

The following English translation of 第161回定時株主総会招集ご通知 and 株主総会参考書類 (the Japanese originals) is prepared for your reference purpose only. If there are any discrepancies between this translation and the Japanese originals, the Japanese originals will prevail. Sumitomo Osaka Cement Co.,Ltd. provides this translation without any warranty as to its accuracy or otherwise.

Securities code: 5232

June 4, 2024

(Start date of the electronic provision measures: May 28, 2024)

NOTICE OF THE 161st ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are extremely grateful for your continuing support.

We are pleased to inform about the 161st Annual General Meeting of Shareholders of Sumitomo Osaka Cement Co.,Ltd. (the “Company”), which will be held at 10:00 a.m. on Wednesday, June 26, 2024, in the Large Hall of the Hamamatsucho Convention Hall, Nippon Life Hamamatsucho Crea Tower 5th floor at 2-3-1 Hamamatsu-cho, Minato-ku, Tokyo (the “Meeting”).

In convening the Meeting, the Company takes measures for providing information that constitutes the content of Reference Materials for the Meeting, etc., (the “Electronic Provision Measures Matters”) in electronic format and has posted the said information on the following website on the Internet.

The Company’s website: <https://www.soc.co.jp/ir/document/info05-2/>

In addition to the above, the Company has posted the Electronic Provision Measures Matters on the following website on the Internet.

Tokyo Stock Exchange website (Listed Company Search):

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

(Please access the above website, enter “Sumitomo Osaka Cement” in “Issue name (company name)” or the Company’s securities code “5232” in “Code,” and click “Search.” Then please click “Basic information” and select “Documents for public inspection/PR information.”)

If you do not attend the Meeting in person, you may exercise your voting rights by returning the Voting Form by mail or via the Internet. Please refer to the attached Reference Materials for the Meeting and exercise your voting rights by 5:45 p.m. on Tuesday, June 25, 2024. Guidance for exercising the voting rights is provided on pages 3 and 4 of the Japanese originals.

Sincerely,

Hirotsune Morohashi
President and Representative Director
Sumitomo Osaka Cement Co.,Ltd.

1-9-2 Higashi-Shimbashi, Minato-ku, Tokyo

MEETING AGENDA

Items to Be Reported:

- Item 1: Business Report and Consolidated Financial Statements for the 161st term (from April 1, 2023 to March 31, 2024) and Audit Reports of Accounting Auditors and the Board of Company Auditors on the Consolidated Financial Statements**
- Item 2: Non-Consolidated Financial Statements for the 161st term (from April 1, 2023 to March 31, 2024)**

Items to Be Resolved:

- Item 1: Appropriation of Surplus**
- Item 2: Election of 9 Directors**
- Item 3: Election of 3 Company Auditors**

Notes:

1. When arriving at the Meeting venue, please submit the Voting Form enclosed herewith at the reception desk.
2. Of the Electronic Provision Measures Matters, the “Notes to consolidated financial statements” (Japanese only) and the “Notes to the Non-Consolidated Financial Statements” (Japanese only) are only posted on the Company’s website above and not stated on the paper-based documents to be delivered to the shareholders who have made a request for delivery of documents in accordance with laws and regulations and the provisions of the Articles of Incorporation of the Company. Please note that the Company Auditors and the Financial Auditor have audited the documents subject to audit, which include the above matters.
3. If any revision to the Electronic Provision Measures Matters occurs, a notice of the revision and the details of the matters before and after the revision will be posted on each of the above websites.
4. The Company will stream a video of certain parts of the Meeting on the Company’s website above at a later date.

**REFERENCE MATERIALS FOR
THE 161st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Agenda Items and Reference Materials

Item 1: Appropriation of Surplus

Term-end Dividend

The Company, while based on a stable and continuous distribution, and in consideration of the results for the term and the business outlook, etc., proposes the term-end dividend for the 161st term of ¥60 per share as shown below. As a result, the annual dividend per share for the 161st term, including the interim dividend of ¥60 per share already paid, will amount to ¥120, which is same as the preceding term.

- (1) Kind of dividend property
Cash
- (2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property
¥60 per common share of the Company, and a total amount of ¥2,057,265,960-
- (3) Effective date of the dividend of surplus
June 27, 2024

For your reference

<Policy Regarding Distribution of Earnings>

The Company recognises that distribution of earnings to shareholders is an important matter, to be determined in principle in line with the Company's business results. For a cement manufacturer in the process industry, continuous investment on its plants/equipment for improvement and renewal is essential to secure the future earnings, and therefore it is vitally necessary to maintain certain level of retained earnings. On balance, the Company, in comprehensive consideration of the business environment, the business outlook and the dividend of the preceding term, etc., determines stable and continuous distribution of earnings in the form of dividend.

Item 2: Election of 9 Directors

At the closing of the Meeting, the term of office will expire for all of 9 directors. The Company, therefore, proposes the election of 9 directors.

The candidates for the positions are as follows:

Number	Name		Position and principal duties	Attendance rate at the Board of Directors' meetings
1	Fukuichi Sekine	Reappointment	Director, Chairman	100%
2	Hirotsune Morohashi	Reappointment	Representative Director, President	100%
3	Ryoji Doi	Reappointment	Representative Director, Senior Managing Executive Officer [Responsible for Sustainability Dept. and Cement / Concrete Research Lab.]	100%
4	Masaki Sekimoto	Reappointment	Director, Senior Managing Executive Officer [Responsible for Legal Dept., Corporate Planning Dept., Administration Dept., and Purchasing Dept.]	100%
5	Akihiko Ono	New Candidate	Managing Executive Officer [Responsible for Optoelectronics Business Div., Advanced Materials Div., New Technology Research Lab. and Funabashi Office]	-
6	Tatsuo Fukushima	New Candidate	Managing Executive Officer [Responsible for Real Estate Utilization and Management Dept., Cement Sales Administration Dept., Physical Distribution Dept. and Construction Materials Dept.]	-
7	Mitsuko Makino	Reappointment Outside Independent Director	Director of the Company	100%
8	Tatsuya Inagawa	Reappointment Outside Independent Director	Director of the Company	100%
9	Yoshimi Morito	Reappointment Outside Independent Director	Director of the Company	100%



Number of
shares of the Company
owned by the candidate:
25,000

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

Apr. 1975 Joined the Company
Jun. 2004 Director
Jun. 2006 Managing Executive Officer
Jan. 2011 Representative Director
Jan. 2011 President
Jun. 2021 Chairman (to the present)
[Important concurrent positions]
Outside Director (Audit and Supervisory Committee Member) of
House Foods Group Inc.

■ The reason for nomination as a director candidate

Mr. Fukuichi Sekine has abundant experience and accomplishments obtained by engaging primarily in human resources, general affairs, and finance and accounting over a long time, by having been presiding at the Board of Directors as the President since 2011 and by having been overseeing at the Board of Directors as the Chairman since 2021.

The Company believes that applying his broad view based on his experience and accomplishments to management of the Company would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Fukuichi Sekine as a Director.

- (Notes) 1. No relationship exists between the Company and Mr. Fukuichi Sekine wherein either is a specially interested party.
2. The Company introduced the Executive Officer System in June, 2006.
3. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Fukuichi Sekine is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
4,400

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

Apr. 1982 Joined the Company
Jun. 2012 General Manager of Osaka Branch Office
Jun. 2013 Executive Officer
Jun. 2016 General Manager of Tokyo Branch Office
Jun. 2017 Managing Executive Officer
Jun. 2019 Director
Jun. 2021 Representative Director (to the present)
Jun. 2021 President (to the present)

■ The reason for nomination as a director candidate

Mr. Hirotsune Morohashi has abundant experience and accomplishments obtained by engaging primarily in cement marketing and human resources over a long time, and by having been presiding at the Board of Directors as the President since 2021. The Company believes that applying his broad view based on his experience and accomplishments to management of the Company would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Hirotsune Morohashi as a Director.

- (Notes) 1. No relationship exists between the Company and Mr. Hirotsune Morohashi wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Hirotsune Morohashi is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
2,900

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

Apr. 1986 Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry)
Jul. 2015 Director-General, Business Support Department of The Small and Medium Enterprise Agency
Oct. 2016 Executive Officer of the Company
Oct. 2016 General Manager of Production and Technical Dept.
Jun. 2017 Managing Executive Officer
Jun. 2017 General Manager of Tochigi Production Works
Jun. 2019 Director
Jun. 2020 Senior Managing Executive Officer (to the present)
Jun. 2021 Representative Director (to the present)
[Responsible for Sustainability Dept. and Cement / Concrete Research Lab.]

■ The reason for nomination as a director candidate

Mr. Ryoji Doi has abundant experience and accomplishments obtained by engaging primarily in industrial policy and related matters at Ministry of Economy, Trade and Industry over a long time, and in cement production business at the Company. The Company believes that using his advanced knowledge concerning production engineering gained through his experience and accomplishments for management of the Company would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Ryoji Doi as a Director.

- (Notes) 1. No relationship exists between the Company and Mr. Ryoji Doi wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Ryoji Doi is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
1,700

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

Apr. 1987 Joined the Company
Jun. 2015 General Manager of Administration Dept.
Jun. 2018 Executive Officer
Jun. 2018 General Manager of Purchasing Dept.
Jun. 2020 Managing Executive Officer
Jun. 2021 Director (to the present)
Apr. 2024 Senior Managing Executive Officer (to the present)
[Responsible for Legal Dept., Corporate Planning Dept.,
Administration Dept., and Purchasing Dept.]

■ The reason for nomination as a director candidate

Mr. Masaki Sekimoto has abundant experience and accomplishments obtained by engaging primarily in managerial accounting, finance and purchasing over a long time.

The Company believes that using his broad knowledge concerning managerial accounting, finance and purchasing gained through his experience and accomplishments for management of the Company would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Masaki Sekimoto as a Director.

- (Notes) 1. No relationship exists between the Company and Mr. Masaki Sekimoto wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Masaki Sekimoto is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
1,500

■ Brief record, position, principal duties and important concurrent positions

Apr. 1988 Joined the Company
Jun. 2015 General Manager of Environment Dept.
Jun. 2018 Executive Officer
Apr. 2022 Managing Executive Officer (to the present)
[Responsible for Optoelectronics Business Div., Advanced Materials Div., New Technology Research Lab. and Funabashi Office]

■ The reason for nomination as a director candidate

Mr. Akihiko Ono has abundant experience and accomplishments obtained by engaging primarily in managerial accounting, finance, and mineral resources business and environmental business over a long time.

The Company believes that using his multiple points of view concerning managerial accounting, finance and project operations gained through his experience and accomplishments for management of the Company would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Akihiko Ono as a Director.

(Notes) 1. No relationship exists between the Company and Mr. Akihiko Ono wherein either is a specially interested party.

2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Akihiko Ono is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
1,600

■ Brief record, position, principal duties and important concurrent positions

Apr. 1987 Joined the Company
 Jun. 2016 General Manager of Osaka Branch Office
 Jun. 2020 Executive Officer
 Jun. 2021 General Manager of Real Estate Utilization and Management Dept.,
 and Tokyo Branch Office
 Apr. 2022 General Manager of Tokyo Branch Office
 Apr. 2023 Managing Executive Officer (to the present)
 Apr. 2023 General Manager of Cement Sales Administration Dept.
 [Responsible for Real Estate Utilization and Management Dept.,
 Cement Sales Administration Dept., Physical Distribution Dept. and
 Construction Materials Dept.]

■ The reason for nomination as a director candidate

Mr. Tatsuo Fukushima has abundant experience and accomplishments obtained by engaging primarily in cement marketing over a long time. The Company believes that using, for management of the Company, his broad knowledge in relation to cement marketing gained through his experience and accomplishments in the forefront of cement marketing would result in strengthening the functions of the Board of Directors. The Company therefore proposes the election of Mr. Tatsuo Fukushima as a Director.

- (Notes) 1. No relationship exists between the Company and Mr. Tatsuo Fukushima wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Tatsuo Fukushima is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
1,000

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

Apr. 1993 Contract caster of Shizuoka Station, Japan Broadcasting Corporation
Oct. 2000 Contract reporter of Shizuoka Broadcasting System Co., Ltd.
Apr. 2009 Freelance announcer (to the present)
Jun. 2018 Director of the Company (to the present)

■ The reason for nomination as an outside director candidate

Ms. Mitsuko Makino had been engaging in broadcasting as a newscaster for Japan Broadcasting Corporation, has interviewed managers of small and medium-sized businesses from various industries, has conducted a number of training programs/seminars regarding occupational safety education and communication for business, and has acquired knowledge about the field sites of the cement-related industry in the course of conducting construction related occupational safety education.

The Company formed a view that Ms. Mitsuko Makino has been expected to contribute to appropriate decision making of the Board of Directors and to supervise the management of the Company by utilising the above experience and substantial knowledge, and that Ms. Mitsuko Makino would fulfil the duties of Outside Director from an objective standpoint. The Company therefore proposes the election of Ms. Mitsuko Makino as a Director.

- (Notes)
1. No relationship exists between the Company and Ms. Mitsuko Makino wherein either is a specially interested party.
 2. Ms. Mitsuko Makino is a candidate for Outside Director.
 3. Ms. Mitsuko Makino will have served as an Outside Director of the Company for 6 years at the closing of the Meeting.
 4. Ms. Mitsuko Makino has entered into a contract with the Company to limit the liabilities for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liabilities under the contract is the minimum limit provided by relevant laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Ms. Mitsuko Makino is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
 6. Ms. Mitsuko Makino has been reported to the Tokyo Stock Exchange, Inc. as an Independent Director.



Number of
shares of the Company
owned by the candidate:
400

Attendance rate
at the Board of Directors'
meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

- Apr. 1983 Appointed as Public Prosecutor
 Sep. 2016 Director-General of the Public Security Department of Supreme Public Prosecutors Office
 Mar. 2017 Superintending Public Prosecutor of the Takamatsu High Public Prosecutors Office
 Jan. 2018 Superintending Public Prosecutor of the Hiroshima High Public Prosecutors Office
 Nov. 2019 Registered as Attorney at Law (to the present)
 Nov. 2019 Joined Takahashi Sogo Law Office (to the present)
 Jun. 2021 Director of the Company (to the present)
 [Important concurrent positions]
 Outside Company Auditor of FUJIFILM Holdings Corporation

■ The reason for nomination as an outside director candidate

The Company formed a view that Mr. Tatsuya Inagawa has been expected to contribute to appropriate decision making of the Board of Directors and to supervise the management of the Company by utilising his broad experience and substantial knowledge acquired through his service as Superintending Prosecutor of the Hiroshima and other High Public Prosecutors Offices, and an outside company auditor of other company, and that Mr. Tatsuya Inagawa would properly fulfil the duties of Outside Director from an objective standpoint. The Company therefore proposes the election of Mr. Tatsuya Inagawa as a Director.

- (Notes)
1. No relationship exists between the Company and Mr. Tatsuya Inagawa wherein either is a specially interested party.
 2. Mr. Tatsuya Inagawa is a candidate for Outside Director.
 3. Mr. Tatsuya Inagawa will have served as an Outside Director of the Company for 3 years at the closing of the Meeting.
 4. Mr. Tatsuya Inagawa has entered into a contract with the Company to limit the liabilities for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liabilities under the contract is the minimum limit provided by relevant laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Tatsuya Inagawa is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
 6. Mr. Tatsuya Inagawa has been reported to the Tokyo Stock Exchange, Inc. as an Independent Director.



Number of
shares of the Company
owned by the candidate:
2,900

Attendance rate
at the Board of
Directors' meetings:
100%

■ Brief record, position, principal duties and important concurrent positions

- Apr. 1974 Joined Kandenko Co., Ltd.
- Jul. 2013 Executive Managing Officer and Branch Manager of Kanagawa Branch of Kandenko Co., Ltd.
- Jun. 2014 Managing Director and Executive Officer of Kandenko Co., Ltd.
- Jun. 2015 Representative Director of Kandenko Co., Ltd.
- Jun. 2015 Executive Vice President of Kandenko Co., Ltd.
- Jun. 2016 President and Executive Officer of Kandenko Co., Ltd.
- Jun. 2020 Vice Chairman and Director of Kandenko Co., Ltd.
- Jun. 2021 Resigned as Representative Director of Kandenko Co., Ltd.
- Jun. 2021 Resigned as Vice Chairman and Director of Kandenko Co., Ltd.
- Jun. 2021 Director of the Company (to the present)

■ The reason for nomination as an outside director candidate

The Company formed a view that Mr. Yoshimi Morito has been expected to contribute to appropriate decision making of the Board of Directors and to supervise the management of the Company by utilising his broad experience and substantial knowledge as a corporate executive acquired through his service as President and Executive Officer and other positions at Kandenko Co., Ltd., and that Mr. Yoshimi Morito would properly fulfil the duties of Outside Director from an objective standpoint. The Company therefore proposes the election of Mr. Yoshimi Morito as a Director.

- (Notes)
1. No relationship exists between the Company and Mr. Yoshimi Morito wherein either is a specially interested party.
 2. Mr. Yoshimi Morito is a candidate for Outside Director.
 3. Mr. Yoshimi Morito will have served as an Outside Director of the Company for 3 years at the closing of the Meeting.
 4. Mr. Yoshimi Morito has entered into a contract with the Company to limit the liabilities for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liabilities under the contract is the minimum limit provided by relevant laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Yoshimi Morito is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
 6. Mr. Yoshimi Morito has been reported to the Tokyo Stock Exchange, Inc. as an Independent Director.

[For your reference]

1. Skills Matrix for Directors after the closing of the Meeting (planned)

The knowledge, experience, skills, etc. which are necessary for the Board of Directors of the Company and their correlation with each of the Directors are as presented in the following table. The knowledge, experience, skills, etc. presented herein do not represent all of those necessary for the Board of Directors of the Company. A circle icon is provided to the significant ones only among such knowledge, experience, skills, etc. of respective Directors.

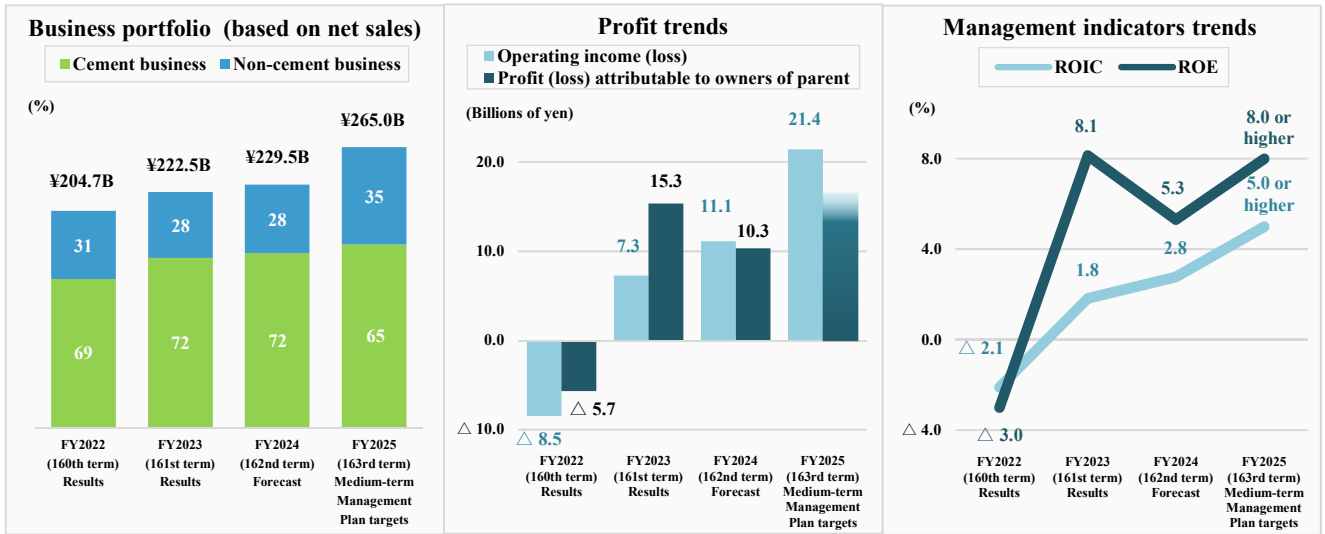
Name	Position	Knowledge, Experience, Skills, etc.								
		Corporate Management	Financial Strategy/ Accounting	International Business	Human Resources/ Labour Management/ Occupational Safety and Health	Production Engineering	Research and Development	Sales/ Marketing	Legal/ Compliance/ Risk Management	Environment/ Sustainability
Fukuichi Sekine	Director, Chairman	●	●		●			●	●	
Hirotsune Morohashi	Representative Director, President	●	●		●			●	●	●
Ryoji Doi	Representative Director, Senior Managing Executive Officer	●		●	●	●	●			●
Masaki Sekimoto	Director, Senior Managing Executive Officer	●	●					●	●	●
Akihiko Ono	Director, Managing Executive Officer	●	●	●	●		●	●		●
Tatsuo Fukushima	Director, Managing Executive Officer	●			●			●	●	
Mitsuko Makino	Outside Director				●			●		
Tatsuya Inagawa	Outside Director								●	●
Yoshimi Morito	Outside Director	●	●		●	●		●		

* If Item 2 “Election of 9 Directors” is approved as proposed at the Meeting, 11.1% of Directors will be female (1 out of 9).

[For your reference]

2. Progress with “FY2023-25 Medium-term Management Plan”

(1) Numerical Progress

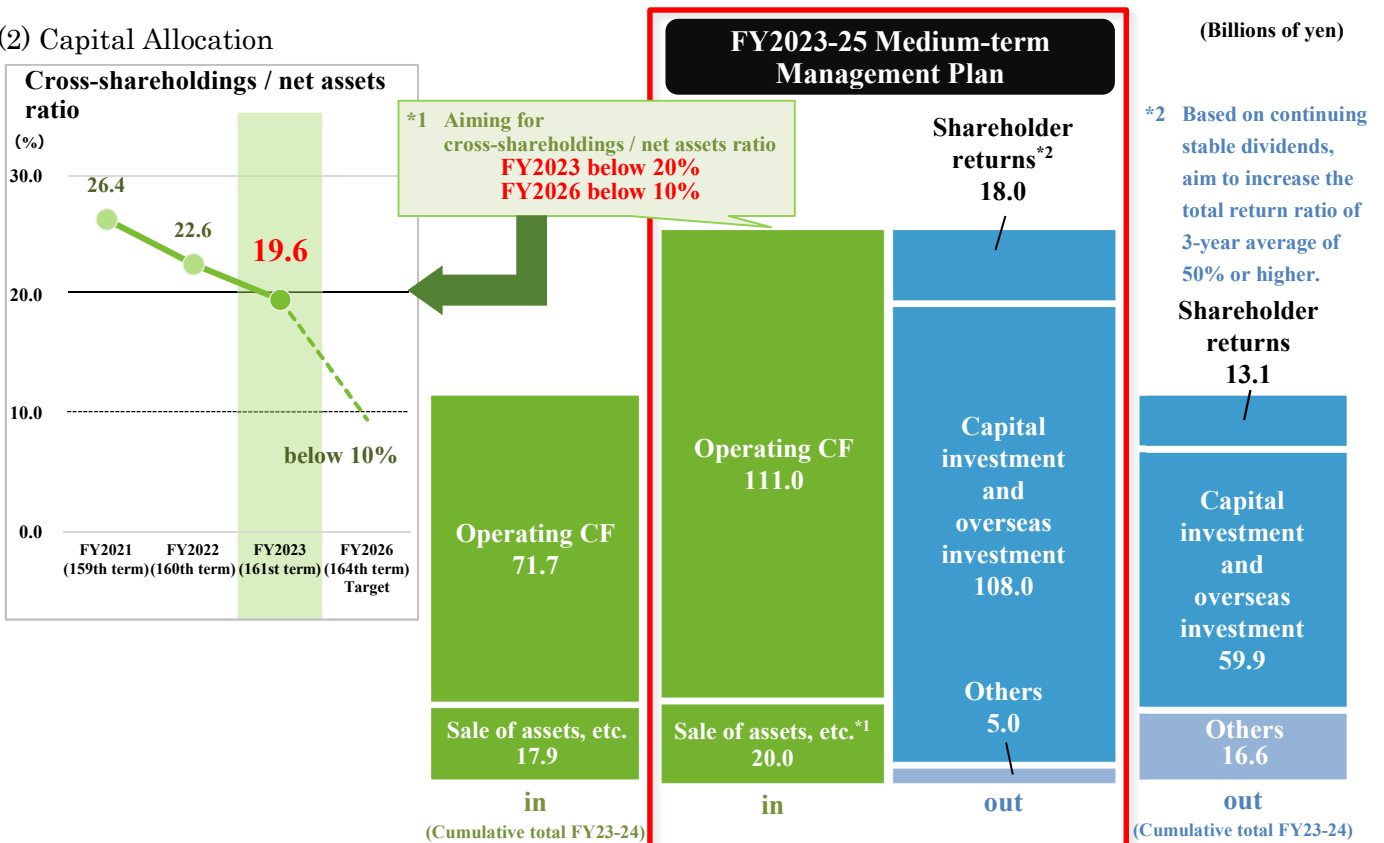


In fiscal 2023 (the 161st term), the Company turned around to profitability due to progress in raising domestic sales prices in response to rising costs in the Cement business, as well as the sale of “cross-shareholdings”, which also helped to improve the return on equity (ROE) to 8.1%.

In fiscal 2024 (the 162nd term), the Company intends to further improve operating profits by getting the Cement business out of the red.

In fiscal 2025 (the 163rd term), the final fiscal year of the Medium-term Management Plan, the Company will continue to strive to recover the sales volume of electronic materials for semiconductor manufacturing equipment (electrostatic chuck) in the Advanced Materials business in order to achieve the targets of this Plan.

(2) Capital Allocation



Item 3: Election of 3 Company Auditors

At the closing of the Meeting, the term of office will expire for Mr. Kaname Ito, Mr. Kazuo Suzuki and Mr. Taku Mitsui. The Company, therefore, proposes the election of 3 company auditors. The board of company auditors has consented to this proposal.

The candidate for the position is as follows:

1

Masahiro Yamazaki

(Feb. 22, 1964)

New Candidate



Number of
shares of the Company
owned by the candidate:
1,356

■ Brief record, position and important concurrent positions

Apr. 1986 Joined the Company
Jun. 2012 Deputy General Manager of New Technology Research Lab.
Apr. 2015 President of SOC AMERICA INC.
Jun. 2017 Deputy General Manager of Advanced Materials Div.
Jun. 2021 General Manager of Advanced Materials Div.

■ The reason for nomination as a company auditor candidate

Mr. Masahiro Yamazaki has abundant experience and accomplishments obtained by engaging primarily in optoelectronic business, advanced material business, and research and development over a long time, and by serving as president of a subsidiary.

The Company believes that he would fulfil the duties of Company Auditor with his appropriate expertise and multiple points of view based on the above experience and accomplishments. The Company therefore proposes the election of Mr. Masahiro Yamazaki as a Company Auditor.

- (Notes)
1. No relationship exists between the Company and Mr. Masahiro Yamazaki wherein either is a specially interested party.
 2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Masahiro Yamazaki is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.



Number of
shares of the Company
owned by the candidate:
300

Attendance rate
at the Board of
Directors' meetings:
100%

Attendance rate
at the Board of
Company Auditors'
meetings:
100%

■ Brief record, position and important concurrent positions

- Dec. 2012 Registered as Attorney at law (to the present)
- Dec. 2012 Joined Inoue Harutaka Law Office (currently Inoue & Sakurai Law Office)
- Dec. 2015 Established Mitsui Taku Law Office (to the present)
- Jun. 2020 Company Auditor of the Company (to the present)

■ The reason for nomination as an outside company auditor candidate

The Company formed a view that Mr. Taku Mitsui would fulfil the duties of Outside Company Auditor properly from an objective standpoint, drawing on substantial knowledge of corporate governance and his experience developed through his service as an Attorney at law in the field of corporate law. The Company therefore proposes the election of Mr. Taku Mitsui as a Company Auditor.

- (Notes)
1. No relationship exists between the Company and Mr. Taku Mitsui wherein either is a specially interested party.
 2. Mr. Taku Mitsui is a candidate for Outside Company Auditor.
 3. Mr. Taku Mitsui will have served as an Outside Company Auditor of the Company for 4 years at the closing of the Meeting.
 4. Mr. Taku Mitsui has entered into a contract with the Company to limit the liabilities for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liabilities under the contract is the minimum limit provided by relevant laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Taku Mitsui is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
 6. Mr. Taku Mitsui has been reported to the Tokyo Stock Exchange, Inc. as an Independent Auditor.



Number of
shares of the Company
owned by the candidate:
0

■ Brief record, position and important concurrent positions

- Oct. 1988 Joined Asahi Shinwa & Co.
(currently KPMG AZSA LLC) (to the present)
 - Mar. 1994 Registered as Certified Public Accountant (to the present)
 - Jun. 2010 Representative Partner of KPMG AZSA LLC
 - Jul. 2015 General Manager of General Affairs Dept. of KPMG AZSA LLC
(to the present)
 - Jun. 2023 Chairman of the Partners Meeting of KPMG AZSA LLC
(to the present)
- [Important concurrent positions]
Chairman of the Partners Meeting of KPMG AZSA LLC
(expected to retire on May 31, 2024)

■ The reason for nomination as an outside company auditor candidate

The Company formed a view that Mr. Keiji Ikeda would fulfil the duties of Outside Company Auditor properly from an objective standpoint, drawing on substantial knowledge of corporate management and his long experience developed through his service as a Certified Public Accountant. The Company therefore proposes the election of Mr. Keiji Ikeda as a Company Auditor.

- (Notes)
1. No relationship exists between the Company and Mr. Keiji Ikeda wherein either is a specially interested party.
 2. Mr. Keiji Ikeda is a candidate for Outside Company Auditor.
 3. The Company is scheduled to conclude an agreement to limit the liability for damages based on Article 423 (1) of the Companies Act with Mr. Keiji Ikeda. The maximum amount of such liability based on the agreement will be the minimum limit provided by relevant laws and regulations.
 4. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Keiji Ikeda is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
 5. Mr. Keiji Ikeda has been reported to the Tokyo Stock Exchange, Inc. as an Independent Auditor.