

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.

(Securities Code: 3103)

June 5, 2025

To our shareholders:

Minoru Fujii,
Representative Director and President
UNITIKA LTD.
4-1-3 Kyutaro-machi, Chuo-ku, Osaka

Notice of the 215th Annual General Meeting of Shareholders

Notice is hereby given that the 215th Annual General Meeting of Shareholders (the “Meeting”) of UNITIKA LTD. (the “Company”) will be held as set forth below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.unitika.co.jp> (in Japanese)

From the above website, select “Investor Relations,” and then “General Meeting of Shareholders.”

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3103/teiji/> (in Japanese)

If you are unable to attend the Meeting in person, you can exercise your voting rights via the internet or via postal mail. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting right before Thursday, June 26, 2025, at 6:00 p.m. (JST).

[Exercise of voting rights via the internet]

Please access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) (in Japanese) designated by the Company, enter your approval or disapproval of the proposals by the exercise deadline provided on page 1.

[Exercise of voting rights via postal mail]

Please indicate your approval or disapproval of the proposals on the voting form, and return it so that your vote is received by the exercise deadline provided on page 1.

- 1. Date and Time:** Friday, June 27, 2025, at 10:00 a.m. (JST) (Doors open at 9:00 a.m.)
- 2. Venue:** 2-5-8 Bingo-machi, Chuo-ku, Osaka
Large meeting room, New building 7F, Nihon mengyo Club (Mengyo Kaikan)

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 215th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 215th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved

Proposal No. 1: Election of Two (2) Directors

Proposal No. 2: Election of One (1) Audit & Supervisory Board Member

4. Matters relating to Exercise of Voting Rights

- (1) When exercising your voting rights via postal mail, where approval or disapproval of a given proposal is not indicated, the vote will be handled as if approval was indicated.
 - (2) Please note that your voting via the internet shall prevail, if you exercise your voting rights both via the internet and via postal mail.
 - (3) If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.
- ⊙ When you attend the Meeting in person, you are kindly requested to present the voting form at the reception.
- ⊙ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites provided on page 1.
- ⊙ Paper-based documents stating electronic provision measures items are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following items pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation.
- i) "Overview of System to Ensure the Suitability of Operations and Operating Conditions of the System" in the Business Report
 - ii) "Consolidated Statements of Changes in Net Assets" and "Notes on Consolidated Financial Statements" in the Consolidated Financial Statements
 - iii) "Statement of Changes in Shareholders' Equity" and "Notes on Non-consolidated Financial Statements" in the Financial Statements

Therefore, the Business Report, Consolidated Financial Statements, and Financial Statements are part of the documents included in the scope of audits by the Financial Auditor in preparing the Financial Audit Report and by the Audit & Supervisory Board Members in preparing the Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Two (2) Directors

At the conclusion of this meeting, the terms of office of two Directors, Minoru Furukawa and Noriko Ishikawa, will expire. Therefore, the Company proposes the election of two Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	Attendance at Board of Directors meetings
1	Minoru Furukawa <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director	100% (20/20)
2	Noriko Ishikawa <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director	90% (18/20)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Minoru Furukawa (June 13, 1943) <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div>	<p>Apr. 1966 Joined Hitachi Zosen Corporation (currently Kanadevia Corporation)</p> <p>Apr. 2005 Representative Director, President of Hitachi Zosen Corporation</p> <p>June 2010 Representative Director, Chairman and President of Hitachi Zosen Corporation</p> <p>Apr. 2013 Representative Director, Chairman and Chief Executive Officer of Hitachi Zosen Corporation</p> <p>Apr. 2016 Representative Director, Chairman of Hitachi Zosen Corporation</p> <p>June 2016 Outside Director of the Senshu Ikeda Bank, Ltd.</p> <p>Apr. 2017 Director, Advisor of Hitachi Zosen Corporation (currently Kanadevia Corporation)</p> <p>June 2017 Outside Director of Senshu Ikeda Holdings, Inc.</p> <p>June 2017 Non-Executive Director of the Senshu Ikeda Bank, Ltd.</p> <p>June 2017 Outside Director of the Company (incumbent)</p>	29,720
<p><u>Reasons for nomination as candidate for outside Director and outline of expected role</u></p> <p>Minoru Furukawa has extensive experience and advanced knowledge backed by his past achievements including demonstrating excellent management skill over many years as the representative director of a listed company, past performance as outside director and outside audit & supervisory board member in other companies, and serving in key positions in the Osaka Chamber of Commerce and Industry and the Kansai Economic Federation. The Company has nominated him as a candidate for reelection because it expects him to fulfill important roles in increasing the corporate value of the Group by providing management supervision and recommendations to the management of the Company as an outside Director by leveraging his past experience and knowledge in the aforementioned fields.</p>			
2	Noriko Ishikawa (April 26, 1971) (Name as shown on the family register: Noriko Ito) <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div>	<p>Apr. 2010 Associate Professor, the Department of Economics, Faculty of Economics of KONAN University</p> <p>Apr. 2016 Professor, the Department of Economics, Faculty of Economics of KONAN University (incumbent)</p> <p>June 2021 Outside Director of the Company (incumbent)</p> <p>Apr. 2023 Dean of the KONAN University Faculty of Economics</p> <p>[Significant concurrent positions outside the Company]</p> <p>Professor, the Department of Economics, Faculty of Economics of KONAN University</p>	19,295
<p><u>Reasons for nomination as candidate for outside Director and outline of expected role</u></p> <p>Noriko Ishikawa has been engaged in university education for many years and has been Professor in the Department of Economics, Faculty of Economics of KONAN University since April 2016. In addition, she has advanced knowledge about regional policies such as social contribution, and has contributed to management supervision by providing advice on initiatives for the Company's overall sustainability activities and making specific policy proposals on diversity promotion initiatives from the perspective of an outside Director. Although she does not have experience in corporate management other than functioning as an outside officer, the Company has nominated her as a candidate for reelection because it expects her to fulfill an important role in increasing the corporate value of the Group by providing management supervision and recommendations to the management of the Company as an outside Director by leveraging her past experience and knowledge in the aforementioned fields.</p>			

- Notes:
1. All of the Company's shares owned by each candidate are common shares.
 2. The number of the Company's shares owned includes each candidate's shareholding under the officer stock ownership association.
 3. There are no special interests between each candidate and the Company.
 4. Minoru Furukawa and Noriko Ishikawa are candidates for outside Director.
 5. The period of office of Minoru Furukawa as outside Director will be eight years, and of Noriko Ishikawa as outside Director will be four years at the close of this General Meeting of Shareholders.
 6. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with Minoru Furukawa and Noriko Ishikawa to limit the liability for damages under Article 423, paragraph 1 of the Act. The maximum liability amount under the said agreement shall be an amount provided for by Article 425, paragraph 1 of the Companies Act. If their reelections are approved, the Company plans to renew this agreement with them.
 7. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The insured under the aforementioned policy are the Company's Directors, Audit & Supervisory Board Members, executive officers, and key management employees, and the insured are not responsible for the payment of the premiums. In the event that claims for damages are made against the insured due to an act (including nonfeasance) of the insured during the period of insurance, the policy provides coverage for damages, legal costs, and other losses for which the insured are liable. However, in order to ensure that appropriateness of the insureds' execution of duties would not be impaired, certain exclusions apply, such as coverage not being available in the event of damages arising from an act committed by the insured with the awareness that the act was in violation of laws and regulations. The candidates will be included as insureds in the said insurance policy. In addition, the Company plans to renew the policy with details of the same degree at the time of next renewal.
 8. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Minoru Furukawa and Noriko Ishikawa have been designated as independent officers as provided for by the aforementioned exchange.

Reference: If Proposal No. 1 is approved per the original draft, the composition of directors will be as follows:

Name	Position in the Company	Type	Gender	Skills and Experience						
				Corporate Management Corporate Planning	Sales Marketing	Finance Accounting	Legal Risk Management	R&D Manufacturing	Global	Sustainability Personnel and Human Resources Development
Minoru Fujii	Representative Director President, Chief Executive Officer		Male	•	•			•		•
Hisami Kashiwagi	Representative Director Vice President, Executive Officer		Male	•		•				
Shuichi Misu	Director Managing Executive Officer		Male			•			•	
Eiji Kobayashi	Director Managing Executive Officer		Male	•		•				
Shinji Fujimoto	Director Managing Executive Officer		Male	•	•				•	
Yamato Oku	Director Senior Executive Officer		Male			•				
Minoru Furukawa	Director	Outside Independent	Male	•		•			•	
Noriko Ishikawa	Director	Outside Independent	Female							•
Keiko Horino	Director	Outside Independent	Female				•			

Note: The above list does not represent all the knowledge and experience of the directors.

Proposal No. 2: Election of One (1) Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Tetsuaki Fukuhara will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The Company has obtained the consent of the Audit & Supervisory Board for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Kenichi Murase (July 17, 1968)</p> <div style="text-align: center; border: 1px solid black; padding: 2px; margin: 0 auto; width: fit-content;"> <p>New Outside Independent</p> </div>	<p>Apr. 1996 Registered as Attorney at Law, Joined Kenichi Yamaguchi Law Office</p> <p>Apr. 2002 Founded Ikeda First Law Office (incumbent)</p> <p>Apr. 2007 Specially Appointed Associate Professor, Graduate Law School of Himeji Dokkyo University</p> <p>Apr. 2021 Vice President of the Osaka Bar Association</p> <p>Apr. 2023 Distinguished Professor, Graduate School of Law of Kyoto University (incumbent)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President of Ikeda First Law Office</p> <p>Distinguished Professor, Graduate School of Law of Kyoto University</p>	0
<p>Reasons for nomination as candidate for outside Audit & Supervisory Board Member</p> <p>Kenichi Murase has a high level of professionalism and ethics as an attorney at law, as well as extensive knowledge of corporate legal affairs, compliance, and governance. He has been engaged in law education at universities for many years and is expected to provide appropriate advice from an academic perspective.</p> <p>He does not have experience in the management of a company, but the Company has nominated him as a candidate for election because it expects him to perform an important role in further strengthening the corporate governance function, including auditing of the Company, as outside Audit & Supervisory Board Member by leveraging his knowledge and experience in the aforementioned fields.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Kenichi Murase is a candidate for outside Audit & Supervisory Board Member.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company will enter into a limited liability agreement with Kenichi Murase to limit the liability for damages under Article 423, paragraph 1 of the Act in the event his election is approved. The maximum liability amount under the said agreement shall be an amount provided for by Article 425, paragraph 1 of the Companies Act.
 4. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The insured under the aforementioned policy are the Company's Directors, Audit & Supervisory Board Members, executive officers, and key management employees, and the insured are not responsible for the payment of the premiums. In the event that claims for damages are made against the insured due to an act (including nonfeasance) of the insured during the period of insurance, the policy provides coverage for damages, legal costs, and other losses for which the insured are liable. However, in order to ensure that appropriateness of the insureds' execution of duties would not be impaired, certain exclusions apply, such as coverage not being available in the event of damages arising from an act committed by the insured with the awareness that the act was in violation of laws and regulations. The candidate will be included as insureds in the said insurance policy. In addition, the Company plans to renew the policy with details of the same degree at the time of next renewal.
 5. Kenichi Murase satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if his election is approved, the Company will submit notification to the aforementioned exchange concerning his designation as an independent officer.