[Translation]: This represents an excerpted 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.

(Securities Code: 4118)
June 9, 2020

Notice of Convocation of the 96th Annual General Meeting of Shareholders

Dear Shareholders:

Notice is hereby given that the 96th Annual General Meeting of Shareholders of the Company will be held as set forth below.

In order to avoid the risk of COVID-19 infection at the Annual General Meeting of Shareholders, it is strongly recommended that shareholders refrain from attending the meeting in person. You may exercise your voting rights either via return mail or via the Internet.[1]

Please review the accompanying "Reference Document Concerning the General Meeting of Shareholders" and cast your votes so as to reach the Company prior to 6:00 p.m. (JST) on June 25, 2020 (Thursday).

Yours very truly,

Minoru Tanaka
President and Representative Director

KANEKA CORPORATION
3-18, Nakanoshima 2-chome, Kita-ku,
Osaka, Japan

[1] (Note): Please note that shareholders outside Japan shall not use these voting procedures via email or the internet. Institutional investors should refer to the attached document entitled “Information about Exercise of Voting Rights” described on page 3.

Particulars

1. Date and time of the meeting:

Friday, June 26, 2020, at 10:00 a.m. (JST)
Reception will start at 9:00 a.m. (JST)

2. Place of the meeting:

Osaka Headquarters of the Company,
Nakanoshima Festival Tower (36th floor),
3-18, Nakanoshima 2-chome, Kita-ku,
Osaka, Japan

3. Agenda of the meeting:

Matters to be reported:

1. Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 96th fiscal year (from April 1, 2019 to March 31, 2020).
2. Report on the Results of Audit by Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements for the 96th fiscal year (from April 1, 2019 to March 31, 2020).

Matters for resolution:

Proposal No. 1: Election of Twelve (12) Directors
Proposal No. 2: Election of Two (2) Audit & Supervisory Board Members
Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member
Proposal No. 4: Provision of Bonus to Directors

4. Information about Exercise of Voting Rights:

Please ensure that you read carefully the attached document entitled “Information about Exercise of Voting Rights” described on page 3.

◎Since the Consolidated Statements of Changes in Shareholders’ Equity, the Notes to Consolidated Financial Statements, the Statements of Changes in Shareholders’ Equity and the Notes to Non-Consolidated Financial Statements are posted on the Company’s website of the Internet (https://www.kaneka.co.jp/) in accordance with the laws and the articles of incorporation of the Company, they are not stated in the Report for the 96th fiscal year separately attached. The Audit & Supervisory Board Member and Accounting Auditor have audited the Consolidated Statements of Changes in Shareholders’ Equity, the Notes to Consolidated Financial Statements, the Statements of Changes in Shareholders’ Equity and the Notes to Non-Consolidated Financial Statements posted on the Company’s website, in addition to having audited the documents in the Report for the 96th fiscal year separately attached.
◎In the event of any amendment to the Reference Document Concerning the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, the Company will post the amended items on the Company's website (https://www.kaneka.co.jp/).

Information about Exercise of Voting Rights:

1. If you do not express the approval or disapproval on the Voting Rights Exercise Form delivered, the Company will consider it indicative approval for all matters for resolution.
2. In the event that one and the same shareholder exercises voting rights both via return mail and via the Internet, the Company will consider the exercise of voting rights via the Internet to be valid. Moreover, in the event one and the same shareholder exercises voting rights several times via the same method, the Company will consider the last exercise of voting rights to be valid.

To the Institutional Investors:

The Company participates in the ICJ platform for institutional investors to vote from ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s). Voting via the Internet other than the ICJ platform is only available for registered shareholders in Japan with Japanese language only.

Reference Document Concerning the General Meeting of Shareholders

Proposals and Matters for Reference

Proposal No. 1: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to further enhance the management supervision framework, we will increase the number of Outside Directors by two (2), and we propose to elect twelve (12) Directors.

The candidates for Directors are as follows:

Candidate Number	Name	Current Position and Responsibility in the Company	Attendance at Meetings of the Board of Directors
1.	Reappointment Kimikazu Sugawara	Chairman of the Board and Representative Director	14/14 (100%)
2.	Reappointment Minoru Tanaka	President and Representative Director In charge of Overall Operations and Corporate Planning Chairperson of ESG Committee	14/14 (100%)
3.	Reappointment Kazuhiko Fujii	Director and Executive Vice President In charge of Overall Business, Health Care Solutions Unit, Supplement, E&I Technology Solutions Vehicle, New Business Development and United States business	14/14 (100%)
4.	Reappointment Shinichiro Kametaka	Director and Senior Managing Executive Officer In charge of Corporate Staff, Material Solutions Unit, Chemicals Purchasing, Human Resources and ESG Promotion (vice in charge)	14/14 (100%)
5.	Reappointment Shinobu Ishihara	Director and Senior Managing Executive Officer In charge of Investor & Public Relations, Legal Affairs, Accounting and Finance and DX	14/14 (100%)
6.	Reappointment Katsunobu Doro	Director and Managing Executive Officer In charge of PV & Energy management Solutions Vehicle and President and Director of Kaneka Americas Holding, Inc.	14/14 (100%)
7.	Reappointment Jun Enoki	Director and Managing Executive Officer In charge of Nutrition Solutions Unit and General Manager of Foods & Agris Solutions Vehicle	14/14 (100%)
8.	Reappointment Mamoru Kadokura	Director and Senior Managing Corporate Executive Officer In charge of Research activities	14/14 (100%)
9.	Reappointment Outside Director Independent Director/Auditor Takeo Inokuchi	Outside Director	14/14 (100%)
10.	Reappointment Outside Director Independent Director/Auditor Mamoru Mohri	Outside Director	14/14 (100%)

Candidate Number	Name	Current Position and Responsibility in the Company	Attendance at Meetings of the Board of Directors
11	New appointment Outside Director Independent Director/Auditor Takao Kusakari	-	
12	New appointment Outside Director Independent Director/Auditor Jun Yokota	-	

Candidates for Directors

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
1.	Reappointment Kimikazu Sugawara (March 31, 1947)	Apr. 1970 Joined the Company Jun. 2000 Director of the Company Jun. 2003 Managing Director of the Company Jun. 2006 Director and Managing Executive Officer of the Company Apr. 2008 President and Representative Director of the Company Apr. 2014 Chairman of the Board and Representative Director of the Company Presently in the post	8,600 shares

[Reasons for nomination as a Director candidate]

Mr. Kimikazu Sugawara, since becoming Director of the Company, has served many years as President and Representative Director, Chairman of the Board and Representative Director, and Board Chairperson, and has abundant experience in, and excellent insight into, corporate management. Therefore, the Company has nominated him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group.

(Note) The Company has no special interest with Mr. Kimikazu Sugawara.

2.	Reappointment Minoru Tanaka (October 27, 1954)	Apr. 1977 Joined the Company Jun. 2010 Director and Managing Executive Officer of the Company Jun. 2014 Director and Senior Managing Executive Officer of the Company Jun. 2016 Director and Executive Vice President of the Company Apr. 2018 Representative Director and Executive Vice President of the Company Apr. 2019 In charge of Quality of Life Solutions Unit and Corporate Planning Chairperson of ESG Committee of the Company April 2020 President and Representative Director of the Company In charge of Overall Operations and Corporate Planning, Chairperson of ESG Committee of the Company Presently in the post	7,000 shares

[Reasons for nomination as a Director candidate]

Mr. Minoru Tanaka has long been involved with the Planning division. Since becoming Director of the Company, he has served as Managing Executive Officer, Senior Managing Executive Officer, Representative Director and Executive Vice President and President and Representative Director and has abundant experience in, and excellent insight into, corporate management. Therefore, the Company nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group.

(Note) The Company has no special interest with Mr. Minoru Tanaka.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
3.	Reappointment Kazuhiko Fujii (June 17, 1961)	Apr. 1985 Joined the Company Jun. 2012 Executive Officer of the Company Jun. 2016 Director and Managing Executive Officer of the Company Apr. 2019 In charge of Health Care Solutions Unit, Supplement, E&I Technology Solutions Vehicle, New Business Development and United States business of the Company Apr. 2020 Director and Executive Vice President In charge of Overall Business, Health Care Solutions Unit, Supplement, E&I Technology Solutions Vehicle, New Business Development and United States business of the Company Presently in the post	3,600 shares

[Reasons for nomination as a Director candidate]

Mr. Kazuhiko Fujii has long been involved with the Functional Plastics and Life Science Products segments of the Company, and has many years of experience working overseas. Since becoming Director of the Company, he has served as Managing Executive Officer and Executive Vice President, and has abundant experience in, and excellent insight into, corporate management, including being in charge of a broad range of divisions. Therefore, the Company nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value from a global viewpoint and to strengthen the oversight function over the entire Group and the divisions he is in charge of.

(Note) The Company has no special interest with Mr. Kazuhiko Fujii.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
4.	Reappointment Shinichiro Kametaka (November 13, 1957)	Apr. 1981 Joined the Company Jun. 2011 Executive Officer of the Company Jun. 2014 Director and Managing Executive Officer of the Company Jun. 2017 Director and Senior Managing Executive Officer Apr. 2019 In charge of Material Solutions Unit, Chemicals Purchasing, Human Resources, ESG Promotion (vice in charge) and General Manager of Performance Polymers (MS) Solutions Vehicle of the Company Apr. 2020 In charge of Corporate Staff, Materials Solution Unit, Chemicals Purchasing, Human Resources and ESG Promotion (vice in charge) Presently in the post	6,000 shares

[Reasons for nomination as a Director candidate]

Mr. Shinichiro Kametaka has long been involved with the Chemicals segment of the Company and with chemicals purchases. Since becoming Director of the Company, he has served as Managing Executive Officer and Senior Managing Executive Officer, and has abundant experience in, and excellent insight into, corporate management, including managing a broad range of business divisions and human resources. Therefore, the Company nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group and the businesses he is in charge of.

(Note) The Company has no special interest with Mr. Shinichiro Kametaka.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
5.	Reappointment Shinobu Ishihara (May 4, 1955)	Apr. 1980 Joined the Company Jun. 2010 Executive Officer of the Company Jun. 2014 Managing Executive Officer of the Company Jun. 2015 Director and Managing Executive Officer of the Company Apr. 2018 Director and Senior Managing Executive Officer of the Company Apr. 2019 In charge of Investor & Public Relations, Legal Affairs, Accounting and Finance of the Company Apr. 2020 In charge of Investor & Public Relations, Legal Affairs, Accounting and Finance and DX of the Company Presently in the post	6,000 shares

[Reasons for nomination as a Director candidate]

Mr. Shinobu Ishihara has long been involved with the Accounting and Finance and Investor & Public Relations divisions of the Company. Since becoming Director of the Company, he has served as Managing Executive Officer and Senior Managing Executive Officer and has abundant experience in, and excellent insight into, corporate management, including being in charge of a broad range of divisions. Therefore, the Company nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group and the divisions he is in charge of.

(Note) The Company has no special interest with Mr. Shinobu Ishihara.

6.	Reappointment Katsunobu Doro (January 13, 1960)	Apr. 1982 Joined the Company Jun. 2014 Executive Officer of the Company Apr. 2017 Managing Executive Officer of the Company Mar. 2019 President and Director of Kaneka Americas Holding, Inc. Jun. 2019 Director and Managing Executive Officer of the Company President and Director of Kaneka Americas Holding, Inc. Apr. 2020 In charge of PV & Energy management Solutions Vehicle of the Company and President and Director of Kaneka Americas Holding, Inc. Presently in the post	2,300 shares

[Reasons for nomination as a Director candidate]

Mr. Katsunobu Doro has long been involved with the Functional Plastics, and Electrical and Electronic Materials of the Company. Since becoming Director of the Company, he has served as Managing Executive Officer and has many years of experience working overseas, and has abundant experience in, and insights into, the business divisions. Therefore, the Company, which is pursuing diversified and global businesses development, nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the geographic areas and businesses he is in charge of.

(Note) The Company has no special interest with Mr. Katsunobu Doro.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)		Number of shares of the Company held by Candidate
7.	Reappointment Jun Enoki (September 8, 1960)	Apr. 1983 Jun. 2013 Apr. 2017 Jun. 2019	Joined the Company Executive Officer of the Company Managing Executive Officer of the Company Director and Managing Executive Officer of the Company In charge of Nutrition Solutions Unit and General Manager of Foods & Agris Solutions Vehicle of the Company Presently in the post	1,100 shares

[Reasons for nomination as a Director candidate]

Mr. Jun Enoki has long been involved with the Food Business of the Company. Since becoming Director of the Company, he has served as Managing Executive Officer, and has abundant experience in, and insights into, the business division. Therefore, the Company nominates him as a Director candidate as he is expected to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group and the divisions he is in charge of.

(Note) The Company has no special interest with Mr. Jun Enoki.

8.	Reappointment Mamoru Kadokura (June 1, 1959)	Apr. 1987 Jun. 2010 Jun. 2012 Apr. 2014 Apr. 2019 Mar. 2020 Apr. 2020	Joined the Company Executive Officer of the Company Director and Managing Executive Officer of the Company President and Representative Director of the Company In charge of Research activities of the Company Retired from the post of President and Representative Director of the Company Director and Senior Managing Corporate Executive Officer of the Company In charge of Research activities of the Company Presently in the post	8,000 shares

[Reasons for nomination as a Director candidate]

Mr. Mamoru Kadokura, since becoming Director of the Company, has served as General Manager of Corporate R&D Planning and Administration Division, officer in charge of business divisions, and President and Representative Director of the Company, and has abundant experience in, and excellent insight into, corporate management. Therefore, the Company nominates him as a Director candidate as he is expected to accelerate change in the R&B (Research & Business) of the Company as an "R&D-type company", and to contribute to increasing its medium- to long-term corporate value and to strengthen the oversight function over the entire Group.

(Note) The Company has no special interest with Mr. Mamoru Kadokura.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
9.	Reappointment Outside Director Independent Director/Auditor Takeo Inokuchi (April 9, 1942)	Apr. 1965 Joined Taisho Marine & Fire Insurance Co., Ltd Jun. 1993 Director of Mitsui Marine and Fire Insurance Co., Ltd. (Formerly Taisho Marine and Fire Insurance Co., Ltd.) Jun. 1994 Managing Director of Mitsui Marine and Fire Insurance Co., Ltd. Apr. 1996 Representative Director and President of Mitsui Marine & Fire Insurance Co., Ltd. Jun. 2000 Chief Executive Officer, Representative Director, Chairman and President of Mitsui Marine & Fire Insurance Co., Ltd. Oct. 2001 Representative Director, Chairman of the Board and joint CEO of Mitsui Sumitomo Insurance Co., Ltd. Apr. 2006 Representative Director, Chairman of the Board and Executive Officer of Mitsui Sumitomo Insurance Co., Ltd. Jun. 2006 Retired as Representative Director, Chairman of the Board and Executive Officer of Mitsui Sumitomo Insurance Co., Ltd. Jul. 2007 Senior Advisor of Mitsui Sumitomo Insurance Co., Ltd. Jun. 2011 Director of the Company Apr. 2018 Honorary Advisor of Mitsui Sumitomo Insurance Co., Ltd. Presently in the post (Important position of other organizations concurrently assumed) Outside Director of Kikkoman Corporation	0

[Reasons for nomination as an Outside Director candidate]

Mr. Takeo Inokuchi has been engaged in the management of a financial institution for many years and has a high level of knowledge and abundant practical experience in top management. Furthermore, he has also a detailed knowledge of corporate governance, holding a key position at Japan Association of Corporate Directors, which makes high-level advocacies and recommendations with respect to corporate governance. He has already been conducting appropriate oversight and providing objective and strategic advice regarding management in general at meetings of the Board of Directors of the Company. Therefore, the Company nominates him for the continuation of such service.

(Notes) 1. The Company has no special interest with Mr. Takeo Inokuchi.

2. Mr. Takeo Inokuchi is a candidate for Outside Director. The following matters are specifically noted with respect to the said candidate for Outside Director.

(1) Although Mr. Takeo Inokuchi is a former Representative Director of Mitsui Sumitomo Insurance Co., Ltd., a shareholder of the Company, the Company sees no issue with regard to his independence as fourteen years have passed since his resignation from the post. Furthermore, although the Company has transactions with Mitsui Sumitomo Insurance Co., Ltd. for nonlife insurance, the insurance premium paid by the Kaneka Group to Mitsui Sumitomo Insurance Co., Ltd. in the most recent fiscal year is minimal, accounting for less than 0.1% of its premium income.

(2) Mr. Takeo Inokuchi will have been in the office of Director of the Company for nine years at the conclusion of this General Meeting of Shareholders.

(3) The Company has entered into a contract with Mr. Takeo Inokuchi to limit his liability for damages with respect to the liability set forth in Article 423(1) of the Companies Act, whereby the amount of his liability for damages is limited to the minimum liability amount provided for in the relevant laws and ordinances.

(4) The Company has designated Mr. Takeo Inokuchi as an independent director/auditor and submitted the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. Upon his election as originally proposed, it is planned that Mr. Inokuchi will continue to serve as an independent director/auditor.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
10.	Reappointment Outside Director Independent Director/Auditor Mamoru Mohri (January 29, 1948)	Jun. 1976 Received a doctorate in Chemistry from Flinders University of South Australia Apr. 1982 Associate Professor at Hokkaido University, School of Engineering Aug. 1985 Astronaut at the National Space Development Agency of Japan Sep. 1992 Conducted experiments as a prime payload specialist on STS-47, Spacelab-J on the NASA Space Shuttle "Endeavour" Feb. 2000 Worked as a mission specialist for the Shuttle Radar Topography Mission on the NASA Space Shuttle "Endeavour" Oct. 2000 Chief Executive Director of National Museum of Emerging Science and Innovation (Miraikan) operated by Japan Science and Technology Corporation (currently the Japan Science and Technology Agency) Jun. 2015 Director of the Company Presently in the post (Important positions of other organizations concurrently assumed) Chief Executive Director of the National Museum of Emerging Science and Innovation (Miraikan), Japan Science and Technology Agency Chairman of National Promotion Committee on AMR Action Plan	0

[Reasons for nomination as an Outside Director candidate]

Mr. Mamoru Mohri has diverse and abundant experience and achievements in leading-edge science and technology of the world. The Company holds 'Moving toward an "R&D-type" company' as one of its management policies in its long-term management vision, and has made focused investment of its management resources in R&B (Research & Business). Based on his advanced insight and global perspective, he has been conducting appropriate oversight and providing objective and strategic advice at meetings of the Board of Directors of the Company. Therefore, the Company nominates him for the continuation of such service.

(Notes) 1. The Company has no special interest with Mr. Mamoru Mohri.

2. Mr. Mamoru Mohri is a candidate for Outside Director. The following matters are specifically noted with respect to the said candidate for Outside Director.

(1) Mr. Mamoru Mohri will have been in the office of Director of the Company for five years at the conclusion of this General Meeting of Shareholders.

(2) The Company has entered into a contract with Mr. Mamoru Mohri to limit his liability for damages with respect to the liability set forth in Article 423(1) of the Companies Act, whereby the amount of his liability for damages is limited to the minimum liability amount provided for in the relevant laws and ordinances.

(3) The Company has designated Mr. Mamoru Mohri as an independent director/auditor and submitted the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. Upon his election as originally proposed, it is planned that Mr. Mohri will continue to serve as an independent director/auditor.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
11.	New appointment Outside Director Independent Director/Auditor Takao Kusakari (March 13, 1940)	Apr. 1964 Joined Nippon Yusen Kabushiki Kaisha Aug. 1999 Representative Director, President and Corporate Officer of Nippon Yusen Kabushiki Kaisha Apr. 2004 Representative Director, Chairman and Corporate Officer of Nippon Yusen Kabushiki Kaisha Apr. 2006 Representative Director, Chairman, Chairman Corporate Officer of Nippon Yusen Kabushiki Kaisha Apr. 2009 Director and Senior Advisor of Nippon Yusen Kabushiki Kaisha Jun. 2010 Senior Advisor of Nippon Yusen Kabushiki Kaisha Apr. 2015 Board Counselor of Nippon Yusen Kabushiki Kaisha (until March 2018) Jun. 2017 Outside Director of Japan Oil Transportation Co., Ltd. Presently in the post (Important position of other organizations concurrently assumed) Outside Director, Japan Oil Transportation Co., Ltd.	0

[Reasons for nomination as an Outside Director candidate]

Mr. Takao Kusakari has diverse and abundant experience and achievements in corporate management and the global logistics field from having served as the Representative Director and Chairman, and President of Nippon Yusen Kabushiki Kaisha as well as the Vice Chairman of KEIDANREN (Japan Business Federation). Therefore, the Company nominates him as a Director candidate as he will provide appropriate oversight as well as objective and strategic advice regarding management in general at the meeting of the Company's Board of Directors from a sophisticated and broad perspective.

(Notes) 1. The Company has no special interest with Mr. Takao Kusakari.

2. Mr. Takao Kusakari is a candidate for Outside Director. The following matters are specifically noted with respect to the said candidate for Outside Director.

(1) Although the Company has transactions related to product shipments with Japan Oil Transportation Co., Ltd., where Mr. Kusakari is Outside Director, transaction amount paid by the Kaneka Group to Japan Oil Transportation Co., Ltd. in the most recent fiscal year is minimal, accounting for less than 0.1% of its sales amount.

(2) If Mr. Takao Kusakari is elected as Director, the Company plans to enter into a contract with him to limit his liability for damages with respect to the liability set forth in Article 423(1) of the Companies Act, whereby the amount of his liability for damages will be limited to the minimum liability amount provided for in the relevant laws and ordinances.

(3) The Company plans to designate Mr. Takao Kusakari as an independent director/auditor and submit the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)	Number of shares of the Company held by Candidate
12.	New appointment Outside Director Independent Director/Auditor Jun Yokota (June 26, 1947)	Apr. 1971 Joined the Ministry of Foreign Affairs Jan. 1998 Deputy Director-General of Economic Affairs Bureau Jun. 2002 Consul-General of Japan in Hong Kong Apr. 2004 Ambassador Extraordinary and Plenipotentiary to the State of Israel May 2009 Ambassador Extraordinary and Plenipotentiary to the Kingdom of Belgium Oct. 2012 Ambassador Extraordinary and Plenipotentiary in charge of Economic Diplomacy and of Reconstruction Assistance to Iraq (until January 2014) Jan. 2014 Retired from the Ministry of Foreign Affairs Jun. 2014 Special Advisor to the Chairman of KEIDANREN (Japan Business Federation) (until May 2018) Jun. 2014 Outside Director of Fujitsu Limited Presently in the post (Important position of other organizations concurrently assumed) Outside Director of Fujitsu Limited	0

[Reasons for nomination as an Outside Director candidate]

Mr. Jun Yokota has abundant experience in, and insight into, international politics and economics, from having served as a diplomat, namely, the Ambassador to Israel and to Belgium, and a government representative in the EPA (Economic Partnership Agreement) negotiations with Europe. Therefore, the Company has nominated him as Outside Director as he will provide appropriate oversight as well as objective and strategic advice regarding management in general at the meeting of the Company's Board of Directors with his global and diverse insight.

(Notes) 1. The Company has no special interest with Mr. Jun Yokota.

2. Mr. Jun Yokota is a candidate for Outside Director. The following matters are specifically noted with respect to the said candidate for Outside Director.

(1) Although the Company has transactions related to computer systems with Fujitsu Limited., where Mr. Yokota is Outside Director, transaction amount paid by the Kaneka Group to Fujitsu Limited in the most recent fiscal year is minimal, accounting for less than 0.1% of its sales amount.

(2) During Mr. Jun Yokota's term of office as Outside Director at Fujitsu Limited, in July 2016 Fujitsu Limited was found to have violated the Antimonopoly Act with regard to order coordination of its products and received a cease-and-desist order and a surcharge payment order.
After the first violations came to light, Mr. Jun Yokota as a member of the Board led efforts to launch an internal Special Investigation Committee. As the investigations by this committee revealed that order coordination had taken place in separate transactions with another customer (such conduct was confirmed to be a violation of the Antimonopoly Act in February 2017), Fujitsu Limited decided to apply for the leniency program. As a result, Fujitsu Limited was fully exempted from payment of the surcharge.
Subsequently, the outside directors/auditors including Mr. Jun Yokota took the initiative to help pass a resolution of the Board of Directors regarding disciplinary actions against the officers involved and have been continuously monitoring relevant activities to prevent the recurrence of such incidents.

(3) If Mr. Jun Yokota is elected as Director, the Company plans to enter into a contract with him to limit his liability for damages with respect to the liability set forth in Article 423(1) of the Companies Act whereby the amount of his liability for damages will be limited to the minimum liability amount provided for in the relevant laws and ordinances.

(4) The Company plans to designate Mr. Jun Yokota as an independent director/auditor and submit the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc.

Proposal No.2: Election of Two (2) Audit & Supervisory Board Members

The term of office of Hideyuki Matsui and Yasuhiro Uozumi will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect two (2) Audit & Supervisory Board Members.

We have already obtained the consent of the Audit & Supervisory Board for the submission of this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

Candidates for Audit & Supervisory Board Members

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)		Number of shares of the Company held by Candidate
1.	Reappointment Hideyuki Matsui (March 25, 1950)	Apr. 1972 Mar. 1997 Jun. 1998 May. 2001 May. 2006 Jun. 2006 Jun. 2010 Mar. 2012 Jun. 2012	Joined the Company General Manager of Human Resource Department of the Company General Manager of General Affairs Department in Tokyo of the Company General Manager of General Affairs Department of the Company General Manager of General Affairs Department and Secretariat of the Company Executive Officer of the Company Managing Executive Officer of the Company General Manager of Secretariat of the Company Audit & Supervisory Board Member of the Company Presently in the post	1,600 shares

[Reasons for nomination as an Audit & Supervisory Board Member candidate]

Mr. Hideyuki Matsui has long been involved mainly with the Human Resources and General Affairs divisions of the Company, and has extensive knowledge and understanding of the Group as well as abundant experience and achievements. Since becoming an Audit & Supervisory Board Member, he has made appropriate and suitable comments for internal audits of the Group and in other instances, and has been fulfilling his duties adequately. Therefore, the Company nominates him for the continuation of such service.

(Note) The Company has no special interest with Mr. Hideyuki Matsui.

Candidate Number	Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)		Number of shares of the Company held by Candidate
2.	Reappointment Outside Audit & Supervisory Board Member Independent Director/Auditor Yasuhiro Uozumi (November 30, 1966)	Apr. 1993	Admitted to the bar Joined Oh-Ebashi Law Offices (Currently, Oh-Ebashi LPC & Partners)	0
		Apr. 2000	Partner of Oh-Ebashi Law Offices (Currently, Oh-Ebashi LPC & Partners)	
		Aug. 2002	Equity Partner of Oh-Ebashi Law Offices	
		Apr. 2007	Adjunct Instructor of Kobe University Law School (until Jul. 2013)	
		Jun. 2007	Substitute Audit & Supervisory Board Member of the Company	
		Apr. 2014	Vice Chairman of the Osaka Bar Association (until Mar. 2015)	
		Jun. 2016	Outside Audit & Supervisory Board Member of the Company	
			Presently in the post	

[Reasons for nomination as an Audit & Supervisory Board Member candidate]

Mr. Yasuhiro Uozumi has served as the Vice Chairman of the Osaka Bar Association, and has a high level of knowledge and abundant experience as a legal professional. Considering that valuable advice and opinions have been provided by him as an Outside Audit & Supervisory Board Member of the Company at meetings of the Board of Directors and the Audit & Supervisory Board from the perspective of legal compliance, the Company nominates him for the continuation of such service.

(Notes) 1. The Company has no special interest with Mr. Yasuhiro Uozumi.

2. Mr. Yasuhiro Uozumi is a candidate for Outside Audit & Supervisory Board Member. The following matters are specifically noted with respect to the candidate for Outside Audit & Supervisory Board Member.

(1) Although the Company has been seeking legal advice and handling of lawsuits from Oh-Ebashi LPC & Partners to which Mr. Yasuhiro Uozumi belongs, the lawyer's fees paid to Oh-Ebashi LPC & Partners by the Company in the most recent fiscal year are minimal, accounting for less than 2% of the total fees the office received, and no legal advisory contract has been concluded.

(2) Mr. Yasuhiro Uozumi will have been in the office of Audit & Supervisory Board Member of the Company for four years at the conclusion of this General Meeting of Shareholders

(3) The Company has entered into a contract with Mr. Yasuhiro Uozumi to limit his liability for damages with respect to the liability set forth in Article 423(1) of the Companies Act, whereby the amount of his liability for damages is limited to the minimum liability amount provided for in the relevant laws and ordinances.

(4) The Company has designated Mr. Yasuhiro Uozumi as an independent director/auditor and submitted the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. Upon his election as originally proposed, it is planned that Mr. Uozumi will continue to serve as an independent director/auditor.

(Reference)

Audit & Supervisory Board Members after the election as proposed.

Name		Current Position and Responsibility in the Company	Attendance at Meetings of the Board of Directors	Attendance at Meetings of the Audit & Supervisory Board
Reappointment	Hideyuki Matsui	Full-time Audit & Supervisory Board Member	14/14 (100%)	14/14 (100%)
Not subject to re-election at this Meeting	Masami Kishine	Full-time Audit & Supervisory Board Member	14/14 (100%)	14/14 (100%)
Not subject to re-election at this Meeting Outside Auditor Independent Director/Auditor	Hiroshi Fujiwara	Outside Audit & Supervisory Board Member	14/14 (100%)	14/14 (100%)
Reappointment Outside Auditor Independent Director/Auditor	Yasuhiro Uozumi	Outside Audit & Supervisory Board Member	14/14 (100%)	14/14 (100%)

Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member

We propose to elect one (1) substitute Audit & Supervisory Board Member as a substitute of Outside Audit & Supervisory Board Member in anticipation of a case in which the number of Audit & Supervisory Board Members might become less than the number provided for in the laws and ordinances.

We have already obtained the consent of the Audit & Supervisory Board for the submission of this proposal.

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

Candidate for substitute Audit & Supervisory Board Member

Name (Date of birth)	Brief history (Position and responsibility and important position of other organizations concurrently assumed)		Number of shares of the Company held by Candidate
Reappointment Outside Audit & Supervisory Board Member Independent Director/Auditor Masafumi Nakahigashi (September 19, 1965)	Apr. 1996	Associate Professor of School of Law of Nagoya University	0
	Apr. 1999	Associate Professor of Graduate School of Law of Nagoya University	
	Apr. 2005	Professor of Graduate School of Law of Nagoya University (Currently, Nagoya University, National University Corporation, Tokai National Higher Education and Research System)	
	Apr. 2010	Secretary of Legislative Council of the Ministry of Justice, Section for the Companies Act (until Sep. 2012)	
	Jun. 2011	Secretary of Advisory Committee on Civil Rules of Supreme Court of Japan (until Nov. 2012)	
	Jun. 2016	Substitute Audit & Supervisory Board Member of the Company	
	Apr. 2017	Secretary of Legislative Council of the Ministry of Justice, Section for the Companies Act related to Corporate Governance (until Feb 2019)	
	Apr. 2019	Vice President of Nagoya University (Currently, Nagoya University, National University Corporation, Tokai National Higher Education and Research System)	
		Presently in the post	

[Reasons for nomination as a substitute Outside Audit & Supervisory Board Member candidate]

Mr. Masafumi Nakahigashi has served in such positions as Secretary of Legislative Council of the Ministry of Justice, Section for the Companies Act, and has a high level of knowledge and abundant experience as a university vice president and university professor. Since 2007, he has regularly provided appropriate and suitable advice as a member of the Special Committee of the Company. The Company nominates him as a substitute Audit & Supervisory Board Member as he is expected to continue to provide valuable advice and opinions at meetings of the Board of Directors and the Audit & Supervisory Board of the Company.

(Notes) 1. The Company has no special interest with Mr. Masafumi Nakahigashi.

2. Mr. Masafumi Nakahigashi is a candidate for substitute Outside Audit & Supervisory Board Member. The following matters are specifically noted with respect to the candidate for Outside Audit & Supervisory Board Member.

(1) In the event that Mr. Masafumi Nakahigashi assumes the office of Audit & Supervisory Board Member, the Company plans to enter into a contract with him to limit his liability with respect to the liability for damages set forth in Article 423(1) of the Companies Act, whereby the amount of his liability for damages will be limited to the minimum liability amount provided for in the relevant laws and ordinances.

(2) In the event that Mr. Masafumi Nakahigashi assumes the office of Audit & Supervisory Board Member, the Company plans to designate him as an independent director/auditor and submit the statement to that effect to the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc.

[For reference] Standards for Independence of Outside Directors/Audit & Supervisory Board Members

The independence of Outside Directors or Outside Audit & Supervisory Board Members (collectively the "Outside Directors/Audit & Supervisory Board Members") of the Company refers to such a person being independent from the Company's management without falling under any of the following:

(1) A person executing the business, etc. ("Executing Person") of the Company and its affiliates (hereinafter, "the Group") and their close relatives, etc.;
(2) A party for which the Group is a principal business partner or an Executing Person thereof;
(3) A principal business partner of the Group or an Executing Person thereof;
(4) A major shareholder of the Company (a party that directly or indirectly holds a voting interest of 10% or more) or an Executing Person thereof;
(5) A director and other Executing Person of an organization that has received a certain amount or more of donations or subsidies from the Group;
(6) An Executing Person of a company with which the Group has an arrangement for mutual secondment of directors and audit & supervisory board members;
(7) A person belonging or who has belonged in the past to an auditing firm conducting a statutory audit of the Company; or
(8) A consultant, certified public accountant or other accounting professional, or lawyer or other legal professional who has received a substantial amount of monetary compensation or other consideration other than director/audit & supervisory board member compensation from the Group (if the party receiving such consideration is a corporation, association or other entity, a person belonging to the said entity or a person who has belonged to the said entity in the past).

(Note 1) An Executing Person refers to those who conduct business operations or conducted business operations in the past, including directors (excluding outside directors), executive officers and employees.
(Note 2) Close relatives refer to relatives within the second degree of kinship of or relatives living in the same place with those who conduct important business operations, including directors (excluding outside directors), executive officers and division managers.
(Note 3) A party for which the Group is a principal business partner refers to a business partner group (which means entities that belong to the consolidated group to which the direct business partner belongs; the same shall apply hereinafter) that supplies products and services to the Group, where the business partner group's trading amount with the Group exceeds 2% of the consolidated sales of the business partner group in the most recent fiscal year.
(Note 4) A principal business partner of the Group refers to those who fall under either of the following:
(1) A business partner group to whom the Group supplies products and services, where the Group's trading amount with such group exceeds 2% of the Group's consolidated sales in the most recent fiscal year.
(2) A financial institution group (which means entities that belong to the consolidated group to which the direct lender belongs) from which the Group has borrowed funds, where the total amount of the Group's borrowings from the financial institution group exceeds 2% of the Group's consolidated total assets at the end of the most recent fiscal year.
(Note 5) An organization that has received a certain amount or more of donations or subsidies from the Group refers to public interest incorporated foundations, public interest incorporated associations, non-profit organizations, etc. which receive donations or subsidies of over 10 million yen per year from the Group.
(Note 6) A consultant, certified public accountant or other accounting professional, or lawyer or other legal professional who has received a substantial amount of monetary compensation or other consideration other than director/audit & supervisory board member compensation from the Group refers to those who received such consideration other than director/audit & supervisory board member compensation of over 10 million yen from the Group in the most recent fiscal year or those who belong to an entity which receives such consideration from the Group in amount exceeding 2% of the said entity's consolidated sales or gross income.

[For reference] Procedures for Nomination of Directors and Audit & Supervisory Board Members

Candidates for Directors are proposed by the Representative Directors and decided by the Board of Directors based on the report of the Nomination and Compensation Advisory Committee, pursuant to the "Standards on Nomination of Directors." Candidates for Directors are elected as Directors by a resolution of the General Meeting of Shareholders every year.

Candidates for Audit & Supervisory Board Members (including substitute Audit & Supervisory Board Member) are proposed by the Representative Directors and decided by the Board of Directors with the consent of the Nomination and Compensation Advisory Committee and the Audit & Supervisory Board, pursuant to the "Standards on Nomination of Audit & Supervisory Board Members." Candidates for Audit & Supervisory Board Members are elected as Audit & Supervisory Board Members (including substitute Audit & Supervisory Board Members) by a resolution of the General Meeting of Shareholders.

[For reference] Balance of Knowledge, Experience and Expertise and Diversity among the Directors as well as Size of the Board of Directors as a whole

The Company elects Directors on the condition that they have high integrity, insight, skills, experience and strong ethical standards.

Proposal No. 4: Provision of Bonus to Directors

Taking into account the results of operation for the fiscal year and various other factors, we propose to grant a total amount of 90,000,000 yen to ten (10) incumbent Directors excluding Outside Directors as at the end of the fiscal year. Furthermore, it is proposed that the determination of the amounts to be given to each Director be entrusted to the decision of the Board of Directors.

The above represents an excerpted translation, for reference and convenience only, of the original notice issued in Japanese. We did our utmost to ensure accuracy in our translation and believe it to be of the highest standard. However, due to differences of accounting, legal, and other systems as well as of language, this English version might contain inaccuracies, and therefore, might be inconsistent with the original intended in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail as the official version.