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Securities code: 4206

June 2, 2023

(Start Date of Electronic Provision Measures: May 26, 2023)

To our shareholders:

Kenji Ebihara
Representative Director, President
and Executive Officer
Aica Kogyo Company, Limited
2288 Nishihorie, Kiyosu, Aichi,
Japan

NOTICE OF THE 123rd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 123rd Annual General Meeting of Shareholders of Aica Kogyo Company, Limited (the “Company”) will be held as described below.

In convening the General Meeting of Shareholders, the Company has taken measures to provide electronically the information that is the content of the Reference Documents etc. for the General Meeting of Shareholders (the matter to be electronically provided) and posted such information on the Company’s website on the internet as “Notice of the 123rd Annual General Meeting of Shareholders”. You are kindly requested to access the following website to review the information.

The Company’s website: <https://www.aica.co.jp/company/ir/event/stock-meeting/>

The matters to be electronically provided are also posted the website of Tokyo Stock Exchange (TSE). You are kindly requested to access the following website to review the information. Please access the below website of TSE and enter “Aica Kogyo” in “Security Name (Company Name)” or the Company’s securities code “4206” in “Code” to search, select “Basic Information” and then “Documents for public inspection/PR information,” and see the “Convocation notices/documents for shareholder meetings” column under “Documents for public inspection.”

Tokyo Stock Exchange’s website (TSE’s Company Announcements Service for listed companies):
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

In lieu of attending the General Meeting of Shareholders in person, you can exercise your voting rights either in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders described hereinafter and exercise your voting rights no later than at 5:00 p.m. on Thursday, June 22, 2023 (Japan time).

1. Date and Time: Friday, June 23, 2023 at 10:00 a.m. Japan time
(The reception starts at 9:00 a.m.)

2. Venue: Conference Room No.5, the Company's Nagoya Plant
2288 Nishihorie, Kiyosu, Aichi, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the 123rd Fiscal Year (April 1, 2022–March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the 123rd Fiscal Year (April 1, 2022–March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

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

- 4. Matters Concerning Exercising of Voting Rights:**
- (1) In the event that your approval or disapproval of each proposal is not indicated on the voting form, it shall be considered as an indication of approval.
 - (2) When voting rights are exercised in duplicate, both in writing and via the internet, the vote via the internet shall be deemed effective.
 - (3) When voting rights are exercised via the internet more than once, the last vote shall be deemed effective.

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- Ⓞ The document we have sent to you also serves as a document describing the matters to be provided electronically based on your request for a paper copy to be sent. Please note that in accordance with applicable laws and regulations and Article 20 of the Articles of Incorporation of the Company, the following items are not included in it. Therefore, the document constitutes part of the documents audited by the Audit and Supervisory Committee in preparation of the Audit Report and by the Accounting Auditors in preparation of the Accounting Auditor's Report.
- (i) Overview of the system to ensure the appropriateness of operations in the business report and the operation status of such system
 - (ii) Consolidated statements of changes in net assets and notes to consolidated financial statements
 - (iii) Statements of changes in net assets and notes to non-consolidated financial statements
- Ⓞ When attending the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form to the receptionist at the General Meeting of Shareholders.
- Ⓞ If any changes are made to the matters to be electronically provided, such change will be announced on the Company's website and TSE's website as above on the internet.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No.1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

[Matters related to year-end dividends]

In order to return profits to shareholders and realize sustainable growth of the Company, the Company intends to pay its dividends after comprehensively considering its consolidated business performance, dividend payout ratio and retained earnings. Under the New Medium Term Business Plan “Value Creation 3000 & 300,” the Company continues our basic policy of a progressive dividend, avoiding a dividend reduction

The year-end dividend for the fiscal year under review is proposed as follows, taking into consideration the above basic policy, past return results, financial conditions, and full-year business performance, etc.

(1) Type of dividend property

Cash

(2) Matters related to allotment of dividend property and its total amount

¥59 per share of common stock of the Company

Total amount: ¥3,776,640,327

As we already paid an interim dividend of 50 yen per share, the annual dividend for the fiscal year ended March 31, 2023 will be 109 yen per share.

(3) Effective date of distribution of surplus

Monday, June 26, 2023

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

The term of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders, and therefore, the Company requests the election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name		Current positions	Attendance at the Board of Directors meetings
1	[Reappointment]	Yuji Ono	Representative Director and Chairman	14/14 (100%)
2	[Reappointment]	Kenji Ebihara	Representative Director, President and Executive Officer	14/14 (100%)
3	[Reappointment]	Nobuyuki Omura	Director and Managing Executive Officer	14/14 (100%)
4	[New appointment]	Yuji Iwatsuka	Managing Executive Officer	—
5	[New appointment] [Outside] [Independent]	Hiroshi Kanie	—	—
6	[Reappointment] [Outside] [Independent]	Ayako Shimizu	Director	14/14 (100%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Nobuyuki Omura (April 7, 1964) [Reappointment]	April 1988	Joined MITSUI & CO., LTD.
		October 2003	Manager, General Merchandise Division, General Merchandise Department, Chubu Office
		June 2008	Deputy General Manager, Consumer Service Business Unit II
		January 2009	Joined Aica Kogyo Company, Limited Deputy General Manager, Overseas Business Department
		April 2009	General Manager, Overseas Business Department
		June 2009	Director
		April 2011	Manager of New Business Office, Legal & Internal Audit Units, Public Relations & IR Groupe
		December 2012	Director and Deputy Chairman, Aica Asia Pacific Holding Pte. Ltd.
		April 2015	Director and Chairman, Aica Asia Pacific Holding Pte. Ltd.
		April 2016	Responsible for Overseas Business of the Chemical Products Business Unit
		June 2017	Managing Director
		April 2018	President of the Chemical Products Business Unit Deputy Senior General Manager, Sales Division
		June 2018	Director (present) Managing Executive Officer (present)
		April 2020	President of the Specialty & Performance Materials Business Unit
April 2022	President of the Chemical Products Business Unit (present) Deputy Senior General Manager, Sales Division		
January 2023	Chairman, AICA Asia Pacific Holding Pte. Ltd. (present)		
			25,105 shares
			Attendance at the Board of Directors meetings 14/14 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Nobuyuki Omura has extensive experience and knowledge, especially in overseas business, and has engaged in the Company's management as Director since 2009. He had been President of the Specialty & Performance Materials Business Unit since April 2020 and has been President of the Chemical Products Business Unit and in charge of its business since April 2022. The Company judges that Mr. Nobuyuki Omura is qualified to continue to enhance the corporate value and sustainable growth of AICA Group, and has therefore 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
4	Yuji Iwatsuka (January 20, 1967) [New appointment]	April 1989	16,964 shares
		April 2010	
		April 2012	
		April 2015	
		June 2015	
		June 2016	Attendance at
		April 2020	the Board of Directors meetings
		April 2021	—
April 2023			
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yuji Iwatsuka has extensive experience and knowledge of production, especially in both of Laminates & Building Materials Business and Chemical Products Business. Since April 2023, he has been President of the Laminates and Building Materials Business Unit and in charge of its business. The Company judges that Mr. Yuji Iwatsuka is qualified to continue to enhance the corporate value and sustainable growth of AICA Group, and has therefore 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
5	Hiroshi Kanie (July 9, 1957) [New appointment] [Outside] [Independent]	March 1981 April 2004 June 2010 June 2012 April 2014 June 2014 June 2015 June 2018	0 shares
		Joined NGK INSULATORS, LTD. General Manager Planning Department, Industrial Process Division., Ceramic Products Business Group Vice President Senior Vice President Group Executive, Ceramic Products Business Group Director and Senior Vice President Director and Senior Vice President Executive Vice President, Responsible for Corporate Planning Office, New Business Planning Office, Secretarial Office, Corporate Communications Department., Human Resources Department., General Affairs Department., and Power Business Group; Senior Officer in Charge of Group Companies; General Manager, Osaka Branch Corporate Advisor (present)	Attendance at the Board of Directors meetings —
<p>[Reason for nomination as candidate for Outside Director and Expected Roles]</p> <p>Mr. Hiroshi Kanie has been engaged in corporate management for many years and has extensive experience and knowledge as a corporate executive. Therefore, the Company judges that Mr. Hiroshi Kanie is qualified to continue to enhance the corporate value and sustainable growth of AICA Group and has nominated him as a candidate for Outside Director, looking forward to providing objective and neutral advice on all aspects of the Company's management as Outside Director.</p> <p>* Mr. Hiroshi Kanie is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>* If the election of Mr. Hiroshi Kanie is approved, he will be registered with the Tokyo Stock Exchange and the Nagoya Stock Exchange as independent director as stipulated by both Exchanges.</p> <p>* If the election of Mr. Hiroshi Kanie is approved, the Company will enter into an agreement with him to limit liabilities for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The maximum amount of liabilities for damages under this agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
6	Ayako Shimizu (June 6, 1972) (Name on the Family Register: Ayako Watanabe) [Reappointment] [Outside] [Independent]	April 1999	Registered as attorney, joined Ishihara Law Office (present)	0 shares
		April 2015	Deputy Chair, Aichi Bar Association Director, CHUBU Federation of Bar Associations	
		April 2017	Member, Nagoya City Information Disclosure Screening Commission (present)	Attendance at the Board of Directors meetings 14/14 (100%)
		January 2018	Judicial Commissioner (present)	
		April 2019	Mediator/Arbitrator, Dispute Resolution Center, Aichi Prefecture Bar Association (present)	
		December 2019	Outside Director, MTG Co., Ltd.(Member of Audit and Supervisory Committee) (present)	
		April 2020	Member, Ombuds 6 Committee, Nagoya Broadcasting Network (present)	
		June 2020	Outside Director, Aica Kogyo Company, Limited (present)	
March 2021	Outside Director, SYNCLAYER, Inc.(Member of Audit and Supervisory Committee)(present)			
<p>[Reason for nomination as candidate for Outside Director and Expected Roles]</p> <p>Although Ms. Ayako Shimizu has no direct experience of engaging in corporate management, she has provided advice as Outside Director based on her diversity perspectives and utilized her extensive expertise and experience as an attorney in supervising and auditing the Company's management. The Company has nominated her as a candidate for Outside Director in the expectation that she will continue to make proposals and provide advice to the Board of Directors and the Governance Committee from legal perspectives.</p> <p>She will have been in office as Outside Director for three (3) years at the conclusion of this General Meeting of Shareholders.</p> <p>* Ms. Ayako Shimizu is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.</p> <p>* Ms. Ayako Shimizu is registered with the Tokyo Stock Exchange and the Nagoya Stock Exchange as independent director as stipulated by both Exchanges.</p> <p>* If the election of Ms. Ayako Shimizu is approved, the Company will continue the agreement with her to limit liabilities for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The maximum amount of liabilities for damages under this agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act.</p>				

- Notes: 1. There are no special interests between the candidates and the Company.
2. The Company has concluded a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his/her appointment proposal is approved. For details of the insurance policy, please see page 25 of the Business Report.

[Reference] Skill Matrix of the Board for Directors

Name	Position at the Company (After Approval)	Attribute	Expertise of Directors						
			Corporate Management	International experience	Sales & Marketing	Technology, Industrial engineering and R&D	Sustainability/ Human Capital	Legal and risk management	Finance and accounting
Yuji Ono	Representative Director and Chairman	Inside	○	○	○	○	○	○	○
Kenji Ebihara	Representative Director, President and Executive Officer	Inside	○	○	○	○	○		
Nobuyuki Omura	Director and Managing Executive Officer	Inside	○	○	○		○		
Yuji Iwatsuka	Director and Managing Executive Officer	Inside	○		○	○	○		
Hiroshi Kanie	Director	Outside Independent	○	○	○		○	○	
Ayako Shimizu	Director	Outside Independent					○	○	
Ryoji Mori	Director Audit and Supervisory Committee Member	Inside	○	○		○	○	○	○
Shoji Miyamoto	Director Audit and Supervisory Committee Member	Outside Independent	○				○	○	○
Mitsuko Yamamoto	Director Audit and Supervisory Committee Member	Outside Independent	○		○		○		

※ If Proposal 2 is approved as proposed, the expertise of Directors is as described above.

[Reference]

The Company judges that Outside Director of the Company shall be independent if none of the following items 1 to 10 applies.

1. Executive officer of the Company and its consolidated subsidiaries at present and during the past 10 years
2. The Company's accounting auditor or its employee
3. A business partner or its executive officer whose major customer is the Company and whose transaction amount with the Company accounts for 2% or more of its or his/her net sales
4. A major business partner or its executive officer whose transaction amount accounts for 2% or more of the Company's consolidated net sales
5. A person who receives annual donations of 10 million yen or more from the Company
6. Consultants, accounting experts, legal experts, etc. who receive 10 million yen or more per year in cash or other financial benefits from the Company other than remuneration for directors and corporate auditors (If the person receiving such property is a corporation, organization, etc., a person who executes the business of the corporation, organization, etc. that receives 2% or more of its net sales from the Company)
7. A person who holds 10% or more of the total voting rights of the Company
8. A person who falls under any of the above criteria 2 to 7 applies in the past three years
9. A person whose spouse and relative up to the second degree of kinship fall under any of the above criteria 1 to 8
10. Any other party that may have a conflict of interest with our general shareholders