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Securities Code: 4186

March 6, 2024

(Start date of measures for providing information in electronic format: February 28, 2024)

To Those Shareholders with Voting Rights

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

NOTICE OF THE CONVOCAION OF THE 94th ORDINARY GENERAL MEETING OF SHAREHOLDERS

To all those who have been suffering from the 2024 Noto Peninsula Earthquake, we extend our deepest sympathies.

We hereby announce the 94th Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. (“the Company”), which will be held as described below.

If you are unable to attend the meeting in person, please exercise your voting rights either in writing or by electronic means (via the Internet, etc.).

Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m., Wednesday, March 27, 2024 (JST).

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the Convocation of the 94th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website using the Internet address shown below to review the information.

Company’s website: <https://www.tok.co.jp/ir/shareholders/shm.html> (in Japanese only)

In addition to posting items for which measures for providing information in electronic format are to be taken on the Company’s website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the Internet address given below, input the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese only)

The General Meeting of Shareholders will be streamed live over the Internet so that participants can watch the events taking place on the day. For details, please refer to the separate “Guide to Live Streaming of the 94th Ordinary General Meeting of Shareholders (in Japanese only),” which is enclosed with this notice of convocation.

Exercise of Voting Rights in Writing

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

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

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

- 1. Date and Time:** Thursday, March 28, 2024 at 10:00 a.m. (JST)
- 2. Place:** Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

3. Agenda of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 94th fiscal year (from January 1, 2023 to December 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
2. The Non-Consolidated Financial Statements for the 94th fiscal year (from January 1, 2023 to December 31, 2023)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

4. Matters Decided for the Convocation:

- (1) If you do not indicate your approval or disapproval for each proposal on your returned Voting Rights Exercise Form, we will treat it as if you indicated approval for each proposal.
- (2) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
- (3) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

* For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.

* When it is necessary to modify the items for which measures for providing information in electronic format are to be taken, please understand that the items after modification will be shown on the website of the Company (<https://www.tok.co.jp/>) (in Japanese only) and the TSE website (Listed Company Search) (<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>) (in Japanese only).

Guide for Exercising Voting Rights

Voting rights can be exercised using the following three methods.

[Attending the General Meeting of Shareholders]

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

Date and Time: Thursday, March 28, 2024 at 10:00 a.m. (JST)
Place: Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

[Exercise of Voting Rights in Writing]

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

Deadline for exercising voting rights: 5:30 p.m., Wednesday, March 27, 2024 (JST)

[Exercise of Voting Rights via the Internet, etc.]

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

Deadline for exercising voting rights: 5:30 p.m., Wednesday, March 27, 2024 (JST)

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

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

Website to use for exercising voting rights

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

Electronic proxy voting platform

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

For inquiries concerning systems, etc. please contact:

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

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows.

Matters related to the year-end dividend:

The Company considers the return of its profits to shareholders an important managerial issue. The Company, in light of its financial condition and business performance from a long-term point of view, makes it its basic policy to carefully secure sufficient internal reserves for the enhancement of the corporate competitiveness and enlargement of its profit. On the other hand, the Company also makes it its basic policy to continue its payments of dividends with a consolidated DOE (dividend on equity ratio) of 4.0% as the target level of dividend payout, and flexibly acquire its own stock, to realize stable and continued return of profit.

Under this policy, with regard to the year-end dividend for the fiscal year, the Company proposes to pay ¥86 per share. This payment takes into account various factors, including the Company's business performance, and also reflects the Company's desire to reciprocate the consistent support of its shareholders.

Accordingly, including the interim dividend of ¥82 per share paid in September 2023, the annual dividend for the fiscal year is ¥168 per share.

- (1) Type of dividend property
Cash
- (2) Matters related to distribution of dividend property to shareholders and the total amount
¥86 per common share of the Company Total amount: ¥3,479,548,476
- (3) Effective date of the distribution of surplus
March 29, 2024

Note: The Company conducted a 3-for-1 share split of common share on January 1, 2024. Since the record date for the year-end dividend above is December 31, 2023, the dividend will be paid based on the number of shares before adjustment due to this share split.

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests that six Directors be elected.

The candidates for Director are as follows:

No.	Name	Current position	Current responsibility	Attributes
1	Noriaki Taneichi	Representative Director President	Chief Executive Officer	[Re-election]
2	Harutoshi Sato	Director	-	[Re-election]
3	Yusuke Narumi	Director	Executive Officer Division Manager, New Business Development Division	[Re-election]
4	Kosuke Doi	Director	Senior Managing Executive Officer Division Manager, Marketing Division Division Manager, Research and Development Division	[Re-election]
5	Hiroataka Yamamoto	Director	Executive Officer Division Manager, Manufacturing Division	[Re-election]
6	Ayako Ikeda	-	-	[New election] [Outside] [Independent Officer]

[The opinion of the Audit and Supervisory Committee]

The Audit and Supervisory Committee reviewed the decision-making process at the Nomination and Remuneration Advisory Committee regarding the election of Directors and their remuneration, and deliberated at the meeting. As a result, the Audit and Supervisory Committee has determined that the policy and decision-making process regarding the election of candidates are appropriate. In addition, the Audit and Supervisory Committee has determined that the basic policy and decision-making process for compensation, etc., are also appropriate.

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
1	Noriaki Taneichi Male (November 23, 1962, 61 years old) [Re-election]	Apr. 1986 Joined the Company June 2009 General Manager, Marketing Development Department June 2011 General Manager, New Business Development Department June 2015 Executive Officer; Deputy Division Manager, New Business Development Division June 2017 Director; Executive Officer; Division Manager, New Business Development Division Jan. 2019 Representative Director, President and Chief Executive Officer (to the present)	84,000 shares
	Attendance at the meetings of the Board of Directors 16 out of 16 (100%)		
<p>Reasons for nomination as candidate for Director Since assuming the position of Representative Director, President and Chief Executive Officer, Mr. Noriaki Taneichi has led the management of the Group as its top executive and contributed to the Group's further development through the measures in the Medium- to Long-Term Plan. Thus, since the Company judges that Mr. Noriaki Taneichi can be expected to continue contributing to the management of the Company, it requests his election as a Director.</p>			
2	Harutoshi Sato Male (June 1, 1961, 62 years old) [Re-election]	Apr. 1984 Joined the Company Apr. 2004 General Manager, Quality Assurance Department Apr. 2007 General Manager, Advanced Material Development Department 2 Apr. 2008 General Manager, Advanced Material Development Department 1 June 2009 Executive Officer; Deputy Division Manager, Research and Development Division and General Manager, Advanced Material Development Department 3 June 2011 Executive Officer; Deputy Division Manager, Research and Development Division and General Manager, Advanced Material Development Department 1 June 2012 Director; Executive Officer; Division Manager, Research and Development Division June 2017 Director; Managing Executive Officer; Division Manager, Research and Development Division Mar. 2019 Director; Senior Managing Executive Officer; Division Manager, Research and Development Division Mar. 2022 Director (to the present)	55,800 shares
	Attendance at the meetings of the Board of Directors 16 out of 16 (100%)		
<p>Reasons for nomination as candidate for Director Mr. Harutoshi Sato has held important positions in the Group, serving in such roles as representative at a U.S. subsidiary, person responsible for quality assurance, and person responsible for product development before assuming the position of Division Manager, Research and Development Division. Owing to this experience, he is well acquainted with the Company's business characteristics and customers and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Harutoshi Sato can be expected to continue strengthening the supervisory function of the Board of Directors through his valuable advice to the management of the Company, it requests his election as a Non-executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
3	Yusuke Narumi Male (December 2, 1965, 58 years old) [Re-election]	Apr. 1988 Joined the Company June 2012 General Manager, Marketing Department Jan. 2019 General Manager, Display and PV Panel Material Marketing Department Apr. 2019 General Manager, Imaging Material Marketing Department Mar. 2020 Executive Officer; Division Manager, New Business Development Division Mar. 2021 Director; Executive Officer; Division Manager, New Business Development Division (to the present)	25,434 shares
	Attendance at the meetings of the Board of Directors 16 out of 16 (100%)		
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Yusuke Narumi has held important positions in the Group, serving in such roles as representative at the Chinese office, person responsible for sales and marketing of mainstay products before assuming the position of Division Manager, New Business Development Division. Owing to this experience, he is well versed in not only the Company's existing business areas, but also in new business areas, and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Yusuke Narumi can be expected to continue contributing to the management of the Company, it requests his election as a Director.</p>			
4	Kosuke Doi Male (May 10, 1962, 61 years old) [Re-election]	Apr. 1986 Joined the Company June 2009 General Manager, Advanced Material Development Department 1 June 2011 President and Director of TOKYO OHKA KOGYO AMERICA, INC. June 2016 Executive Officer of the Company (President and Director of TOKYO OHKA KOGYO AMERICA, INC.) Jan. 2019 Executive Officer; Division Manager, New Business Development Division Mar. 2020 Managing Executive Officer; Division Manager, Marketing Division Mar. 2022 Director; Managing Executive Officer; Division Manager, Marketing Division and Division Manager, Research and Development Division Mar. 2023 Director; Senior Managing Executive Officer; Division Manager, Marketing Division and Division Manager, Research and Development Division (to the present)	38,124 shares
	Attendance at the meetings of the Board of Directors 16 out of 16 (100%)		
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kosuke Doi has held important positions in the Group, serving in such roles as President and Director of a U.S. subsidiary, Division Manager of the New Business Development Division, Division Manager of the Marketing Division, and Division Manager of the Research and Development Division. Owing to this experience, he is well versed in not only the Company's existing business areas but also in new business areas. He is well acquainted with the Company's business characteristics and customers, and possesses the necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Kosuke Doi can be expected to continue contributing to the management of the Company, it requests his election as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
5	Hiroataka Yamamoto Male (January 14, 1970, 54 years old) [Re-election]	Apr. 1992 Joined the Company Feb. 2013 Plant General Manager of TOK ADVANCED MATERIALS CO., LTD. Mar. 2019 Deputy Division Manager, Corporate Planning Division of the Company Mar. 2020 Executive Officer; Division Manager, Corporate Planning Division Mar. 2023 Director; Executive Officer; Division Manager, Manufacturing Division (to the present)	19,461 shares
	Attendance at the meetings of the Board of Directors 12 out of 12 (100%)		
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Hiroataka Yamamoto has held important positions in the Group, serving in such roles as representative at a U.S. subsidiary and Plant General Manager of the Korean subsidiary before assuming the positions of Division Manager, Corporate Planning Division and Division Manager, Manufacturing Division, and worked as a person responsible for the development of the Group's Medium- to Long-Term Plan. Owing to this experience, he is well acquainted with the Company's business strategy and business characteristics and possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Hiroataka Yamamoto can be expected to continue contributing to the management of the Company, it requests his election as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
6	<p>Ayako Ikeda Female (December 5, 1959, 64 years old) [New election] [Outside Director] [Independent Officer]</p>	<p>Apr. 1984 Registered as attorney and affiliated with the Daini Tokyo Bar Association Harago Law Offices (currently Harago & Partners Law Offices)</p> <p>Jan. 1990 Steptoe & Johnson LLP, USA</p> <p>Apr. 1991 Bar admitted in New York</p> <p>Sept. 1992 Hamada & Matsumoto (currently Mori Hamada & Matsumoto) (to the present)</p> <p>Apr. 2002 Professor at The Legal Training and Research Institute of Japan (in charge of defense in civil cases)</p> <p>Apr. 2006 Deputy Secretary General of Japan Federation of Bar Associations</p> <p>Apr. 2015 Executive Director of Japan Federation of Bar Associations Vice President of Daini Tokyo Bar Association</p> <p>June 2021 Director (Audit & Supervisory Committee Member) of Tokai Tokyo Financial Holdings, Inc. (to the present)</p> <p>(Significant concurrent positions) Senior Counsel at Mori Hamada & Matsumoto Director (Audit & Supervisory Committee Member) of Tokai Tokyo Financial Holdings, Inc.</p>	0 shares
<p>Attendance at the meetings of the Board of Directors 0 out of 0 (0%)</p>			
<p>Reasons for nomination as candidate for Outside Director and overview of the role expected</p> <p>Although she does not have experience of being involved in corporate management directly by any method other than being an outside officer in the past, the election of Ms. Ayako Ikeda as Outside Director is proposed to request her supervision of the Company's management from an objective and professional point of view based on her extensive experience, broad insight and expertise developed through her professional career as a legal expert. Moreover, as Ms. Ayako Ikeda can be expected to contribute to enhancement of the corporate governance with her advice on the general management of the Company while providing a supervisory function for the decision-making process for the nomination of candidates for officers of the Company and officer remuneration, etc. as member of the Nomination and Remuneration Advisory Committee from an objective and neutral point of view, the Company newly requests her election as an Outside Director.</p>			

- Notes:
1. No conflict of interest exists between the Company and any of the candidates.
 2. The Company has entered into an agreement for directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company to provide coverage for damages that the insured persons may be incurred due to liability borne from the execution of their duties or claims related to the pursuit of such liability, and the premiums for the insured persons are fully borne by the Company. However, to ensure that the appropriateness of the execution of duties by the insured persons is not impaired, the insurance policy exempts coverage in cases of losses arising from claims for damages due to performance of an illegal act with full knowledge of its illegality. All candidates for Directors will be included as insured persons under this insurance policy. The Company also plans to renew the insurance policy with the same content at the time of the next renewal.
 3. Ms. Ayako Ikeda is a candidate for Outside Director. If her election is approved, the Company plans to designate her as an Independent Officer in accordance with the regulations of the Tokyo Stock Exchange and notify therein.
 4. In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Directors (excluding Executive Directors, etc.) that limit the maximum amount of liability provided for in Article 423, paragraph (1) of the Companies Act. The Company has entered into such agreement with Mr. Harutoshi Sato. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations. If his election is approved, the Company plans to continue such agreement with him. If the election of Ms. Ayako Ikeda is approved, the Company will enter into the same liability limitation agreement with her, as she will assume office as an Outside Director.
 5. Attendance at the meetings of the Board of Directors for Mr. Hirotaka Yamamoto refers to the number of the Board of Directors meetings he attended after his assumption of Director of the Company on March 30, 2023.
 6. The Company conducted a 3-for-1 share split of common share on January 1, 2024. Number of shares of the Company held by each candidate for Director represents the number of shares after the share split.

(Reference) Skills and experience required of Directors of the Company
(planned as of the conclusion of the 94th Ordinary General Meeting of Shareholders)

Name	Position	Outside	Nomination and Remuneration Advisory Committee	Skills and experience					
				Management experience in other corporate groups	Research & development/ Technology/ Production	Sales/ Marketing	Legal/ Compliance/ Risk management	Finance/ Accounting	Global
Noriaki Taneichi	Representative Director, President		●		●	●			●
Harutoshi Sato	Director				●				●
Yusuke Narumi	Director				●	●			●
Kosuke Doi	Director				●	●			●
Hiroataka Yamamoto	Director				●				●
Ayako Ikeda	Director	●	●	●			●		●
Nobuo Tokutake	Director (Standing Audit and Supervisory Committee Member)				●				●
Noriko Sekiguchi	Director (Audit and Supervisory Committee Member)	●	●	●				●	
Kazuo Ichiyangi	Director (Audit and Supervisory Committee Member)	●	●	●	●	●			●
Hisashi Ando	Director (Audit and Supervisory Committee Member)	●	●	●	●	●			

Note: The above list does not represent all of the skills and experiences possessed by the candidates for Director.

(Reference) Criteria for the independence of outside officers

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

- a. A person who executes the business of the Company or one of its consolidated subsidiaries (hereinafter referred to as “the Group”), or a person who executed the business of the Group during the ten years before taking up the position.
- b. An entity whom the Group is a key customer of (*1) or a person who executes the business of that entity.
- c. A key customer of the Group (*2) or a person who executes the business of that customer.
- d. A key lender of the Group (*3) or a person who executes the business of that lender.
- e. Consultant, accounting expert, or legal expert who receives considerable money and other assets (*4) that are not officer compensation from the Group (if a corporation, association, or similar entity, a member of that entity).
- f. Party who was any of the above b.– e. within the past three years.
- g. Party who has received an average of ¥3 million or more annually in donations from the Group over the past three years.
- h. A major shareholder (*5) of the Group or a person who executes the business of that shareholder.
- i. A person who executes the business of another company that has a reciprocal outside officer employment relationship (*6).
- j. Party whose spouse and family member of second degree or closer is any of a.– i.
- k. Regardless of the stipulations of the preceding items, parties for whom a conflict of interest with the Company could arise.

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

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

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

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

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

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