The following English translation of 第162回定時株主総会招集ご通知 and 株主総会参考書類 (the Japanese originals) is prepared for your reference purpose only. If there are any discrepancies between this translation and the Japanese originals, the Japanese originals will prevail. Sumitomo Osaka Cement Co.,Ltd. provides this translation without any warranty as to its accuracy or otherwise.

Securities code: 5232
June 4, 2025
(Start date of the electronic provision measures: May 28, 2025)

NOTICE OF THE 162nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are extremely grateful for your continuing support.
We are pleased to inform about the 162nd Annual General Meeting of Shareholders of Sumitomo Osaka Cement Co.,Ltd. (the "Company"), which will be held at 10:00 a.m. on Thursday, June 26, 2025, in the Large Hall of the Hamamatsucho Convention Hall, Nippon Life Hamamatsucho Crea Tower 5th floor at 2-3-1 Hamamatsu-cho, Minato-ku, Tokyo (the "Meeting").
In convening the Meeting, the Company takes measures for providing information that constitutes the content of Reference Materials for the Meeting, etc., (the "Electronic Provision Measures Matters") in electronic format and has posted the said information on the following website on the Internet.

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

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

Tokyo Stock Exchange website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
(Please access the above website, enter "Sumitomo Osaka Cement" in "Issue name (company name)" or the Company's securities code "5232" in "Code," and click "Search." Then please click "Basic information" and select "Documents for public inspection/PR information.")

If you do not attend the Meeting in person, you may exercise your voting rights by returning the Voting Form by mail or via the Internet. Please refer to the attached Reference Materials for the Meeting and exercise your voting rights by 5:45 p.m. on Wednesday, June 25, 2025. Guidance for exercising the voting rights is provided on pages 3 and 4 of the Japanese originals.

Sincerely,

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

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

MEETING AGENDA

Items to Be Reported:

Item 1: Business Report and Consolidated Financial Statements for the 162nd term (from April 1, 2024 to March 31, 2025) and Audit Reports of Accounting Auditors and the Board of Company Auditors on the Consolidated Financial Statements

Item 2: Non-Consolidated Financial Statements for the 162nd term (from April 1, 2024 to March 31, 2025)

Items to Be Resolved:

Item 1: Appropriation of Surplus

Item 2: Election of 9 Directors

Notes:

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

REFERENCE MATERIALS FOR
THE 162nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Agenda Items and Reference Materials
Item 1: Appropriation of Surplus

Term-end Dividend

The Company, while based on a stable and continuous distribution, and in consideration of the results for the term and the business outlook, etc., proposes the term-end dividend for the 162nd term of ¥60 per share as shown below. As a result, the annual dividend per share for the 162nd term, including the interim dividend of ¥60 per share already paid, will amount to ¥120, which is same as the preceding term.

(1) Kind of dividend property
Cash

(2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property
¥60 per common share of the Company, and a total amount of ¥1,983,783,720-

(3) Effective date of the dividend of surplus
June 27, 2025

For your reference

<Policy Regarding Distribution of Earnings>

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

Item 2: Election of 9 Directors

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

The candidates for the positions are as follows:

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

1 Fukuichi Sekine (May 20, 1951) Reappointment



Number of shares of the Company owned by the candidate: 26,600

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

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

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

■ The reason for nomination as a director candidate

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

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

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

2 Hirotsune Morohashi (Aug. 19, 1959) Reappointment



Number of shares of the Company owned by the candidate: 5,700

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

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

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

■ The reason for nomination as a director candidate

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

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

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

3 Ryoji Doi (Apr. 8, 1961) Reappointment



Number of shares of the Company owned by the candidate: 3,000

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

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

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

■ The reason for nomination as a director candidate

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

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

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

4 Masaki Sekimoto (Sep. 10, 1964) Reappointment



Number of shares of the Company owned by the candidate: 1,900

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

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

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

■ The reason for nomination as a director candidate

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

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

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

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

5 Akihiko Ono (Feb. 13, 1965) Reappointment



Number of shares of the Company owned by the candidate: 1,800

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

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

Apr. 1988	Joined the Company
Jun. 2015	General Manager of Environment Dept.
Jun. 2018	Executive Officer
Apr. 2022	Managing Executive Officer (to the present)
Jun. 2024	Director (to the present) [Responsible for Optoelectronics Business Div., Advanced Materials Div., New Technology Research Lab. and Administration Office for High-performance Products Business]

■ The reason for nomination as a director candidate

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

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

(Notes)
1. No relationship exists between the Company and Mr. Akihiko Ono wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Akihiko Ono is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
3. Attendance rate at the Board of Directors' meetings for Mr. Akihiko Ono is calculated based on his attendance at the 13 meetings held after he became a Director up to March 31, 2025.

6 Tatsuo Fukushima (May 13, 1964) Reappointment



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

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

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

Apr. 1987	Joined the Company
Jun. 2016	General Manager of Osaka Branch Office
Jun. 2020	Executive Officer
Jun. 2021	General Manager of Real Estate Utilization and Management Dept., and Tokyo Branch Office
Apr. 2022	General Manager of Tokyo Branch Office
Apr. 2023	Managing Executive Officer (to the present)
Apr. 2023	General Manager of Cement Sales Administration Dept.
Jun. 2024	Director (to the present) [Responsible for Real Estate Utilization and Management Dept., Cement Sales Administration Dept., Physical Distribution Dept. and Construction Materials Dept.]

■ The reason for nomination as a director candidate

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

(Notes)
1. No relationship exists between the Company and Mr. Tatsuo Fukushima wherein either is a specially interested party.
2. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Mr. Tatsuo Fukushima is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
3. Attendance rate at the Board of Directors' meetings for Mr. Tatsuo Fukushima is calculated based on his attendance at the 13 meetings held after he became a Director up to March 31, 2025.

7 Mitsuko Makino (May 12, 1972)

Reappointment
Outside | Independent Director



Number of shares of the Company owned by the candidate: 1,200

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

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

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

■ The reason for nomination as an outside director candidate

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

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

(Notes)
1. No relationship exists between the Company and Ms. Mitsuko Makino wherein either is a specially interested party.
2. Ms. Mitsuko Makino is a candidate for Outside Director.
3. Ms. Mitsuko Makino will have served as an Outside Director of the Company for 7 years at the closing of the Meeting.
4. Ms. Mitsuko Makino has entered into a contract with the Company to limit the liabilities for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liabilities under the contract is the minimum limit provided by relevant laws and regulations.
5. The Company has entered into a directors and officers liability insurance contract covering all of its directors, company auditors and executive officers. The insurance premiums, including those for the special provisions, are entirely paid for by the Company and the insured parties make no contributions. The insurance covers damages which may arise with respect to responsibility for the performance of the duties of those executives, etc., who are the insured parties or with respect to claims in pursuit of such responsibility. The insurance coverage is, however, subject to certain exemptions from coverage, including, for example, in cases of losses arising from acts undertaken while the executive, etc., was aware that the act was in violation of laws and/or regulations. The insurance sets out a certain deductible and will not cover any loss which does not exceed the deductible amount. Ms. Mitsuko Makino is included as an insured party under the insurance. The insurance is scheduled to be renewed on the same terms at the time for the next renewal.
6. Ms. Mitsuko Makino has been reported to the Tokyo Stock Exchange, Inc. as an Independent Director.

8 Tatsuya Inagawa (Sep. 13, 1956)

Reappointment
Outside | Independent Director



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

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

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

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

■ The reason for nomination as an outside director candidate

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

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

9 Yoshimi Morito (Jan. 5, 1956)

Reappointment
Outside | Independent Director



Number of shares of the Company owned by the candidate: 4,600

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

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

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

■ The reason for nomination as an outside director candidate

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

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

[For your reference]

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

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

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

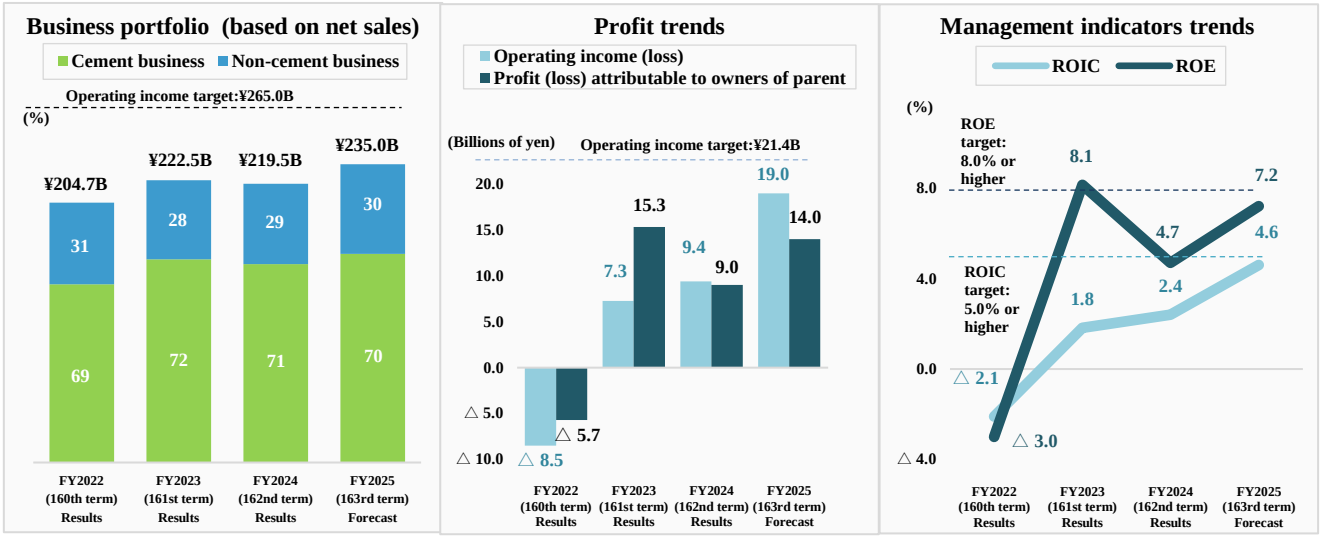
* If Item 2 “Election of 9 Directors” is approved as proposed at the Meeting, 11.1% of Directors will be female (1 out of 9).

[For your reference]

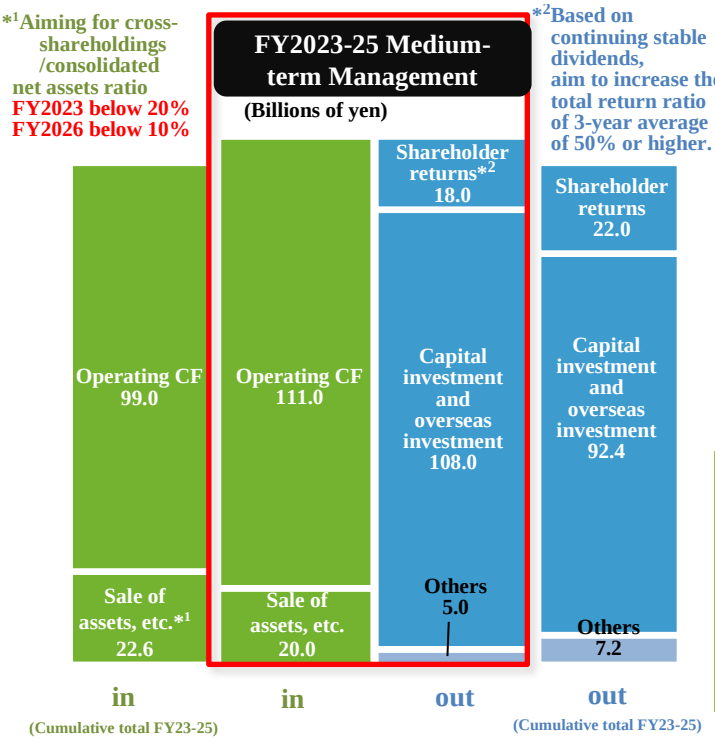
2. Progress with “FY2023-25 Medium-term Management Plan”

(1) Numerical Progress and the Final Year Forecast

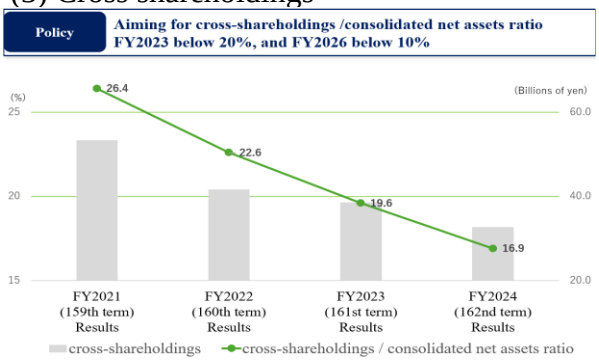
Sales, operating income, Return On Equity (ROE) and Return On Invested Capital (ROIC) are expected to fall short of Medium-term Management Plan targets.
However, the foundation for the next Medium-term Management Plan is gradually being established, based on sales price increases in the Cement business, recovery in the sales volume of the electronic materials for semiconductor manufacturing equipment (electrostatic chuck) in the Advanced Materials business from the second half of fiscal 2025 (the 163rd term), and production capacity expansion of electrostatic chuck to accommodate subsequent sales growth.



(2) Capital Allocation



(3) Cross shareholdings



	FY2023 (161st term)		FY2024 (162nd term)	
	No. of issuers (issuers)	Total value shown on balance sheet (million yen)	No. of issuers (issuers)	Total value shown on balance sheet (million yen)
Non-listed shares	40	1,878	39	1,872
Shares other than non-listed shares	22	36,740	17	30,875
Total	62	38,619	56	32,747
Consolidated net assets	—	196,775	—	193,660
Cross-shareholdings as a percentage of consolidated net assets	—	19.6%	—	16.9%

Note: 1. “Cross-shareholdings” means investment shares held for purposes other than pure investment.
2.There are no other shareholdings deemed to be held by the Company (minashi hoyu kabushiki).