

Note: This English translation is made for reference purposes only, and in the event of any discrepancies between the English version and the Japanese version, the Japanese version prevails.

Securities code: 4410

May 29, 2024

To Shareholders with Voting Rights:

3-8-4 Nihonbashi, Chuo-ku, Tokyo, Japan
Harima Chemicals Group, Inc.
Yoshihiro Hasegawa, President

NOTICE OF THE 82nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

We hereby inform you that the 82nd Annual General Meeting of Shareholders of Harima Chemicals Group, Inc. (the “Company”) will be held as described below.

You may exercise your voting rights in writing or via the Internet, etc. in lieu of attending the Meeting. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Guide to the Exercise of Voting Rights” (page 2) **no later than 5:20 p.m. Japan time on Wednesday, June 19, 2024.**

We will live-stream the General Meeting of Shareholders on the Internet, so that you can view it from your home and other places. Please refer to the “Guide to the Live-streaming” (page 4) for details.

1. Date and Time:

Thursday, June 20, 2024 at 10.00 a.m. Japan time

2. Place

Kago no ma

2F, Kakogawa Plaza Hotel

800 Mizonokuchi, Kakogawa-cho, Kakogawa-shi, Hyogo Prefecture

(Please see the “Directions to the Site for the General Meeting of Shareholders” on the back cover. (Japanese only))

3. Meeting Agenda:

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company’s 82nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company’s 82nd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1: Election of Five (5) Managing Directors (Excluding Managing Directors Serving as Audit & Supervisory Committee Members)
- Proposal 2: Election of One (1) Managing Director Serving as an Audit & Supervisory Committee Member
- Proposal 3: Election of Two (2) Substitute Managing Directors Serving as Audit & Supervisory Committee Members

The Company provides the reference documents for the convocation of this General Meeting of Shareholders electronically and has posted this Notice of Convocation on the Company's website.

The Company's website

<https://www.harima.co.jp/ir/library/resolution.html>

These documents are also available on the following website.

Tokyo Stock Exchange website (TSE-listed company information service)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website above, enter or search for the Company's name (Harima Chemical Group) or securities code (4410), and select "Basic information," "Documents for public inspection/PR information" and "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" in that order to view the results.

In the event of any revisions to these electronic provision measures, we will post the revision information on each of the websites above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Five (5) Managing Directors (Excluding Managing Directors Serving as Audit & Supervisory Committee Members)

The terms of office for all of the five (5) Managing Directors (excluding Managing Directors serving as Audit & Supervisory Committee Members, the same shall apply hereinafter in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Managing Directors.

The candidates for Managing Director have been determined at a meeting of the Board of Managing Directors meeting following the deliberations of the Nomination and Remuneration Committee. In addition, no objections were raised in a review by the Audit & Supervisory Committee.

The candidates for Managing Director are as follows:

No.	Name	Current positions and responsibilities at the Company	Candidate status
1	Yoshihiro Hasegawa	President	<u>Reappointment</u>
2	Teruo Kaneshiro	Senior Executive Managing Director Senior Managing Executive Officer	<u>Reappointment</u>
3	Ichiro Taninaka	Senior Executive Managing Director Senior Managing Executive Officer R&D Company President	<u>Reappointment</u>
4	Shunichiro Taoka	Executive Managing Director Managing Executive Officer Chairman, LAWTER B.V. Global Business Director Corporate Planning Director	<u>Reappointment</u>
5	Eiketsu Ro	Executive Managing Director Managing Executive Officer Paper Chemicals Company President	<u>Reappointment</u>

1 Yoshihiro Hasegawa (August 30, 1947) Reappointment



Number of shares of the Company held
152,113

Reason for nomination as candidate for Managing Director

Mr. Yoshihiro Hasegawa has been in charge of management of the Group as Managing Director for many years. He possesses a proven track record of having led the entire Group to date as well as a wealth of experience and high level of insight in overall management, which are indispensable to the management of the Group. The Company has therefore judged that he is qualified to continue to serve as Managing Director.

Career summary, positions, responsibilities, and significant concurrent positions

April 1977	Joined the Company
December 1977	Managing Director
August 1983	Executive Managing Director
June 1985	Vice President
June 1987	Representative Managing Director and Vice President
May 1988	President, Harima Shoji, Inc. (currently Harima Trading, Inc.) (current position)
June 1988	President, the Company (current position)
November 1994	President, Harima M.I.D., Inc. (current position)
April 2004	Chairman, Shorai Foundation for Science and Technology (current position)
October 2012	President, Harima Chemicals, Inc. (current position)
June 2014	Chairman, LAWTER B.V.

2 Teruo Kaneshiro (December 31, 1950) Reappointment



Number of shares of the Company held
96,670

Reason for nomination as candidate for Managing Director

Mr. Teruo Kaneshiro possesses a proven track record of having significantly contributed to the establishment of the management division of the Group as well as a wealth of experience and high level of insight in overall management, which are indispensable to the management of the Company. The Company has therefore judged that he is qualified to continue to serve as Managing Director.

Career summary, positions, responsibilities, and significant concurrent positions

April 1973	Joined Kobe Bank (currently Sumitomo Mitsui Banking Corporation)
February 2004	Accounting Director, the Company
June 2004	Managing Director
June 2009	Management Senior Division Manager
June 2010	Executive Managing Director
October 2012	Accounting Director, General Affairs Director, Legal Affairs Director, Human Resources Director, Public Relations Director
October 2012	Managing Director, Harima Chemicals, Inc.
June 2014	Head Office Group Management Control, the Company
June 2016	Senior Executive Managing Director (current position)
June 2016	Senior Managing Executive Officer (current position)
April 2020	Nomination and Remuneration Committee Member (current position)

3 Ichiro Taninaka (March 12, 1968) Reappointment



Number of shares of the Company held
32,703

Reason for nomination as candidate for Managing Director

Mr. Ichiro Taninaka possesses a proven track record of leading LAWTER B.V., the R&D division and a major overseas business of the Group, as well as a wealth of experience and high level of insight in overall management, which are indispensable to the management of the Company. The Company has therefore judged that he is qualified to continue to serve as Managing Director.

Career summary, positions, responsibilities, and significant concurrent positions

April 1993	Joined the Company
April 2005	Development Director, Central Research Laboratory
June 2008	Operating Officer
June 2010	Managing Director
January 2011	Corporate Planning Director
October 2012	Information System Director
October 2012	Auditing Director, Operation Director
June 2014	Executive Managing Director
June 2014	Managing Executive Officer
June 2014	President and CEO, LAWTER B.V.
June 2020	Senior Executive Managing Director, the Company (current position)
June 2020	Senior Managing Executive Officer (current position)
June 2021	Managing Director, Harima Chemicals, Inc. (current position)
March 2023	R&D Company President (current position)
June 2023	Chairman, LAWTER B.V.

4 Shunichiro Taoka (October 21, 1959) Reappointment



Number of shares of the Company held
23,483

Reason for nomination as candidate for Managing Director

Mr. Shunichiro Taoka possesses a high level of insight based on his experience in global business and wealth of experience in overall corporate management including overseas subsidiaries, which are indispensable to the management of the Group. The Company has therefore judged that he is qualified to continue to serve as Managing Director.

Career summary, positions, responsibilities, and significant concurrent positions

April 1982	Joined Taiyo Kobe Bank (currently Sumitomo Mitsui Banking Corporation)
August 2008	General Manager attached to Business Audit Department (New York)
October 2012	Auditing Director, the Company
October 2013	Operating Officer
June 2015	Global Business Group Director
June 2017	Managing Director
June 2017	Senior Operating Officer
June 2017	Global Business Director (current position)
June 2017	Corporate Planning Director (current position)
June 2021	Executive Managing Director (current position)
June 2021	Managing Executive Officer (current position)
July 2023	Chairman, LAWTER B.V. (current position)

5 Eiketsu Ro (July 5, 1959) Reappointment



Number of shares of the Company held
9,369

Reason for nomination as candidate for Managing Director

Mr. Eiketsu Ro possesses a proven track record in global development in the paper chemicals business of the Company as well as a wealth of experience and high level of insight in overall management, which are indispensable to the management of the Company. The Company has therefore judged that he is qualified to serve as Managing Director.

Career summary, positions, responsibilities, and significant concurrent positions

April 1998	Joined the Company
September 2012	Vice President, Hangzhou Hanghua Harima Chemicals Co., Ltd.
June 2017	Operating Officer
April 2018	Vice President, Paper Chemicals Company
June 2018	Senior Operating Officer
June 2018	President, Paper Chemicals Company (current position)
June 2019	Managing Director
June 2022	Resigned as Managing Director
June 2022	Managing Executive Officer (current position)
June 2023	Executive Managing Director (current position)

- (Notes)
1. The Company's Nomination and Remuneration Committee is a voluntary advisory body, which consists of a majority of Independent Outside Officers and is chaired by an Independent Outside Officer.
 2. Mr. Yoshihiro Hasegawa, a candidate for Managing Director, concurrently serves as President of Harima Chemicals, Inc., from which the Company has received a debt guarantee. In addition, the Company has provided Harima Chemicals, Inc. with intra-group loans.
 3. Mr. Yoshihiro Hasegawa, a candidate for Managing Director, concurrently serves as President of Harima Trading, Inc., to which the Company has provided intra-group loans.
 4. Mr. Yoshihiro Hasegawa, a candidate for Managing Director, concurrently serves as President of Harima M.I.D., Inc., to which the Company has provided intra-group loans.
 5. There are no special interests between the other candidates for Managing Director and the Company.
 6. The number of shares of the Company held by each candidate includes the candidate's equity interest in the Harima Chemicals Officers' Shareholding Association.
 7. The Company has concluded a liability insurance agreement for officers, etc., (management risk protection insurance agreement) with an insurance company, with the Managing Directors as the insured, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which is scheduled to be renewed in July 2024. The insurance agreement covers legal expenses and monetary damages to be borne by the insured arising from corporate litigations, third party litigations, and derivative lawsuits. The details of the agreement are as stated in the Business Report (page 26). If each candidate is elected, he/she will be included as insured under said insurance agreement.

Proposal 2: Election of One (1) Managing Director Serving as an Audit & Supervisory Committee Member

The term of office of one (1) of the four (4) Managing Directors serving as Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Managing Director serving as an Audit & Supervisory Committee Member.

The candidates for Managing Director have been determined at a meeting of the Board of Managing Directors meeting following the deliberations of the Nomination and Remuneration Committee. This proposal has been approved by the Audit and Supervisory Committee.

The candidate for Managing Director serving as an Audit & Supervisory Committee Member is as follows:

1 Yuka Hayashi (February 18, 1961) Reappointment Outside Independent



Number of shares of the Company held

0

Reason for nomination as candidate for Managing Director

Ms. Hayashi has wide-ranging experience and high-level insight as a certified public accountant, audits the duties of the Company's Managing Directors from an expert perspective in corporate accounting, and provides appropriate advice and recommendations at meetings of the Company's Board of Directors and other forums. Based on her track record, the Company has judged that she is qualified to serve as a Managing Director Serving as Audit & Supervisory Committee Member expecting that she will continue to play that role.

Career summary, positions, responsibilities, and significant concurrent positions

September 1985	Minato Audit Corporation (currently Ernst & Young ShinNihon LLC)
April 1991	Registered as a certified public accountant (to present)
August 1998	Member, Century Audit Corporation (currently Ernst & Young ShinNihon LLC) (currently partner)
July 2010	Senior partner, ShinNihon LLC (currently Ernst & Young ShinNihon LLC) (currently partner)
September 2015	Governance Council member, Ernst & Young ShinNihon LLC
September 2019	Deputy Chair of the Governance Council, member of the Audit Committee, Ernst & Young ShinNihon LLC
July 2022	Managing Director Serving as Audit & Supervisory Committee Member (current position)
July 2022	Representative of Hayashi Certified Public Accountant Office (current position)
July 2022	Representative Managing Director and Vice President, Hayashi Management Consultant (current position)
June 2023	Outside Audit & Supervisory Board Member, Kansai Mirai Bank, Limited. (current position)
June 2023	Outside Audit & Supervisory Board Member, Shimadzu Corporation (current position)

- (Notes)
1. There are no special interests between the candidate for Managing Director Serving as Audit & Supervisory Committee Member and the Company.
 2. Ms. Yuka Hayashi is a candidate for outside Managing Director.
 3. The outline of the details of the liability limitation agreements with the Outside Managing Directors is as follows.

The Company has concluded an agreement with Ms. Yuka Hayashi that limits her liability for damages under Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation of the Company. The maximum amount of liability based on these agreements is the minimum liability amount stipulated by law. If she is reappointed, the Company plans to continue this limited liability agreement with her.

4. Ms. Yuka Hayashi has registered as an independent officer with the Tokyo Stock Exchange.
5. Ms. Yuka Hayashi is currently an Outside Managing Director Serving as Audit & Supervisory Committee Member at the Company, and her period of office will be two (2) years at the conclusion of this Annual General Meeting of Shareholders.
6. The Company has concluded a liability insurance agreement for officers, etc., (management risk protection insurance agreement) with an insurance company, with the Managing Directors as the insured, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which is scheduled to be renewed in July 2024. The insurance agreement covers legal expenses and monetary damages to be borne by the insured arising from corporate litigations, third party litigations, and derivative lawsuits. The details of the agreement are as stated in the Business Report (page 26). If the candidate is elected, she will be included as an insured under said insurance agreement.

(Reference) Expertise and Experience of Managing Directors (skills matrix)

If Proposals 1 and 2 are approved as originally proposed at this Annual General Meeting of Shareholders, the expertise and experience possessed by each Managing Director will be as follows.

Name	Current positions and responsibilities at the Company	Corporate management	Financial accounting	Legal	Internationality	R&D and manufacturing	ESG
Yoshihiro Hasegawa	President	✓			✓	✓	
Teruo Kaneshiro	Senior Executive Managing Director Senior Managing Executive Officer	✓	✓				
Ichiro Taninaka	Senior Executive Managing Director Senior Managing Executive Officer R&D Company President	✓			✓	✓	
Shunichiro Taoka	Executive Managing Director Managing Executive Officer Chairman, LAWTER B.V. Global Business Director Corporate Planning Director	✓	✓		✓		✓
Eiketsu Ro	Executive Managing Director Managing Executive Officer Paper Chemicals Company President	✓			✓	✓	
Hideo Yamada	Managing Director Serving as Audit & Supervisory Committee Member	✓	✓		✓		
Tatsuya Michigami	Managing Director Serving as Audit & Supervisory Committee Member (Outside)			✓			
Tsuneo Takahashi	Managing Director Serving as Audit & Supervisory Committee Member (Outside)	✓	✓		✓		✓
Yuka Hayashi	Managing Director Serving as Audit & Supervisory Committee Member (Outside)		✓				

* The matrix above does not describe all of the knowledge and experience possessed by each Managing Director.

Proposal 3: Election of Two (2) Substitute Managing Directors Serving as Audit & Supervisory Committee Members

To prepare for any situation in which the number of Managing Directors serving as Audit & Supervisory Committee Members falls below the number prescribed by laws and regulations, the Company proposes the election of two (2) Substitute Managing Directors serving as Audit & Supervisory Committee Members in advance. If Proposal 2 is approved as originally proposed, the Company proposes the election of Mr. Yoshinari Hikosaka as substitute for Mr. Tatsuya Michigami, Mr. Tsuneo Takahashi and Ms. Yuka Hayashi, Outside Managing Directors serving as Audit & Supervisory Committee Members, and Mr. Akio Kawabata as substitute for Mr. Hideo Yamada, Managing Director serving as Audit & Supervisory Committee Member.

The candidates for Managing Director have been determined at a meeting of the Board of Managing Directors meeting following the deliberations of the Nomination and Remuneration Committee. This proposal has been approved by the Audit and Supervisory Committee.

The candidates for Substitute Managing Director serving as Audit & Supervisory Committee Member are as follows:

No. 1 Yoshinari Hikosaka (October 18, 1957)

Number of shares of the Company held

0

Career summary, positions, responsibilities, and significant concurrent positions

April 1980 Joined Osaka Regional Taxation Bureau

July 2016 Deputy Regional Commissioner, First Large Enterprise Department, Osaka Regional Taxation Bureau

July 2017 Director, Nara Tax Office

September 2018 Opened Yoshinari Hikosaka Tax Accountant Office (to present)

No. 2 Akio Kawabata (October 23, 1958)

Number of shares of the Company held

600

Career summary, positions, responsibilities, and significant concurrent positions

April 1983 Joined the Company

March 2002 Director, Group 2, Central Research Laboratory

June 2015 Internal Control Director (current position)

March 2019 Auditing Director (current position)

- (Notes)
1. The Company's Nomination and Remuneration Committee is a voluntary advisory body, which consists of a majority of Independent Outside Officers and is chaired by an Independent Outside Officer.
 2. There are no special interests between the candidates for Substitute Managing Director Serving as Audit & Supervisory Committee Member and the Company.
 3. Mr. Yoshinari Hikosaka is a Substitute Outside Managing Director serving as Audit & Supervisory Committee Member.
 4. Although he has not been involved directly in corporate management, the reason for selecting Mr. Yoshinari Hikosaka as a candidate for Substitute Outside Director serving as Audit & Supervisory Committee Member is that the Company has judged that he would be able to apply the knowledge and experience cultivated through many years of tax practice to the Company's auditing system if he is appointed as an Outside Managing Director.
 5. If Mr. Yoshinari Hikosaka is appointed as a Managing Director serving as Audit & Supervisory Committee Member, the Company plans to conclude a limited liability agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability based on this agreement is the minimum amount established in Article 425, Paragraph 1 of the Companies Act.
 6. If Mr. Yoshinari Hikosaka is appointed Managing Director serving as Audit & Supervisory Committee member, the Company plans to notify the Tokyo Stock Exchange of his appointment as an independent officer.
 7. The Company has concluded a liability insurance agreement for officers, etc., (management risk protection insurance agreement) with an insurance company, with the Managing Directors as the insured, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which is scheduled to be renewed in July 2024. The insurance agreement covers legal expenses and monetary damages to be borne by the insured arising from corporate litigations, third party litigations, and derivative lawsuits. The details of the agreement are as stated in the Business Report (page 26). If each candidate is elected, he/she will be included as insured under said insurance agreement.