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(Securities code: 4996)

(Commencement date of measures for electronic provision of information: December 27, 2024)

January 7, 2025

To Our Shareholders

4-26, Ikenohata 1-chome, Taito-ku, Tokyo 110-8782  
**KUMIAI CHEMICAL INDUSTRY CO., LTD.**

Representative Director, President

YOKOYAMA Masaru

## Notice of the 76th Annual General Meeting of Shareholders

Thank you for your ongoing support.

Please be informed that the 76th Annual General Meeting of Shareholders of Kumiai Chemical Industry Co., Ltd. will be held as detailed below:

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format and has posted the information as “Notice of the 76th Annual General Meeting of Shareholders” and “Other Matters Provided Electronically (Matters Excluded from Paper-Based Documents Delivered to Shareholders) [Only available in Japanese]” on the following websites on the internet.

Please access the Company’s website shown below and select “IR” followed by “General Meeting of Shareholders” to review the information.

The Company’s website: <https://www.kumiai-chem.co.jp/english/>

In addition to the above, this information is also posted on the following website.

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

Please access the above Tokyo Stock Exchange website, enter and search for our company name or securities code, and select “Basic information” followed by “Documents for public inspection/PR information” to see the documents.

**Please review the Reference Documents for the General Meeting of Shareholders posted in matters provided electronically and then refer to the Guide to the Exercise of Voting Rights to exercise your voting rights in writing (using the Voting Rights Exercise Form) or electronically (online) by 5:40 p.m. (Japan Time) on Tuesday, January 28, 2025.**

### Meeting Details

**1. Date and Time:** Wednesday, January 29, 2025 at 10:00 a.m. (Japan Time)

**2. Place:** “Houo-no-ma,” Ueno Totenko, 3F  
1-4-1 Ikenohata, Taito-ku, Tokyo

### 3. Purpose of the Meeting:

#### *Matters to be reported:*

1. The Business Report and the Consolidated Financial Statements for the 76th fiscal year (from November 1, 2023 to October 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. The Non-consolidated Financial Statements for the 76th fiscal year (from November 1, 2023 to October 31, 2024)

#### *Matters to be resolved:*

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine (9) Directors
- Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

### 4. Guide to the Exercise of Voting Rights:

#### *Exercise of Voting Rights Electronically (Online)*

Please use the Company's site designated for the exercise of voting rights (<https://evote.tr.mufg.jp/> [Only available in Japanese]) to indicate your approval or disapproval of each of the proposals by 5:40 p.m. (Japan time) on Tuesday, January 28, 2025.

#### *Exercise of Voting Rights in Writing (Voting Rights Exercise Form)*

Please indicate your approval or disapproval of each of the proposals on the enclosed voting form and return it so that your vote is received here by 5:40 p.m. (Japan Time) on Tuesday, January 28, 2025.

#### *(Treatment of Voting Rights Exercised More than Once)*

- (1) In the event that one person exercises his/her voting rights both in writing (the Voting Rights Exercise Form) and electronically (online), the electronic (online) exercise of voting rights shall be treated as the valid exercise of voting rights regardless of when the vote is received.
- (2) In the event that voting rights are exercised multiple times electronically (online), the final vote shall be treated as the valid exercise of voting rights.

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• *If you are to attend the meeting in person, when you arrive, please hand in the enclosed Voting Rights Exercise Form at the reception desk at the venue entrance. The reception desk will open at 9:00 a.m. on Wednesday, January 29, 2025.*

• *Out of the information to be provided electronically, the following items are not included in the printed documents to be sent in accordance with the laws and Article 17 of the Company's Articles of Incorporation.*

*(1) Structures to Ensure Appropriate Operations and Outline of Operational Status in the Business Report*

*(2) Consolidated statement of changes in equity and notes to consolidated financial statements*

*(3) Non-consolidated statement of changes in equity and notes to non-consolidated financial statements*

*Accordingly, these paper documents are among those audited by the Accounting Auditor and the Audit & Supervisory Board Members when preparing the Audit Report.*

• *In the event of any amendments to the information to be provided in electronic format, the amended information will be posted on each of the websites when it is available.*

## Reference Documents for the General Meeting of Shareholders

### Proposals and References:

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

The Company has a basic dividend policy of continuing to provide stable dividends by determining the amounts of dividends through a comprehensive review of shareholder returns based on earnings trends and internal reserves to strengthen the Company structure and prepare for future business expansion.

Based on this dividend policy, the Company proposes the following with regard to the appropriation of surplus for the 76th fiscal year.

Matters related to year-end dividend:

- (1) Type of dividend property  
Cash
- (2) Matters concerning allotment of dividend property to shareholders and the total amount

24 yen per share of common stock

Total: 2,888,982,936 yen

The Company paid an interim dividend of 10 yen per share, bringing the total annual dividend to 34 yen per share.

- (3) Effective date for distribution of surplus

January 30, 2025

**Proposal No. 2: Election of Nine (9) Directors**

The terms of office for all of the Company's current nine (9) Directors will expire at the conclusion of this General Meeting. Thus, the Company proposes that nine (9) Directors be elected.

The names and career summaries, etc. of the candidates for Directors are as follows.

No.	Name		Gender	Position and responsibilities at the Company
1	YOKOYAMA Masaru	Reappointment	Male	Representative Director, President
2	IMAI Katsuki	New appointment	Male	—
3	YOSHIMURA Takumi	Reappointment	Male	Director, Senior Managing Executive Officer
4	IKAWA Teruhiko	Reappointment	Male	Director, Managing Executive Officer, Head of Production & Procurement Division
5	YAMAJI Yoshihiro	New appointment	Male	Managing Executive Officer, Head of Corporate Planning & Coordination Division
6	IWATA Kouichi	New appointment	Male	Managing Executive Officer, Head of Domestic Sales Division
7	NISHIO Tadahisa	Reappointment Outside Independent	Male	Director
8	IKEDA Kanji	Reappointment Outside Independent	Male	Director
9	YAMANASHI Chisato	Reappointment Outside Independent	Female	Director

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	YOKOYAMA Masaru (June 1, 1964)  [Reappointment]  [Attendance at the Board of Directors meetings] 11/11  [Special interest with the Company] None	April 1989 August 2007 January 2013 April 2013 February 2020 November 2021 January 2023 November 2024	Joined the Company Managing Director of K-I CHEMICAL EUROPE SA/NV General Manager of Overseas Department General Manager of Overseas Marketing Department Executive Officer, General Manager of Corporate Planning & Coordination Department Managing Executive Officer, Deputy Head of Corporate Planning & Coordination Division Director, Managing Executive Officer, Head of Corporate Planning & Coordination Division Representative Director, President (Current)	16,000
	[Reason for nomination as candidate for Director] YOKOYAMA Masaru has established a track record in the Overseas Marketing Department of the Company and has been leading the overall management of the Group as a Representative Director, President since November 2024. We have nominated him as a candidate for Director with the expectation that he will continue to leverage his experience and achievements to contribute to the management of the Group.			
2	IMAI Katsuki (June 8, 1965)  [New appointment]  [Special interest with the Company] None	April 1991 April 2018 April 2019 April 2021 April 2022 June 2022 June 2022 June 2022	Joined National Federation of Agricultural Cooperative Associations (“ZEN-NOH”) General Manager of Agrochemical A.I.s Development Section, Fertilizers and Agrochemicals Division, Main Office of ZEN-NOH General Manager of Agrochemicals Section, Crop Production Division, Main Office of ZEN-NOH Vice President of Agribusiness General Planning Division, Main Office of ZEN-NOH Auditor (part-time) of ZM Crop Protection Corporation Auditor (part-time) of Hokuren Cooperative Feed Mills Co., Ltd. (Current) Director of Hokkaido Regional Agricultural Research Institute (Current) Regional President of Corporate Planning Division, Main Office of ZEN-NOH (Current)	0
	[Reason for nomination as candidate for Director] IMAI Katsuki has established a track record at the National Federation of Agricultural Cooperative Associations in the Fertilizers and Agrochemicals Division and Agribusiness General Planning Division, and has been leading its Corporate Planning Division since 2022. We have nominated him as a candidate for Director with the expectation that he will leverage his experience and achievements to contribute to the management of the Group.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	YOSHIMURA Takumi (January 12, 1959)  [Reappointment]  [Attendance at the Board of Directors meetings] 11/11  [Special interest with the Company] None	April 1981      Joined K-I CHEMICAL RESEACH INSTITUTE CO., LTD. July 2008      Director of K-I CHEMICAL RESEACH INSTITUTE CO., LTD. January 2013    General Manager of Corporate Planning & Coordination Department of the Company January 2016    Corporate Officer, General Manager of Corporate Planning & Coordination Department January 2017    Executive Officer, General Manager of Corporate Planning & Coordination Department May 2017        Executive Officer, Deputy Head of Research & Development Division February 2020   Executive Officer, General Manager of General & Personal Affairs Department of Corporate Planning & Coordination Division January 2021    Managing Executive Officer, Deputy Head of Corporate Planning & Coordination Division November 2021 Managing Executive Officer, Head of Corporate Planning & Coordination Division January 2023    Director, Senior Managing Executive Officer (Current)	28,500
	[Reason for nomination as candidate for Director] YOSHIMURA Takumi has established a track record in the Research & Development Division and Corporate Planning & Coordination Division of the Company. Based on his experience and achievements, we believe that he is capable of further strengthening our management structure and have nominated him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	IKAWA Teruhiko (December 20, 1961)  [Reappointment]  [Attendance at the Board of Directors meetings] 11/11  [Special interest with the Company] None	April 1984      Joined Ihara Chemical Industry Co., Ltd. (“Ihara”) January 2007    General Manager of Procurement Department of Production Division of Ihara January 2011    Director, General Manager of Procurement Department of Production & Procurement Division of Ihara January 2012    Director, Head of Production & Procurement Division of Ihara June 2012       Director, General Manager of Procurement Department of Ihara July 2013       Director, Head of SCM Business Division of Ihara January 2016    Executive Officer, Head of SCM Business Division of Ihara May 2017       Director, General Manager of Chemical Sales Department of Chemical & Specialty Products Sales Division of the Company January 2019    Director, Deputy Head of Production & Procurement Division January 2021    Director, Managing Executive Officer, Head of Production & Procurement Division (Current)	111,418
<p>[Reason for nomination as candidate for Director]            IKAWA Teruhiko has led chemical product departments as an Executive Officer, Head of SCM Business Division at Ihara Chemical Industry Co., Ltd.</p> <p>In addition to this experience and track record, he continued to lead the Chemical &amp; Specialty Products Sales Division and Production &amp; Procurement Division as a Director of the Company following the business integration in May 2017. We have nominated him as a candidate for Director with the expectation that he will continue to leverage his experience and achievements to contribute to the management of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	YAMAJI Yoshihiro (September 6, 1966)  [New appointment]  [Special interest with the Company] None	April 1994 May 2017 March 2020 May 2023 November 2024	Joined the Company Section Manager of Planning & Coordination Section of Research & Development Planning Department General Manager of Corporate Strategy Office Director and President of K-I CHEMICAL U.S.A. INC. Managing Executive Officer, Head of Corporate Planning & Coordination Division of the Company (Current)	0
	<p>[Reason for nomination as candidate for Director]</p> <p>YAMAJI Yoshihiro has established a track record at the Company in the Research &amp; Development Planning Department under the Research &amp; Development Division as well as in the Corporate Planning &amp; Coordination Division. In addition, based on his experience and track record as a corporate manager, we believe that he is capable of further strengthening our management structure and have nominated him as a candidate for Director.</p>			
6	IWATA Kouichi (January 5, 1967)  [New appointment]  [Special interest with the Company] None	April 1990 June 2015 February 2018 January 2019 February 2020 January 2021 January 2023	Joined the Company General Manager of Tokyo Branch General Manager of Planning & Promotion Department General Manager of Marketing Department and Planning & Promotion Department General Manager of Marketing Department Executive Officer, General Manager of Marketing Department Managing Executive Officer, Head of Domestic Sales Division (Current)	15,051
	<p>[Reason for nomination as candidate for Director]</p> <p>IWATA Kouichi has established a track record in the Domestic Sales Division of the Company. Based on his experience and track record, we believe that he is capable of further strengthening our management structure and have nominated him as a candidate for Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	<p>NISHIO Tadahisa (November 27, 1949)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 11/11</p> <p>[Special interest with the Company] None</p>	<p>April 1973</p> <p>November 2004</p> <p>April 2005</p> <p>June 2006</p> <p>November 2007</p> <p>November 2011</p> <p>January 2015</p> <p>September 2015</p> <p>November 2016</p> <p>May 2017</p>	<p>Joined Suzuyo &amp; Co., Ltd. (“Suzuyo”)</p> <p>Executive Officer, General Manager of Container Terminal Department of Suzuyo</p> <p>Executive Officer, General Manager of Shipping &amp; Bonded Warehouse Operations Department of Suzuyo</p> <p>Executive Officer, General Manager of Port Business Division of Suzuyo</p> <p>Managing Director, General Manager of Port Business Division of Suzuyo</p> <p>Senior Managing Director, General Manager of Port Business Division of Suzuyo</p> <p>Director of Ihara Chemical Industry Co., Ltd.</p> <p>Senior Managing Director of Suzuyo</p> <p>Representative Executive Vice President of Suzuyo (Current)</p> <p>Director of the Company (Current)</p>	3,900
<p>[Reason for nomination as candidate for Outside Director]</p> <p>We have nominated NISHIO Tadahisa as a candidate for Outside Director with the expectation that he will continue to leverage his long years of experience and broad knowledge as a corporate manager to contribute to the management of the Group. His term of office as an Outside Director will be seven (7) years and eight (8) months at the close of this General Meeting.</p> <p>The Company has entered into an agreement with Mr. Nishio to limit his liability for damages under Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability for damages under the agreement is set at the minimum liability amount stipulated by laws and regulations. The Company plans to continue the said agreement if his reappointment is approved.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
8	IKEDA Kanji (June 21, 1952)  [Reappointment] [Outside] [Independent]  [Attendance at the Board of Directors meetings] 11/11  [Special interest with the Company] None	April 2004  January 2016  April 2023	Professor, Faculty of Social Sciences and Graduate School of Public Policy, Hosei University Director of the Company (Current) Professor Emeritus of Hosei University (Current)	700
<p>[Reason for nomination as candidate for Outside Director]</p> <p>We have nominated IKEDA Kanji as a candidate for Outside Director with the expectation that he will continue to leverage his experience and profound academic knowledge, which he developed over many years through environmental sociology research related to global agriculture as a university professor, to contribute to the management of the Group.</p> <p>Although he has no prior experience in corporate management except his role as an outside officer, we believe that, due to the reasons stated above and his fulfillment of the responsibilities as an Outside Director of the Company to date, he will be able to appropriately carry out his duties of the said position. His term of office as an Outside Director will be nine (9) years at the close of this General Meeting.</p> <p>The Company has entered into an agreement with Mr. Ikeda to limit his liability for damages under Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability for damages under the agreement is set at the minimum liability amount stipulated by laws and regulations. The Company plans to continue the said agreement if his reappointment is approved.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
9	YAMANASHI Chisato (October 27, 1983)	April 2006	Joined Tokyo Style Co. Ltd. (currently TSI HOLDINGS CO., LTD.)	100
	[Reappointment] [Outside] [Independent]	October 2008 October 2017 October 2020 January 2023 March 2023	Joined CRAYON Inc. Joined Sumitomo Realty & Development Co., Ltd. Director of Shizuoka Shell Sekiyu Hanbai K.K. Director of the Company (Current) Managing Director of Shizuoka Shell Sekiyu Hanbai K.K. (Current)	
	[Attendance at the Board of Directors meetings] 11/11			
	[Special interest with the Company] None			
[Reason for nomination as candidate for Outside Director] We have nominated YAMANASHI Chisato as a candidate for Outside Director, since we believe that she will leverage her experience and broad knowledge as a corporate manager at Shizuoka Shell Sekiyu Hanbai K.K. and is capable of further strengthening our management structure. Her term of office as an Outside Director will be two (2) years at the close of this General Meeting. The Company has entered into an agreement with Ms. Yamanashi to limit her liability for damages under Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability for damages under the agreement is set at the minimum liability amount stipulated by laws and regulations. The Company plans to continue the said agreement if her reappointment is approved.				

- Notes: 1. NISHIO Tadahisa, IKEDA Kanji, and YAMANASHI Chisato are candidates for Outside Director positions. In addition, the Company intends to once again designate NISHIO Tadahisa, IKEDA Kanji, and YAMANASHI Chisato as Independent Officers as stipulated by the Tokyo Stock Exchange and notify said exchange of such designation.
2. The Company has entered into a director and officer liability insurance policy covering all of the Directors with an insurance company as provided for in Paragraph 1, Article 430-3 of the Companies Act. The policy covers any losses or damages that may arise as a result of an insured Director being held liable for performance of his or her duties or receiving a claim for pursuit of such liability. In the event that each of the candidates assumes office as Director, he or she will be insured under the insurance policy, and the Company intends to renew the insurance policy in the middle of the term of office.

**Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members**

As Audit & Supervisory Board Member YAMADA Masakazu will resign on December 31, 2024 and Audit & Supervisory Board Member TANEDA Kohei will resign at the close of this General Meeting, the Company proposes that two (2) substitute Audit & Supervisory Board Members be elected.

The consent of the Audit & Supervisory Board has been obtained with regard to the submission of this proposal to this General Meeting.

The names and career summaries, etc. of the candidates for Audit & Supervisory Board Members are as follows.

No.	Name		Gender	Position at the Company
1	NAKAJIMA Takahiro	New appointment Outside Independent	Male	—
2	SUZUKI Tomitaka	New appointment Outside	Male	—

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
1	NAKAJIMA Takahiro (August 8, 1965)  [New appointment] [Outside] [Independent]  [Special interest with the Company] None	April 1989      Joined The Norinchukin Bank (“Norinchukin”) February 2004      Senior Manager of Credit and Alternative Investments Division of Norinchukin July 2009            Senior Manager of Corporate Planning Division of Norinchukin July 2010            Deputy General Manager of Corporate Planning Division of Norinchukin June 2011            Seconded to JA Mitsui Leasing, Ltd. from Norinchukin June 2013            General Manager of Osaka Branch of Norinchukin June 2016            General Manager of Food & Agri Business Planning Division of Norinchukin July 2017            Executive Officer, General Manager of Food & Agri Business Planning Division of Norinchukin April 2018            Managing Executive Officer of Norinchukin April 2020            Senior Executive Managing Officer of JA Mitsui Leasing, Ltd. June 2020            Director, Senior Executive Managing Officer of JA Mitsui Leasing, Ltd. (Current)	0
[Reason for nomination as candidate for Outside Audit & Supervisory Board Member] We have nominated NAKAJIMA Takahiro as a candidate for Outside Audit & Supervisory Board Member, since we believe that he will apply his extensive experience and broad knowledge acquired at financial institutions to the Company’s audit. If his election as an Audit & Supervisory Board Member is approved, the Company plans to enter into an agreement with him to limit his liability for damages under Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability for damages under the agreement is set at the minimum liability amount stipulated by laws and regulations.			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
	SUZUKI Tomitaka (December 28, 1969)  [New appointment] [Outside]  [Special interest with the Company] None	April 1993  April 2015  April 2019  April 2021	Joined National Federation of Agricultural Cooperative Associations (“ZEN-NOH”) General Manager of Packaging Materials Section, Agricultural Materials and Machinery Division, Main Office of ZEN-NOH General Manager of General Administration Section, Crop Production Division, Main Office of ZEN-NOH Vice President of Crop Production Division, Main Office of ZEN-NOH (Current)	0
2	<p>[Reason for nomination as candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>We have nominated SUZUKI Tomitaka as a candidate for Outside Audit &amp; Supervisory Board Member, since we believe that he will apply his long years of experience and broad knowledge acquired at the National Federation of Agricultural Cooperative Associations to the Company’s audit. Although he has no prior experience in corporate management, we believe that, for the reasons stated above, he will be able to appropriately carry out his duties as an Outside Audit &amp; Supervisory Board Member of the Company.</p> <p>If his election as an Audit &amp; Supervisory Board Member is approved, the Company plans to enter into an agreement with him to limit his liability for damages under Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability for damages under the agreement is set at the minimum liability amount stipulated by laws and regulations.</p>			

- Notes: 1. NAKAJIMA Takahiro and SUZUKI Tomitaka are candidates for Outside Audit & Supervisory Board Member positions. In addition, the Company intends to designate NAKAJIMA Takahiro as an Independent Officer as stipulated by the Tokyo Stock Exchange and notify said exchange of such designation.
2. The Company has entered into a director and officer liability insurance policy covering all of the Audit & Supervisory Board Members with an insurance company as provided for in Paragraph 1, Article 430-3 of the Companies Act. The policy covers any losses or damages that may arise as a result of an insured Audit & Supervisory Board Member being held liable for performance of his or her duties or receiving a claim for pursuit of such liability. In the event that each of the candidates assumes office as Audit & Supervisory Board Member, he will be insured under the insurance policy, and the Company intends to renew the insurance policy in the middle of the term of office.