

*(English Translation)*

*This English translation is an abridged version of the original document in Japanese.*

*In the event of any discrepancy, the Japanese version prevails.*

Securities Code 4187

February 6, 2025

(Start of provision of information in electronic format: February 5, 2025)

To Our Shareholders:

1-8-15 Azuchi-machi, Chuo-ku, Osaka City  
OSAKA ORGANIC CHEMICAL INDUSTRY LTD.  
Representative Director and CEO Masayuki Ando

## Notice of Convocation of the 78th Ordinary General Meeting of Shareholders

Notice is hereby given that the 78th Ordinary General Meeting of Shareholders of OSAKA ORGANIC CHEMICAL INDUSTRY LTD. (the Company) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing relevant information in electronic format. Matters for electronic provision are posted on the website below as “Notice of Convocation of the 78th Ordinary General Meeting of Shareholders.”

Our website: [https://www.ooc.co.jp/ir/material/meeting\\_doc/](https://www.ooc.co.jp/ir/material/meeting_doc/)

Besides the above, the same information is also posted on the website below.

Tokyo Stock Exchange website:

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

To view the information, access the above TSE website, enter our company name or securities code, and select “Basic information” and “Documents for public inspection/PR information” in order.

If you are unable to attend the meeting, you may submit your votes online or in writing. Please read the Reference Materials for the General Meeting of Shareholders included in the matters for electronic provision, and submit your votes by referring to the following “Information on Exercising Voting Rights” by no later than 6:00 p.m. on Wednesday, February 26, 2025.

- 1. Date and Time:** Thursday, February 27, 2025 at 10:00 a.m.
- 2. Place:** ZENT Shinsaibashi Bldg. 3F, 4-3-2 Minamisenba, Chuo-ku, Osaka  
TKP Garden City PREMIUM Shinsaibashi “Banquet 3A”
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Report on the business report and the consolidated financial statements for the 78th fiscal period (from December 1, 2023 to November 30, 2024), and audit results on the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Committee
  2. Report on the non-consolidated financial statements for the 78th fiscal period (from December 1, 2023 to November 30, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Retained Earnings
- Proposal 2:** Election of Six (6) Directors (excluding Directors who are Audit & Supervisory Committee members)
- 4. Matters Decided for Convocation**
- Please refer to “Information on Exercising Voting Rights” on page 3.

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- (1) Please present the enclosed voting form to the receptionist when attending the meeting in person.
  - (2) If any amendment is made to the matters for electronic provision, it will be posted on the relevant website.

## **Information on Exercising Voting Rights**

### **If you are attending the meeting**

**Date and time: Thursday, February 27, 2025 at 10:00 a.m.**

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

### **If you exercise the voting right via the Internet**

**Deadline: 6:00 p.m. on Wednesday, February 26, 2025**

Voting Rights Exercise Website: <https://evote.tr.mufg.jp/>

Please access the above voting website and enter your vote for or against the proposals by the deadline.

Please refer to the next page for “Information on Exercising Voting Rights via the Internet.”

### **If you exercise the voting right by mail**

**Deadline: 6:00 p.m. on Wednesday, February 26, 2025 (time of receipt)**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail so that it is received by the deadline.

If no indication for or against is made on the Voting Rights Exercise Form, it will be treated as an indication for the Company’s proposal.

## **Information on Exercising Voting Rights via the Internet**

### **Voting method by scanning the QR code**

You can access the Voting Rights Exercise Website without typing the log-in ID or password.

1. Scan the QR Code at the lower right-hand side of the Voting Rights Exercise Form with your smartphone.

\*QR Code is a registered trademark of DENSO WAVE INCORPORATED.

2. Follow the on-screen instructions to enter your vote for or against.

### **Voting method by entering the log-in ID and password**

Voting Rights Exercise Website: <https://evote.tr.mufg.jp/>

1. Access the above Voting Rights Exercise Website from your computer or smartphone.
2. Enter the “Log-in ID” and the “Temporary Password” described in the Voting Rights Exercise Form, and click “Log-in.”
3. Follow the on-screen instructions to enter your vote for or against.

### **[Inquiries regarding exercising voting rights via the Internet]**

Help Desk, Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation

Tel: 0120-173-027

(Toll-free, Business hours: 9:00 to 21:00)

\* In the event that voting rights are exercised more than once:

If the voting right is exercised both via the Internet and by mail, only the exercise of the voting right via the Internet shall be valid. If the voting right is exercised more than once via the Internet, only the last exercise of the voting right shall be valid. Likewise, if the voting right is exercised using both a computer and a smartphone, only the last exercise of the voting right shall be valid.

\* The Internet voting system is unavailable daily from 2:30 a.m. to 4:30 a.m.

\* Internet connection and communication fees incurred when accessing the Voting Rights Exercise Website shall be borne by shareholders.

\* Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc.

## Reference Materials for the General Meeting of Shareholders

### Proposal 1: Appropriation of Retained Earnings

We propose the appropriation of retained earnings as follows:

Matters concerning year-end dividends

In consideration of the current performance, we plan to pay dividends from retained earnings for the 78th fiscal year as follows.

1. Type of dividend

Cash

2. Matters relevant to allotment of dividends and total amount to be distributed

The Company proposes a dividend of 34 yen per share of its common shares. Total dividends will be 718,308,990 yen.

(NOTE) The annual dividend for the fiscal year, including the interim dividend, will be ¥66 per share.

3. Effective date of the distribution of retained earnings

February 28, 2025

Proposal 2: Election of Six (6) Directors (excluding Directors who are Audit & Supervisory Committee members)

The terms of office of all six (6) Directors (excluding Directors who are Audit & Supervisory Committee members; the same applies hereinafter in this proposal) will expire upon the conclusion of this General Meeting.

Accordingly, we would like to propose the election of six (6) Directors.

The Audit & Supervisory Committee has determined that the selection and determination process for the candidates is appropriate.

The candidates for Directors are as follows.

| Candidate No. | Name              |   | Current positions and responsibilities at the Company  | The attendance rate at the Board (Number of Attendances/Number of Meetings) |
|---------------|-------------------|---|--|---|
| 1             | Masayuki Ando     | Male <span>Reelection</span>  | Representative Director and CEO  | 100%<br>(16 times/16 times)   |
| 2             | Soichi Honda      | Male <span>Reelection</span>  | Director<br>Executive Officer<br>General Manager of Administration Division  | 100%<br>(16 times/16 times)   |
| 3             | Motomi Ogasahara  | Male <span>Reelection</span>  | Director<br>Executive Officer<br>General Manager of Business Operation Division and Manager of International Business Department | 100%<br>(16 times/16 times)   |
| 4             | Tetsuya Watanabe  | Male <span>Reelection</span>  | Director<br>Executive Officer<br>General Manager of Corporate Planning Division<br>in charge of Quality Assurance Office         | 100%<br>(16 times/16 times)   |
| 5             | Takayuki Hamanaka | Male <span>Reelection</span> <span>Outside Director</span><br><span>Independent director</span> | Director   | 100%<br>(16 times/16 times)   |
| 6             | Naoki Enomoto     | Male <span>Reelection</span> <span>Outside Director</span><br><span>Independent director</span> | Director   | 100%<br>(16 times/16 times)   |



Brief personal record, positions, responsibilities and significant concurrent positions

|               |  |
|---------------|--|
| April 1986    | Joined the Company   |
| February 2013 | General Manager of R&D Division and Research Institute   |
| February 2014 | Director, General Manager of R&D Division  |
| February 2016 | Director, General Manager of R&D Division and Advanced Technology Research Institute Head  |
| December 2017 | Managing Director, General Manager of R&D Division   |
| February 2018 | Managing Director, Executive Officer, General Manager of R&D Division  |
| December 2018 | Managing Director<br>Executive Officer, General Manager of Corporate Planning Division and R&D Division/in charge of Research & Business Development Office      |
| December 2019 | Director (R&D Division/in charge of Research & Business Development Office)<br>Senior Managing Executive Officer, General Manager of Corporate Planning Division |
| July 2020     | Representative Director and CEO (current)  |

Date of birth

June 27, 1962

Number of shares of the Company owned

15,400 Shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2014, Masayuki Ando has been working to strengthen the new businesses developments by leveraging his experience involving sales, research, and corporate planning divisions. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Masayuki Ando is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

|               |  |
|---------------|--|
| April 1990    | Joined the Company   |
| December 2015 | General Manager of Administration Division   |
| February 2016 | Director, General Manager of Administration Division   |
| April 2016    | Director, General Manager of Administration Division and Manager of Human Resources Department |
| December 2017 | Director, General Manager of Administration Division   |
| February 2018 | Director, Executive Officer, General Manager of Administration Division (current)              |
| February 2022 | Director of Shinko Organic Chemical Industry Ltd. (current)                                    |

Date of birth

July 12, 1966

Number of shares of the Company owned

12,461 Shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2016, Soichi Honda has been working to strengthen the administrative division by leveraging his wealth of experience at the Company. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Soichi Honda is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.





Brief personal record, positions, responsibilities and significant concurrent positions

|               |   |
|---------------|---|
| April 1988    | Joined the Company  |
| December 2017 | Director, General Manager of Business Operation Division and Manager of Chemical Sales Department   |
| January 2018  | Representative Director of Osaka Organic Chemical (Shanghai) Trading Ltd. (current)   |
| February 2018 | Director, Executive Officer, General Manager of Business Operation Division and Manager of Chemicals Sales Department and in charge of Affiliated Companies |
| December 2018 | Director, Executive Officer, General Manager of Business Operation Division and in charge of Affiliated Companies   |
| December 2021 | Director, Executive Officer, General Manager of Business Operation Division and General Manager of Overseas Business Division of the Company (current)      |
| July 2024     | Representative Director of Osaka Organic Chemical Industry Korea Ltd. (current)   |

Date of birth

February 8, 1964

Number of shares of the Company owned

11,200 Shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2018, Motomi Ogasawara has been working to strengthen the sales division by leveraging his wealth of experience in the division. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Motomi Ogasawara is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

|               |   |
|---------------|---|
| April 1995    | Joined the Company  |
| July 2020     | Executive Officer, General Manager of Corporate Planning Division   |
| February 2022 | Director, Executive Officer, General Manager of Corporate Planning Division   |
| December 2023 | Director, Executive Officer, General Manager of Corporate Planning Division in charge of Quality Assurance Office (current) |

Date of birth

June 3, 1970

Number of shares of the Company  
owned

14,100 Shares

Reason for nomination as a candidate for director

Tetsuya Watanabe has been working to strengthen the Corporate Planning Division by leveraging his wealth of experience in the R&D division. We nominate him as a candidate for director, expecting that he takes advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Tetsuya Watanabe is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.

Candidate  
No. 5

Takayuki Hamanaka

Reelection

Outside Director

Independent



Brief personal record, positions, responsibilities and significant concurrent positions

|               |  |
|---------------|--|
| April 1998    | Registered as an attorney-at-law (Osaka Bar Association), Admitted to Showa Law Office (current Habataki Law Office) |
| July 2005     | Earned EU Law LL.M. at Faculty of Law, Catholic University of Leuven Law School in Belgium                           |
| July 2005     | Joined Linklaters in EU Brussels Office, Competition Law Department  |
| December 2007 | Partner of Habataki Law Office (current)   |
| February 2016 | Director of the Company (current)  |

Date of birth

June 9, 1970

Number of shares of the Company  
owned

— Shares

Reasons for nomination as a candidate for outside director and expected roles

We nominate Takayuki Hamanaka as a candidate for an outside director as we determined that he could offer useful comments regarding the Company's management from an objective and neutral standpoint, given his wealth of experience and deep insight as an attorney, although he has not been involved in corporate management in any way other than being an outside director in the past.

Registration as an independent director

The Company has notified the Tokyo Stock Exchange of Takayuki Hamanaka as an independent director.

No. of years since assuming office as an outside director of the Company

Takayuki Hamanaka's term of office as an outside director of the Company will be nine years upon the conclusion of this General Meeting of the Shareholders.

Terms of limited liability agreement

We have entered into a limited liability agreement with Takayuki Hamanaka as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company's Articles of Incorporation. We plan to extend the agreement when he is reelected. The limit amount of liability for damages under the relevant agreement is stipulated by law.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Takayuki Hamanaka is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.

Candidate  
No. 6

Naoki Enomoto

Reelection

Outside Director

Independent



**Brief personal record, positions, responsibilities and significant concurrent positions**

|                |   |
|----------------|---|
| April 1985     | Joined the Ministry of Finance (currently the Ministry of Finance)  |
| July 1991      | Customs district tax office director  |
| May 1999       | Counselor, Japanese Embassy in Malaysia   |
| July 2002      | Director for the Minister's Secretariat (Minister's Secretariat Accounts Division)  |
| July 2003      | Director of Collection Department, Tokyo Regional Taxation Bureau   |
| July 2004      | Director for Defense Industry, Aerospace and Defense Industry Division, Manufacturing Industry Bureau, Ministry of Economy, Trade and Industry  |
| July 2006      | Director, Balance of Payments, Foreign Exchange Markets Division, International Bureau  |
| July 2008      | Director for Fiscal Investment and Loan Appropriation, Finance Bureau (Cabinet/Finance, Agriculture, Forestry and Fisheries/Environment, Economy, Trade and Industry, in charge of Land, Infrastructure and Transportation) |
| July 2009      | Director, Finance Division, Bureau of Finance and Equipment, Ministry of Defense  |
| July 2011      | Director, Policy Planning and Research Division, Minister's Secretariat   |
| September 2012 | Counselor, Office in Charge of the Nuclear Damage Compensation Facilitation Corporation, Cabinet Office   |
| July 2014      | Director-General, Tohoku Local Finance Bureau   |
| June 2015      | Member of the Board of Directors, Managing Executive Officer, Development Bank of Japan Inc.  |
| July 2017      | Director-General, Fukuoka Regional Taxation Bureau  |
| July 2018      | Director-General, Osaka Regional Taxation Bureau  |
| August 2020    | Director-General, Tokyo Custom-House  |
| November 2021  | Adviser, Sompo Japan Insurance Inc.   |
| February 2022  | Director of the Company (current)   |
| August 2022    | Adviser, The Nanto Bank, Ltd.   |
| June 2023      | Outside Auditor, Advanex Inc. (current)   |

**Date of birth**

October 29, 1962

**Number of shares of the Company owned**

— Shares

**Reasons for nomination as a candidate for outside director and expected roles**

We nominate Naoki Enomoto as a candidate for an outside director as we determined that he could offer useful comments regarding the Company's management from an objective and neutral standpoint since he has a wealth of experience and deep insight based on his operational experience at the Ministry of Finance, the Ministry of Economy, Trade and Industry, and other organizations.

**Registration as an independent director**

The Company has notified the Tokyo Stock Exchange of Naoki Enomoto as an independent director.

**No. of years since assuming office as an outside director of the Company**

Naoki Enomoto's term of office as an outside director of the Company will be three years upon the conclusion of this General Meeting of the Shareholders.

**Terms of limited liability agreement**

We have entered into a limited liability agreement with Naoki Enomoto as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company's Articles of Incorporation. We plan to extend the agreement when he is reelected. The limit amount of liability for damages under the relevant agreement is stipulated by law.

**Outline of directors and officers liability insurance policy**

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Naoki Enomoto is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.

(Note) There is no special interest between any of the candidates and the Company.

(Reference)

The skill matrix of professional skills and experience of Directors is as follows if Proposal 2 is approved.

| Position at the Company after approval                  | Name              | Gender | Knowledge/Experience/Professional Skills |     |       |              |          |                     |                        |   | Brief Personal Record/ Experience/ Qualifications                                     |
|---|-------------------|--------|--|-----|-------|--------------|----------|---------------------|------------------------|---|---|
|   |                   |        | Management                               | ESG | Sales | Technologies | Overseas | Finance/ Accounting | Risk/ Internal Control | Legal Affairs/Laws and Regulations/ Public Sector |   |
| Representative Director and CEO                         | Masayuki Ando     | Male   | ●  |     | ●     | ●            |          |                     |                        |   | R&D/Overseas/ Corporate Planning  |
| Director  | Soichi Honda      | Male   |  | ●   | ●     |              |          | ●                   | ●                      |   | Sales/Overseas/ Administration  |
| Director  | Motomi Ogasahara  | Male   |  |     | ●     | ●            | ●        |                     |                        |   | Sales/Overseas  |
| Director  | Tetsuya Watanabe  | Male   |  | ●   | ●     | ●            |          |                     |                        |   | R&D/Sales/ Corporate Planning   |
| Outside Director  | Takayuki Hamanaka | Male   | ●  | ●   |       |              | ●        |                     | ●                      | ●   | Lawyer/Overseas   |
| Outside Director  | Naoki Enomoto     | Male   | ●  | ●   |       |              |          | ●                   | ●                      | ●   | Ministry of Finance/Ministry of Economy, Trade and Industry/ Regional Taxation Bureau |
| Director (Audit & Supervisory Committee member)         | Sobi Nagayanagi   | Male   |  | ●   |       | ●            |          |                     | ●                      |   | R&D/Management System/Internal Audit  |
| Outside Director (Audit & Supervisory Committee member) | Yasuko Yoshida    | Female | ●  | ●   |       |              |          | ●                   | ●                      |   | Certified tax accountant/ Certified public accountant                                 |
| Outside Director (Audit & Supervisory Committee member) | Tomoko Takase     | Female | ●  | ●   |       |              | ●        |                     | ●                      | ●   | Lawyer  |