions with Sojitz Corporation where he concurrently holds a position. However, the ratio of the transaction value to the net sales of Sojitz Corporation and the Company for the business year last closed was less than 1% for each of both parties. As the "Criteria for Independence of Outside Board Members" of the Company and the criteria for independent directors/auditors prescribed by the Tokyo Stock Exchange have been met, his independence as Outside Director is deemed to be sufficiently secured.

### Limiting Liability Agreement

So that Directors (excluding Executive Directors) may fully fulfil their expected roles, the Company has entered into an agreement with Mr. Kase limiting his liabilities to compensate, under Paragraph 1 of Article 423 of the Companies Act, under which his liabilities for compensations is limited to the minimum limited liability amount provided in the laws and ordinances. Furthermore, in the event that Mr. Kase is approved, the Company will continue the limiting liability agreement with him.

Candidate for Independent Outside Director

**Career Summary, Position and Duty**

Candidate for Independent Outside Director

Apr. 1980: Joined Nisshin Flour Milling Inc. (currently Nisshin Seifun Group Inc.)  
 Jun. 2008: Executive Officer of Nisshin Seifun Group Inc.  
 Jun. 2009: Director of Nisshin Seifun Group Inc.  
 Apr. 2011: Director and President of Nisshin Seifun Group Inc.  
 Apr. 2017: Director and Executive Advisor of Nisshin Seifun Group Inc.  
 Jun. 2017: Special Advisor of Nisshin Seifun Group Inc. [incumbent]  
 President of Seifun Kaikan Inc. [incumbent]  
 Mar. 2018: Outside Director of EBARA CORPORATION [incumbent]  
 Jun. 2018: Outside Director of the Company [incumbent]  
 Jun. 2019: President of Hitotsubashi University Koenkai [incumbent]

■ **Number of Shares of the Company Owned**  
 7,000 shares

■ **Number of Years in Office of the Company**  
 3 years (At the closing of this Annual General Meeting of Shareholders)

■ **Number of Attendance of the Board of Directors Meetings of the Company**  
 17 out of 17 Board of Directors meetings  
 (Attendance rate: 100%)

(The business term under review)

**Important Position of Other Organizations Concurrently Assumed**

Special Advisor of Nisshin Seifun Group Inc.  
 Outside Director of EBARA CORPORATION  
 President of Seifun Kaikan Inc.  
 President of Hitotsubashi University Koenkai

**Reasons for Nomination of the Candidate for Outside Director and Duties Expected to Be Performed**

Since his appointment as Outside Director in June 2018, Mr. Hiroshi Oeda has provided advice with respect to the business management of the Company and has appropriately supervised business execution at Board of Directors meetings. The Company has judged that Mr. Oeda would be able to continue to contribute to further enhancing the corporate value of the Sekisui Chemical Group through providing advice with respect to the business management of the Company and appropriately supervising business execution at Board of Directors meetings, by leveraging his broad experience and skill in global corporate management, business strategy, execution of overseas M&A, etc. gained from serving as a management executive of the largest milling company in Japan. The Company has thus renominated Mr. Oeda as a candidate for Outside Director.

**Independence of the Candidate for Outside Director**

The Company has no business relationship with Seifun Kaikan Inc., and Hitotsubashi University Koenkai where Mr. Hiroshi Oeda concurrently holds a position. While the Company has business transactions with Nisshin Seifun Group Inc. and EBARA CORPORATION. However, the ratio of the transaction value to the net sales of Nisshin Seifun Group Inc. and the Company for the business year last closed was less than 1% for each of both parties; likewise, said ratio of EBARA CORPORATION and the Company for the business year last closed was less than 1% for each of both parties. As the "Criteria for Independence of Outside Board Members" of the Company and the criteria for independent directors/auditors prescribed by the Tokyo Stock Exchange have been met, his independence as Outside Director is deemed to be sufficiently secured.

**Limiting Liability Agreement**

So that Directors (excluding Executive Directors) may fully fulfil their expected roles, the Company has entered into an agreement with Mr. Oeda limiting his liabilities to compensate, under Paragraph 1 of Article 423 of the Companies Act, under which his liabilities for compensations is limited to the minimum limited liability amount provided in the laws and ordinances. Furthermore, in the event that Mr. Oeda is approved, the Company will continue the limiting liability agreement with him.



### Career Summary, Position and Duty

Candidate for Independent Outside Director

■ **Number of Shares of the Company Owned**

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■ **Number of Years in Office of the Company**

2 years (At the closing of this Annual General Meeting of Shareholders)

■ **Number of Attendance of the Board of Directors Meetings of the Company**

17 out of 17 Board of Directors meetings

(Attendance rate: 100%)

(The business term under review)

Jul. 1985:	Manager of Japanese branch of McKinsey & Company, Inc. [retired in 1992]
Apr. 1992:	Professor of School of International Politics, Economics & Communication of Aoyama Gakuin University [resigned in 2000]
Apr. 2000:	Professor of School of International Corporate Strategy of Hitotsubashi University Business School [resigned in 2011]
Apr. 2004:	Outside Director of Japan Post (part-time) [resigned in 2007]
Oct. 2005:	Vice President of Science Council of Japan [resigned in 2006]
Jun. 2006:	Outside Director of Mitsui O.S.K. Lines, Ltd. [resigned in 2010]
Jun. 2010:	Outside Director of NISSIN FOODS HOLDINGS CO., LTD. [resigned in 2019]
	Outside Director of FUJITSU LIMITED [resigned in 2013]
Apr. 2011:	Professor of Keio University Graduate School of Media Design [resigned in 2014]
Apr. 2012:	Professor Emeritus of Hitotsubashi University [incumbent]
Jun. 2012:	Outside Director of LIFENET INSURANCE COMPANY [resigned in 2016]
Jun. 2014:	Outside Director of Sojitz Corporation [resigned in 2018]
Jun. 2015:	Outside Director of Shiseido Company, Limited [incumbent]
Jun. 2019:	Outside Director of the Company [incumbent]
May 2020:	Outside Director of TSI HOLDINGS CO., LTD. [scheduled to resign in May 2021]

### Important Position of Other Organizations Concurrently Assumed

Outside Director of Shiseido Company, Limited

### Reasons for Nomination of the Candidate for Outside Director and Duties Expected to Be Performed

Since her appointment as Outside Director in June 2019, Ms. Yoko Ishikura has provided advice with respect to the business management of the Company and has appropriately supervised business execution at Board of Directors meetings. The Company has judged that Ms. Ishikura would be able to continue to contribute to further enhancing the corporate value of the Sekisui Chemical Group through providing advice with respect to the business management of the Company and appropriately supervising business execution at Board of Directors meetings, by leveraging her advanced academic expertise in international politics/economics and international corporate strategy and her deep knowledge in corporate management gained through her experience as outside director at multiple group companies, as well as her actual active involvement in diversity management and promotion of greater participation of women, which are areas being addressed by the Sekisui Chemical Group. The Company has thus renominated Ms. Ishikura as a candidate for Outside Director.

### Independence of the Candidate for Outside Director

The Company has no business relationship with Shiseido Company, Limited, and TSI HOLDINGS CO., LTD. where Ms. Yoko Ishikura concurrently holds a position. As the "Criteria for Independence of Outside Board Members" of the Company and the criteria for independent directors/auditors prescribed by the Tokyo Stock Exchange have been met, her independence as Outside Director is deemed to be sufficiently secured.

### Limiting Liability Agreement

So that Directors (excluding Executive Directors) may fully fulfil their expected roles, the Company has entered into an agreement with Ms. Ishikura limiting her liabilities to compensate, under Paragraph 1 of Article 423 of the Companies Act, under which her liabilities for compensations is limited to the minimum limited liability amount provided in the laws and ordinances. Furthermore, in the event that Ms. Ishikura is approved, the Company will continue the limiting liability agreement with her.

(Note) Each of the candidates has no interest with the Company.

## <Criteria for Independence of Outside Board Members>

The Company has established the following “Criteria for Independence of Outside Board Members” and the Company has nominated a candidate satisfying all of the criteria.

### Criteria for Independence of Outside Board Members

- 1) The candidate has never been an executive director or any other employee of the Company or any of the companies within the Group.
- 2) The candidate is not receiving compensation more than 10 million yen per year from the Group other than the compensation as an officer.
- 3) The candidate and the main company of the candidate<sup>1</sup> is not a major shareholder<sup>2</sup> of the Company.
- 4) The business of the main company of the candidate does not compete with the main business(es) of the Company<sup>3</sup>.
- 5) The main company of the candidate is not a major business partner<sup>4</sup> of the Company.
- 6) The main company of the candidate is not a major lender of the Company.
- 7) The candidate has never worked for an accounting auditor of the Company for the period of five years immediately preceding the scheduled date of assumption of office.
- 8) None of the executive directors of the Company is concurrently serving as a director of the main company of the candidate.
- 9) The candidate is not a relative<sup>5</sup> of any of the officers or employees of the Company who has not fallen under any of 1 through 8 above.

## <Overview of Directors’ and Officers’ Liability Insurance Contract>

The Company has executed a directors’ and officers’ liability insurance contract as defined in Article 430-3 of the Companies Act with an insurance company. If the appointment of the ten Directors as proposed in the Second Item of Business is approved, the appointed Directors will be insureds under the insurance contract. The insureds under the insurance contract are the Company’s Directors, Audit & Supervisory Board Member, Executive Officers, etc. The Company pays the insurance premiums for all the insureds. The insurance covers legal claims for damages, legal expenses, etc.

In order to prevent the duties expected to be performed by Directors, etc. from being compromised, the contract sets deductibles, exclusions, and reduced coverage rate.

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<sup>1</sup> Main company of the candidate shall mean the company, if any, at which the candidate for an outside board member is an executive director, executive officer, or manager or other employee.

<sup>2</sup> Major shareholder shall mean top 10 shareholders of the Company.

<sup>3</sup> Main business(es) of the Company shall mean business(es) disclosed as main business(es) of Company on the business report of the Company.

<sup>4</sup> Major business partner shall mean the business partner whose transaction with the Company is not less than 2% of such business partner’s consolidated gross sales.

<sup>5</sup> Relative shall mean the person’s spouse, partner, relative within the second degree of kinship or relative who lives with the person.

At the closing of this Annual General Meeting of Shareholders, the terms of Mr. Moritoshi Naganuma, Audit & Supervisory Board Member, will expire. Therefore, the Company proposed that one (1) Audit & Supervisory Board Member be elected.

The following candidate for Audit & Supervisory Board Member has been determined by the Board of Directors based on the recommendations of the Nomination and Remuneration Advisory Committee, which consists of a majority of Independent Outside Officers and is chaired by an Independent Outside Officer.

The Audit & Supervisory Board has given prior consent to the submission of this Item.

## 1 Hiroyuki Taketomo (Date of birth: July 8, 1961)

Newly Nominated



■ Number of Shares of the Company Owned  
28,986 shares

### Career Summary, Position and Duty

- Apr. 1985: Joined the Company
- Apr. 2015: Executive Officer of the Company  
Head of Human Resources Department
- Apr. 2016: Executive Officer of the Company  
Responsible for Legal Department  
Head of Human Resources Department
- Jun. 2016: Director of the Company  
Executive Officer of the Company  
Responsible for Legal Department  
Head of Human Resources Department
- Apr. 2017: Director of the Company  
Managing Executive Officer of the Company  
Responsible for Legal Department  
Head of Human Resources Department
- Oct. 2020: Director of the Company  
Managing Executive Officer of the Company  
Head of Legal Department
- Apr. 2021: Director of the Company  
Responsible for CEO's special mission [incumbent]

### Reasons for Nomination of the Candidate for Audit & Supervisory Board Member

Since his appointment as Director in 2016, Mr. Hiroyuki Taketomo has performed his duties, including carrying out measures in accordance with corporate governance, as Head of Human Resources Department and Head of Legal Department by applying his deep insight and advanced management capabilities. Mr. Taketomo has also made sufficient achievements in supervising business execution status as Director, such as enhancing compliance from a global perspective as the executive in charge of company-wide compliance. Since Mr. Taketomo is expected to contribute to the improvement of the supervisory functions of the Audit & Supervisory Board and the Board of Directors by leveraging his abundant experience described above, the Company has nominated him as a candidate for Audit & Supervisory Board Member.

### Independence of the Candidate for Audit & Supervisory Board Member

The Company has no business relationship with Mr. Hiroyuki Taketomo.

### Limiting Liability Agreement

In the event that this Item of Business is approved, so that Audit & Supervisory Board Members may fully fulfil their expected roles, the Company is scheduled to enter into an agreement with Mr. Taketomo limiting his liabilities to compensate, under Paragraph 1 of Article 423 of the Companies Act, under which his liabilities for compensations is limited to the minimum limited liability amount provided in the laws and ordinances.



(Note) In the event that this Item of Business is approved as proposed, the composition of the Audit & Supervisory Board is as follows.

Name	Position and Duty at the Company	Number of Years (At the closing of this Annual General Meeting of Shareholders)
Hiroyuki Taketomo (Date of birth: July 8, 1961)	Fulltime Audit & Supervisory Board Member	-
Toshitaka Fukunaga (Date of birth: April 7, 1956)	Fulltime Audit & Supervisory Board Member	1 year
Tetsuo Ozawa (Date of birth: June 28, 1947)	Outside Audit & Supervisory Board Member Independent Outside Audit & Supervisory Board Member	7 years
Kazuyuki Suzuki (Date of birth: August 12, 1950)	Outside Audit & Supervisory Board Member Independent Outside Audit & Supervisory Board Member	6 years
Ryoko Shimizu (Date of birth: September 7, 1958)	Outside Audit & Supervisory Board Member Independent Outside Audit & Supervisory Board Member	2 years Female

#### <Overview of Directors' and Officers' Liability Insurance Contract>

If the appointment of the Audit & Supervisory Board Member as proposed in the Third Item of Business is approved, the appointed Audit & Supervisory Board Member will be an insured under the insurance contract. An overview of the insurance contract is provided on page 15 of this notice of convocation.

## (Reference) List of Officers [subject to approval of this Annual General Meeting of Shareholders]

Name	Position at the Company	Number of Years (At the closing of this Annual General Meeting of Shareholders)	Number of Attendance of the Board of Directors Meetings of the Company (The business term under review)	Number of Attendance of the Audit & Supervisory Board Meetings of the Company (The business term under review)	Number of Attendance of the Nomination and Remuneration Advisory Committee of the Company (The business term under review)
Teiji Koge	Chairman of the Board and Representative Director	16 years	100% (17 out of 17)	—	100% (6 out of 6)
Keita Kato	President and Representative Director Chief Executive Officer	7 years	100% (17 out of 17)	—	100% (6 out of 6)
Yoshiyuki Hirai	Director Senior Managing Executive Officer	6 years	100% (17 out of 17)	—	—
Toshiyuki Kamiyoshi	Director Senior Managing Executive Officer	2 years	100% (17 out of 17)	—	—
Futoshi Kamiwaki	Director Senior Managing Executive Officer	1 year	100% (13 out of 13)	—	—
Ikusuke Shimizu	Director Senior Managing Executive Officer	2 years	100% (17 out of 17)	—	—
Kazuya Murakami	Director Executive Officer	—	—	—	—
Yutaka Kase	Independent Outside Director	5 years	100% (17 out of 17)	—	100% (6 out of 6)
Hiroshi Oeda	Independent Outside Director	3 years	100% (17 out of 17)	—	100% (6 out of 6)
Yoko Ishikura	Independent Outside Director	2 years	100% (17 out of 17)	—	100% (6 out of 6)
Hiroyuki Taketomo	Fulltime Audit & Supervisory Board Member	—	100% (17 out of 17)	—	—
Toshitaka Fukunaga	Fulltime Audit & Supervisory Board Member	1 year	100% (13 out of 13)	100% (13 out of 13)	—
Tetsuo Ozawa	Independent Outside Audit & Supervisory Board Member	7 years	100% (17 out of 17)	100% (19 out of 19)	100% (6 out of 6)
Kazuyuki Suzuki	Independent Outside Audit & Supervisory Board Member	6 years	100% (17 out of 17)	100% (19 out of 19)	—
Ryoko Shimizu	Independent Outside Audit & Supervisory Board Member	2 years	100% (17 out of 17)	100% (19 out of 19)	—

(Notes)

1. Mr. Hiroyuki Taketomo's attendance of the Board of Directors Meetings is his attendance as a Director.
2. The above list does not present all knowledge held by the candidates.

Directors' and Audit & Supervisory Board Members' Outstanding Expertise, Experience and Capabilities

Corporate Management/ Management Strategy	Financial Affairs/ Accounting	Legal Affairs	Quality Control	Human and Labor Administration/ Human Resources Development	International Mindset	Research & Development	DX (Digital transformation)
●				●			
●	●		●		●	●	
●	●				●		
●							
●	●					●	●
●			●		●	●	
●				●	●		
●					●		
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●		●		●			
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		●					
			●		●	●	●
	●				●		

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