Note: This document has been translated from a part of 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.

Security Code: 4042 June 4, 2019

Dear Shareholders,

Toshinori Yamamoto, President **Tosoh Corporation** 4560 Kaisei-cho, Shunan City, Yamaguchi Prefecture

Notice of the 120th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 120th Ordinary General Meeting of Shareholders of Tosoh Corporation (the "Company"). The meeting will be held as described below.

- 1. Date and Time: Wednesday, June 26, 2019, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)
- 2. Venue: Conference room, Tosoh Club

1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

3. Purpose of the Meeting

- Matters to be reported:
 - 1. Business Report and Consolidated Financial Statements for the 120th Fiscal Year (from April 1, 2018 to March 31, 2019), as well as the audit reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements
 - 2. Non-Consolidated Financial Statements for the 120th Fiscal Year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Proposal 1:	Election of Seven (7) Directors
Proposal 2:	Election of One (1) Corporate Auditor
Proposal 3:	Election of Two (2) Substitute Corporate Auditors

- Please present the enclosed "Voting Rights Exercise Form" to the receptionist when you attend the Meeting in person. For the purpose of saving resources, please be sure to bring this notice with you.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electromagnetically (Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights by 5:00 p.m., Tuesday, June 25, 2019 (JST). In the event votes are submitted by both post and the Internet, etc., only the vote submitted by the Internet, etc. shall be deemed valid.

Notes:

- Among the documents to be provided in this notice, the following items are posted on the Company's website (these items posted on the Company's website are Japanese version only) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, the documents attached to this notice do not include these items.
 - 1. "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" among Consolidated Financial Statements
 - 2. "Non-Consolidated Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" among Non-Consolidated Financial Statements

In addition, the attached documents are included in the scope of audits by Corporate Auditors and Independent Auditors for preparing the audit reports (Japanese version only).

- If any modifications are made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, those changes will be posted on our website immediately.
- The Company no longer sends a notice of resolutions to save resources. After the conclusion of the Ordinary General Meeting of Shareholders, the resolutions will be posted on our website.
 Company website: https://www.tosoh.co.jp

Guide for Exercising Voting Rights

The exercise of voting rights at the General Meeting of Shareholders is an important right of shareholders. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights. There are three ways to exercise voting rights.

Shareholders attending the Meeting in person



Exercise voting rights by submitting your voting form to reception

Please bring this Notice of the Ordinary General Meeting of Shareholders and submit the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person.

Please bring the Voting Rights Exercise Form.

Date and Time of the General Meeting of Shareholders

Wednesday, June 26, 2019, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)

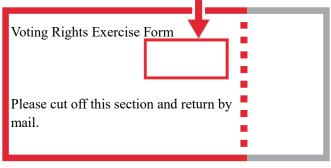
Shareholders unable to attend the Meeting in person



Exercise voting rights by mail

Please indicate your approval or opposition to each proposal on the enclosed Voting Rights Exercise Form, and then return the form by mail.

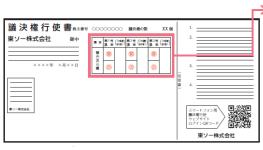
Please indicate your approval or opposition to each proposal.



Voting Deadline

Votes must reach us no later than 5:00 p.m., Tuesday, June 25, 2019 (JST).

Guide to Fill Out the Voting Rights Exercise Form



Please indicate your approval or opposition to each proposal here.

]	Proposals 1, 2, and 3
7	To approve all candidatesWrite a circle in the "For" field
7	To oppose all candidatesWrite a circle in the "Against"
1	field
7	To oppose some of the candidatesWrite a circle in the
4	"For" field and fill in the number of the candidates to oppose
(on the blank.

* In the event voting rights are exercised both in writing (post) and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid. In addition, if you exercise your voting rights multiple times via the Internet, etc., only the last vote shall be deemed valid.



Exercise voting rights via the Internet, etc.

Please access the voting website designated by the Company and indicate your approval or opposition to each proposal by following the instructions on the screen.

Voting Website: https://www.web54.net

Voting Deadline

Votes must be done no later than 5:00 p.m., Tuesday, June 25, 2019 (JST).

Guide for Exercising Voting Rights Electronically via the Internet, etc.

How to scan QR code
"Smart Vote"

You can log in the voting website by scanning the QR code without entering your voting rights exercise code and password. *

*Your device must already have the ability to access content scanned via QR code.



1. Please scan QR code provided at the bottom right of the Voting Rights Exercise Form.

*QR Code is registered trademarks of DENSO WAVE INCORPORATED.

2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

Note that exercising voting rights by using "Smart Vote" method is available only once.

If you need to change your votes after excising your voting rights, please log in the voting website for a PC by using your voting rights exercise code and password provided on the Voting Rights Exercise Form and exercise your voting rights again.

*If you rescan the QR code, you can access the voting website for a PC.

How to enter voting rights exercise code and password

Voting Website: https://www.web54.net



1. Access the voting website

Enter "voting rights exercise code."

Click [Next].

2. Enter your "voting rights exercise code" included in the Voting Rights Exercise Form.

Click [Login].



3. Enter your "password" included in the Voting Rights Exercise Form. Enter your "password."

Click [Next].

Please indicate your approval or opposition to each proposal by following the voting instructions on the subsequent screens.

If you have any inquiries about the operation of a PC, a cellular phone or a smartphone regarding the exercise of voting rights via the Internet, contact the following: Dedicated Phone Line of Stock Transfer Agency "Web Support," Sumitomo Mitsui Trust Bank, Limited Telephone: 0120-652-031 (Toll-free) (Business hours: 9:00 a.m. to 9:00 p.m.)

Exercise of voting rights via the voting rights electronic exercise platform (for institutional investors)

Institutional investors may use the "Voting Rights Electronic Exercise Platform" operated by ICJ Inc. for this General Meeting of Shareholders as a means of exercising voting rights via the Internet, etc.

Notice of the Ordinary General Meeting of Shareholders is also available on smartphones! You can also view the notice of the Ordinary General Meeting of Shareholders on a smartphone or computer. https://p.sokai.jp/4042/



Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Seven (7) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. Accordingly, we propose the election of seven (7) Directors. The candidates for Directors are as follows:

No.	Name	Current position and areas	Tenure	Attendance at Board of Director's Meetings	Candidate Attributes	
1	Toshinori Yamamoto	Representative Director President		10 years	15/15	Reappointment
2	Katsushi Tashiro	Representative Director Senior Executive Vice President	Senior General Manager of Nanyo Complex	6 years	15/15	Reappointment
3	Masayuki Yamada	Director Executive Vice President	President of Specialty Group and Senior General Manager of the Bioscience Division	2 years	15/15	Reappointment
4	Shingo Tsutsumi	Director Senior Vice President	President of Chlor-alkali Group and Senior General Manager of Urethane Division	2 years	15/15	Reappointment
5	Etsuya Ikeda	Director Senior Vice President	President of Petrochemical Group and Senior General Manager of Polymers Division	2 years	15/15	Reappointment
6	Tsutomu Abe	External Director		4 years	15/15	Reappointment External Independent
7	Kenji Ogawa	External Director		3 years	15/15	Reappointment External Independent

Reappointment: Candidates for reappointment External: External Officer Independent: Independent Officer

No.	Name Date of birth	Career sumn	Career summary, and position and areas of responsibility in the Company			
	Reappointment	Apr. 1979 June 2006	Joined the Company Deputy Senior General Manager of Chlor-alkali Division and Manager of Planning &			
	Toshinori Yamamoto		Coordination			
	June 21, 1955 (Age 63)	June 2007	Associate Director			
		June 2009	Director			
	Tenure as Director	June 2011	Managing Director	47,54		
	10 years	June 2015	Representative Managing Director			
		Mar. 2016	President			
	Attendance at Board of	June 2016	Representative Director, President (Current			
1	Director's Meetings		Position)			
	100% (15/15 meetings)	[Significant c	oncurrent positions outside the Company]			
		No significan	No significant concurrent positions.			
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.					
		Apr. 1981	Joined the Company			
		June 2006	General Manager of Ethylene & Energy			
	Reappointment		Production, Yokkaichi Complex			
	reappoint.	June 2009	Associate Director			
	Katsushi Tashiro	June 2013	Director			
	September 2, 1956 (Age 62)	June 2015	Managing Director			
		June 2016	Director, Executive Vice President			
	Tenure as Director 6 years	June 2017	Representative Director, Executive Vice President	19,520		
2	Attendance at Board of	June 2018	Representative Director, Senior Executive Vice President (Current Position)			
2	Director's Meetings	[Current area	s of responsibilities]			
	100% (15/15 meetings)	Senior Gener	al Manager of Nanyo Complex			
		[Significant c	[Significant concurrent positions outside the Company]			
		No significan	t concurrent positions.			
	[Reasons for nomination] [Reasons for nomination] Katsushi Tashiro has a wealth of experience in such areas as manufacturing, production technology, and construction projects. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.					
				-		
		of business exe	ecution in Tosoh Group, hence his nomination for Di	-		

No.	Name Date of birth	Career sumr	nary, and position and areas of responsibility in the Company	Number of the Company's shares held	
	Reappointment	Apr. 1985 June 2007	Joined the Company Director, President of TOSOH BIOSCIENCE, INC.		
	Masayuki Yamada	June 2011	Associate Director of the Company		
	January 7, 1959 (Age 60)	June 2013	Director		
		June 2016	Retired as Director		
	Tenure as Director	June 2016	Senior Vice President	11,528	
	2 years	June 2017	Director, Executive Vice President (Current Position)		
	Attendance at Board of	[Current area	s of responsibilities]		
3	Director's Meetings		Specialty Group and Senior General Manager of the		
-	100% (15/15 meetings)	Bioscience Division			
		[Significant concurrent positions outside the Company]			
		No significar	t concurrent positions.		
	[Reasons for nomination]				
			such areas as research, research and development, o		
	and corporate planning. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as				
	the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for				
	Director.				
	[Special interest between candidate and the Company]				
	The candidate has no special inte			Γ	
		Apr. 1981	Joined the Company		
	Reappointment	June 2009	Leader of the Purchasing & Logistics Raw		
			Materials & Fuel Operations Group and		
	Shingo Tsutsumi	1 2011	Logistics Group		
	September 11, 1958 (Age 60)	June 2011	Associate Director		
	T. D. (June 2016	Senior Vice President	(042	
	Tenure as Director	June 2017	Director, Senior Vice President (Current Position)	6,042	
	2 years	[Cumont ana	·		
	Attendance at Board of		s of responsibilities] Chlor-alkali Group and Senior General Manager of		
4	Director's Meetings	Urethane Div			
	100% (15/15 meetings)				
	(<u>g</u> -)	[Significant concurrent positions outside the Company] No significant concurrent positions.			
	[Reasons for nomination]	No significan	a concurrent positions.		
	[Reasons for nomination] Shingo Tsutsumi has a wealth of experience in such areas as accounting, sales, purchasing and logistics, overseas				
	0	•	rack record, he is believed sufficiently capable to ful		
		•	and supervision of business execution in Tosoh Grou		
	nomination for Director.	5	-	-	
	[Special interest between candida	ate and the Con	nnanv]		
	The candidate has no special inte				
	canaraate has no special lite		T7 -		

No.	Name Date of birth	Career sumr	nary, and position and areas of responsibility in the Company	Number of the Company's shares held	
	Reappointment Etsuya Ikeda November 15, 1958 (Age 60)	Apr. 1981 June 2009 June 2010 June 2016	Joined the Company General Manager of Olefins Division Sales & Marketing Associate Director Senior Vice President		
5	Tenure as Director 2 years Attendance at Board of Director's Meetings	June 2010 Senior Vice President June 2017 Director, Senior Vice President (Current Position) [Current areas of responsibilities] President of Petrochemical Group and Senior General Manager of Polymers Division		7,883	
5	100% (15/15 meetings)		concurrent positions outside the Company] nt concurrent positions.		
	[Reasons for nomination] Etsuya Ikeda has a wealth of experience in such areas as accounting, corporate planning, business management, sales, and corporate communications. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.				
	[Special interest between candida	ate and the Con	npanyl		

[Special interest between candidate and the Company] The candidate has no special interests in the Company.

No.	Name Date of birth	Career sum	nary, and position and areas of responsibility in the Company	Number of the Company's shares held	
	D	July 1969 June 1997 Apr. 2002	Joined The Industrial Bank of Japan, Limited Director and Manager of Corporate Banking Dept. No. 2 Senior Managing Director of Mizuho Bank,		
	Reappointment External	-	Ltd.		
	Independent	Mar. 2003 Mar. 2006	Deputy President (Representative Director) Retired as Deputy President (Representative		
	Tsutomu Abe June 24, 1945 (Age 73)	June 2006	Director) Deputy President (Representative Director) and Deputy President Executive Officer of IBJ	5,79	
	Tenure as External Director 4 years	Apr. 2007	Leasing Company, Limited President and CEO		
	Attendance at Board of	Apr. 2013 June 2015	Director and Senior Adviser External Director of the Company (Current		
	Director's Meetings 100% (15/15 meetings)	June 2016	Position) Retired as Director and Senior Advisor of IBJ		
			Leasing Company, Limited concurrent positions outside the Company] nt concurrent positions.		
		-	n areas as finance and in corporate management. Give		
6	he is sufficiently capable in the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for External Director.				
	[Special interest between cand The candidate has no special it				
	The candidate has no special interests in the Company. *1 Tsutomu Abe is a candidate for External Director.				
	Company has a business transactions is less than Director and Deputy Pre	relationship for 1% of the annual sident of Mizuho enough to avoid	or Advisor of IBJ Leasing Company, Limited in June lease of articles, etc. with said company; however, the consolidated sales of said company. He retired as Re 9 Bank, Ltd., one of the Company's main lenders, 13 concerns that there will be no possibility of a conflic	e scale of such presentative years ago in Marc	
	*3 The Company has submit	itted notice to the d exchange. How	Tokyo Stock Exchange, Inc. to specify Tsutomu Abe ever, if the candidate is reappointed as Director, it is at officer	-	
	*4 The Company has set ou whereby a candidate whe independence criteria. To selected as a candidate for	it its own Criteria o does not fall int sutomu Abe does or independent E	for the Independence of External Directors/Corporate to any of the restrictions under such criteria is consident not fall into any of the restrictions under such criteri axternal Director.	ered to meet such a, and thus has bee	
	*5 The Company has entered External Director of the said contract with the Co	ed into a limitatio Company. If the ompany. The liabi	Directors/Corporate Auditors of the Company are sta n of liability contract with Tsutomu Abe, who is curr candidate is reappointed as Director, it is planned tha ility for compensation under said contract is limited t 25, paragraph 1 of the Companies Act.	ently serving as an the will continue	

Reappointment External Independent Kenji Ogawa	Apr. 1976 Apr. 2004	Joined Onoda Cement Co., Ltd. General Manager of Research & Development		
Kenii Ogawa		Department, Central Research Laboratory, Taiheiyo Cement Corporation		
August 9, 1951 (Age 67)	June 2010 Apr. 2012 June 2012	Executive Officer Managing Executive Officer Director, Managing Executive Officer	4.00	
enure as External Director 3 years	Apr. 2015 Apr. 2016 June 2016	Director, Senior Executive Officer Director Retired as Director	4,00	
Attendance at Board of Director's Meetings 100% (15/15 meetings)	June 2016	External Director of the Company (Current Position) concurrent positions outside the Company]		
[Reasons for nomination] Kenji Ogawa has a wealth of experience such as in research and development as well as corporate management. Given this track record, he is sufficiently capable in the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for External Director.				
cial interest between candid candidate has no special inte	erests in the Cor	npany.		
relationship involving sale	rector of Taiheig of products and	Director. yo Cement Corporation in June 29, 2016. The Comp d purchase of raw materials, etc. with said company; of the annual consolidated sales of the Company.		
The Company has submitt	ed notice to the exchange. Howe	Tokyo Stock Exchange, Inc. to specify Kenji Ogawa ever, if the candidate is reappointed as Director, it is		
The Company has set out i whereby a candidate who independence criteria. Ker selected as a candidate for	its own Criteria does not fall inte iji Ogawa does i independent Ex	for the Independence of External Directors/Corpora o any of the restrictions under such criteria is consid not fall into any of the restrictions under such criteria xternal Director. Criteria for the Independence of Ext	ered to meet such a, and thus has bee	
The Company has entered External Director of the Co	into a limitation ompany. If the c npany. The liabi	n of liability contract with Kenji Ogawa, who is curr candidate is reappointed as Director, it is planned tha lity for compensation under said contract is limited t	t he will continue	
i S I J H	ndependence criteria. Ker elected as a candidate for Directors/Corporate Audit The Company has entered External Director of the Con aid contract with the Con	ndependence criteria. Kenji Ogawa does elected as a candidate for independent Ex Directors/Corporate Auditors of the Comp The Company has entered into a limitation External Director of the Company. If the o aid contract with the Company. The liabi	ndependence criteria. Kenji Ogawa does not fall into any of the restrictions under such criteria is considered as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 13. The Company has entered into a limitation of liability contract with Kenji Ogawa, who is curr External Director of the Company. If the candidate is reappointed as Director, it is planned that and contract with the Company. The liability for compensation under said contract is limited to iability amount provided for in Article 425, paragraph 1 of the Companies Act.	

2. The attendance to Board of Directors' Meetings of each Director candidate is for fifteen (15) Board of Directors' Meetings held between April 2018 and March 2019.

Proposal 2: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Eiji Inoue will expire at the conclusion of this meeting. Accordingly, we propose the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has consented to this proposal.

The candidate for Corporate Auditor is as follows:

Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
New Appointment Koji Kawamoto July 28, 1957 (Age 61)	Apr. 1980Joined the CompanyJune 2009Manager of Corporate Control & AccountingJune 2010Associate DirectorJune 2013DirectorJune 2016Director, Executive Vice President (Current Position)	20,479
Tenure as Corporate Auditor - Attendance at Board of Director's Meetings 100% (15/15 meetings)	[Current areas of responsibilities] General Manager of Purchasing & Logistics [Significant concurrent positions outside the Company] External Director (Audit and Supervisory Committee Member) of Lonseal Corporation	

[Reasons for nomination]

Koji Kawamoto has a wealth of experience in such areas as finance and accounting, information systems as well as in Purchasing & Logistics. Given this track record, he is believed appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Corporate Auditor.

[Special interest between candidate and the Company]

The candidate has no special interests in the Company.

* If Koji Kawamoto is elected as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.

Notes: 1. The age stated for Koji Kawamoto is current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

2. The attendance to Board of Directors' Meetings of Koji Kawamoto is for fifteen (15) Board of Directors' Meetings held between April 2018 and March 2019.

Proposal 3: Election of Two (2) Substitute Corporate Auditors

The validity of the assignment of Substitute Corporate Auditor ends at the start of this meeting. Therefore, we propose the election of two (2) Substitute Corporate Auditors in advance in case the number of Corporate Auditors is less than that provided for in laws and regulations and in the Company's Articles of Incorporation.

As the candidates for Substitute Corporate Auditors, we propose that Yasuhiko Tanaka be elected as a substitute for Corporate Auditors Sukehiro Itoh and Koji Kawamoto with the condition that Proposal 2, "Election of One (1) Corporate Auditor" be approved. We also propose that Kenta Nagao be elected as a substitute for External Corporate Auditors Tetsuya Teramoto and Tsuneyasu Ozaki.

The Board of Corporate Auditors has consented to this proposal.

The candidates for Substitute Corporate Auditors are as follows:

No.	Name Date of birth	Ca	reer summary and areas of responsibility	Number of the Company's shares held
1	Yasuhiko Tanaka April 13, 1947 (Age 72)		Joined the Company General Manager of Administration, Nanyo Complex Associate Director Retired as Associate Director Director, Executive Vice President of Organo Corporation Retired as Director, Executive Vice President Standing Corporate Auditor of Taiyo Vinyl Corporation Retired as Standing Corporate Auditor oncurrent positions outside the Company]	1,000
	No significant concurrent positions. [Reasons for nomination] Yasuhiko Tanaka has a wealth of experience in such areas as Associate Director of the Company, both Director Corporate Auditor of Tosoh Group companies. Given this track record, he is believed capable of appropriately of out audits of the execution of duties by Directors, hence his nomination for Substitute Corporate Auditor. [Special interest between candidate and the Company] The candidate has no special interests in the Company. *1 Yasuhiko Tanaka is a candidate for Substitute Corporate Auditor. *2 If Yasuhiko Tanaka is elected as Corporate Auditor, it is planned that he will enter into a limitation of liab contract with the Company. The liability for compensation under said contract is limited to the minimum amount provided for in Article 425, paragraph 1 of the Companies Act.			

No.	Name Date of birth	Career summary and areas of responsibility	Number of the Company's shares held		
	External Independent Kenta Nagao December 25, 1958 (Age 60)	Oct. 1986Joined Chuo Audit CorporationAug. 1990Registered as Certified Public AccountantDec. 1995Retired from Chuo Audit CorporationJuly 1997Registered as Certified Public Tax AccountantAug. 2011Managing Partner of Growing Tax Corporation (Current Position)[Significant concurrent positions outside the Company]External Auditor of OBIC Co., Ltd.Auditor of Kawaken Fine Chemicals Co., Ltd.External Auditor of Land Business Co., Ltd.External Auditor of Stripe International Inc.	0		
2	[Reasons for nomination] Kenta Nagao has expertise and a wealth of experience as a certified public accountant as well as a certified public tax accountant. As such, he is believed capable of appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Substitute External Corporate Auditor. [Special interest between candidate and the Company]				
	 The candidate has no special interests in the Company. *1 Kenta Nagao is a candidate for Substitute External Corporate Auditor. *2 Kenta Nagao is currently a Managing Partner of Growing Tax Corporation. There is no business being conducted between Growing Tax Corporation and the Company. 				
	 *3 If Kenta Nagao is elected as Corporate Auditor, the Company is scheduled to designate him as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange. *4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, 				
	 whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenta Nagao does not fall into any of the restrictions under such criteria, and thus has been selected as candidate for independent Substitute External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 13. *5 If Kenta Nagao is elected as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act. 				

Note: The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

(Reference) Criteria for the Independence of External Directors/Corporate Auditors of Tosoh Corporation

The Company has set out the following Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such criteria.

- (1) A person who served as executive director, executive officer, vice president or otherwise as employees of the Company or its subsidiaries in the past ten years
- (2) Executive director, executive officer or vice president of a supplier whose principal business partner is the Company (supplying products or services to the Company with the scale of such supply representing more than 2% of the supplier's total consolidated net sales in the immediate previous fiscal year)
- (3) Executive director, executive officer or vice president of a principal customer of the Company (the Company supplies products or services to the customer with the scale of such supply representing more than 2% of the Company's total consolidated net sales in the immediate previous fiscal year)
- (4) A person who receives cash or other property benefit equivalent to an amount in excess of 10 million yen per annum from the Company as consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who fell into any restriction from (2) to (4) above in the past three years
- (6) A relative within the second degree of kinship of a person who falls into any restriction from (1) to (5) above