

(TRANSLATION FOR REFERENCE ONLY)

Securities Code Number: 4208
May 29, 2025

UBE Corporation

Notice of the 119th Ordinary General Meeting of Shareholders

This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.

June 5, 2025

Dear Shareholders:

You are cordially invited to attend the 119th Ordinary General Meeting of Shareholders of UBE Corporation (hereinafter "the Company") to be held as described below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for the electronic provision of the information that is contained in the reference materials for Ordinary General Meeting of shareholders (Electric Provision Matters), and posted the information on the Company's website on the Internet, so please access the below website.

The Company's website: <https://www.ube.com/ube/en/>

In addition to the above, the information is also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following website, enter the issue name (company name) or securities code (4028), search for the company, and select "Basic Information" and then "Documents for Public Inspection/PR Information."

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

In the event you will not attend the meeting in person, you may exercise your voting rights in writing (by mail) or electronically (via the Internet, etc.) Please take the time to review the Reference Documents for the Ordinary General Meeting of Shareholders below and refer to the "Guide to the Exercise of the Voting Rights" before exercising your voting rights.

Sincerely,

Yuki Nishida
President and Representative Director
UBE Corporation
1978-96, Kogushi, Ube, Yamaguchi

Notes :

- (1) If attending the meeting in person, please remember to bring the Voting Card and hand it to the receptionist. The reception for the meeting starts at 9:00 a.m.
- (2) Any revisions to this notice or Electronic Provision Matters shall be posted on the above websites.

1. Date and Time 10:00 a.m. Thursday June 26, 2025
2. Place Watanabe Memorial Hall
8-1, Asahimachi, Ube, Yamaguchi
3. Objectives of the Meeting
Matters to be reported:
 1. Reports on the business report, the consolidated financial statements, and the results of the audit of consolidated financial statements by both the Independent Accounting Auditors and the Audit and Supervisory Committee for the 119th fiscal year (from April 1, 2024 to March 31, 2025)
 2. Reports on the non-consolidated financial statements for the 119th fiscal year (from April 1, 2024 to March 31, 2025)

Proposals:

Proposal 1: Appropriation of surplus
 Proposal 2: Partial amendment to the Articles of Incorporation
 Proposal 3: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)
 Proposal 4: Election of three Directors who is an Audit and Supervisory Committee Member
4. Other matters decided by the Board of Directors before convocation
 - (1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of a proposal, it will be treated as if you have indicated your approval of the Company's proposal.
 - (2) If you exercise your voting rights both via the Internet and in writing, the voting via the Internet will be considered valid. If you exercise your voting rights multiple times via the Internet, the last vote will be considered valid.
 - (3) Of the matters subject to electronic provision, the matters below are not included in the documents provided to shareholders who requested delivery of documents, in accordance with the provisions of relevant laws and Article 16 of the Articles of Incorporation of the Company.
 - 1) Matters relating to the share acquisition rights, etc. and an overview of the system for ensuring the appropriateness of business operations and the status of its operation
 - 2) Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements
 - 3) Non-Consolidated Statement of Changes in Net Assets and Notes to Non-Consolidated Financial Statements

Therefore, the documents provided to shareholders who requested delivery of documents are part of the documents audited by the Audit and Supervisory Committee and the Independent Accounting Auditors in preparing their audit reports.

Notes concerning the notice of resolutions of General Meeting of Shareholders

For the sake of saving resources, we have decided not to send out the notice of resolutions.

Details of the resolutions will be posted on our website after the General Meeting of Shareholders. We would appreciate your understanding.

Guide to the Exercise of the Voting Rights

You may exercise your voting rights by following three methods.

1. Attending the General Meeting of Shareholders

If you attend the General Meeting of Shareholders to exercise your voting right, please submit the enclosed Voting Card at the reception.

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Meeting of Shareholders as your delegate. In such case, a Power of Attorney will need to be submitted in accordance with the provisions of the Article of Incorporation.

Please understand that admission to the venue may be denied due to the number of seats available.

Date and Time of the General Meeting of Shareholders	10:00 a.m. Thursday June 26, 2025 (The reception is scheduled to open at 9:00 a.m.)
--	--

2. In case of not Attending the General Meeting of Shareholders

(1) Exercising the Voting Rights by Mail

If you exercise your voting right by mail, please indicate your approval or disapproval of each of the proposals in the space provided on the Voting Card and return the Voting Card to the Company.

Exercise Due Date	Received by 5:00 p.m., Wednesday June 25, 2025 (Japan Time)
-------------------	--

(2) Exercising the Voting Rights via Internet

If you exercise your voting right via Internet, Please access the Company's designated the Voting Web Site (<https://evote.tr.mufg.jp/>) to exercise your voting rights online, and enter your vote of approval or disapproval for each proposal.

Exercise Due Date	Input by 5:00 p.m., Wednesday June 25, 2025 (Japan Time)
-------------------	---

[For Institutional Investors]

Nominal shareholders such as trust banks acting as administrator (including standing proxies) can also use the electronic voting platform as an electromagnetic means to exercise their voting rights at the General Meeting of Shareholders of the Company, if they apply in advance for the use of the electronic voting platform operated by ICJ Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and related matters

Proposal 1: Appropriation of surplus

Taking into comprehensive consideration the business results of the fiscal year ended March 31, 2025, future business development, and other factors, the Company proposes to pay the year-end dividend for the fiscal year as follows.

(1) Type of dividend property:

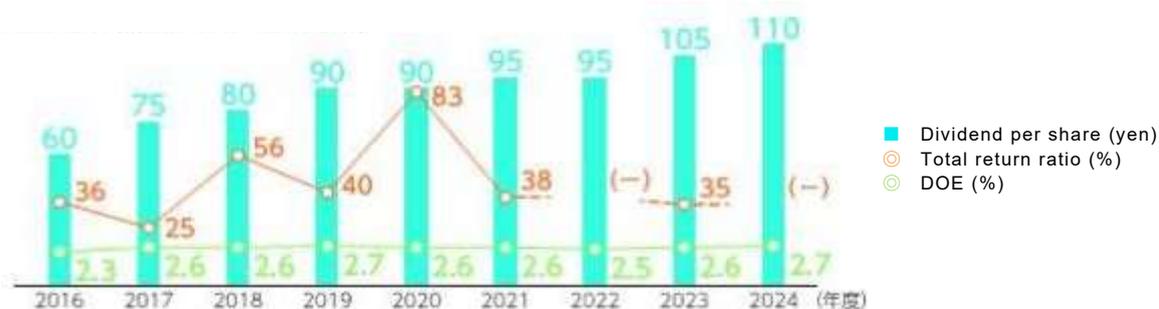
Cash

(2) Matters concerning the allocation of dividend property to shareholders and the total amount thereof
55 yen per common share; total dividend amount is 5,341,545,550 yen

* The annual dividend for the fiscal year under review will be 110 yen per share, including an interim dividend of 55 yen.

(3) Effective date of the distribution of surplus:

June 27, 2025



(Note) On October 1, 2017, the Company implemented a reverse stock split at a ratio of one share for every 10 common shares. The dividend per share prior to fiscal 2016 was converted after the reverse stock split.

The Company will emphasize Dividend on Equity (DOE) and the consolidated total return ratio (including acquisition of own shares).

The Company will aggressively invest for growth based on its own capital and cash flow status and further enhance shareholder returns in the future.

Proposal 2: Partial amendment to the Articles of Incorporation

1. Reason for the amendment

The Company holds meetings of the Board of Directors, an important decision-making body, based on the principle that face-to-face deliberation and discussion are important. At the same time, to ensure the flexible operation of the Board of Directors and to respond swiftly to future changes in the external environment, the Company will establish a new Article 24 (Omission of Board of Directors' Resolutions) to allow certain matters for resolution to be deemed to have been resolved by the Board of Directors without holding a Board of Directors meeting, pursuant to the provisions of Article 370 of the Companies Act.

2. Details of the amendment

Details of the amendment are as follows:

(Amendments are shown by underlines.)

Current Articles	Proposed amendments
(Newly established) Articles <u>24</u> to <u>34</u> (Provisions omitted)	<u>(Omission of Board of Directors' Resolutions)</u> <u>Article 24 When the requirements of Article 370 of the Companies Act are satisfied, the Company shall deem that a resolution of the Board of Directors has been made.</u> Articles <u>25</u> to <u>35</u> (Article numbers moved down, with provisions remaining the same)

Proposal 3: Election of six Directors (excluding Directors who are Audit and Supervisory Committee Members)

The term of office of all six Directors (excluding those who are Audit and Supervisory Committee Members) will expire at the close of this General Meeting of Shareholders pursuant to Article 20 of the Articles of Incorporation, and the election of six Directors is hereby proposed.

The candidates for Directors (excluding those who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Title, and area(s) of responsibility		Years in office
1	Masato Izumihara	Chairman of the Board of Directors	Reelection	7 years
2	Yuki Nishida	President and Representative Director, President and Executive Officer CEO, with responsibility for M&A Promotion Office, DX Promotion Office, Information Systems Dept. and C1 Chemicals Project	Reelection	1 year
3	Hiroataka Ishikawa	Representative Director and Managing Executive Officer CFO, with responsibility for Sustainability Dept., Corporate Communications Dept., Corporate Planning Dept., Accounting Dept., and Finance Dept., and Deputy responsibility for M&A Promotion Office	Reelection	2 years
4	Ryo Kawamura	Executive Officer CRO, CCO, with responsibility for Risk Management Dept., Human Resources Dept., Talent Strategy Dept., General Affairs Dept., Legal Dept., Intellectual Property Dept., and Business Reorganization Dept.	New	—
5	Takefumi Fukumizu	Outside Director	Reelection Outside Director candidate Independent Director candidate	3 years
6	Tsugio Mitsuoka	Outside Director	Reelection Outside Director candidate Independent Director candidate	2 years

Notes 1. Contents of Limited Liability Contract

The Company has entered into an agreement with each of its Directors (excluding those who are executive directors) to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act as a Director based on Article 427, Paragraph 1 of the same Act. The limit to liability under the contract is the minimum amount stipulated by law. If the reelections of Mr. Takefumi Fukumizu and Mr. Tsugio Mitsuoka are approved, the Company plans to continue their contracts. If the election of Mr. Masato Izumihara is approved, the Company plans to enter into an agreement with him with similar content.

2. Contents of Compensation Agreement

The Company has entered into an agreement with its Directors to compensate them for the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses stipulated in Item 2 of the same paragraph within the range stipulated by law. As a measure to ensure that the appropriateness of the execution of business by officers is unimpaired by the agreement, the agreement mainly stipulates the upper limit of compensation and acknowledges the need for compensation by the compensation committee. If the reelections of Mr. Masato Izumihara, Mr. Yuki Nishida, Mr. Hiroataka Ishikawa, Mr. Takefumi Fukumizu, and Mr. Tsugio Mitsuoka are approved, the agreement will be continued, and if the election of Mr. Ryo Kawamura is approved, the Company plans to enter into an agreement with him with similar content.

3. Contents of Company Directors and Officers Liability Insurance

The Company has concluded a contract for directors and officers liability insurance (D&O insurance) with an insurance company. The scope of the insured persons under the contract includes directors, auditors, executive officers, management employees,*1 outside dispatched officers,*2 resigned directors and auditors, and their successors at the Company and its subsidiaries. Insured events covered include corporate litigation, shareholder litigation, and third party litigation. As a measure to ensure that the appropriateness of the execution of business by the insured is not impaired by the contract, the contract stipulates that no compensation will be paid if the total insurance payment limit for the insurance period is exceeded or for damages arising from the receipt of personal profits, intentional violation of laws and regulations, criminal acts, etc. The insurance premiums for this contract are paid entirely by the companies at which the insured directors and officers perform their duties. If the election of each candidate is approved, he will be included in the insured persons of the contract. The Company plans to conclude a contract with the same content when the insurance period expires.

*1 Management employee: Refers to a person who has been appointed as a "major employee" under the Companies Act by a resolution of the Board of Directors.

*2 Outside dispatched officer: If a person from the Company or a subsidiary becomes an officer of a domestic corporation other than the Company and its subsidiaries, regardless of the position held by the person in the Company or subsidiary, the insurance will cover liability arising from his/her duties in the corporation. However, dispatch to corporations outside of Japan is not covered by the insurance.

◆ The opinion of the Audit and Supervisory Committee

With respect to the election of directors (excluding those who are Audit and Supervisory Committee Members, the same shall apply hereunder) of the Company, as a result of reviewing the deliberations by the Nomination Committee, which was attended by Outside Directors who are Audit and Supervisory Committee Members as observers, the Audit and Supervisory Committee confirmed that the director candidates and their selection process are appropriate and that there are no particular matters to be pointed out.

Candidate No. 1		<h2 style="text-align: center;">Masato Izumihara</h2> <ul style="list-style-type: none"> ■ Date of birth : January 8, 1961 ■ Years in office : 7 years ■ Number of the Company's shares owned : 61,500 ■ Attendance at the Board of Directors meetings : 17/17 	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>
--------------------	---	--	---

[Reasons for nomination as a candidate for Director]

Mr. Masato Izumihara has a wide range of experience mainly in the areas covered by the chemicals and corporate business management segments and has held important positions such as Group CFO, General Manager of Corporate Planning & Administration Office, and President of the Chemicals Company. From April 2019, he served as President and Representative Director, steering the business management of the Group, and since April 2025, he has been promoting the strengthening of corporate governance as Chairman of the Board of Directors.

Considering these achievements, the Board of Directors has determined that, with his work experience and knowledge, he will be able to play a full role in making decisions on important matters of the Company Group, supervising management execution, and strengthening corporate governance, and it has therefore decided to re-nominate him as a candidate for Director.

[Summary of career, title, area(s) of responsibility, and important concurrent positions]

April 1983 Joined the Company
 April 2010 Executive Officer of the Company
 June 2011 Director and Executive Officer
 April 2013 Director and Managing Executive Officer
 April 2018 Senior Managing Executive Officer
 June 2018 Director and Senior Managing Executive Officer
 April 2019 President and Representative Director, President and Executive Officer, and CEO
 April 2025 Chairman of the Board (current position)

[Important concurrent positions and special interests between the candidate and the Company]

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Masato Izumihara and the Company.

Candidate No. 2		<h2 style="margin: 0;">Yuki Nishida</h2> <ul style="list-style-type: none"> ■ Date of birth : January 16, 1962 ■ Years in office : 1 year ■ Number of the Company's shares owned : 36,400 ■ Attendance at the Board of Directors meetings : 13/13 	Reelection
--------------------	---	---	------------

[\[Reasons for nomination as a candidate for Director\]](#)

Mr. Yuki Nishida has experience in the chemicals segment and overseas sites and a wide range of business knowledge. Since he became Executive Officer of the Company in 2016, he has served as General Manager of the Engineering Plastics & Fine Chemicals Div. and at other important positions. From 2022, as General Manager of the DX Promotion Office and while being in charge of the C1 Chemicals Project, he actively promoted the strengthening of the Company's management foundation and other initiatives. Since April 2025, he has been serving as President and Representative Director, steering the Company's management. Considering these achievements, the Board of Directors has decided to re-nominate him as a candidate for Director to promote the "UBE Vision 2030 Transformation—2nd Stage-," the Company's new medium-term management plan starting from fiscal 2025, and to realize the Company's vision for 2030, "a specialty chemical company that contributes to the global environment, human health, and an enriched future society."

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

April 1987 Joined the Company
 April 2016 Executive Officer of the Company
 April 2019 Managing Executive Officer
 April 2022 Senior Managing Executive Officer
 June 2024 Representative Director and Senior Managing Executive Officer
 April 2025 President and Representative Director, President and Executive Officer, CEO (current position)

[\[Important concurrent positions and special interests between the candidate and the Company\]](#)

There are no important concurrent positions held by the candidate.
 There is no special interest between Mr. Yuki Nishida and the Company.

Candidate
No. 3



Hiroataka Ishikawa

Reelection

- Date of birth : September 14, 1965
- Years in office : 2 years
- Number of the Company's shares owned : 6,300
- Attendance at the Board of Directors meetings : 17/17

[Reasons for nomination as a candidate for Director]

Mr. Hiroataka Ishikawa has a wide range of experience in the chemicals, corporate business management, and human resources and labor segments and has been responsible for the Company's financial strategy as CFO.

The Board of Directors has determined that he will be able to play a full role in making decisions on important matters and supervising management execution by utilizing his extensive experience and track record, and it has therefore decided to re-nominate him as a candidate for Director.

[Summary of career, title, area(s) of responsibility, and important concurrent positions]

April 1989 Joined the Company

April 2023 Executive Officer and CFO

June 2023 Director, Executive Officer, and CFO

April 2025 Representative Director, Managing Executive Officer, and CFO (current position)

[Important concurrent positions and special interests between the candidate and the Company]

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Hiroataka Ishikawa and the Company.

Candidate No. 4		<h2 style="text-align: center;">Ryo Kawamura</h2> <ul style="list-style-type: none"> ■ Date of birth : June 13, 1967 ■ Years in office : — ■ Number of the Company’s shares owned : 4,000 ■ Attendance at the Board of Directors meetings : — 	<div style="border: 1px solid black; padding: 2px 10px; display: inline-block;">New</div>
--------------------	---	---	---

[\[Reasons for nomination as a candidate for Director\]](#)

Mr. Ryo Kawamura worked in the legal segment for many years and has extensive knowledge of corporate legal affairs. In his roles as CRO and CCO, he has been responsible for risk management and internal control of compliance at the Company. Additionally, as an executive in charge of human resources, he has implemented measures to improve work engagement and continually promote diversity, equity, and inclusion to enable diverse human resources to play active roles. The Board of Directors has determined that he will be able to play a full role in making decisions on important matters and supervising management execution by utilizing his extensive experience and track record, and it has therefore decided to nominate him as a candidate for Director.

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

April 1991 Joined the Company
April 2023 Executive Officer of the Company
April 2024 Executive Officer, CRO, and CCO (current position)

[\[Important concurrent positions and special interests between the candidate and the Company\]](#)

There are no important concurrent positions held by the candidate.
There is no special interest between Mr. Ryo Kawamura and the Company.

<p>Candidate No. 5</p>		<h2>Takefumi Fukumizu</h2> <ul style="list-style-type: none"> ■ Date of birth : February 25, 1952 ■ Years in office : 3 years ■ Number of the Company's shares owned : 2,700 ■ Attendance at the Board of Directors meetings : 17/17 	<table border="1"> <tr><td>Reelection</td></tr> <tr><td>Outside</td></tr> <tr><td>Independent</td></tr> </table>	Reelection	Outside	Independent
Reelection						
Outside						
Independent						

[\[Reasons for nomination as a candidate for Outside Director and expected roles, etc.\]](#)

Mr. Takefumi Fukumizu was in charge of chemical safety and ceramic building materials at the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry) and has held important positions such as Director-General of Regional Economic and Industrial Policy and Director-General of the Small and Medium Enterprise Agency. He was also involved in the advancement of research and technological development of domestic industries as President of the New Energy and Industrial Technology Development Organization (NEDO) and has extensive knowledge and experience in such fields as industrial policy and industrial technology. Having also served as vice president of a business firm, he has experience in corporate management.

For the aforementioned reasons, he is expected to properly perform his duties as an Outside Director and further strengthen the management structure of the Company, and therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director.

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

April 1976	Joined the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry)
June 2004	Director-General, Kansai Bureau of Economy, Trade and Industry
July 2006	Director-General, Regional Economic and Industrial Policy
July 2007	Director-General, Small and Medium Enterprise Agency (retired in July 2008)
July 2008	Chairman, NEDO
August 2009	President, NEDO (retired in July 2011)
April 2013	Vice President, Japan Alcohol Corporation (retired in June 2016)
February 2017	President, Japan Testing Center for Construction Materials
October 2021	Advisor, Japan Testing Center for Construction Materials (retired in September 2024)
June 2022	Outside Director of the Company (current position)

[\[Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency\]](#)

There are no important concurrent positions held by the candidate.

There is no special interest between Mr. Takefumi Fukumizu and the Company.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Mr. Takefumi Fukumizu as an independent director who is unlikely to engender a conflict of interest with general shareholders, and it has notified the TSE of such designation

Candidate No. 6		<h2>Tsugio Mitsuoka</h2>	<table border="1"> <tr><td>Reelection</td></tr> <tr><td>Outside</td></tr> <tr><td>Independent</td></tr> </table>	Reelection	Outside	Independent
Reelection						
Outside						
Independent						
		<ul style="list-style-type: none"> ■ Date of birth : October 13, 1954 ■ Years in office : 2 years ■ Number of the Company's shares owned : 700 ■ Attendance at the Board of Directors meetings : 16/17 				

[\[Reasons for nomination as a candidate for Outside Director and expected roles, etc.\]](#)

Mr. Tsugio Mitsuoka has extensive experience and broad insight in the area of corporate management, having been involved in corporate management for many years as a manager at IHI Corporation and having actively implemented business model reforms in response to changes in that company's business environment.

For the aforementioned reasons, he is expected to properly perform his duties as an Outside Director and further strengthen the management structure of the Company, and therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director.

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

April 1980	Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)
April 2010	Executive Officer, Vice President of Aero Engine & Space Operations, IHI Corporation
April 2013	Managing Executive Officer, President of Aero Engine & Space Operations, IHI Corporation
June 2014	Director, Managing Executive Officer, President of Aero Engine & Space Operations, IHI Corporation
April 2016	Representative Director and President, Chief Operating Officer, IHI Corporation
April 2017	Representative Director and President, Chief Executive Officer, IHI Corporation
April 2020	Representative Director and Chairman of the Board and President, Chief Executive Officer, IHI Corporation
June 2020	Representative Director and Chairman of the Board, Chief Executive Officer, IHI Corporation
March 2021	Representative Director, Japanese Aero Engines Corporation (current position)
April 2021	Representative Director and Chairman of the Board, IHI Corporation
May 2022	Chairman, The Society of Japanese Aerospace Companies (retired in May 2024)
June 2023	Outside Director of the Company (current position)
April 2024	Director and Chairman of the Board, IHI Corporation (current position)

[\[Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency\]](#)

Organization where concurrent position is held	Position	Transaction matter, etc.	Value for comparison and percentage of transaction volume
IHI Corporation	Director and Chairman of the Board	Sale of chemical products	Less than 1% of the Company's net sales

The Company has no special relationship with IHI Corporation.

There is no special interest between Mr. Tsugio Mitsuoka and the Company. In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Mr. Tsugio Mitsuoka as an independent director who is unlikely to engender a conflict of interest with general shareholders, and it has notified the TSE of such designation.

Mr. Tsugio Mitsuoka has served as a Director of IHI Corporation since 2014. In April 2024, IHI Corporation announced that certain test run records related to marine and land engines manufactured by Subsidiary A, a subsidiary of IHI Corporation, had been inappropriately altered during the manufacturing process. Following an investigation conducted by a special committee composed of external experts, IHI Corporation and Subsidiary A compiled and published a final report, which included measures to prevent recurrence. Additionally, in July of the previous year, it was disclosed that Subsidiary B, another subsidiary of IHI Corporation, had engaged in inappropriate practices during snow removal performance tests of rotary road snowplows. Since the discovery of this issue, IHI Corporation and Subsidiary B have been investigating the facts and underlying causes, and have formulated preventive measures based on the findings. Furthermore, in March of this year, Subsidiary C, also a subsidiary of IHI Corporation, was found to have engaged in conduct in violation of the Antimonopoly Act. Subsidiary C voluntarily reported the violation to the Japan Fair Trade Commission under the surcharge reduction program. As a result of this voluntary disclosure, the company was not subject to a cease and desist order or a surcharge payment order.

Proposal 4: Election of three Directors who are Audit and Supervisory Committee Members

The term of office of three Directors who are Audit and Supervisory Committee Members, Mr. Masayuki Fujii, Mr. Tamesaburo Yamamoto, and Mr. Tatsuya Tanaka, will expire at the close of this General Meeting of Shareholders pursuant to Article 20 of the Articles of Incorporation, and the election of three Directors is hereby proposed.

This proposal is made with the consent of the Audit and Supervisory Committee.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Title, and area(s) of responsibility		Years in office
1	Masayuki Fujii	Director who is an Audit and Supervisory Committee Member	Reelection	2 years
2	Tamesaburo Yamamoto	Outside Director who is an Audit and Supervisory Committee Member	Reelection	3 years
3	Tatsuya Tanaka	Outside Director who is an Audit and Supervisory Committee Member	Reelection	2 years

Notes 1. Contents of Limited Liability Contract

The Company has entered into an agreement with each of its Directors (excluding those who are executive directors) to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act as a Director based on Article 427, Paragraph 1 of the same Act. The limit to liability under the contract is the minimum amount stipulated by law. If the reelections of Mr. Masayuki Fujii, Mr. Tamesaburo Yamamoto, and Mr. Tatsuya Tanaka are approved, the Company plans to continue their contracts.

2. Contents of Compensation Agreement

The Company has entered into an agreement with its Directors to compensate them for the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses stipulated in Item 2 of the same paragraph within the range stipulated by law. As a measure to ensure that the appropriateness of the execution of business by officers is unimpaired by the agreement, the agreement mainly stipulates the upper limit of compensation and acknowledges the need for compensation by the compensation committee. If the reelections of Mr. Masayuki Fujii, Mr. Tamesaburo Yamamoto, and Mr. Tatsuya Tanaka are approved, the Company plans to continue their contracts.

3. Contents of Company Directors and Officers Liability Insurance

The Company has concluded a contract for directors and officers liability insurance (D&O insurance) with an insurance company. The scope of the insured persons under the contract includes directors, auditors, executive officers, management employees,*1 outside dispatched officers,*2 resigned directors and auditors, and their successors at the Company and its subsidiaries. Insured events covered include corporate litigation, shareholder litigation, and third party litigation. As a measure to ensure that the appropriateness of the execution of business by the insured is not impaired by the contract, the contract stipulates that no compensation will be paid if the total insurance payment limit for the insurance period is exceeded or for damages arising from the receipt of personal profits, intentional violation of laws and regulations, criminal acts, etc. The insurance premiums for this contract are paid entirely by the companies at which the insured directors and officers perform their duties. If the election of each candidate is approved, he will be included in the insured persons of the contract. The Company plans to conclude a contract with the same content when the insurance period expires.

*1 Management employee: Refers to a person who has been appointed as a "major employee" under the Companies Act by a resolution of the Board of Directors.

*2 Outside dispatched officer: If a person from the Company or a subsidiary becomes an officer of a domestic corporation other than the Company and its subsidiaries, regardless of the position held by the person in the Company or subsidiary, the insurance will cover liability arising from his/her duties in the corporation. However, dispatch to corporations outside of Japan is not covered by the insurance.

Candidate No. 1		<h2>Masayuki Fujii</h2> <table style="width: 100%; border: none;"> <tr> <td style="width: 30px;">■</td> <td style="width: 60%;">Date of birth</td> <td style="width: 10%;">:</td> <td>March 9, 1963</td> </tr> <tr> <td>■</td> <td>Years in office</td> <td>:</td> <td>2 years</td> </tr> <tr> <td>■</td> <td>Number of the Company's shares owned</td> <td>:</td> <td>25,000</td> </tr> <tr> <td>■</td> <td>Attendance at the Board of Directors meetings</td> <td>:</td> <td>17/17</td> </tr> <tr> <td>■</td> <td>Attendance at the Audit and Supervisory Committee meetings</td> <td>:</td> <td>14/14</td> </tr> </table>	■	Date of birth	:	March 9, 1963	■	Years in office	:	2 years	■	Number of the Company's shares owned	:	25,000	■	Attendance at the Board of Directors meetings	:	17/17	■	Attendance at the Audit and Supervisory Committee meetings	:	14/14	Reelection
■	Date of birth	:	March 9, 1963																				
■	Years in office	:	2 years																				
■	Number of the Company's shares owned	:	25,000																				
■	Attendance at the Board of Directors meetings	:	17/17																				
■	Attendance at the Audit and Supervisory Committee meetings	:	14/14																				

[Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]

Mr. Masayuki Fujii has a wide range of experience in the chemicals and corporate business management segments and has been responsible for the Company's financial strategy as CFO and General Manager of Corporate Planning & Administration Office. As a Director who is not an Audit and Supervisory Committee member since June 2019 and as a Director who is an Audit and Supervisory Committee member since June 2023, he has provided useful opinions and appropriate advice at the Board of Directors' meetings, fulfilling the supervisory function over decisions on important matters and overall management. By leveraging this abundant experience and track record, he is expected to work to secure the effectiveness of audits and ensure the soundness, appropriateness, and increased transparency of management decision-making while contributing to the sustainable growth of the Company and the enhancement of its corporate value over the medium- to long-term. Therefore, the Board of Directors has decided to re-nominate him as a candidate for Director who is an Audit and Supervisory Committee Member.

[Summary of career, title, area(s) of responsibility, and important concurrent positions]

April 1985 Joined the Company
 April 2015 Executive Officer of the Company and CFO of the Group
 April 2019 Managing Executive Officer and CFO of the Company
 June 2019 Director, Managing Executive Officer, and CFO
 April 2023 Director
 June 2023 Director who is an Audit and Supervisory Committee Member (current position)

[Important concurrent positions and special interests between the candidate and the Company]

There are no important concurrent positions held by the candidate.
 There is no special interest between Mr. Masayuki Fujii and the Company.

Candidate No. 2		<h2>Tamesaburo Yamamoto</h2> <ul style="list-style-type: none"> ■ Date of birth : March 19, 1958 ■ Years in office : 3 years ■ Number of the Company's shares owned : — ■ Attendance at the Board of Directors meetings : 17/17 ■ Attendance at the Audit and Supervisory Committee meetings : 14/14 	<table border="1"> <tr><td>Reelection</td></tr> <tr><td>Outside</td></tr> <tr><td>Independent</td></tr> </table>	Reelection	Outside	Independent
			Reelection			
Outside						
Independent						

[\[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.\]](#)

Mr. Tamesaburo Yamamoto has been active for many years as a legal scholar specializing in the Commercial Code and Companies Act and as a professor of the Faculty of Law at Keio University (professor emeritus of Keio University from April 2023), so he possesses the extensive knowledge and insight required of an Outside Director. Although he has never been directly involved in corporate management, it is anticipated, for the aforementioned reasons, that he will work to secure the effectiveness of audits and ensure the soundness, appropriateness, and increased transparency of management decision-making while contributing to the sustainable growth of the Company and the enhancement of its corporate value over the medium- to long-term. Therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

[\[Summary of career, title, area\(s\) of responsibility, and important concurrent positions\]](#)

April 1998 Professor, Faculty of Law, Keio University (retired in March 2023)
January 2006 Examiner, Certified Public Accountant Examination (retired in February 2010)
November 2006 Examiner, New Bar Examination (retired in October 2007)
June 2010 Director, Japan Association of the Law of Trust (retired in June 2024)
October 2015 Director, Japan Association of Private Law (retired in October 2019)
June 2022 Outside Director who is an Audit and Supervisory Committee Member (current position)
April 2023 Professor Emeritus at Keio University (current position)

[\[Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency\]](#)

Organization where concurrent position is held	Position	Transaction matter, etc.
Keio University	Professor emeritus	None

The Company has no special relationship with Keio University.

There is no special interest between Mr. Tamesaburo Yamamoto and the Company.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), etc., the Company has designated Mr. Tamesaburo Yamamoto as an independent director who is unlikely to engender a conflict of interest with general shareholders, and it has notified the TSE, etc. of such designation.

Candidate No. 3		<h1>Tatsuya Tanaka</h1>	Reelection
			Outside Independent
		<ul style="list-style-type: none"> ■ Date of birth : September 11, 1956 ■ Years in office : 2 years ■ Number of the Company's shares owned : 1,100 ■ Attendance at the Board of Directors meetings : 17/17 ■ Attendance at the Audit and Supervisory Committee meetings : 14/14 	

[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.]

Mr. Tatsuya Tanaka has served in corporate management for many years as a manager at Fujitsu Ltd. and has extensive international business experience. He has also monitored and supervised management based on his wide-ranging experience and high-level knowledge of management as an outside officer of a business firm.

For the aforementioned reasons, he is expected to work to secure the effectiveness of audits and ensure the soundness, appropriateness, and increased transparency of management decision-making while contributing to the sustainable growth of the Company and the enhancement of its corporate value over the medium- to long-term. Therefore, the Board of Directors has decided to re-nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

[Summary of career, title, area(s) of responsibility, and important concurrent positions]

April 1980	Joined Fujitsu Limited
April 2005	Director of the Board & Vice President, Fujitsu (China) Holdings Co., Ltd.
April 2012	Corporate Executive Officer and General Manager, Manufacturing Industry Business Unit, Fujitsu Limited
May 2013	Corporate Executive Officer and General Manager, Manufacturing Industry Business Unit, Manufacturing Industry, Logistics, and Sales Group
April 2014	Corporate Senior Vice President, and General Manager, Asia Region
January 2015	Corporate Executive Officer, Corporate Vice President, and General Manager, Asia Region
February 2015	Corporate Executive Officer, Corporate Vice President
June 2015	President and Representative Director
June 2019	Chairman of the Board of Directors
April 2020	Chairman of the Board, Fujitsu Marketing Limited
October 2020	Chairman of the Board, Fujitsu Japan Limited
June 2021	Outside Director, Nippon Light Metal Holdings Company, Ltd. (current position)
April 2022	Senior Adviser, Fujitsu Japan Limited (retired in March 2023)
December 2022	Adviser, Tsukishima Kikai Co., Ltd., (currently Tsukishima Holdings Co., Ltd.)
June 2023	Outside Director who is an Audit and Supervisory Committee Member of the Company (current position)
July 2023	Outside Director, Asahi Mutual Life Insurance Company (current position)

[Important concurrent positions and special interests between the candidate and the Company, and matters regarding independency]

Organization where concurrent position is held	Position	Transaction matter, etc.
Nippon Light Metal Holdings Company, Ltd.	Outside Director	None
Asahi Mutual Life Insurance Company	Outside Director	None

The Company has no special relationship with any of the organizations above.

There is no special interest between Mr. Tatsuya Tanaka and the Company.

In accordance with the rules of Tokyo Stock Exchange, Inc. (TSE), the Company has designated Mr. Tatsuya Tanaka as an independent director who is unlikely to engender a conflict of interest with general shareholders, and it has notified the TSE of such designation.

(Reference) Composition of the Directors (plan beginning June 26, 2025)

The Company is committed to enhancing its corporate value based on its philosophy system, which consists of Founding Principles, a Purpose, a Corporate Philosophy, and Management Principles.

Founding Principles: “Coexistence and mutual prosperity,” “From finite mining to infinite industry”

Purpose: “Breaking Through with the Chemistry of Hope”

Corporate Philosophy: “Pursue technology and embrace innovation to create value for the future and contribute to social progress”

Management Principles: Our approach to the four values we cherish

1. “Ethics”: Be highly ethical, comply with laws and regulations, and respect social norms
2. “Safety and Security”: Work to conserve the global environment and practice safe, secure manufacturing
3. “Quality”: Deliver quality that earns the trust of customers and society
4. “People”: Respect individuality and diversity, and build healthy and comfortable workplaces

Under this philosophy system, the “UBE Vision 2030 Transformation—2nd Stage,” the Company’s new medium-term management plan which serves as a concrete action plan for the period from FY2025 to FY2030, sets out the Company’s vision for 2030 as “a specialty chemical company that contributes to the global environment, human health, and an enriched future society.” To realize this vision, the Company has been promoting the expansion of specialty businesses and structural reform.

In order to realize this medium- to long-term business plan, the Board of Directors of the Company believes that it is important to build an improved governance system, as well as to set the major direction for its business strategy and supervise its execution.

The experience and expertise that Directors of the Company should possess in order to ensure that the Board of Directors is highly effective are as follows. As the Board of Directors consists of personnel with abundant experience, knowledge, and high ability in various fields, the Company believes the Board of Directors as a whole is equipped with a good balance of the necessary skills.

Areas of expertise expected of each Director											
	Family name	Given name	Inside/Outside	Corporate management and management strategy	Finance and accounting	Sales and marketing	Manufacturing, technology, R&D, and IT/DX	Compliance and risk management	Sustainability (environment and society)	Human resource management	Internationality
Directors (excluding those who are Audit and Supervisory Committee Members)	Izumihara	Masato		✓	✓	✓			✓		
	Nishida	Yuki		✓		✓	✓		✓		✓
	Ishikawa	Hirota			✓				✓	✓	
	Kawamura	Ryo						✓		✓	✓
	Fukumizu	Takefumi	Outside	✓			✓			✓	
	Mitsuoka	Tsugio	Outside	✓			✓	✓	✓		
Director who is an Audit and Supervisory Committee Member	Fujii	Masayuki			✓	✓		✓			✓
	Yamamoto	Tamesaburo	Outside					✓	✓	✓	
	Suzuki	Satoko	Outside		✓			✓	✓		
	Tanaka	Tatsuya	Outside	✓		✓	✓				✓

End of document