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Securities Code: 4205

June 7, 2022

To our shareholders,

Kimiaki Tanaka President and CEO

**Zeon Corporation**

1-6-2 Marunouchi, Chiyoda-ku, Tokyo, Japan

## NOTICE OF THE 97th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We hereby notify that the 97th Annual General Meeting of Shareholders of Zeon Corporation (“the Company”) will be held as described hereunder.

Instead of attending the meeting on the day, you can also exercise your voting rights in writing or over the Internet. Please review the Reference Materials for General Meeting of Shareholders hereinafter and exercise your voting rights in either of the following methods:

### [Voting via mail]

Please indicate your approval or disapproval of each of the items to be resolved on the enclosed Voting Rights Exercise Form and return it to the Company by mail.

### [Voting via the Internet, etc.]

Please access the website designated by the Company for the exercise of voting rights and follow on-screen instructions to enter your approval or disapproval of each of the items to be resolved.

**1. Date and Time** Wednesday, June 29, 2022, at 10:00 a.m. (JST)

(Reception will open at 9:30 a.m.)

**2. Venue** Station Conference Tokyo (Sapia Tower, 6F)

1-7-12 Marunouchi, Chiyoda-ku, Tokyo, Japan

\*Please note the venue has changed this year.

### **3. Purpose of the Meeting**

#### **Items to be reported:**

1. The business report, the consolidated financial statements for the 97th fiscal year (from April 1, 2021 to March 31, 2022) and the audit reports of the Accounting Auditor and the Audit & Supervisory Board regarding the consolidated financial statements for the 97th fiscal year
2. The non-consolidated financial statements for the 97th fiscal year (from April 1, 2021 to March 31, 2022)

#### **Items to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Amendment to the Articles of Incorporation

**Proposal No. 3:** Election of Nine (9) Directors

### **4. Information on Exercise of Voting Rights**

- (1) Please exercise your voting rights by completing the Voting Rights Exercise Form and returning it to us by mail to arrive, or by registering your votes via the Internet, no later than 5:10 p.m. on Tuesday, June 28, 2022 (JST).
- (2) In the event that you exercise your voting rights both via mail and via the Internet, etc., the vote via the Internet, etc. shall be upheld as the valid exercise of your voting rights. Moreover, if you exercise your voting rights multiple times via the Internet, etc. and your multiple votes for the same proposal are inconsistent, your last vote shall be upheld as the valid exercise of your voting rights.

If attending the meeting in person, please present the enclosed Voting Rights Exercise Form at the reception desk.

Because the “Notes to Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements,” which must be provided at the time of providing this Notice of the 97th Annual General Meeting of Shareholders, are reported on the Company’s website (<https://www.zeon.co.jp>) in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation, they are not provided in the attached documents to this Notice of the 97th Annual General Meeting of Shareholders. Accordingly, the attached documents to this notice are part of the documents that were audited by the Audit & Supervisory Board and the Accounting Auditor in preparing the Audit Reports.

Amendments to the Reference Materials for General Meeting of Shareholders, the business report, the non-consolidated financial statements and the consolidated financial statements, if any, will be posted on our website (<https://www.zeon.co.jp>).

The Company’s website (<https://www.zeon.co.jp>)

### **Response to preventing the spread of COVID-19**

[Request to all shareholders]

- From the perspective of preventing the spread of COVID-19, we are requesting that shareholders exercise your voting rights prior to the meeting via mail or via the Internet, etc.
- Please confirm the state of infections and your own health on the day of the general meeting of shareholders before deciding whether to attend in person. In addition, a livestream of the general meeting of shareholders will be available for viewing for shareholders unable to attend in person.
- We request that shareholders attending on the day take body temperature at the entrance of the venue. Shareholders who are found to have a fever and/or look unwell may be refused entry. In addition, we ask for cooperation in using alcohol disinfectant and wearing masks all the time.

[The Company’s response]

- Our operational staff on the day of the general meeting of shareholders will be wearing masks and have their temperature and health checked. They may also wear a pair of gloves in some cases.
- We will have alcohol-based hand sanitizer available at reception desk and inside the venue.
- The number of chairs in the venue will be substantially reduced. Please understand that if the number of shareholders in attendance exceeds the number of chairs, entry may be refused.
- We appreciate your understanding and cooperation as we intend the duration of the general meeting of shareholders to be short for the proceedings to run in a smooth and efficient manner.

Should future circumstances lead to changes in the operation of the general meeting of shareholders, we will post details on the Company’s website (<https://www.zeon.co.jp>).

## Reference Materials for General Meeting of Shareholders

### Proposals and references

#### **Proposal No. 1:** Appropriation of Surplus

The Company has adopted the basic policy of paying stable and continuous dividends of surplus to shareholders. Under this policy, the year-end dividend for the fiscal year ended March 31, 2022 is proposed to be ¥15 per share as described below. As a result, including the interim dividend, the annual dividend would be ¥28 per share, an increase of ¥6 per share from the previous fiscal year.

#### Matters concerning the year-end dividend

- (1) Items concerning allocation of dividend assets and the total amount for shareholders thereof  
¥15.00 per share of common stock of the Company  
The total amount of dividends: ¥3,213,378,345
- (2) Effective date of dividends of surplus  
June 30, 2022

**Proposal No. 2:** Amendment to the Articles of Incorporation

Since the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced with the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation.

- (1) Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 of the “Proposed amendments” shall be newly established, as the Articles of Incorporation will be required to stipulate that the Company shall take measures for providing information that constitutes the content of Reference Materials for General Meeting of Shareholders, etc. in electronic format.
- (2) Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 of the “Proposed amendments” shall be newly established to enable limiting of the scope of the items to be stated in the paper-based documents to be delivered to shareholders who have requested delivery of paper-based documents from among the items for which measures for providing information that constitutes the content of Reference Materials for General Meeting of Shareholders, etc. in electronic format, to the scope specified by the Ministry of Justice Order.
- (3) With the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format, the provisions in Article 15 of the current Articles of Incorporation (Internet-based Disclosure and Deemed Provision of Reference Data for Shareholders’ Meeting) will no longer be required, and will be deleted.
- (4) Supplementary provisions regarding the effect of the aforementioned provisions to be established and deleted will be established. These supplementary provisions shall be deleted after the expiration date.

Contents of amendments are as follows:

(Underlined sections denote amendments.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet-based Disclosure and Deemed Provision of Reference Data for Shareholders’ Meeting)</u></p> <p><u>Article 15</u></p> <p><u>The Company, in calling a Shareholders’ Meeting, may be deemed to have provided its shareholders with information on the matters that should be stated or displayed in the reference documents of the Shareholders’ Meeting including business reports, financial statements, and consolidated financial statements by disclosing the said information through the Internet pursuant to the provisions stipulated in the applicable laws and regulations.</u></p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15</u></p> <p><u>1 The Company, in calling a Shareholders’ Meeting, shall take measures for providing information that constitutes the content of reference documents of the Shareholders’ Meeting, etc. in electronic format.</u></p> <p><u>2 Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>&lt;Newly established&gt;</p>	<p><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <li data-bbox="839 259 1422 685">1. <u>The deletion of Article 15 (Internet-based Disclosure and Deemed Provision of Reference Data for Shareholders' Meeting) in the pre-amended Articles of Incorporation and the establishment of the new Article 15 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from the date of enforcement (September 1, 2022, hereinafter referred to as the "Date of Enforcement") of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></li> <li data-bbox="839 701 1422 869">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the pre-amended Articles of Incorporation shall remain effective regarding any Shareholders' Meeting held on a date within six months from the Date of Enforcement.</u></li> <li data-bbox="839 884 1422 1055">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the Shareholders' Meeting in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 3: Election of Nine (9) Directors**

The terms of office of all six (6) incumbent Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, we would like you to approve the election of nine (9) Directors including three (3) Outside Directors (eight (8) male, one (1) female).

The candidates for Directors are as follows:

No.	Name	Current position and responsibility	Attribute
1	Kimiaki Tanaka	President and CEO	Reelection
2	Kazuyoshi Matsuura	Director & Corporate Officer Head of Elastomers and Chemicals Business Headquarters Director of Tohpe Corporation	Reelection
3	Tetsuya Toyoshima	Senior Corporate Officer Head of Research & Development Headquarters and Division Manager of Research & Development Center	New election
4	Yoshiyuki Sone	Senior Corporate Officer Head of Administrative Headquarters	New election
5	Erisa Watanabe	Corporate Officer Head of Corporate Sustainability Headquarters, Division Manager of Corporate Sustainability Division and General Manager of CSR Promotion Department	New election
6	Yuichiro Konishi	Corporate Officer Head of Specialty Business Headquarters and Division Manager of Specialty Plastics Division President and Representative Director of Zeon Opto Bio Lab Co., Ltd.	New election
7	Takao Kitabata	Outside Director Outside Director and Chairman of the Board of Directors of Kobe Steel, Ltd. President of KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation	Reelection Outside Independent
8	Tadanobu Nagumo	Outside Director Senior Advisor of The Yokohama Rubber Co., Ltd.	Reelection Outside Independent
9	Fumiaki Ikeno	Outside Director Stanford Biodesign Program Director (U.S.) of Japan Biodesign Board Member and Chief Medical Officer of MedVenture Partners, Inc.	Reelection Outside Independent

Reelection: Candidate for reelection as Director

New election: New candidate for Director

Outside: Candidate for Outside Director

Independent: Independent officer as provided by securities exchanges, etc.

No.	Name (Date of birth)	Career summary, position and responsibility at the Company		Number of the Company's shares held
1	Kimiaki Tanaka (February 19, 1953)  Reelection Attendance at Board of Directors meetings 14/14	Apr. 1979	Joined the Company	121,300
		June 2005	Director of the Company	
		June 2007	Director & Corporate Officer of the Company	
		June 2011	Director & Senior Corporate Officer of the Company	
		June 2012	Director & Executive Corporate Officer of the Company	
		June 2013	President and CEO of the Company (incumbent)	
		(Status of important concurrent occupations)		
		-		
[Reasons for nomination as candidate for Director] Mr. Kimiaki Tanaka became President and CEO of the Company in 2013, and he has contributed to improvement of the corporate value of the Group, including directing management by leading promotion of the Mid-Term Management Plan. The Company has nominated him as candidate for Director again as it expects him to offer leadership based on his extensive knowledge and experience concerning management in general.				
2	Kazuyoshi Matsuura (February 21, 1967)  Reelection Attendance at Board of Directors meetings 14/14	Apr. 1993	Joined the Company	13,200
		July 2014	General Manager of Synthetic Rubber Sales & Marketing Department 2, Synthetic Rubber Division of the Company	
		June 2017	Corporate Officer of the Company	
		June 2019	Director & Corporate Officer of the Company (incumbent)	
		(Status of important concurrent occupations)		
		Director of Tohpe Corporation		
[Reasons for nomination as candidate for Director] Mr. Kazuyoshi Matsuura became Director in 2019 and currently serves as Head of Elastomers and Chemicals Business Headquarters and Director of Tohpe Corporation. The Company has nominated him as candidate for Director again as it judges that his extensive operational knowledge and experience make him suited to playing a role in the Company's management.				
3	Tetsuya Toyoshima (March 13, 1963)  New election Attendance at Board of Directors meetings -	Apr. 1989	Joined the Company	100
		Jan. 2013	Division Manager of Specialty Plastics Division and Specialty Components Division of the Company	
		June 2015	Corporate Officer of the Company	
		June 2020	Senior Corporate Officer of the Company (incumbent)	
		(Status of important concurrent occupations)		
		-		
[Reasons for nomination as candidate for Director] Mr. Tetsuya Toyoshima became Senior Corporate Officer of the Company in 2020 and currently serves as Head of Research & Development Headquarters and Division Manager of Research & Development Center. The Company has nominated him as new candidate for Director as it judges that his extensive operational knowledge and experience make him suited to playing a role in the Company's management.				
4	Yoshiyuki Sone (June 6, 1965)  New election Attendance at Board of Directors meetings -	Apr. 1988	Joined the Company	3,500
		July 2017	Division Manager of Specialty Components Division of the Company	
		June 2018	Corporate Officer of the Company	
		June 2020	Senior Corporate Officer of the Company (incumbent)	
		(Status of important concurrent occupations)		
		-		
[Reasons for nomination as candidate for Director] Mr. Yoshiyuki Sone became Senior Corporate Officer of the Company in 2020 and currently serves as Head of Administrative Headquarters. The Company has nominated him as new candidate for Director as it judges that his extensive operational knowledge and experience make him suited to playing a role in the Company's management.				

No.	Name (Date of birth)	Career summary, position and responsibility at the Company	Number of the Company's shares held
5	Erisa Watanabe (February 25, 1965)  New election Attendance at Board of Directors meetings -	Apr. 1987      Joined the Company Apr. 2013      General Manager of Materials Procurement Department, Production Center of the Company June 2018      Corporate Officer of the Company (incumbent) (Status of important concurrent occupations) -	4,300
	[Reasons for nomination as candidate for Director] Ms. Erisa Watanabe became Corporate Officer of the Company in 2018 and currently serves as Head of Corporate Sustainability Headquarters, Division Manager of Corporate Sustainability Division and General Manager of CSR Promotion Department. The Company has nominated her as new candidate for Director as it judges that her extensive operational knowledge and experience make her suited to playing a role in the Company's management.		
6	Yuichiro Konishi (August 30, 1965)  New election Attendance at Board of Directors meetings -	Apr. 1991      Joined the Company July 2011      Joined Solvay Advanced Polymers K.K. July 2012      Joined the Company July 2013      Division Manager of Electronic Materials Division 1 of the Company July 2015      Division Manager of Electronic Materials Division and Resident Director of the Taiwan Office of Electronic Materials Division of the Company June 2020      Corporate Officer of the Company (incumbent) (Status of important concurrent occupations) President and Representative Director of Zeon Opto Bio Lab Co., Ltd.	900
	[Reasons for nomination as candidate for Director] Mr. Yuichiro Konishi became Corporate Officer of the Company in 2020 and currently serves as Head of Specialty Business Headquarters, Division Manager of Specialty Plastics Division and President and Representative Director of Zeon Opto Bio Lab Co., Ltd. The Company has nominated him as new candidate for Director as it judges that his extensive operational knowledge and experience make him suited to playing a role in the Company's management.		

No.	Name (Date of birth)	Career summary, position and responsibility at the Company	Number of the Company's shares held
7	<p style="text-align: center;">Takao Kitabata (January 10, 1950)</p> <p style="text-align: center;">Reelection Outside Independent Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1972      Joined Ministry of International Trade and Industry</p> <p>June 2004     Director-General, Economic and Industrial Policy Bureau of Ministry of Economy, Trade and Industry</p> <p>July 2006      Vice-Minister of Economy, Trade and Industry</p> <p>July 2008      Retired from Ministry of Economy, Trade and Industry</p> <p>June 2010      Outside Director of Kobe Steel, Ltd. (incumbent)</p> <p>                    Outside Audit &amp; Supervisory Board Member of Marubeni Corporation</p> <p>June 2013      Chairman of Board of Sanda Gakuen Junior High School &amp; Senior High School</p> <p>                    Outside Director of Marubeni Corporation (incumbent)</p> <p>Apr. 2014      Principal of Sanda Gakuen Junior High School &amp; Senior High School</p> <p>June 2014      Outside Director of the Company (incumbent)</p> <p>Apr. 2020      President of KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation (incumbent)</p> <p>(Status of important concurrent occupations)</p> <p>Outside Director and Chairman of the Board of Directors of Kobe Steel, Ltd.</p> <p>President of KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation</p> <p>Outside Director of Marubeni Corporation</p> <p>Outside Director of SEIREN CO., LTD.</p>	0
<p>[Reasons for nomination as candidate for Outside Director and outline of expected role]</p> <p>Mr. Takao Kitabata was involved in the planning of economic and industrial policy for many years, and he possesses experience and knowledge of industry overall, which he has accumulated through his career. The Company has nominated him as candidate for Outside Director again, as it expects that, regardless of whether he has had direct involvement in the corporate management of a company, he can contribute to the corporate management of the Company with his guidance and advice based on his knowledge, etc. In addition, if he is elected, he will provide advice mainly on the Company's policy related to the nomination of executive candidates and policies related to decisions of the remuneration as a member of the Director and Officer Nomination and Remuneration Committee from an independent standpoint. At the conclusion of this Annual General Meeting of Shareholders, he will have served eight (8) years as Outside Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility at the Company	Number of the Company's shares held
8	<p>Tadanobu Nagumo (February 12, 1947)</p> <p>Reelection Outside Independent Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1969      Joined The Yokohama Rubber Co., Ltd.  June 1999      Director of The Yokohama Rubber Co., Ltd.  June 2002      Managing Director of The Yokohama Rubber Co., Ltd.  June 2003      Senior Managing Director of The Yokohama Rubber Co., Ltd.  June 2004      President and Representative Director of The Yokohama Rubber Co., Ltd.  June 2011      Chairman and CEO and Representative Director of The Yokohama Rubber Co., Ltd.  June 2015      Outside Director of the Company (incumbent)  Mar. 2016      Chairman and Representative Director of The Yokohama Rubber Co., Ltd.  Mar. 2019      Senior Advisor of The Yokohama Rubber Co., Ltd. (incumbent)</p> <p>(Status of important concurrent occupations)  Senior Advisor of The Yokohama Rubber Co., Ltd.  Member of the Board (Outside) of ROHM Co., Ltd.</p>	11,900
<p>[Reasons for nomination as candidate for Outside Director and outline of expected role]  Mr. Tadanobu Nagumo was involved in the management of The Yokohama Rubber Co., Ltd. for many years, and he possesses experience and knowledge as a person with expertise in corporate management, which he has accumulated through his career. The Company has nominated him as candidate for Outside Director again, as it expects him to provide practical guidance and advice related to corporate management of the Company founded on his experience, etc. In addition, if he is elected, he will provide advice mainly on the Company's policy related to the nomination of executive candidates and policies related to decisions of the remuneration as a member of the Director and Officer Nomination and Remuneration Committee from an independent standpoint. At the conclusion of this Annual General Meeting of Shareholders, he will have served seven (7) years as Outside Director of the Company, but he served four (4) years as Outside Audit &amp; Supervisory Board Member from June 2011.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility at the Company	Number of the Company's shares held
9	<p>Fumiaki Ikeno (May 4, 1967)</p> <p>Reelection Outside Independent Attendance at Board of Directors meetings 10/10</p>	<p>Mar. 1992 Graduated from Division of Medicine, School of Medicine of Jichi Medical University</p> <p>Apr. 1992 Joined Shizuoka Prefectural Government Technical Officer of Health and Welfare Division, Health and Welfare Department of Shizuoka Prefectural Government</p> <p>Apr. 2001 Post-Doctoral Fellow of Division of Cardiovascular Medicine, Department of Medicine, School of Medicine of Stanford University</p> <p>Apr. 2004 Research Associate and Medical Director of Experimental Interventional Laboratory, Division of Cardiovascular Medicine, Department of Medicine, School of Medicine of Stanford University</p> <p>June 2007 Completed Biodesign Program of Stanford University</p> <p>Oct. 2013 Co-founder of MedVenture Partners, Inc. Board Member and Chief Medical Officer of MedVenture Partners, Inc. (incumbent) Co-founder of (NPO) US-Japan MedTech Frontiers (USJMF) Board Member of (NPO) US-Japan MedTech Frontiers (USJMF)</p> <p>Apr. 2015 Stanford Biodesign Program Director (U.S.) of Japan Biodesign (incumbent) Researcher of Division of Cardiovascular Medicine, Department of Medicine, School of Medicine of Stanford University (incumbent)</p> <p>Apr. 2018 Director of Japan Outreach of Stanford Center for Asian Health Research and Education (CARE)</p> <p>Sept. 2019 Co-Director of SPARK Asian Pacific of Stanford SPARK Program (SPARK Global) (incumbent)</p> <p>June 2021 Outside Director of the Company (incumbent) (Status of important concurrent occupations) Stanford Biodesign Program Director (U.S.) of Japan Biodesign Director of Japan Outreach of Stanford Center for Asian Health Research and Education (CARE) Co-Director of SPARK Asian Pacific of Stanford SPARK Program (SPARK Global) Researcher of Division of Cardiovascular Medicine, Department of Medicine, School of Medicine of Stanford University Board Member and Chief Medical Officer of MedVenture Partners, Inc.</p>	0
<p>[Reasons for nomination as candidate for Outside Director and outline of expected role]</p> <p>Mr. Fumiaki Ikeno possesses experience and insight acquired through the involvement in the development of medical device products for many years as a physician and medical researcher, and knowledge on the medial industry overall, which he has accumulated through his career as a venture capitalist specializing in medical devices. Based on such experience, etc., the Company has nominated him as candidate for Outside Director again, as it expects him to provide useful guidance and advice related to the Company's research and development, innovation, and business development. In addition, if he is elected, he will provide advice mainly on the Company's policy related to the nomination of executive candidates and policies related to decisions of the remuneration as a member of the Director and Officer Nomination and Remuneration Committee from an independent standpoint. At the conclusion of this Annual General Meeting of Shareholders, he will have served one (1) year as Outside Director of the Company.</p>			

- (Notes)
1. Mr. Takao Kitabata, Mr. Tadanobu Nagumo and Mr. Fumiaki Ikeno are candidates for Outside Directors as provided in Article 2, paragraph 3, item 7 of the Regulation for Enforcement of the Companies Act.
  2. The Company has notified the Tokyo Stock Exchange of status of Mr. Takao Kitabata, Mr. Tadanobu Nagumo and Mr. Fumiaki Ikeno as independent officers.
  3. The Company has concluded contracts with Mr. Takao Kitabata, Mr. Tadanobu Nagumo and Mr. Fumiaki Ikeno that limit their liability for damages prescribed by Article 423, paragraph 1 of the Companies Act to the minimum liability amount prescribed by laws and regulations. If their re-election is approved, the Company plans to continue contracts with the same contents.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy will protect all the Directors as insureds and cover losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as a Director, or receipt of claims pertaining to the pursuit of such liability. If each candidate is elected and assumes the office as Director, they will be included as insureds in the policy. In addition, the Company plans to renew the policy with the same contents at the time of next renewal.
  5. Mr. Takao Kitabata assumed the office as an Outside Director of Kobe Steel, Ltd. in June 2010 and is scheduled to retire as such in June 22, 2022. During his term, Kobe Steel, Ltd. announced in October 2017 that Kobe Steel, Ltd. and its group companies shipped or provided products that do not satisfy public standards or customer specifications to customers as products that satisfy the standards and specifications, by falsifying or fabricating inspection results. Kobe Steel, Ltd. was found guilty of a violation of the Unfair Competition Prevention Act in March 2019 for part of these acts. Mr. Kitabata was not aware of the facts until such problem was revealed, but he has regularly called attention to the form the company should take by making suggestions from a compliance perspective in meetings of the Board of Directors and other occasions of Kobe Steel, Ltd. After such facts were discovered, he expressed a variety of opinions in the Board of Directors meeting of the company on the appropriateness and suitability of the investigation methods in addition to those aimed at identifying the cause and verifying safety, and as a member of the Quality Governance Restructuring Deliberation Committee, he contributed to the formulation of measures to prevent recurrence. He was later appointed as Chairman of the Board of Directors of Kobe Steel, Ltd. in June 2018, and has received periodic reports in meetings of the Board of Directors on the progress of measures to prevent recurrence, while appropriately monitoring the execution of measures to prevent recurrence and various initiatives by commenting on Kobe Steel's initiatives to regain trust such as governance reform and changing the awareness of employees.
  6. There are no special conflicts of interests as prescribed by Article 74, paragraph 2, item 3 of the Regulation for Enforcement of the Companies Act between the Company and any of the candidates.

(Reference)

A list of skills (commonly referred to as a skills matrix) including a list of skills needed by the Board of Directors to achieve the Company's 2030 Vision of becoming "a company that lives up to societal expectations and the aspirations of employees," and skills possessed by each Director candidate that the Company expects said Director candidate to exhibit (up to three skills per candidate) are outlined below. Outside Director candidates are expected to supervise management from a higher viewpoint based on their international experience, and to advise members of Company management based on the specialist knowledge that each candidate possesses. Internal Director candidates act as a member of the management team, and are expected to exhibit their skills according to their field of expertise.

	Global management	Finance and accounting	Compliance and risk management	Sustainability and ESG	New business creation	Business reform	Sales and marketing	Research and development	Production and SCM
Kimiaki Tanaka	○			○				○	
Kazuyoshi Matsuura	○					○	○		
Tetsuya Toyoshima					○	○		○	
Yoshiyuki Sone	○	○			○				
Erisa Watanabe			○	○					○
Yuichiro Konishi					○		○	○	
Takao Kitabata	○		○	○					
Tadanobu Nagumo	○					○			○
Fumiaki Ikeno	○				○			○	