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(Securities Code: 3103)

June 4, 2020

To our shareholders:

Shuji Ueno,
Representative Director and President
UNITIKA LTD.
1-50 Higashi-Honmachi, Amagasaki-shi,
Hyogo
(Osaka Headquarters)
4-1-3 Kyutaro-machi, Chuo-ku, Osaka

Notice of the 210th Annual General Meeting of Shareholders

Notice is hereby given that the 210th Annual General Meeting of Shareholders (the “Meeting”) of UNITIKA LTD. (the “Company”) will be held as set forth below.

People have been recently strongly requested to refrain from going outside by the Japanese government and prefectural governors, including the government’s declaration of a state of emergency and the emergency state measures taken by the Osaka Prefecture government, to prevent the spread of the novel coronavirus disease (COVID-19). The Company, after carefully considering this situation, has determined to hold the Meeting after implementing proper measures to prevent infection.

In light of the current situation where people are strongly requested to refrain from going outside, and from the perspective of preventing the spread of the COVID-19, we ask you to refrain from attending the Meeting at the venue on the date of the Meeting. We also strongly recommend you to exercise your voting rights in advance in writing or via the internet.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting right before Thursday, June 25, 2020, at 6:00 p.m. (JST).

[Exercise of voting rights via postal mail]

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

[Exercise of voting rights via the internet]

Please access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) designated by the Company, then input your approval or disapproval of the proposals by the aforementioned exercise deadline (in Japanese only).

1. Date and Time: Friday, June 26, 2020, 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)

Since we are planning to keep more space between seats at this year’s Meeting to prevent the spread of the COVID-19, the number of seats that we can arrange will be substantially reduced compared to other years. Therefore, you may not be permitted to attend the Meeting even if you come to the venue on the date of the Meeting. We appreciate your understanding in advance.

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 210th fiscal year (from April 1, 2019 to March 31, 2020), 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 210th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Proposal No. 3: Election of Six (6) Directors

Proposal No. 4: Election of One (1) Substitute Audit & Supervisory Board Member

4. Matters relating to Exercise of Voting Rights

- (1) Please note that your voting via the internet shall prevail, if you exercise your voting rights both via postal mail and via the internet.
- (2) If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.

<Requests to Shareholders>

- The management of the Meeting may be significantly changed depending on changes in the situation of the spread of the COVID-19, announcements by the government or other bodies, etc. up to the date of the Meeting. We would therefore ask that you check for information regarding this on the Company's website (<https://www.unitika.co.jp/ir/stockholders/>).
- It would be greatly appreciated if you could consider infection preventive measures to take to protect yourself and other people near you, such as wearing a mask, when you come to the venue.
- Should you look unwell at the venue, our staff may ask you to refrain from attending the Meeting.
- Our officers and staff will wear masks at the venue.
- Of the documents to be provided with this notice, the "Systems for Ensuring the Propriety of Business Activities," the "Consolidated Statement of Changes in Equity," the "Notes to the Consolidated Financial Statements," the "Statement of Changes in Equity" and the "Notes to the Non-consolidated Financial Statements" are not provided because they have been posted on the Company's website (<https://www.unitika.co.jp/ir/stockholders/>) (in Japanese only), pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation.
The Business Report audited by the Audit & Supervisory Board Members, the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by Financial Auditor and the Audit & Supervisory Board Members consist of the documents stated in the documents attached to this notice, as well as the "Systems for Ensuring the Propriety of Business Activities," the "Consolidated Statement of Changes in Equity," the "Notes to the Consolidated Financial Statements," the "Statement of Changes in Equity" and the "Notes to the Non-consolidated Financial Statements" posted on the Company's website (in Japanese only).
- When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception.
- If any changes are made to items in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders, such changes will be posted on the Company's website (<https://www.unitika.co.jp/ir/stockholders/>) (in Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Although the Group has worked to implement initiatives based on its Medium-Term Management Plan titled “G” round 20~to The Next Stage the Company reported a consolidated net loss for the fiscal year under review, and after comprehensive consideration of the Group’s future business expansion, such as stabilizing its management foundation and strengthening its financial position, the Company has regretfully made the decision not to pay dividends for common shares. Dividends will be paid for preferred shares according to the calculation method prescribed at the time of issuance.

The payment of dividends for preferred shares will be carried out as follows, with other retained earnings as the source.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
 - i) Class A shares ¥12,000 per share Total amount: ¥260,880,000
 - ii) Class B Shares ¥23,740 per share Total amount: ¥60,750,660
- (3) Effective date of dividends of surplus
June 29, 2020

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

Since its inception, the Company has located its Head Office in Amagasaki-shi, the founding location of its original business, Amagasaki Boseki Ltd. However, the Head Office functions have been relocated to Osaka-shi. We propose changing the location of the head office set forth in Article 3 of the current Articles of Incorporation to match with the actual Head Office operations.

2. Details of Amendments

Details of the amendments are as follows:

(Underlining denotes amendment)

Current Articles of Incorporation	Proposed amendments
<p>Article 3 (Address of Head Office) Head Office of the Company shall be located in <u>Amagasaki</u>-shi.</p> <p>(Newly established)</p>	<p>Article 3 (Address of Head Office) Head Office of the Company shall be located in <u>Osaka</u>-shi.</p> <p><u>Supplementary Provision</u> <u>The change to Article 3 (Add of Head Office) shall take effect from the Head Office relocation date decided by the Board of Directors at its meeting to be held no later than September 30, 2020, and this supplementary provision shall be deleted once the effective Head Office relocation date has passed.</u></p>

Proposal No. 3: Election of Six (6) Directors

At the conclusion of this meeting, the terms of office of six Directors will expire. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

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	Hiroyuki Shime (February 10, 1952) <u>Reelection</u>	Apr. 1975 Joined the Company June 2008 Director, Senior Executive Officer July 2012 Director, Managing Executive Officer June 2014 Representative Director and President, Chief Executive Officer June 2019 Representative Director Chairman (incumbent)	35,438
		<u>Reasons for nomination as candidate for Director</u> Hiroyuki Shime has held key positions in the Polymers Sector, corporate planning, and international business, among others. He demonstrated management skill as Representative Director and President from June 2014 to June 2019, and has served as Representative Director and Chairman since June 2019, in which capacity he has appropriately supervised important decision-making and business execution based on his extensive knowledge. The Company rates his past performance highly, and has nominated him as a candidate for reelection because it expects him to continue performing important roles in achieving sustainable growth of the UNITIKA Group (the "Group") and increasing its corporate value over the mid- to long-term by providing guidance, supervision, support and advice for management.	
2	Shuji Ueno (December 8, 1957) <u>Reelection</u>	Apr. 1983 Joined the Company June 2012 Director, Executive Officer July 2012 Director, Senior Executive Officer Apr. 2015 Director, Managing Executive Officer June 2015 Representative Director, Managing Executive Officer June 2019 Representative Director and President, Chief Executive Officer (incumbent) [Current Responsibility] Audit office	16,877
		<u>Reasons for nomination as candidate for Director</u> Shuji Ueno has extensive experience and knowledge in the front line and deep expert capabilities from his involvement in the R&D Division over many years, as well as wide-ranging operational experience in the Company, including involvement in management planning aspects such as completing structural reforms and portfolio restructuring. Since June 2019, he has demonstrated strong leadership a Representative Director and President. The Company rates his past performance highly, and has nominated him as a candidate for reelection because it expects him to continue to perform important roles in resolving the Group's issues, such as steadily executing the new Medium-Term Management Plan using his advanced technical insight and management experience.	

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
3	Akira Enokida (January 8, 1956) [Reelection]	Apr. 1980 Joined the Company	12,710
		June 2015 Director, Senior Executive Officer	
		June 2018 Director, Managing Executive Officer (incumbent)	
		[Current Responsibility] General Manager of Polymers Sector Global Business Promotion Division	
		<u>Reasons for nomination as candidate for Director</u> Akira Enokida has business experience in and expert knowledge about film production technologies as well as global insights based on his experience working overseas. Mr. Enokida has pushed forward with measures to strengthen the profitability and global strategies of Polymers Sector centering on the Films Division since June 2015 as Director and Senior Executive Officer, and since June 2018 as Director and Managing Executive Officer. The Company rates his past performance highly and has nominated him as a candidate for reelection because it expects him to continue to perform important roles in achieving sustainable growth of the Group through management oversight and business execution relating to the Polymers Sector.	
4	Eiji Sumi (August 27, 1961) [New]	Apr. 1984 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	0
		Aug. 2011 Managing Director Head of Retail Credit Division of the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
		May 2013 Managing Director Head of Global Compliance Division of the Bank of Tokyo- Mitsubishi UFJ, Ltd. and Managing Director of Global Compliance Division of Mitsubishi UFJ Financial Group	
		June 2013 Executive Officer, Managing Director Head of Global Compliance Division of the Bank of Tokyo-Mitsubishi UFJ, Ltd. and Managing Director of Global Compliance Division of Mitsubishi UFJ Financial Group	
		June 2015 Director and Senior Managing Executive Officer of Mitsubishi UFJ Research and Consulting Co., Ltd.	
		Apr. 2020 Advisor of the Company (Full-time) (incumbent)	
		<u>Reasons for nomination as candidate for Director</u> Eiji Sumi has business experience in and expert knowledge about banking, finance, and compliance, and has extensive knowledge and experience as a director of a think-tank consulting firm. The Company has nominated him as a candidate because it expects him to continue to perform important roles in increasing the corporate value of the Group over the mid- to long-term through management oversight and business execution relating to the Administration Division by leveraging his knowledge and experience in the aforementioned fields.	

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
5	Minoru Furukawa (June 13, 1943) <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Independent</div>	<p>Apr. 1966 Joined Hitachi Zosen 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</p> <p>June 2017 Outside Director of Senshu Ikeda Holdings, Inc. (incumbent)</p> <p>June 2017 Non-Executive Director of the Senshu Ikeda Bank, Ltd. (incumbent)</p> <p>June 2017 Outside Director of the Company (incumbent)</p> <p>June 2018 Outside Director of OKK CORPORATION (incumbent)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Outside Director of Senshu Ikeda Holdings, Inc.</p> <p>Non-Executive Director of the Senshu Ikeda Bank, Ltd.</p> <p>Outside Director of OKK CORPORATION</p>	6,497
<p><u>Reasons for nomination as candidate for outside Director</u></p> <p>Minoru Furukawa has extensive experience and deep knowledge, including demonstrating excellent management skill over many years as the representative director of a listed company, and serving in key positions in the Osaka Chamber of Commerce and Industry and the Kansai Economic Federation.</p> <p>The Company has nominated him as a candidate for reelection because it expects him to continue to provide management oversight and recommendations to the management of the Group as an outside Director by leveraging his knowledge and experience.</p>			

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
6	Michihiko Ota (December 8, 1952) Reelection Outside Independent	<p>Apr. 1975 Joined Marubeni Corporation</p> <p>Apr. 2012 Senior Executive Vice President of Marubeni Corporation</p> <p>Apr. 2013 Senior Executive Vice President, Regional COO for ASEAN, Regional CEO for East Asia, Regional COO for Southwest Asia of Marubeni Corporation Managing Director, Marubeni ASEAN Pte. Ltd.</p> <p>June 2014 Senior Executive Vice President of Marubeni Corporation</p> <p>Apr. 2015 Vice Chairman of Marubeni Corporation</p> <p>June 2016 Outside Board Member of XEBIO HOLDINGS CO., LTD. (incumbent)</p> <p>June 2017 Outside Corporate Auditor of SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD (incumbent)</p> <p>Mar. 2018 Outside Director of OYO Corporation (incumbent)</p> <p>June 2019 Outside Director of the Company (incumbent)</p> <p>[Significant concurrent positions outside the Company] Outside Board Member of XEBIO HOLDINGS CO., LTD. Outside Corporate Auditor of SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD Outside Director of OYO Corporation</p>	1,297
<p><u>Reasons for nomination as candidate for outside Director</u></p> <p>Michihiko Ota has held key positions such as a representative director of a listed company, and he has deep knowledge regarding various business as well as materials development in Japan and overseas, and abundant experience regarding corporate management.</p> <p>The Company has nominated him as a candidate for reelection because it expects him to continue to provide management oversight and recommendations to the management of the Group as an outside Director by leveraging his knowledge and experience.</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 Michihiko Ota are candidates for outside Director.
 5. The period of office of Minoru Furukawa as outside Director will be three years, and of Michihiko Ota as outside Director will be one year 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 Michihiko Ota 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 submitted notification to Tokyo Stock Exchange, Inc. that Minoru Furukawa and Michihiko Ota have been designated as independent officers as provided for by the aforementioned exchange.
 8. The Company announced in August and November 2019 that inappropriate matters had arising with regard to quality control in certain products manufactured and sold by the Company and its subsidiaries including modification of measured values, forgery, and sorting issues. Minoru Furukawa and Michihiko Ota were not aware of this matter until they received a report from the Company. However, they had been calling regularly for care to be taken by giving proposals from a compliance perspective and so forth. Once this matter had come to light, they called strongly for an understanding of the facts, identification of causes, and thorough strengthening of governance and compliance systems. They also offered proposals to prevent recurrences within the Group and took other measures required of outside Directors.

Proposal No. 4: Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one substitute Audit & Supervisory Board Member, in preparation for a case where the number of the Company’s Audit & Supervisory Board Members falls short of the number required by laws and regulations.

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

The candidate for substitute 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
Jiro Kobayashi (June 4, 1945) <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>	Apr. 1974 Registered as attorney at law (incumbent) [Significant concurrent positions outside the Company] President of Kobayashi Law Office	200

[Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member]
 Jiro Kobayashi has a wealth of legal knowledge he has built up as an attorney at law over many years. Mr. Kobayashi does not have experience in corporate management, but he has sufficient knowledge including his thorough knowledge of corporate legal affairs as an attorney.
 The Company has nominated him as a candidate because it expects him to perform the duties of an outside Audit & Supervisory Board Member appropriately by leveraging his knowledge and experience.

- Notes:
1. All of the Company’s shares owned by the candidate are common shares.
 2. There are no special interests between the candidate and the Company.
 3. Jiro Kobayashi is a candidate for substitute outside Audit & Supervisory Board Member. He satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc.
 4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company will enter into a limited liability agreement with Jiro Kobayashi to limit the liability for damages under Article 423, paragraph 1 of the Act in the event he assumes the office of outside Audit & Supervisory Board Member. The maximum liability amount under the said agreement shall be an amount provided for by Article 425, paragraph 1 of the Companies Act.