

SUMITOMO BAKELITE CO., LTD.
5-8, Higashi-Shinagawa 2-chome,
Shinagawa-ku, Tokyo, Japan

June 1, 2022

NOTICE OF THE 131ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the 131st Ordinary General Meeting of Shareholders to be held at the time and location set forth below.

In order to prevent the spread of COVID-19, we strongly recommend that you refrain from visiting the venue on the day of the meeting and exercise your voting rights in advance in writing or via the Internet. Please review the “Reference for the General Meeting of Shareholders” mentioned below, and exercise your voting rights in writing or via the Internet by Wednesday, June 22, 2022 at 5:40 p.m.

Very truly yours,

Kazuhiko Fujiwara
Representative Director, President

Notice

1. **Date and Time:** Thursday, June 23, 2022 at 10:00 a.m.
2. **Location:** Conference room of the Company on the 20th floor of Tennoz Parkside Building, 5-8, Higashi-Shinagawa 2-chome, Shinagawa-ku, Tokyo, Japan
3. **Agenda of the Meeting:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 131st Fiscal Year (from April 1, 2021 through March 31, 2022)
 2. Results of audit on the 131st Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors
 - Matters to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Partial Amendments to the Articles of Incorporation
 - Proposal No. 3:** Election of nine (9) Directors
 - Proposal No. 4:** Election of one (1) Substitute Corporate Auditor

● From among the documents to be provided together with the Notice of the 131st Ordinary General Meeting of Shareholders, the “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are disclosed on the Company’s website (<http://www.sumibe.co.jp>) pursuant to the laws, regulations and Article 15 of the Company’s Articles of Incorporation. Therefore, these documents are not included in the attached documents to this Notice. Also, the consolidated financial statements and non-consolidated financial statements in the attached documents to this Notice are included in the consolidated and non-consolidated financial statements audited by the Corporate Auditors and the Accounting Auditor to prepare the Audit Reports.

● Please be forewarned that, regarding the contents of the Reference for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, if a situation to be corrected occurs up to the previous day before the meeting, we will post notice to that effect on the Company’s website (<http://www.sumibe.co.jp>).

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

REFERENCE FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and references

Proposal No. 1 Appropriation of Surplus

As for the appropriation of surplus, we attempt to return to our shareholders a portion of surplus in the form of dividends in the most regular and stable manner as possible over the long term. In order to solidify our management bases for the future, we also have a policy to pay dividends according to profitability, while taking the enhancement of internal reserves into consideration. In consideration of the need to set aside funds for strategic investment and M&A towards sustainable growth, the Company proposes to pay the year-end dividend of 60 yen per share.

As a result, the annual dividend for this fiscal year will be increased by 35 yen per share from the previous fiscal year to 110 yen per share, including the interim dividend distributed last year.

- (1) Class of dividend property
Monetary payment
- (2) Matters related to the disbursement of dividend property and the total amount
Dividends: 60 yen per common share Total amount: 2,823,345,060 yen
- (3) Effective date of the disbursement of dividends from surplus:
June 24, 2022

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in Reference for General Meeting of Shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper-based documents to be delivered to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of Reference for General Meeting of Shareholders, etc. (current Article 15 of the Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. is to be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 15 (Disclosure via the Internet of Reference for General Meeting of Shareholders, etc.)</u> <u>The Company shall be deemed to have provided the shareholders with the information with respect to the matters to be stated or indicated in the reference for the general meeting of shareholders, the business reports, the financial statements and the consolidated financial statements, by disclosing such information via the internet in accordance with the ordinance of the Ministry of Justice.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>Article 15 (Measures for Electronic Provision, Etc.)</u> <u>The Company shall, when convening a general meeting of shareholders, provide information contained in Reference for General Meeting of Shareholders, etc. electronically.</u> 2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper-based documents to be delivered to shareholders who have requested it by the record date for voting rights.</u></p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u> <u>The deletion of Article 15 (Disclosure via the Internet of Reference for General Meeting of Shareholders, etc.) of the current Articles of Incorporation and the establishment of proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the</u></p>

supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Date of Enforcement”).

2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Date of Enforcement.
3. These supplementary provisions shall be deleted after the lapse of six months from the Date of Enforcement or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever comes later.

Proposal No. 3 Election of nine (9) Directors

All of the ten (10) Directors will complete their terms of office at the conclusion of this meeting. Accordingly, we propose that you elect the following nine (9) Directors.

The candidates for the positions are as follows:

Candidate No.	Name	Current position at the Company			
1	Kazuhiko Fujiwara	Representative Director President	Reappointment		
2	Masayuki Inagaki	Director Executive Vice President	Reappointment		
3.	Sumitoshi Asakuma	Director Executive Vice President	Reappointment		
4	Takashi Nakamura	Director Senior Managing Executive Officer	Reappointment		
5.	Takashi Kobayashi	Director Managing Executive Officer	Reappointment		
6.	Keisuke Kurachi	Managing Executive Officer	New		
7.	Hiroyuki Abe	Outside Director	Reappointment	Outside	Independent
8	Kazuo Matsuda	Outside Director	Reappointment	Outside	Independent
9	Etsuko Nagashima	Outside Director	Reappointment	Outside	Independent


(Reference)


If this proposal is approved, the correspondence between key knowledge, experiences and abilities, etc. which the Company's Board of Directors requires and the respective Directors will become as follows. This table does not cover all the knowledge, experiences or abilities, etc. required of the Company's Board of Directors. Key knowledge, experiences and abilities, etc. of the Directors are marked with ●.


(As of June 23, 2022)


Name	Position at the Company	Knowledge, experiences and abilities, etc.							
		Corporate management	Global	Sales and marketing	Manufacturing and production engineering	Research & development	Sustainability and ESG	DX and information system	Finance and accounting
Kazuhiko Fujiwara	Representative Director President	●				●	●		
Masayuki Inagaki	Representative Director Executive Vice President				●		●	●	
Sumitoshi Asakuma	Director Executive Vice President		●	●		●			
Takashi Nakamura	Director Senior Managing Executive Officer						●	●	●
Takashi Kobayashi	Director Managing Executive Officer		●	●	●				
Keisuke Kurachi	Director Managing Executive Officer		●		●	●			
Hiroyuki Abe	Outside Director		●		●	●			
Kazuo Matsuda	Outside Director	●	●						●
Etsuko Nagashima	Outside Director	●					●		●


Note: Representative Directors will be selected at the Board of Directors after the conclusion of this ordinary general meeting of shareholders.


Candidate No. 1	(Name) Kazuhiko Fujiwara	Reappointment
	Date of birth	March 2, 1958
	Number of Company shares held	13,500
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)
	Brief personal history, position and responsibility at the Company	
	April 1980 Entered the Company June 2009 Executive Officer of the Company April 2013 Managing Executive Officer of the Company June 2014 Director, Managing Executive Officer of the Company April 2016 Director, Senior Managing Executive Officer of the Company June 2018 Representative Director, President of the Company (to the present)	
<p>[Reasons for selecting as a candidate for Director]</p> <p>Mr. Kazuhiko Fujiwara possesses experience and achievement in the Company's overall businesses. He has led the core management of the Company for many years as Director. Since assuming the office as Representative Director and President in June 2018, he has provided leadership and taken the initiative in the Company's business. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have continuously selected Mr. Fujiwara as a candidate for Director.</p>		


Candidate No. 2	(Name) Masayuki Inagaki	Reappointment
	Date of birth	July 27, 1959
	Number of Company shares held	13,300
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)
	Brief personal history, position and responsibility at the Company	
	April 1982 Entered the Company June 2009 Executive Officer of the Company April 2013 Managing Executive Officer of the Company June 2015 Director, Managing Executive Officer of the Company April 2017 Director, Senior Managing Executive Officer of the Company April 2021 Director, Executive Vice President of the Company (to the present)	
<p>(Responsibility at the Company)</p> <p>General Manager of Corporate Production Management & Engineering Div.; Overseeing Corporate Research & Development Div., Advanced Materials Research Laboratory, Bio & Science Research Laboratory and Circuitry with Optical Interconnection Business Development Dept.; In charge of Corporate Engineering Center</p>		
<p>[Reasons for selecting as a candidate for Director]</p> <p>Mr. Masayuki Inagaki has considerable experience as a chief person mainly in charge of manufacturing and production engineering area and has overseen overall corporate research & development and engineering area for many years. Also, he currently serves as a chief person to facilitate sustainability of the Company group. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have continuously selected Mr. Inagaki as a candidate for Director.</p>		


Candidate No. 3	(Name) Sumitoshi Asakuma	Reappointment
	Date of birth	January 3, 1961
	Number of Company shares held	9,700
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)
	Brief personal history, position and responsibility at the Company	
	April 1985	Entered the Company
June 2010	Executive Officer of the Company	
April 2014	Managing Executive Officer of the Company	
June 2015	Director, Managing Executive Officer of the Company	
April 2018	Director, Senior Managing Executive Officer of the Company	
April 2022	Director, Executive Vice President of the Company (to the present)	
(Responsibility at the Company) Overseeing High Performance Plastics segment and Smart Community Marketing & Developing Div.		
[Major concurrent position] Director (CEO) of Sumitomo Bakelite North America Holding, Inc.		
[Reasons for selecting as a candidate for Director] Mr. Sumitoshi Asakuma has considerable experience as a chief person mainly in charge of research & development area and Semiconductor Materials segment, and currently oversees High Performance Plastics segment. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have continuously selected Mr. Asakuma as a candidate for Director.		


Candidate No. 4	(Name) Takashi Nakamura	Reappointment
	Date of birth	October 18, 1956
	Number of Company shares held	5,800
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)
	Brief personal history, position and responsibility at the Company	
	April 1979 Entered Sumitomo Chemical Co., Ltd. March 2015 Retired from Sumitomo Chemical Co., Ltd. April 2015 Executive Officer of the Company April 2016 Managing Executive Officer of the Company June 2018 Director, Managing Executive Officer of the Company April 2020 Director, Senior Managing Executive Officer of the Company (to the present)	
(Responsibility at the Company) Dept. Manager of Corporate Planning Dept.; Overseeing Corporate General Affairs Div., Personnel Div., Osaka Office and Nagoya Office; In charge of Corporate Finance & Planning Div., Information Systems & Data Processing Dept. and Global Procurement Div.		
[Major concurrent position] Representative Director, President of S.B. Information System Co., Ltd.		
[Reasons for selecting as a candidate for Director] Mr. Takashi Nakamura engaged in duties in multiple business departments at Sumitomo Chemical Co., Ltd., and at the Company he is serving as a chief person in charge of overall administration area as well as procurement area. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have continuously selected Mr. Nakamura as a candidate for Director.		

Candidate No. 5	(Name) Takashi Kobayashi	Reappointment
	Date of birth	February 22, 1963
	Number of Company shares held	7,000
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)
	Brief personal history, position and responsibility at the Company	
	April 1987	Entered the Company
April 2013	Executive Officer of the Company	
April 2017	Managing Executive Officer of the Company	
June 2018	Director, Managing Executive Officer of the Company (to the present)	
(Responsibility at the Company) General Manager of Medical Products Business Div.; Overseeing Films & Sheets Research Laboratory, Films & Sheets Div. and Amagasaki Plant; In charge of S-BIO Business Div.		
[Major concurrent position] Representative Director, President of Akita Sumitomo Bakelite Co., Ltd. Representative Director, Chairman of the Board of Directors of SB-Kawasumi Laboratories, Inc.		
[Reasons for selecting as a candidate for Director] Mr. Takashi Kobayashi possesses considerable experience, having engaged in High Performance Plastics segment business for many years and served as a chief person in charge of the Company's business in the China region. He currently serves as a chief person in charge of the Films & Sheets business, the Medical Products business and the S-BIO business. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have continuously selected Mr. Kobayashi as a candidate for Director.		

Candidate No. 6	(Name) Keisuke Kurachi	New
	Date of birth	June 27, 1962
	Number of Company shares held	5,000
	Brief personal history, position and responsibility at the Company	
	April 1985	Entered the Company
	April 2016	Executive Officer of the Company Representative Director, President of Kyushu Sumitomo Bakelite Co., Ltd. (to the present)
April 2018	Managing Executive Officer of the Company (to the present)	
(Responsibility at the Company) Overseeing Semiconductor Materials segment		
[Major concurrent position] Representative Director, President of Kyushu Sumitomo Bakelite Co., Ltd. Chairman of Sumitomo Bakelite (Taiwan) Co., Ltd.		
[Reasons for selecting as a candidate for Director] After entering the Company, Mr. Keisuke Kurachi engaged in businesses in Japan and overseas related to the circuits products and electronic components materials. After that, he engaged in duties in production and research and development areas in Semiconductor Materials segment and currently serves as a chief person in charge of this business segment, possessing considerable experience in this field. Accordingly, based on our judgment that he will contribute to improving the Company group's corporate value with his experience and achievement, we have newly selected Mr. Kurachi as a candidate for Director.		

Candidate No. 7	(Name)			
	Hiroyuki Abe	Reappointment	Outside	Independent
	Date of birth	October 9, 1936		
	Number of Company shares held	0		
	Attendance at Board of Directors' meetings	13 times out of 13 meetings (100%)		
	Brief personal history, position and responsibility at the Company			
	October 1977	Professor, School of Engineering, Tohoku University		
	April 1993	Dean, Undergraduate School of Engineering/Graduate School of Engineering, Tohoku University		
	November 1996	President of Tohoku University		
November 2002	Professor Emeritus of Tohoku University (to the present)			
June 2007	Outside Corporate Auditor of the Company			
June 2015	Outside Director of the Company (to the present)			
[Reasons for selecting as a candidate for Outside Director and expected role]				
<p>Mr. Hiroyuki Abe has expertise, considerable experience and wide range of insight as a university professor. The Company expects him to provide appropriate opinions and valuable advice from an objective standpoint by using such knowledge. He has served as a member of the Appointment and Remuneration Committee and expressed opinions from an independent standpoint. Since he has played his role in line with the expectations mentioned above, we have judged that he is qualified for the position of Outside Director of the Company, and therefore continuously selected Mr. Abe as a candidate for Outside Director. Though he has not been involved in corporate management in a position other than outside officer in the past, we have judged that he can appropriately perform the duties as Outside Director for the reason mentioned above.</p>				

Candidate No. 8	(Name)	Kazuo Matsuda		
		Reappointment	Outside	Independent
	Date of birth	November 11, 1948		
	Number of Company shares held	2,200		
		Attendance at Board of Directors' meetings 12 times out of 13 meetings (92.3%)		
	Brief personal history, position and responsibility at the Company			
	April 1971	Entered The Fuji Bank Limited (currently Mizuho Bank, Ltd.)		
	February, 1988	First Vice President of Fuji International Finance, London (currently, Mizuho International plc)		
	October 1994	Director of Fuji Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)		
	June 1995	Managing Director of Fuji Securities Co., Ltd.		
	June 1996	Senior Managing Director of Fuji Securities Co., Ltd.		
	May 1997	General Manager of Kabutocho Branch of The Fuji Bank Limited (currently Mizuho Bank, Ltd.)		
	April 2000	Senior Managing Executive Officer of Fuji Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)		
	October 2000	Managing Executive Officer of Mizuho Securities Co., Ltd.		
	December 2002	Senior General Manager of Mizuho Securities Co., Ltd.		
May 2003	Senior General Manager of NSK Ltd.			
June 2004	Vice President of NSK Ltd.			
June 2006	Senior Vice President of NSK Ltd.			
June 2008	Executive Vice President of NSK Ltd.			
June 2009	Director, Representative Executive Vice President of NSK Ltd.			
June 2011	Special Adviser of NSK Ltd.			
June 2015	Outside Corporate Auditor of the Company			
June 2016	Outside Director of the Company (to the present)			
[Major concurrent position]				
Outside Corporate Auditor of Daido Metal Co., Ltd.				
[Reasons for selecting as a candidate for Outside Director and expected role]				
<p>Mr. Kazuo Matsuda has considerable experience and wide range of insight that he cultivated at a financial institution as well as business companies as a management executive. The Company expects him to provide appropriate opinions and valuable advice from an objective standpoint by using such knowledge. He has served as a member of the Appointment and Remuneration Committee and expressed opinions from an independent standpoint. Since he has played his role in line with the expectations mentioned above, we have judged that he is qualified for the position of Outside Director of the Company, and therefore continuously selected Mr. Matsuda as a candidate for Outside Director.</p>				

Candidate No. 9	(Name)	Etsuko Nagashima		
		Reappointment	Outside	Independent
	Date of birth	August 23, 1954		
	Number of Company shares held	0		
	Attendance at Board of Directors' meetings as Outside Corporate Auditor	3 times out of 3 meetings (100%)		
	Attendance at Board of Directors' meetings	10 times out of 10 meetings (100%)		
	Brief personal history, position and responsibility at the Company			
	October 1978	Entered Deloitte Touche Tohmatsu LLC		
	July 1980	Entered Tsukeshiba CPA Accounting Office		
October 1982	Certified Public Accountant registration			
June 1988	Established Nagashima CPA Accounting Office, Representative (to the present)			
April 2008	Representative Partner of Veritas audit firm			
June 2019	Outside Corporate Auditor of the Company			
June 2021	Outside Director of the Company (to the present)			
[Major concurrent position]				
Certified Public Accountant of Nagashima CPA Accounting Office Outside Director (Audit & Supervisory Committee Member) of Bull-Dog Sauce Co., Ltd. Outside Director of FALCO HOLDINGS Co., Ltd.				
[Reasons for selecting as a candidate for Outside Director and expected role]				
Ms. Etsuko Nagashima has specialist viewpoint and wide range of insight relating to finance and accounting as a Certified Public Accountant. The Company expects her to provide appropriate opinions and valuable advice from an objective standpoint by using such knowledge. She has served as a member of the Appointment and Remuneration Committee and expressed opinions from an independent standpoint. Since she has played her role in line with the expectations mentioned above, we have judged that she is qualified for the position of Outside Director of the Company, and therefore continuously selected Ms. Nagashima as a candidate for Outside Director. Though she has not been involved in corporate management in a position other than outside officer in the past, we have judged that she can appropriately perform the duties as Outside Director for the reason mentioned above.				

Notes:


1. Mr. Takashi Nakamura concurrently serves as Representative Director of S.B. Information System Co., Ltd., which handles business transactions with the Company.
Mr. Keisuke Kurachi concurrently serves as Chairman of Sumitomo Bakelite (Taiwan) Co., Ltd., which engages in business transactions within a similar category as the Company and handles business transactions with the Company.
2. No conflict of interests exists between the Company and the candidates other than the candidates stated in 1. above.
3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hiroyuki Abe, Mr. Kazuo Matsuda, and Ms. Etsuko Nagashima to limit liability as provided for in Article 423, Paragraph 1 of the Companies Act and the maximum amount of liability shall be the amount stipulated in applicable laws and regulations.
4. The Company has entered into a directors and officers liability insurance contract that covers the directors, corporate auditors and executive officers as the insured with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages and legal expenses the insured assumes when claims for damages are made against the insured as a result of the execution (including omission) of his or her duties as an officer of the Company. The insurance premiums are fully paid by the Company. If this proposal is approved, the candidates will be insured under the insurance contract. Further, the Company plans to renew the insurance contract with the same content at the next renewal.
5. Mr. Hiroyuki Abe, Mr. Kazuo Matsuda, and Ms. Etsuko Nagashima are candidates for Outside Director.
6. The term in office as Outside Director of Mr. Hiroyuki Abe will be seven (7) years upon the conclusion of this ordinary general meeting of shareholder. Also, he had served as Outside Corporate Auditor of the Company for the period of eight (8) years before taking office as Outside Director of the Company. The term in office as Outside Director of Mr. Kazuo Matsuda will be six (6) years upon the conclusion of this ordinary general meeting of shareholders. Also, he had served as Outside Corporate Auditor of the Company for the period of one (1) year before taking office as Outside Director of the Company. The term in office as Outside Director of Ms. Etsuko Nagashima will be one (1) year upon the conclusion of this ordinary general meeting of shareholders. Also, she had served as Outside Corporate Auditor of the Company for the period of two (2) years before taking office as Outside Director of the Company.
7. The Company has determined Mr. Hiroyuki Abe, Mr. Kazuo Matsuda, and Ms. Etsuko Nagashima to be independent based on the “Criteria for Independence of Directors and Corporate Auditors” (page 16) stipulated by the Company. Further, Mr. Abe, Mr. Matsuda, and Ms. Nagashima are submitted to Tokyo Stock Exchange, Inc. as independent officers.

Proposal No. 4 Election of one (1) Substitute Corporate Auditor

We propose that, preparing for deficiency in the legal number of corporate auditors, you elect one (1) Substitute Corporate Auditor in advance. Also, we propose that, limiting to the period prior to the assumption of office, the appointment of Substitute Corporate Auditor may be effectively withdrawn by the resolution of the Board of Directors after obtaining an approval of the Board of Corporate Auditors.

The Board of Corporate Auditors has given prior consent to the submission of this proposal.

The candidate for the Substitute Corporate Auditor is as follows:

(Name)			
Setsuko Yufu		Outside	Independent
	Date of birth	March 28, 1952	
	Number of Company shares held	0	
	Brief personal history and position at the Company		
	April 1981	Lawyer registration	
	January 2002	Senior Partner of Atsumi & Sakai (to the present)	
[Major concurrent position]			
Lawyer of Atsumi & Sakai Outside Corporate Auditor of Panasonic Holdings Corporation			
[Reasons for selecting as a candidate for Substitute Outside Corporate Auditor]			
We propose to appoint Ms. Setsuko Yufu as Substitute Outside Corporate Auditor, as she has specialist viewpoint as a lawyer and wide range of insight relating to management. Though she has not been involved in corporate management in a position other than outside officer in the past, we have judged that she can appropriately perform the duties as Outside Corporate Auditor for the reason mentioned above.			

- Notes:
1. No conflict of interests exists between the Company and the candidate.
 2. If the Substitute Corporate Auditor assumes the office of Outside Corporate Auditor after approval of this proposal, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Ms. Setsuko Yufu to limit liability as provided for in Article 423, Paragraph 1 of the Companies Act and the maximum amount of liability shall be the amount stipulated in applicable laws and regulations.
 3. The Company has entered into a directors and officers liability insurance contract that covers the directors, corporate auditors and executive officers as the insured with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages and legal expenses the insured assumes when claims for damages are made against the insured as a result of the execution (including omission) of his or her duties as an officer of the Company. The insurance premiums are fully paid by the Company. If the Substitute Corporate Auditor assumes the office of Outside Corporate Auditor after approval of this proposal, Ms. Setsuko Yufu will become the insured under the insurance contract. Further, the Company plans to renew the insurance contract with the same content at the next renewal.
 4. Ms. Setsuko Yufu is a candidate for Outside Corporate Auditor.
 5. The Company has determined Ms. Setsuko Yufu to be independent based on the “Criteria for Independence of Directors and Corporate Auditors” (page 16) stipulated by the Company. Further, Ms. Yufu satisfies the requirements of independent officers stipulated by Tokyo Stock Exchange, Inc.

(Reference)

The Company has stipulated the criteria on the independence of Directors and Corporate Auditors as follows for the determination of their independence.

Criteria for Independence of Directors and Corporate Auditors

The criteria determining the independence of Directors and Corporate Auditors shall be as follows:

1. A Director or a Corporate Auditor shall satisfy the requirements for an outside officer as stipulated by the Companies Act and shall not fall under any of the following in order to be deemed independent.
 - (1) A major business partner of the Company (within the past five (5) years)
 - An individual whose business accounts for 2% or more of the Company's annual consolidated revenue for the most recent fiscal year (in the case of a corporation or a group, an executive officer thereof (including an adviser or any other corporate officer)).
 - In the case of an individual who has left the position as an executive officer of a major business partner, an individual with less than five (5) years since his/her departure from office.
 - In the case of an individual whose major business partner is the Company, determination shall be made based on the actual business status.
 - (2) Attorneys, certified public accountants, tax accountants, and other consultants and professionals
 - An individual who is receiving an annual amount of 10 million yen or more from the Company in money or any other property benefit other than Director's or Corporate Auditor's compensations (including any individual belonging to a group such as a law firm, an audit corporation, a tax accounting firm, a consulting firm, or any other corporation or association).
 - An individual receiving an annual amount of 10 million yen or more from the Company in donation or subsidy (including a board member or any other executive officer of a corporation, association or any other group).
 - (3) Major Shareholders
 - An individual whose shares account for 10% or more of the voting rights (in the case of a corporation or a group, an executive officer thereof (including an adviser or any other corporate officer)).
 - An individual who was an executive officer of an aforementioned corporation or any other group during the past five (5) years.
 - (4) Relatives
 - A spouse, or a second-degree or a closer relative of an executive officer of the Company group.
 - The independence of the spouse, or the second-degree or the closer relative of an individual falling under any of (1) through (3) shall be determined based on the actual situation.
2. When there are doubts concerning independence due to attributes other than those listed in 1. above, the Board of Directors shall determine independence on a case-by-case basis.