Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4186
March 8, 2021

To Those Shareholders with Voting Rights

Noriaki Taneichi President and Representative Director
TOKYO OHKA KOGYO CO., LTD.
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

NOTICE OF THE CONVOCATION OF THE 91st ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 91st Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. ("the Company"), which will be held as described below.

We strongly request our shareholders refrain from attending in person this General Meeting of Shareholders regardless of your health status from the perspective of preventing the spread of the novel coronavirus disease (COVID-19) and securing your safety. You may exercise your voting rights either in writing or by electronic means (via the Internet, etc.).

Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m., Monday, March 29, 2021 (JST).

Exercise of Voting Rights in Writing

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us no later than the above voting deadline.

Exercise of Voting Rights by Electronic Means (via the Internet, etc.)

Please review the "Guide for Exercising Voting Rights" and enter your approval or disapproval for each proposal no later than the above voting deadline.

1. **Date and Time:** Tuesday, March 30, 2021 at 10:00 a.m. (JST)
2. **Place:** 1st Meeting Room, 5F, Corporate Headquarters of the Company
   150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

3. **Agenda of the Meeting:**

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 91st fiscal year (from January 1, 2020 to December 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. The Non-Consolidated Financial Statements for the 91st fiscal year (from January 1, 2020 to December 31, 2020)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Election of Two Corporate Auditors

4. **Matters Decided for the Convocation:**

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

* For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.
* When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, please understand that the matters after modification will be shown on the website of the Company (https://www.tok.co.jp/).

Guide for Exercising Voting Rights

Voting rights can be exercised using the following three methods.

[Attending the General Meeting of Shareholders]

Please hand in the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time: Tuesday, March 30, 2021 at 10:00 a.m. (JST)

Place: 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

[Exercise of Voting Rights in Writing]

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and mail it without a stamp.

Deadline for exercising voting rights: 5:30 p.m., Monday, March 29, 2021 (JST)

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights (https://evote.tr.mufg.jp/) from personal computer, smartphone, or mobile phone, enter the "login ID" and "temporary password" provided on the Voting Rights Exercise Form and then enter your vote for each proposal according to the instructions on the screen.

Deadline for exercising voting rights: 5:30 p.m., Monday, March 29, 2021 (JST)

Points to note when exercising the voting rights by electromagnetic means (via the Internet, etc.)

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.
(3) To prevent people who are not shareholders (impostors) from illegally accessing the website and alteration of the content of your voting selections, we will ask shareholders who use the website to change their "temporary passwords" on the website for exercising voting rights.
(4) You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.

Website to use for exercising voting rights

(1) Exercise of voting rights via the Internet is possible by accessing the website designated by the Company exclusively for the purpose of exercising voting rights (https://evote.tr.mufg.jp/) via a personal computer, smartphone or mobile phone. (Access is unavailable between 2:00 a.m. and 5:00 a.m. (JST) every day.)
(2) Depending on the Internet user environment, shareholders using personal computers or smartphones may not be able to exercise their voting rights via the website for exercising voting rights. For more details, please contact the Help Desk by telephone at the following number.
(3) To ensure security, shareholders may not be able to exercise voting rights using a mobile phone if their mobile phone models are not enabled to send terminal ID information, or do not support encrypted communication (SSL communication).
(4) Costs arising from accessing the website for exercising voting rights (Internet access fees, communication charges, etc.) will be borne by the shareholder.

Electronic proxy voting platform

If you are nominee shareholders such as management trust banks (including standing proxy) and apply in advance for the use of the electronic proxy voting platform operated by ICJ, Inc., you may use such platform operated by ICJ, Inc..

For inquiries concerning systems, etc. please contact:

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Department (Help Desk)
Tel: 0120-173-027 (Business hours: 9:00 a.m.–9:00 p.m. (JST) toll free)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows.
Matters related to the year-end dividend:

The Company considers the return of its profits to shareholders an important managerial issue. The Company, in light of its financial condition and business performance from a long-term point of view, makes it its basic policy to carefully secure sufficient internal reserves for the enhancement of the corporate competitiveness and enlargement of its profit. On the other hand, the Company also makes it its basic policy to continue its payments of dividends with a consolidated DOE (dividend on equity ratio) of 3.5% as the target level of dividend payout, and flexibly acquire its own stock, to realize stable and continued return of profit.

Under this policy, with regard to the year-end dividend for the fiscal year, the Company proposes to pay ¥94 per share, which includes a commemorative dividend of ¥30 per share on top of the ordinary dividend of ¥64 per share. This payment takes into account various factors, including the Company's business performance, and also reflects the Company's desire to reciprocate the consistent support of its shareholders that made it possible to achieve the 80th anniversary since foundation on October 2020.

Accordingly, including the interim dividend of ¥60 per share paid in September 2020, the annual dividend for the fiscal year is ¥154 per share.

(1) Type of dividend property
Cash

(2) Matters related to distribution of dividend property to shareholders and the total amount
¥94 per common share of the Company Total amount: ¥3,925,475,908
(comprising ¥64 ordinary dividend and ¥30 commemorative dividend)

(3) Effective date of the distribution of surplus
March 31, 2021

Proposal No. 2: Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests that nine Directors be elected.
The candidates for Director are as follows:

No.	Name	Current position	Current responsibility	Attributes
1	Noriaki Taneichi	Representative Director President	Chief Executive Officer	[Re-election]
2	Harutoshi Sato	Director	Senior Executive Officer Department Manager, Research and Development Department	[Re-election]
3	Yoichi Shibamura	Director	Senior Executive Officer Department Manager, Accounting and Finance Department	[Re-election]
4	Kunio Mizuki	Director	Executive Officer Department Manager, General Affairs Department	[Re-election]
5	Yuichi Murakami	Director	Officer Department Manager, Manufacturing Department	[Re-election]
6	Hiroshi Kurimoto	Director	-	[Re-election] [Outside] [Independent Officer]
7	Noriko Sekiguchi	Director	-	[Re-election] [Outside] [Independent Officer]
8	Kazuo Ichiyanagi	Director	-	[Re-election] [Outside] [Independent Officer]
9	Yusuke Narumi	-	Officer Department Manager, New Business Development Department	[New election]

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Noriaki Taneichi
(November 23, 1962)
[Re-election]</td><td>Apr. 1986
June 2009

June 2011

June 2015

June 2017

Jan. 2019</td><td>Joined the Company
Department Manager, Marketing Development Business Development Division
Department Manager, New Business Development Department
Officer; Deputy Department Manager, New Business Development Department
Director; Officer; Department Manager, New Business Development Department
Representative Director, President and Chief Executive Officer
(to the present)</td><td>12,100 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Since assuming the position of Representative Director, President and Chief Executive Officer, Mr. Noriaki Taneichi has led the management of the Group as its top executive and contributed to the Group’s further development through the measures in the Medium-Term Plan. Thus, since the Company judges that Mr. Noriaki Taneichi can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">2</td><td>Harutoshi Sato
(June 1, 1961)
[Re-election]</td><td>Apr. 1984
Apr. 2004
Apr. 2007

Apr. 2008

June 2009

June 2011

June 2012

June 2017

Mar. 2019

(to the present)</td><td>Joined the Company
General Manager, Quality Assurance Division
General Manager, Advanced Material Development Division 2
General Manager, Advanced Material Development Division 1
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 3
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 1
Director; Officer; Department Manager, Research and Development Department
Director; Executive Officer; Department Manager, Research and Development Department
Director; Senior Executive Officer; Department Manager, Research and Development Department
(to the present)</td><td>13,000 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Harutoshi Sato has held important positions in the Group, serving in such roles as representative at the U.S. subsidiary, person responsible for quality assurance, and person responsible for product development before assuming the position of Department Manager, Research and Development Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and customers and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Harutoshi Sato can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Yoichi Shibamura
(July 29, 1956)
[Re-election]</td><td>Apr. 1980
Jan. 2006
Aug. 2007
Oct. 2009
June 2010
June 2012
June 2013
June 2017
Jan. 2019
Mar. 2020</td><td>Joined The Mitsubishi Bank, Limited (present MUFG Bank, Ltd.)
General Manager, Corporate Human Resources Department of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (present MUFG Bank, Ltd.)
General Manager, Kyobashi Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd.
General Manager, Finance Division of the Company
Officer; Deputy Department Manager, Administration Department and General Manager, Finance Division
Officer; Department Manager, Accounting Department
Executive Officer; Department Manager, Accounting Department
Senior Executive Officer; Department Manager, Accounting Department
Senior Executive Officer; Department Manager, Accounting and Finance Department
Director; Senior Executive Officer; Department Manager, Accounting and Finance Department
(to the present)</td><td>11,800 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Yoichi Shibamura possesses not only rich experience in financial institutions but also knowledge of management, particularly accounting and finance, having served first as General Manager, Finance Division, after joining the Company and then Department Manager, Accounting and Finance Department, and contributed to developing the finance strategy, including capital policy. He also has the necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Yoichi Shibamura can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">4</td><td>Kunio Mizuki
(February 10, 1959)
[Re-election]</td><td>Oct. 1985
Apr. 2005
June 2009
June 2012
June 2013
June 2017</td><td>Joined the Company
General Manager, General Affairs Division
Officer; Deputy Department Manager, Administration Department and General Manager, General Affairs Division
Officer; Department Manager, General Affairs Department
Director; Officer; Department Manager, General Affairs Department
Director; Executive Officer; Department Manager, General Affairs Department
(to the present)</td><td>10,800 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Kunio Mizuki, since assuming the position of Department Manager of the General Affairs Department after serving as General Manager of the General Affairs Division, has been working to strengthen corporate governance, including development of the information management system, the risk management system, and the compliance system as well as improvement of investor relations. Furthermore, through his experience with the business operations in his charge, he possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Kunio Mizuki can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
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<table>
<tr><td>No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</td><td>Number of shares of the Company held</td></tr>
<tr><td rowspan="2">5</td><td>Yuichi Murakami
(July 24, 1962)
[Re-election]</td><td>Apr. 1985
Oct. 2009
June 2014

June 2015

Mar. 2020

(Significant concurrent positions)
Representative Director and President of TOK ADVANCED MATERIALS CO., LTD.</td><td>Joined the Company
General Manager, Accounting Division
Deputy Department Manager, Manufacturing Department
Officer; Deputy Department Manager, Manufacturing Department
Director; Officer; Department Manager, Manufacturing Department
(to the present)</td><td>6,420 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Yuichi Murakami has held important positions in the Group, serving in such roles as representative at the U.S. subsidiary, Representative Director and President of the Korean subsidiary, and Department Manager, Manufacturing Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and possesses the necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Yuichi Murakami can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">6</td><td>Hiroshi Kurimoto
(August 26, 1947)
[Re-election]
[Outside Director]
[Independent Officer]</td><td>Apr. 1970
June 1999
June 2003

June 2006

June 2011

June 2014

June 2015
June 2016</td><td>Joined OILES CORPORATION (“OILES”)
Director of OILES
Director; Managing Operating Officer of OILES
Representative Director, President and Chief Operating Officer of OILES
Representative Director and Chairman of OILES
Director (Outside Director) of the Company
(to the present)
Director and Senior Advisor of OILES
Senior Advisor of OILES
Advisor of OILES</td><td>1,000 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Outside Director
The election of Mr. Hiroshi Kurimoto as Outside Director is proposed to request his continued supervision of the Company’s management from an objective and neutral point of view based on his abundant experience and considerable insight as an executive of a listed company, as well as his contribution to enhancement of the corporate governance with his advice on the general management of the Company.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
7	Noriko Sekiguchi (January 23, 1964) [Re-election] [Outside Director] [Independent Officer]	Apr. 1986 Joined Manufacturers Hanover Bank (present JPMorgan Chase Bank, N.A.) Oct. 1991 Joined Asahi-Shinwa Kaikeisha audit corporation (present KPMG AZSA LLC) Mar. 1994 Registered as certified public accountant Feb. 1998 Joined Japan Broadcasting Corporation Dec. 2001 Joined Triumph International (Japan) Ltd. Jan. 2002 Reregistered as certified public accountant July 2004 Joined Ernst & Young ShinNihon (present Ernst & Young ShinNihon LLC) Nov. 2010 Representative of Sekiguchi CPA Office (present Sekiguchi Noriko CPA Office) (to the present) Apr. 2011 Contract Monitoring Committee Member of Japan International Cooperation Agency ("JICA") July 2011 External Assessment Committee Member of JICA (to the present) July 2012 Registered as certified tax accountant June 2015 Director (Outside Director) of the Company (to the present) Jan. 2019 Executive Officer of Chifure Holdings Corporation (until February 2021) (Significant concurrent positions) Representative of Sekiguchi Noriko CPA Office External Assessment Committee Member of JICA	500 shares
	Reasons for nomination as candidate for Outside Director The election of Ms. Noriko Sekiguchi as Outside Director is proposed to request her continued supervision of the Company's management from an objective and neutral point of view based on her sophisticated expertise in accounting as a certified public accountant, abundant experience in several companies, and thorough understanding of internal control in her capacity as an external committee member for fraudulent accounting conducted in multiple listed companies. The Company also judges that Ms. Noriko Sekiguchi can be expected to contribute to enhancement of the corporate governance with her advice on the general management of the Company.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">8</td><td>Kazuo Ichiyanagi
(September 26, 1953)
[Re-election]
[Outside Director]
[Independent Officer]</td><td>Mar. 1977
Apr. 2005

Apr. 2008

Dec. 2008

June 2009

Oct. 2009

June 2010
June 2019

Mar. 2020</td><td>Joined Teikoku Tsushin Kogyo Co., Ltd.
Executive Officer in charge of Development Department; General Manager, Development Department of Teikoku Tsushin Kogyo Co., Ltd.
Executive Officer supervising Development Technology and in charge of Development Department of Teikoku Tsushin Kogyo Co., Ltd.
Executive Officer supervising Development Technology of Teikoku Tsushin Kogyo Co., Ltd.
Director; Executive Officer supervising Development Technology of Teikoku Tsushin Kogyo Co., Ltd.
Director; Executive Officer supervising Development Division of Teikoku Tsushin Kogyo Co., Ltd.
President of Teikoku Tsushin Kogyo Co., Ltd.
Director and Advisor of Teikoku Tsushin Kogyo Co., Ltd.
Director (Outside Director) of the Company (to the present)</td><td>500 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Outside Director
The election of Mr. Kazuo Ichiyanagi as Outside Director is proposed to request his continued supervision of the Company’s management from an objective and neutral point of view based on his abundant experience and considerable insight as an executive of a listed company, as well as his contribution to enhancement of the corporate governance with his advice on the general management of the Company.</td></tr>
<tr><td rowspan="2">9</td><td>Yusuke Narumi
(December 2, 1965)
[New election]</td><td>Apr. 1988
June 2012
Jan. 2019

Apr. 2019

Mar. 2020

</td><td>Joined the Company
General Manager, Marketing Division
General Manager, Display and PV Panel Material Marketing Division
General Manager, Imaging Material Marketing Division
Officer; Department Manager, New Business Development Department
(to the present)</td><td>2,478 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Yusuke Narumi has held important positions in the Group, serving in such roles as representative at the Chinese office, person responsible for sales and marketing of mainstay products before assuming the position of Department Manager, New Business Development Department. Owing to this experience, he is well versed in not only the Company’s existing business areas, but also in new business areas, and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Yusuke Narumi can be expected to contribute to the management of the Company, it requests his election as a Director.</td></tr>
</table>

Notes: 1. Special interest between the candidates and the Company.

(1) Mr. Yuichi Murakami serves concurrently as the Representative Director and President of TOK ADVANCED MATERIALS CO., LTD., which is a subsidiary of the Company. In addition to lending funds to said subsidiary, the Company conducts licensing and other transactions, and a transactional relationship between the two companies exists for the sale of products, etc. The two companies also have a relationship as competitors in the Manufacturing business.

(2) No special interest exists between the Company and any of the other candidates.

2. The Company has entered into an agreement for directors and officers liability insurance policy with an insurance company to provide coverage for damages that the insured persons may be incurred due to liability borne from the execution of their duties or claims related to the pursuit of such liability. All candidates for Directors will be included as insured persons under this insurance policy. The Company also plans to renew the insurance policy with the same content at the time of the next renewal.
3. Mr. Hiroshi Kurimoto, Ms. Noriko Sekiguchi and Mr. Kazuo Ichiyanagi are candidates for Outside Director. The Company has designated Mr. Hiroshi Kurimoto, Ms. Noriko Sekiguchi, and Mr. Kazuo Ichiyanagi as Independent Officers in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If their election is approved, the Company plans to continue their Independent Officer designation.
4. The terms of office as Outside Director for Mr. Hiroshi Kurimoto, Ms. Noriko Sekiguchi, and Mr. Kazuo Ichiyanagi will be six years and nine months for Mr. Hiroshi Kurimoto, five years and nine months for Ms. Noriko Sekiguchi, and one year for Mr. Kazuo Ichiyanagi at the conclusion of this General Meeting of Shareholders.
5. Liability limitation agreement with Outside Director:
   In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Directors (excluding Executive Directors, etc.) that limit the maximum amount of liability provided for in Article 423, paragraph (1) of the Companies Act. The Company has entered into such agreements with Mr. Hiroshi Kurimoto, Ms. Noriko Sekiguchi, and Mr. Kazuo Ichiyanagi. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations. If their election is approved, the Company plans to continue such agreements with them.

Proposal No. 3: Election of Two Corporate Auditors

The terms of office of Corporate Auditors Mr. Kazumasa Fukada and Mr. Koichiro Takahashi will expire at the conclusion of this General Meeting of Shareholders.
Accordingly, the Company requests that two Corporate Auditors be elected.
The Board of Corporate Auditors has previously given its approval to this proposal.
The candidates for Corporate Auditor are as follows:

No.	Name	Current position	Attributes
1	Tadaharu Uehara	-	[New election][Outside] [Independent Officer]
2	Teruki Umezaki	-	[New election][Outside] [Independent Officer]

No.	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of shares of the Company held
1	Tadaharu Uehara (April 21, 1955) [New election] [Outside Corporate Auditor] [Independent Officer]	Apr. 1979 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.) Oct. 2004 General Manager, Management Planning Department of Millea Holdings, Inc. (currently Tokio Marine Holdings, Inc.) July 2007 General Manager, Overseas Business Planning Department of Millea Holdings, Inc. June 2008 General Manager in charge of Europe, Africa, and Middle East region of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2011 Executive Officer of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2012 Managing Executive Officer of Tokio Marine Holdings, Inc. Apr. 2015 Director of Nippon Export and Investment Insurance Apr. 2017 Adviser of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2017 Joined Ministry of Foreign Affairs of Japan July 2017 Ambassador Extraordinary and Plenipotentiary of Japan to Georgia Dec. 2020 Adviser of Tokio Marine & Nichido Fire Insurance Co., Ltd. (to the present) (Significant concurrent positions) Adviser of Tokio Marine & Nichido Fire Insurance Co., Ltd.	0 share
	Reasons for nomination as candidate for Outside Corporate Auditor The election of Mr. Tadaharu Uehara as Outside Corporate Auditor is proposed to request his contribution to business monitoring from a global perspective and an objective and neutral standpoint, based on his abundant experience in financial institutions such as his tenure in key positions at the Tokyo Marine Holdings, Inc., and in the Ministry of Foreign Affairs as an Ambassador Extraordinary and Plenipotentiary, and his considerable insight as an executive.		

No.	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of shares of the Company held
2	Teruki Umezaki (September 20, 1959) [New election] [Outside Corporate Auditor] [Independent Officer]	Apr. 1985 Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Apr. 2010 General Manager of Investigation Department of Meiji Yasuda Life Insurance Company Apr. 2014 Executive Officer; General Manager of Human Resources Department of Meiji Yasuda Life Insurance Company Apr. 2016 Managing Executive Officer of Meiji Yasuda Life Insurance Company Apr. 2019 Managing Executive Officer; Group Chief Compliance Officer of Meiji Yasuda Life Insurance Company Apr. 2020 Senior Managing Executive Officer; Group Chief Compliance Officer of Meiji Yasuda Life Insurance Company (to the present) (Significant concurrent positions) Senior Managing Executive Officer; Group Chief Compliance Officer of Meiji Yasuda Life Insurance Company Director of Japan Industrial Association	0 share
	Reasons for nomination as candidate for Outside Corporate Auditor The election of Mr. Teruki Umezaki as Outside Corporate Auditor is proposed to request his contribution to business monitoring from an objective and neutral point of view, based on his tenure in key positions at the Meiji Yasuda Life Insurance Company, his abundant experience in financial institutions, etc., and his considerable insight as an executive.		

Notes:
1. No conflict of interest exists between the Company and any of the candidates.
2. The Company has entered into an agreement for directors and officers liability insurance policy with an insurance company to provide coverage for damages that the insured persons may be incurred due to liability borne from the execution of their duties or claims related to the pursuit of such liability. All candidates for Corporate Auditors will be included as insured persons under this insurance policy. The Company also plans to renew the insurance policy with the same content at the time of the next renewal.
3. Mr. Tadaharu Uehara and Mr. Teruki Umezaki are both candidates for Outside Corporate Auditor. The Company plans to designate Mr. Tadaharu Uehara and Mr. Teruki Umezaki as Independent Officers in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If their election is approved, they will be Independent Officers.
4. Liability limitation agreement with Corporate Auditor:
   In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Corporate Auditors that limit the maximum amount of liability provided for in Article 423, paragraph (1) of the Companies Act. The Company plans to enter into such agreements with Mr. Tadaharu Uehara and Mr. Teruki Umezaki if their election is approved. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations.

(Reference) Criteria for the independence of outside officers

The Company has prescribed criteria for the independence of outside officers, and an outside officer who does not fall under any of the following is deemed to be independent:

a. A person who executes the business of the Company or one of its consolidated subsidiaries (hereinafter referred to as "the Group"), or a person who executed the business of the Group during the ten years before taking up the position.

b. An entity whom the Group is a key customer of (*1) or who executes the business of that entity.

c. A key customer of the Group (*2) or a person who executes the business of that customer.

d. A key lender of the Group (*3) or a person who executes the business of that lender.

e. Consultant, accounting expert, or legal expert who receives considerable money and other assets (*4) that are not officer compensation from the Group (if a corporation, association, or similar entity, a member of that entity).

f. Party who was any of the above b.– e. within the past three years.

g. Party who has received an average of ¥3 million or more annually in donations from the Group over the past three years.

h. A major shareholder (*5) of the Group or a person who executes the business of that shareholder.

i. A person who executes the business of another company that has a reciprocal outside officer employment relationship (*6).

j. Party whose spouse and family member of second degree of closer is any of a.– i.

k. Party who has served as an outside officer for eight years in total.

l. Regardless of the stipulations of the preceding paragraphs, parties for whom a conflict of interest with the Company could arise.

Note 1. "Entity whom the Group is a key customer of" refers to a vendor who supplies the Group with products, services, etc., the value of which averages ¥10 million or more annually over the past three years and exceeds 2% of the vendor's annual consolidated sales for the most recent fiscal year.

Note 2. "Key customer of the Group" refers to a customer to whom the Group supplies products, services, etc., the value of which averages ¥10 million or more annually over the past three years and exceeds 2% of the Group's annual consolidated sales for the most recent fiscal year.

Note 3. "Key lender of the Group" refers to a financial institution whose loans are equivalent to 2% or more of the Group's consolidated total assets.

Note 4. "Considerable money and other assets" refers to an average of ¥10 million or more annually over the past three years and assets with an economic value that exceeds 2% of annual consolidated sales for the consultant, accounting expert, or legal expert in the most recent fiscal year (if a corporation, association or similar entity receives these assets, an average of ¥10 million or more annually over the past three years and assets with an economic value of more than 2% of the entities' annual consolidated sales).

Note 5. "Major shareholder" refers to a shareholder who holds 10% or more of voting rights.

Note 6. "Reciprocal outside officer employment relationship" refers to a relationship in which a person who executes the business of the Group is an outside officer of another company, and a person who executes the business of that other company is an outside officer of the Company.