This represents an abridged translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.

FUJIKURA KASEI CO.,LTD.

Securities Code: 4620
June 3, 2019

FUJIKURA KASEI CO., LTD.
20-7, Hasune 3-chome,
Itabashi-ku, Tokyo, Japan

Notice of Invitation to the 108th Ordinary General Meeting of Shareholders

To our shareholders:

You are cordially invited to attend the 108th Ordinary General Meeting of Shareholders of FUJIKURA KASEI CO., LTD. (hereinafter "the Company"), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. After reviewing the attached Reference Document for the General Meeting of Shareholders, please indicate your approval or disapproval on the enclosed voting form, and return it to us to arrive by June 26, 2019 (Wednesday), 5:00 p.m. (JST).

1. Date and time: June 27, 2019 (Thursday) at 10:00 a.m. (JST)
2. Place: Mielparque-tokyo 5F "ZUIUN"
5-20, Shibakoen 2-chome, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the Company's 108th business year (from April 1, 2018 to March 31, 2019).
2. Details of the non-consolidated financial statements for the Company's 108th business year (from April 1, 2018 to March 31, 2019).

Matters to be resolved:

1st Proposal	Appropriation of surplus
2nd Proposal	Partial Amendments to the Articles of Incorporation
3rd Proposal	Election of nine (9) Directors (excluding Audit & Supervisory Committee Members)
4th Proposal	Election of three (3) Directors who are Audit & Supervisory Committee Members
5th Proposal	Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member
6th Proposal	Determination of remuneration for Directors (excluding Audit & Supervisory Committee Members)
7th Proposal	Determination of remuneration for Directors who are Audit & Supervisory Committee Members

Daisuke Kato
President

To shareholders attending the meeting in person

1. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall without detaching from the rest of the form.
2. If attending the meeting by proxy, in addition to submitting the voting form, the proxy must submit a letter to certify the right of proxy to the reception desk at the meeting hall.
   (The Articles of Incorporation of the Company state that a person who can be appointed as a proxy is limited to one shareholder of the Company who is entitled to exercise voting rights.)

To shareholders exercising voting rights in writing

If you choose not to attend the meeting in person and exercise voting rights in writing, please note the following when indicating your approval or disapproval for the proposal.

1. You must use the enclosed voting form.
2. If you do not indicate your approval or disapproval for a proposal, your vote will be treated as an approval for the proposal.

---

1. If any circumstance gives rise to the need for alteration to the reference document for the General Meeting of Shareholders, the business report, the consolidated financial statements, and the non-consolidated financial statements, we will post the altered contents on the Company's website (http://www.fkkasei.co.jp).
2. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting place.

Reference Document for the General Meeting of Shareholders

Proposals and Reference

1st Proposal Appropriation of surplus

Concerning the year-end dividend for the current business year, the Company, aiming to continually provide stable payment of dividends, has considered the forecasts of future revenue, the internal reserves necessary to strengthen the financial standing, and future business development such as capital investment, R&D investment, and enhancement of overseas bases. Based on these considerations, we propose the following.

1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
   ¥8 per share of common stock of the Company Total amount: ¥254,633,312
   Including the interim dividend, the annual dividend shall be ¥16 per share.
2. Effective date for dividends from surplus
   June 28, 2019

2nd Proposal Partial Amendments to the Articles of Incorporation

1. Purpose of the proposal

(1) The Company considers enhancing and strengthening corporate governance to be an important issue for the management and has been making continuous efforts to make progress on this situation. The Company therefore proposes to change its governance from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee in order to increase the efficacy of our corporate governance and boost corporate value in the medium to long-term.

(2) The current numbering of articles will be amended with other necessary changes in accordance with the above-mentioned changes.

2. Contents of the proposed amendments

Contents of the proposed amendments are as shown below.

These amendments to the Articles of Incorporation shall take effect at the conclusion of this General Meeting of Shareholders.

(Underlining indicates matters which are amended.)

The existing Articles of Incorporation of the Company	The proposed amendment
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Article 1 – Article 3 (The provisions are omitted.)	Article 1 – Article 3 (No change)
Article 4 Organs The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs: (1) Board of Directors (2) Audit & Supervisory Board Members (3) Audit & Supervisory Board (4) Accounting Auditors	Article 4 Organs The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs: (1) Board of Directors (2) Audit & Supervisory Committee (Removed) (3) Accounting Auditors
Article 5 – Article 18 (The provisions are omitted.)	Article 5 – Article 18 (No change)
CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS	CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS
Article 19 Number of Directors The Company shall have not more than ten Directors.	Article 19 Number of Directors 1. The Company shall have not more than ten Directors (excluding Directors who are Audit & Supervisory Committee Members).
(New establishment)	2. The Company shall have not more than four Directors who are Audit & Supervisory Committee Members.
Article 20 Election of Directors 1. Directors shall be elected at a general meeting of shareholders.	Article 20 Election of Directors 1. Directors shall be elected at a general meeting of shareholders with Directors who are Audit & Supervisory Committee Members clearly distinguished from the other Directors.
2. (The provisions are omitted.)	2. (No change)
3. (The provisions are omitted.)	3. (No change)
(New establishment)	4. The Company may elect substitute Directors who are Audit & Supervisory Committee Members at a general meeting of shareholders in preparation for lacking the number of Directors who are Audit & Supervisory Committee Members stipulated by laws and regulations pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act.
(New establishment)	5. The effective period of the resolutions regarding

	the election of substitute Directors who are Audit & Supervisory Committee Members in the preceding paragraph shall expire at the time of commencement of the ordinary general meeting of shareholders for the last business year out of the business years terminating within two years after the resolutions, unless otherwise shortened by such resolutions.
Article 21 Terms of Office of Directors 1. The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director.	Article 21 Terms of Office of Directors 1. The term of office of a Director (excluding a Director who is Audit & Supervisory Committee Member) shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.
(New establishment)	2. The term of office of a Director who is Audit & Supervisory Committee Member shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director who is Audit & Supervisory Committee Member.
2. The term of office of a Director elected as the substitute for a Director retired from office before the expiration of the term of office shall continue until the time the term of office of the Director retired from office is to expire.	(Removed)
(New establishment)	3. The term of office of a Director who is Audit & Supervisory Committee Member elected as the substitute for a Director who is Audit & Supervisory Committee Member retired from office before the expiration of the term of office shall continue until the time the term of office of the Director who is Audit & Supervisory Committee Member retired from office is to expire.
3. The term of office of a Director elected due to an increase in the number of Directors shall continue until the terms of office of the other Directors are to expire.	(Removed)
Article 22 Directors With Special Titles and Representative Directors 1. The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.	Article 22 Directors With Special Titles and Representative Directors 1. The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).
2. The Board of Directors shall appoint, by its resolution, one or a small number of Representative Directors.	2. The Board of Directors shall appoint, by its resolution, one or a small number of Representative Directors from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).
Article 23 (The provisions are omitted.)	Article 23 (No change)

(New establishment)	Article 24 Convener and Chair of Meeting of the Board of Directors 1. The role of convener and chair of meeting of the Board of Directors shall be performed by the Director and President unless otherwise provided for by laws and regulations. 2. If the Director and President is unable to so act, another Director shall act in his or her place in accordance with the provisions set beforehand by the Board of Directors.
Article 24 Notice of Meeting of the Board of Directors When convening a meeting of the Board of Directors, a notice shall be dispatched to each Director and Audit & Supervisory Board Member three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.	Article 25 Notice of Meeting of the Board of Directors When convening a meeting of the Board of Directors, a notice shall be dispatched to each Director at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.
(New establishment)	Article 26 Delegation of Decisions Regarding Execution of Important Operations Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may, by its resolution, delegate all or part of decisions regarding execution of important operations (excluding matters set forth in items of Article 399-13, Paragraph 5 of the Companies Act) to Directors.
Article 25 (The provisions are omitted.)	Article 27 (No change)
Article 26 Remuneration, etc. of Directors The remuneration, bonus, and other economic benefits (hereinafter "remuneration, etc.") paid to Directors by the Company as consideration for execution of duties shall be determined by resolution of the general meeting of shareholders.	Article 28 Remuneration, etc. of Directors The remuneration, bonus, and other economic benefits paid to Directors by the Company as consideration for execution of duties shall be determined by resolution of the general meeting of shareholders with Directors who are Audit & Supervisory Committee Members clearly distinguished from other Directors.
Article 27 Exemption from Liability of Directors 1. Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Director (including former Director) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations. 2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may conclude with a Director (excluding executive director and the like) such agreement as limits his/her liability for damages arising from neglecting his/her duties; provided, however, that the maximum liability amount for the Director under the said agreement shall be an amount provided for by laws and regulations.	Article 29 Exemption from Liability of Directors 1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Director (including former Director) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations. 2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may conclude with a Director (excluding executive director and the like) such agreement as limits his/her liability for damages arising from neglecting his/her duties; provided, however, that the maximum liability amount for the Director under the said agreement shall be an amount provided for by laws and regulations.
Article 28 Regulations of the Board of Directors Matters concerning the Board of Directors shall be governed by the Regulations of the Board of	Article 30 (Change in Japanese only; English unchanged)

Directors established by the Board of Directors, in addition to applicable laws and regulations and these Articles of Incorporation.	
CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	(Removed)
Article 29 Number of Audit & Supervisory Board Members The Company shall have not more than four Audit & Supervisory Board Members.	(Removed)
Article 30 Election of Audit & Supervisory Board Members 1. Audit & Supervisory Board Members shall be elected at a general meeting of shareholders. 2. Resolutions for the election of a Director in the preceding paragraph shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present. 3. The Company may elect substitute Audit & Supervisory Board Members at a general meeting of shareholders in preparation for lacking the number of Audit & Supervisory Board Members stipulated by laws and regulations pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act. 4. The effective period of the resolutions regarding the election of substitute Audit & Supervisory Board Members in the preceding Paragraph shall expire at the time of commencement of the ordinary general meeting of shareholders for the last business year out of the business years terminating within four years after the resolutions, unless otherwise shortened by such resolutions.	(Removed)
Article 31 Terms of Office of Audit & Supervisory Board Members 1. The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit & Supervisory Board Member. 2. The term of office of an Audit & Supervisory Board Member elected as the substitute for an Audit & Supervisory Board Member retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit & Supervisory Board Member retired from office is to expire. However, if a substitute Audit & Supervisory Board Member elected through the process in Paragraph 3 of the preceding Article assumes the position of Audit & Supervisory Board Member, their term cannot exceed the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the	(Removed)

substitute Audit & Supervisory Board Member.	
Article 32 Full-time Audit & Supervisory Board Member Full-time Audit & Supervisory Board Members shall be elected by resolution of Audit & Supervisory Board.	(Removed)
Article 33 Notice of Meeting of Audit & Supervisory Board When convening a meeting of the Audit & Supervisory Board, a notice shall be dispatched to each Audit & Supervisory Board Member three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.	(Removed)
Article 34 Remuneration, etc. of Audit & Supervisory Board Members The remuneration, etc. paid to Audit & Supervisory Board Members by the Company shall be determined by resolution of the general meeting of shareholders.	(Removed)
Article 35 Exemption from Liability of the Audit & Supervisory Board Members 1. Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Audit & Supervisory Board Member (including former Audit & Supervisory Board Member) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations. 2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may conclude with an Audit & Supervisory Board Member such agreement as limits his/her liability for damages arising from neglecting his/her duties; provided, however, that the maximum liability amount for the Audit & Supervisory Board Member under the said agreement shall be an amount provided for by laws and regulations.	(Removed)
Article 36 Regulations of the Audit & Supervisory Board Matters concerning the Audit & Supervisory Board shall be governed by the Regulations of the Board of Directors established by the Board of Directors, in addition to applicable laws and regulations and these Articles of Incorporation.	(Removed)
	CHAPTER V. AUDIT & SUPERVISORY COMMITTEE
(New establishment)	Article 31 Full-Time Audit & Supervisory Committee Members The Audit & Supervisory Committee may appoint full-time Audit & Supervisory Committee Member(s) by its resolution.
	Article 32 Notice of Meeting of Audit & Supervisory

(New establishment)	Committee When convening a meeting of the Board of Directors, a notice shall be dispatched to each Audit & Supervisory Committee Member at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.
(New establishment)	Article 33 Regulations of the Audit & Supervisory Committee Matters concerning the Audit & Supervisory Committee shall be governed by the Audit & Supervisory Committee established by the Audit & Supervisory Committee, in addition to applicable laws and regulations and these Articles of Incorporation.
CHAPTER VI. ACCOUNTS Article 37 – Article 41 (The provisions are omitted.)	CHAPTER VI. ACCOUNTS Article 34 – Article 38 (No change)
(New establishment)	Supplementary Provisions Transitional Measures Concerning Exemption of Audit & Supervisory Board From Liability Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Audit & Supervisory Board Member (including a person who was formerly an Audit & Supervisory Board Member) from his/her liability for damages arising from neglecting his/her duties before the conclusion of the 108th Ordinary General Meeting of Shareholders to the extent permitted by laws and regulations.

3rd Proposal Election of nine (9) Directors who are not Audit & Supervisory Committee Members

In the event that the 2nd Proposal, "Partial Amendments to the Articles of Incorporation," is approved as presented, the Company will change its governance to a Company with an Audit & Supervisory Committee, and the terms of office of all nine (9) Directors will expire at the time the amendments to the Articles of Incorporation take effect.

Accordingly, the election of nine (9) Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same applies in the rest of this Proposal) is proposed. The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in the 2nd Proposal take effect.

The candidates for Director are as follows.

Candidate No.	Name	Positions and responsibilities concurrently held at the Company	
1	Daisuke Kato	President	[Reelection]
2	Hikoji Ueda	Senior Vice President and Branch Manager of Washinomiya R&D Center; Division Director of Polymers & Resins Division; In charge of Medical Materials Department	[Reelection]
3	Yoshizo Shimoda	Senior Vice President and Division Director of Administrative Headquarters; In charge of Corporate Auditing Office, Affiliates (Domestic)	[Reelection]
4	Hisashi Kajiwara	Executive Director and Division Director of Coatings for Plastics Division; In charge of Affiliates (Overseas)	[Reelection]
5	Hiroaki Watanabe	Executive Director and Branch Manager of Sano Plant; In charge of Quality Assurance Department, Environment & Safety Department, Export Administration Office, CSR Promotion Office	[Reelection]
6	Masahiro Takano	Executive Director and Division Director of Architectural Coatings Division; In charge of Affiliates (three sales companies in the architectural coating business)	[Reelection]
7	Satoshi Watanabe	Executive Director and Division Director of Electronics Materials Division	[Reelection]
8	Osamu Tanaka	Outside Director and Attorney	[Reelection] [Outside Director] [Independent Director]
9	Yoichi Nagahama	Advisor of Fujikura Ltd.	[New Candidate] [Outside Director] [Independent Director]

[New Candidate]: New candidate for Director
[Reelection]: Candidate to be reelected for Director
[Outside Director]: Candidate for Outside Director
[Independent Director]: Candidate for Independent Director

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">1</td><td rowspan="2">Daisuke Kato
(May 1, 1954)
[Reelection]</td><td>April 1977
April 2000

June 2005

July 2009

June 2012

April 2013 to present</td><td>Joined the Company
Manager of Marketing Department, Coatings for Plastics Division of the Company
Executive Director and Division Director of Coatings for Plastics Division of the Company
Executive Director of the Company
President of Red Spot Paint & Varnish Co., Inc.
Senior Vice President and Division Director of Electronics Materials Division of the Company
President of the Company</td><td>34,900</td></tr>
<tr><td colspan="3">Reasons for nomination as a candidate for Director
Mr. Daisuke Kato has led the management of the Group since assuming the position of President of the Company in 2013. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Hikoji Ueda
(August 17, 1951)
[Reelection]</td><td>March 1974
July 1996

April 2001

June 2003

July 2003

June 2009 to present</td><td>Joined the Company
Manager of Technology Department 1, Polymers & Resins Division of the Company
Manager of Polymers & Resins Department of the Company
Executive Director and Manager of Polymers & Resins Department of the Company
Executive Director and Division Director of Polymers & Resins Division of the Company
Senior Vice President and Branch Manager of Washinomiya R&D Center, and Division Director of Polymers & Resins Division of the Company</td><td>36,100</td></tr>
<tr><td colspan="3">Reasons for nomination as a candidate for Director
Mr. Hikoji Ueda is in charge of R&D and Polymers & Resins as the Branch Manager of the Washinomiya R&D Center, and Division Director of the Polymers & Resins Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">3</td><td>Yoshizo Shimoda
(September 14, 1954)
[Reelection]</td><td>April 1978
May 2002

July 2007

June 2009

June 2013 to present</td><td>Joined the Company
Manager of Accounting Department of the Company
Assistant Division Manager of Administrative Headquarters and Manager of Accounting Department of the Company
Executive Director and Division Director of Administrative Headquarters of the Company
Senior Vice President and Division Director of Administrative Headquarters of the Company</td><td>30,800</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director
Mr. Yoshizo Shimoda is in charge of administration as the Division Director of the Administrative Headquarters of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
<tr><td rowspan="2">4</td><td>Hisashi Kajiwara
(October 7, 1959)
[Reelection]</td><td>April 1982
April 2004

July 2007

June 2009 to present

(Significant Concurrent Positions)
President of Chukyo Paint Service Co., Ltd.
Board Chairman of Fujikura Kasei Coating (Tianjin) Co., Ltd.
Board Chairman of Fujikura Kasei (Foshan) Coating Co., Ltd.
Board Chairman of Shanghai Fujikura Kasei Coating Co., Ltd.</td><td>Joined the Company
Branch Manager of Nagoya Branch, Coatings for Plastics Division of the Company
Assistant Division Manager of Coatings for Plastics Division and Branch Manager of Nagoya Branch of the Company
Executive Director and Division Director of Coatings for Plastics Division of the Company</td><td>23,600</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director
Mr. Hisashi Kajiwara is in charge of coatings for plastics as the Division Director of the Coatings for Plastics Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">5</td><td rowspan="2">Hiroaki Watanabe
(December 26, 1954)
[Reelection]</td><td>April 1981
July 2003

July 2007

October 2010

June 2013

June 2015 to present</td><td>Joined the Company
Manager of Research & Development Department, Electronics Materials Division of the Company
Manager of Electronics Materials Production Department, Electronics Materials Division of the Company
Assistant Division Manager of Electronics Materials Division and Manager of Electronics Materials Production Department of the Company
Executive Director and Division Director of Electronics Materials Division of the Company
Executive Director and Branch Manager of Sano Plant of the Company</td><td>15,500</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director
Mr. Hiroaki Watanabe is in charge of production as the Branch Manager of Sano Plant of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
<tr><td rowspan="2">6</td><td rowspan="2">Masahiro Takano
(May 1, 1958)
[Reelection]</td><td>April 1982
April 2008

July 2010

July 2012

June 2013 to present</td><td>Joined the Company
Manager of Research & Development Department, Architectural Coatings Division of the Company
Manager of Production Department, Architectural Coatings Division of the Company
Assistant Division Manager of Architectural Coatings Division and Manager of Research & Development Department of the Company
Executive Director and Division Director of Architectural Coatings Division of the Company</td><td>15,200</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director
Mr. Masahiro Takano is in charge of architectural coatings as the Division Director of the Architectural Coatings Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">7</td><td>Satoshi Watanabe
(July 16, 1959)
[Reelection]</td><td>April 1984
July 2007

July 2013

April 2014

June 2015 to present</td><td>Joined the Company
Manager of Research & Development Department, Electronics Materials Division of the Company
Manager of Research & Development Department, Electronics Materials Division and Manager of Electronics Materials Production Department of the Company
Manager of Research & Development Department, Electronics Materials Division of the Company
Executive Director and Division Director of Electronics Materials Division of the Company</td><td>9,000</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director
Mr. Satoshi Watanabe is in charge of electronics materials as the Division Director of the Electronics Materials Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</td></tr>
<tr><td rowspan="2">8</td><td>Osamu Tanaka
(August 12, 1952)
[Reelection]
[Outside Director]
[Independent Director]</td><td>April 1980

June 2007

June 2015 to present</td><td>Registered as an attorney (Daiichi Tokyo Bar Association)
Outside Audit & Supervisory Board Member of the Company
Outside Director of the Company</td><td>14,400</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director
Mr. Osamu Tanaka possesses expert knowledge, experience, etc., gained as an attorney. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions from a compliance perspective concerning the general management of the Group.</td></tr>
</table>

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
9	Yoichi Nagahama (January 1, 1950) [New Candidate] [Outside Director] [Independent Director]	April 1973	Joined Fujikura Electric Wire Corporation (present Fujikura Ltd.)	1,000
		July 1999	Manager of Accounting Department of Fujikura Ltd.	
		June 2003	Member of the Board of Fujikura Ltd.	
		April 2005	Member of the Board and Manager of Management Planning Office of Fujikura Ltd.	
		April 2006	Member of the Board and Managing Executive Officer, Manager of Corporate Planning Office of Fujikura Ltd.	
		April 2008	Member of the Board and Managing Executive Officer, Chief of Staff Division, Manager of Corporate Planning Office, and Manager of Export Administration Office of Fujikura Ltd.	
		April 2009	President & CEO & Representative Director of Fujikura Ltd.	
		April 2014	President & CEO & Representative Director and Chief of the Power & Telecommunication Systems Company of Fujikura Ltd.	
		April 2016	Chairman & Representative Director of Fujikura Ltd.	
		June 2018 to present	Advisor of Fujikura Ltd.	
		(Significant Concurrent Position) Advisor of Fujikura Ltd.		
	Reasons for nomination as a candidate for Outside Director Mr. Yoichi Nagahama served as President & CEO & Representative Director at Fujikura Ltd. He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.			

Notes:

1. Mr. Osamu Tanaka and Mr. Yoichi Nagahama are candidates for Outside Directors.
2. Mr. Osamu Tanaka belongs to Abe & Tanaka Law Offices. Although the Company has entered into the legal advisory contracts with Abe & Tanaka Law Offices, the remuneration amount is less than 5 million yen per annum.
   Mr. Osamu Tanaka will have served as Outside Director of the Company for four years upon the conclusion of this General Meeting of Shareholders.
3. Mr. Yoichi Nagahama serves as Advisor at Fujikura Ltd. Although the Company has business relations with Fujikura Ltd. in the area of sales of products and others, the amount of such transactions to the consolidated net sales of the current business year is less than 1%.
   On August 31, 2018 it was disclosed that cases of impropriety related to the quality control of a portion of products were found to exist at Fujikura Ltd., where Mr. Yoichi Nagahama served as President & CEO & Representative Director and Chairman & Representative Director.
4. The Company entered into an agreement with Mr. Osamu Tanaka to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If he is reelected, the Company will continue the said agreement.
   In addition, if the election of Mr. Yoichi Nagahama is approved, the Company plans to enter into the said agreement with him as well.

5. Mr. Osamu Tanaka has been designated as an independent director by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.
   If Mr. Osamu Tanaka is reelected, the Company will continue to designate him as an independent director.
   Additionally, if the election of Mr. Yoichi Nagahama is approved, the Company plans to designate him as an independent director in accordance with the provisions of the Tokyo Stock Exchange and provide notification thereof to the aforementioned stock exchange.

4th Proposal Election of three (3) Directors who are Audit & Supervisory Committee Members

In the event that the 2nd Proposal, "Partial Amendments to the Articles of Incorporation," is approved as presented, the Company will change its governance to a Company with an Audit & Supervisory Committee.

Accordingly, the Company requests the election of three (3) Directors who are Audit & Supervisory Committee Members.

This proposal has obtained the consent of the Audit & Supervisory Board.

The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in the 2nd Proposal take effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary and Positions in the Company
(Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">1</td><td>Yuzo Saisu
(April 17, 1942)
[New Candidate]</td><td>April 1965
June 1995
June 1999
June 2007
June 2009 to present</td><td>Joined the Company
Executive Director of the Company
Senior Vice President of the Company
Senior Managing Director of the Company
Audit & Supervisory Board Member of the Company</td><td>27,400</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member
Mr. Yuzo Saisu serves as a full-time Audit & Supervisory Board Member and possesses abundant knowledge and experience concerning the general management of the Group. We propose that he be elected as a Director who is an Audit & Supervisory Committee Member because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can appropriately perform his duties as a Director who is an Audit & Supervisory Committee Member of the Company.</td></tr>
<tr><td rowspan="2">2</td><td>Mitsuyoshi Naka
(October 20, 1951)
[New Candidate]
[Outside Director]
[Independent Director]</td><td>April 1975
June 2002
April 2008
June 2009 to present
April 2016 to present
(Significant Concurrent Position)
Director and Executive Advisor of FUJIKURA COMPOSITES Inc.</td><td>Joined Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.)
Director of Fujikura Rubber Ltd.
Representative Director and President of Fujikura Rubber Ltd.
Outside Audit & Supervisory Board Member of the Company
Director and Executive Advisor of FUJIKURA COMPOSITES Inc.</td><td>0</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member
Mr. Mitsuyoshi Naka served as Representative Director and President of Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.). He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="2">Career Summary and Positions in the Company
(Significant Concurrent Positions)</th><th>Ownership of the Company's Shares</th></tr>
<tr><td rowspan="2">3</td><td rowspan="2">Takashi Watanabe
(August 13, 1948)
[New Candidate]
[Outside Director]
[Independent Director]</td><td>September 1973</td><td>Joined Chiyoda Audit Corporation</td><td rowspan="2">9,000</td></tr>
<tr><td>August 1983
October 1984 to present
June 2005 to present</td><td>Registered as a certified public accountant
Head of Takashi Watanabe Certified Public Accountant Office
Outside Audit & Supervisory Board Member of the Company</td></tr>
<tr><td colspan="4">Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member
Mr. Takashi Watanabe is qualified as a certified public accountant and possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Company.</td></tr>
</table>

Notes:

1. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe are candidates for Outside Directors.
2. Mr. Mitsuyoshi Naka serves as Director and Executive Advisor of FUJIKURA COMPOSITES Inc. Although the Company has business relations with FUJIKURA COMPOSITES Inc. in the area of sales of products and others, the amount of such transactions to the consolidated net sales for the current business year is less than 1%. Mr. Mitsuyoshi Naka will have served as Outside Audit & Supervisory Board Member for ten years upon the conclusion of this General Meeting of Shareholders.
3. Mr. Takashi Watanabe does not have any special interest with the Company. Mr. Takashi Watanabe will have served as Outside Audit & Supervisory Board Member for 14 years upon the conclusion of this General Meeting of Shareholders.
4. The Company entered into agreements with Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are elected, the Company will enter into a similar agreement with them.
5. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe have been designated as independent directors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.
   We intend to designate them as independent directors when they are reelected.

5th Proposal Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member

In the event that the 2nd Proposal, "Partial Amendments to the Articles of Incorporation," is approved as presented, the Company will change its governance to a Company with an Audit & Supervisory Committee.

Accordingly, as a provision against the possibility of the number of Audit and Supervisory Committee Members falling below the number prescribed in laws and regulations, the Company proposes one (1) nominee for the post of Substitute Director who is an Audit and Supervisory Committee Member.

This proposal has obtained the consent of the Audit & Supervisory Board.

The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in the 2nd Proposal take effect.

The candidate for Substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of Birth)	Career Summary and Positions in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
Hiroshi Miyagawa (November 23, 1953) [Substitute Outside Director] [Independent Director]	October 1976 February 1981 January 1988 January 1988 to present	Joined Chiyoda Audit Corporation Registered as a certified public accountant Registered as a certified tax accountant President of Miyagawa CPA and CTA Office	0
Reasons for nomination as a candidate for Substitute Director who is an Audit & Supervisory Committee Member Mr. Hiroshi Miyagawa is qualified as a certified public accountant and certified tax accountant. He possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Substitute Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Company by offering opinions concerning the general management of the Company.			

Notes:

1. Mr. Hiroshi Miyagawa does not have any special interest with the Company.
2. Mr. Hiroshi Miyagawa is a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member.
3. If Mr. Hiroshi Miyagawa assumes the position of Outside Director who is an Audit & Supervisory Committee Member, the Company plans to enter into an agreement to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations.
4. If the election of Mr. Hiroshi Miyagawa is approved and he assumes office, the Company intends to designate him as an independent director in accordance with the provisions of the Tokyo Stock Exchange, and provide notification thereof to the aforementioned stock exchange.

6th Proposal Determination of remuneration for Directors who are not Audit & Supervisory Committee Members

In the event that the 2nd Proposal, "Partial Amendments to the Articles of Incorporation," is approved as presented, the Company will change its governance to a Company with an Audit & Supervisory Committee.

The limit for basic fixed compensation for Directors of the Company was set at 360 million yen per annum at the 96th Ordinary General Meeting of Shareholders held on June 28, 2007. However, to accompany the Company changing its governance to a Company with an Audit & Supervisory Committee, this amount will be repealed and a net basic fixed income will be set for Directors who are not Audit & Supervisory Committee Members. The limit for basic fixed compensation for Directors who are not Audit and Supervisory Committee Members shall be set at 360 million yen per annum (excluding employee salaries), including 30 million yen per annum for Outside Directors, upon taking into consideration the current basic fixed compensation for Directors and the various factors of the state of the economy.

This basic fixed compensation does not include employee compensation for those who serve concurrently as both employees and Directors.

The current number of Directors is nine (9) including two (2) Outside Directors. In the event that the 2nd Proposal and the 3rd Proposal are approved as presented, the number of Directors who are not Audit & Supervisory Committee Members referenced in this Proposal shall be nine (9) including two (2) Outside Directors.

The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in the 2nd Proposal take effect.

7th Proposal Determination of remuneration for Directors who are Audit & Supervisory Committee Members

In the event that the 2nd Proposal, "Partial Amendments to the Articles of Incorporation," is approved as presented, the Company will change its governance to a Company with an Audit & Supervisory Committee.

The limit for basic fixed compensation for Directors who are Audit and Supervisory Committee Members shall be set at 60 million yen per annum, upon taking into consideration the various factors of the state of the economy.

In the event that the 2nd Proposal and the 4th Proposal are approved as presented, the number of Directors who are Audit & Supervisory Committee Members referenced in this Proposal shall be three (3).

The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in the 2nd Proposal take effect.

End