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(Stock Exchange Code 7705)  
June 6, 2022

**To Shareholders with Voting Rights:**

Yoshihiro Nagami  
President  
GL Sciences Inc.  
6-22-1 Nishi-Shinjuku, Shinjuku-ku,  
Tokyo

NOTICE OF  
THE 55th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We are pleased to inform you that the 55th Annual General Meeting of Shareholders of GL Sciences Inc. (the “Company”) will be held for the purposes as described below.

This year again, as we consider the prevention of the spread of COVID-19 and the safety of our shareholders as top priorities, we kindly ask you to exercise your voting rights in writing as much as possible. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it by mail so that it arrives at the Company no later than 5:15 p.m. Japan time on Wednesday, June 22, 2022.

- 1. Date and Time:** Thursday, June 23, 2022 at 10:30 a.m. Japan time  
(Reception starts at 9:50 a.m.)
- 2. Place:** Bellesalle Shinjuku Grand, Conference Center  
5F, Sumitomo Fudosan Shinjuku Grand Tower  
8-17-1, Nishi-shinjuku, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 55th Fiscal Year (April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 55th Fiscal Year (April 1, 2021 to March 31, 2022)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendments to the Articles of Incorporation
    - Proposal 3:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)
    - Proposal 4:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.  
You can also exercise your voting rights in advance by mailing your Voting Rights Exercise Form. This year again, please use this method as much as possible.
  - ◎ Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website (<https://www.gls.co.jp/>).
  - ◎ Of the documents to be provided, the matters listed below are posted on the Company's website ([https://www.gls.co.jp](https://www.gls.co.jp/)) in accordance with the provisions of laws and regulations as well as Article 14 of the Company's Articles of Incorporation and therefore are not provided in the Appendix to this Notice of Convocation.
    - 1) Consolidated Statement of Changes in Equity
    - 2) Notes to Consolidated Financial Statements
    - 3) Non-consolidated Statement of Changes in Equity
    - 4) Notes to Non-consolidated Financial StatementsThe above-mentioned documents are part of the documents audited by the Audit and Supervisory Committee in preparing the Audit Report and by the Accounting Auditor in preparing the Accounting Audit Report.
  - ◎ We will neither hold a reception for shareholders nor distribute souvenirs. We appreciate the understanding of our shareholders.

## Notice Regarding Measures against COVID-19

<To shareholders attending the meeting>

- ◎ In terms of infection prevention, we will not hold the briefing session of the Overview of this Year's Plan we previously held.
- ◎ We would like to ask all attending shareholders to check the status of the epidemic situation of COVID-19 and their health condition as of the date of the Annual General Meeting of Shareholders, give attention to infection prevention, and come to the venue.
- ◎ In order to prevent the spread of infectious diseases including COVID-19, all attending shareholders will have their temperatures measured at the reception of the Annual General Meeting of Shareholders. If you have a body temperature of 37.5 degrees Celsius or higher at the temperature check, or if you appear to be unwell, we are afraid we may not accept your entrance to the venue.
- ◎ We would like to ask all attending shareholders to wear masks even if they have already been vaccinated against COVID-19 and cooperate with sanitizing their hands using alcohol sanitizers set at the venue. If you fail to cooperate with these measures, we may not accept your entrance to the venue.
- ◎ Employees engaged in the operation of the Annual General Meeting of Shareholders will check their physical condition in advance and take measures such as wearing masks to prevent the spread of infectious diseases.

Should there be any major change in the operation of the Annual General Meeting of Shareholders due to future circumstances, information will be posted on the following website.  
[https://www.gls.co.jp/company/ir/shareholder\\_meeting.html](https://www.gls.co.jp/company/ir/shareholder_meeting.html)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company has been working to increase its internal reserves to achieve business growth and strengthen the management foundation in a dramatically changing business environment. In this context, our basic policy is to maintain stable dividends from a long-term perspective in order to meet the trust of shareholders.

In addition, the consolidated business results for the fiscal year ended March 31, 2022 achieved record highs in both sales and profits. Considering the above policy, the business results and the dividend payout ratio comprehensively, it is proposed that the year-end dividend for the fiscal year ended March 31, 2022 be paid as follows.

#### 1. Matters concerning year-end dividends

##### (1) Type of dividend property

Cash

##### (2) Matters related to the allotment of dividend property to shareholders and the total amount thereof

50 yen per share of common stock of the Company

Total amount: 512,988,800 yen

(Ordinary dividend of 45 yen and special dividend of 5 yen)

##### (3) Effective date of distribution of surplus

June 24, 2022

#### 2. Other matters concerning appropriation of surplus

Not applicable

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 14, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 14, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 14 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Underline indicates amended portions.)

Current Articles of Incorporation	Proposed Amendment
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u>  <u>Article 14 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision, Etc.)</u>  <u>Article 14 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u>  <u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>(Newly established)</p>	<p><u>(Supplementary provisions)</u>  <u>1. The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the establishment of the proposed Article 14 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u>  <u>2. Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from the Effective Date.</u>  <u>3. These supplementary provisions shall be deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 3:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The Audit and Supervisory Committee comprehensively reviewed the status of execution of duties, performance, and other matters during the fiscal year under review for each of the candidates. As a result, it judged that the candidates are suitable for serving as the Company's Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshihiro Nagami (August 12, 1959)  [Reappointment]	<p>April 1982      Joined the Company</p> <p>April 2006      Manager, Sales Section 2, Osaka Branch Office</p> <p>April 2007      Manager attached to Sales Division</p> <p>October 2007    Seconded overseas; Executive Vice President, SHIMADZU-GL SCIENCES (SHANGHAI) LABORATORY SUPPLIES CO., LTD.</p> <p>July 2012      Operating Officer, in charge of overseas, the Company</p> <p>October 2012    Operating Officer; Deputy Executive Senior Manager, Sales Division</p> <p>April 2013      Operating Officer; Deputy Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office</p> <p>June 2013      Director; Executive Senior Manager, Sales Division; Chief Manager, Sales Administration Dept.; Chief Manager, Affiliated- Abroad Company Administrative Office</p> <p>July 2013      Director; Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office</p> <p>April 2015      Director; Chief Manager, Management Planning Office, the Company</p> <p>June 2015      Director, GL Solutions Inc.</p> <p>June 2015      President; Chief Manager, Internal Audit Office; Chief Manager, Management Planning Office, the Company</p> <p>July 2015      President; Chief Manager, Internal Audit Office</p> <p>April 2018      President</p> <p>October 2018    President, GL Sciences (Shanghai) Limited (incumbent)</p> <p>June 2019      President; Chief Manager, Management Planning Office, the Company</p> <p>July 2019      President (incumbent)</p> <p>October 2020    Director, AGI Glass Academy Co., Ltd. (incumbent)</p>	30,521 shares
[Reason for nomination as candidate for Director] Mr. Yoshihiro Nagami is responsible for overall management as the Company's President. He has a wealth of knowledge and insight through his experience in domestic and overseas sales. Therefore, the Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.			
[Special interests between the candidate for Director and the Company] None			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Toshio Kurokawa (September 12, 1958)  [Reappointment]	April 1981	Joined the Company	36,102 shares
		April 2005	Deputy Manager, Kita kanto Sales Office	
		November 2005	Manager, Kita kanto Sales Office	
December 2011	Chief Manager, Management Planning Office			
July 2012	Operating Officer; Chief Manager, Management Planning Office			
April 2013	Director, GL Solutions Inc.			
June 2013	Director; Chief Manager, Management Planning Office, the Company			
April 2015	Director; Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office			
April 2016 October 2018	Director; Executive Senior Manager, Sales Division (incumbent) Director, GL Sciences (Shanghai) Limited (incumbent)			
[Reason for nomination as candidate for Director] Mr. Toshio Kurokawa is thoroughly conversant with the market through his many years of experience in domestic sales. He also has in-depth knowledge and insight about the Company's overall management through his experience as Chief Manager of Management Planning Office and Affiliated-Abroad Company Administrative Office. Currently, as the person responsible for the sales sector, he is spearheading the Company's management. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.				
[Special interests between the candidate for Director and the Company] None				
3	Takao Tamura (January 1, 1958)  [Reappointment]	December 1981	Joined the Company	28,165 shares
		April 2005	Manager, Customer Support	
		October 2006	Manager, LC Section, Customer Support	
April 2012	Chief Manager, Instruments R&D Dept.; Manager, Instruments R&D Section, General Technical Division			
July 2013	Operating Officer; Chief Manager, Instruments R&D Dept.			
April 2015	Operating Officer; Chief Manager, Customer Support; Manager, LC Section			
April 2017	Operating Officer; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support, the Company			
June 2017	Director, FL Holdings Co., Ltd. Director, FLOM, Inc. (incumbent)			
April 2019	Director; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support Director; Executive Senior Manager, General Technical Division (incumbent)			
[Reason for nomination as candidate for Director] Mr. Takao Tamura has many years of experience in customer support sections as well as in the R&D sector. He has in-depth knowledge and experience concerning the Company's products and the needs of both the developers and users. Currently, as the person responsible for the technical sector, he is spearheading the Company's management. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.				
[Special interests between the candidate for Director and the Company] None				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company	
4	Osamu Serizawa (May 25, 1960) [Reappointment]	April 1983 May 2009 September 2011 June 2013 June 2014 April 2017 June 2018 October 2018	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) General Manager, Kanda-Ekimaie Branch General Manager, On-site Credit Supervision Office, Credit Division Audit & Supervisory Board Member, SEIKAGAKU CORPORATION Director; General Manager, Business Administration Dept., SEIKAGAKU CORPORATION Advisor to Administrative Division, the Company Director; Executive Senior Manager, Administrative Division (incumbent) Director, GL Sciences (Shanghai) Limited (incumbent)	2,151 shares
		[Reason for nomination as candidate for Director] Mr. Osamu Serizawa worked at listed companies, including a financial institution. He has abundant managerial experience and a wealth of knowledge and experience concerning financial and administrative aspects. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.		
		[Special interests between the candidate for Director and the Company] None		
5	Yoshitaka Honda (August 29, 1963) [Reappointment]	April 1986 April 2010 January 2012 April 2014 July 2015 April 2017 July 2018 June 2020 April 2021 June 2021 July 2021	Joined the Company Manager, Chemical Section 1 Manager, Marketing Section Manager, Technical Marketing Section Chief Manager, Marketing and Sales Promotion Dept. Chief Manager, Manufacturing Dept. 3 Operating Officer; Chief Manager, Manufacturing Dept. 3 Operating Officer; Manager, Fukushima factory; Chief Manager, Manufacturing Dept. 3 Operating Officer; Manager, Fukushima Factory; Chief Manager, Security Trade Control Office; Chief Manager, Manufacturing Dept. 3 Director; Executive Senior Manager; Production Division; Manager, Fukushima Factory; Chief Manager, Security Trade Control Office; Chief Manager, Manufacturing Dept.3 Director; Executive Senior Manager, Production Division (incumbent)	13,930 shares
		[Reason for nomination as candidate for Director] Mr. Yoshitaka Honda has experience in manufacturing and marketing sections. He has in-depth knowledge and experience concerning the Company's products and the user needs. Currently, he is responsible for the Production Division. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.		
		[Special interests between the candidate for Director and the Company] None		

(Notes)

1. The number of shares of the Company held by candidates for Directors is as of March 31, 2022 and includes the number of shares held in the name of the Company's Director Shareholding Association.
2. The Company has entered into a directors and officers liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement shall cover compensation for damages, including litigation expenses to be borne by Directors resulting from their duties. Each candidate has already been insured by the said insurance agreement and will continue to be insured after their reelection. Also, the said insurance contract will be renewed in October 2022.



(Reference) Skill Matrix of the Board of Directors

The Company structures the Board of Directors based on the idea of ensuring diversity and balance with a focus on Directors' knowledge, experience, ability, as well as gender and internationality.

If Proposal 3 is approved as originally proposed at this Annual General Meeting of Shareholders, the expertise and experience of each Director will be shown as follows.

Name	Positions/ Responsibilities at the Company	Corporate management	ESG SDGs	International business	Industry knowledge and insight/ Marketing	R&D/ Industrial engineering	Finance & accounting/ HR/ Legal affairs	Compliance/ Risk management
Yoshihiro Nagami	President	●		●	●			
Toshio Kurokawa	Director; Executive Senior Manager, Sales Division		●		●			
Takao Tamura	Director; Executive Senior Manager, General Technical Division				●	●		
Osamu Serizawa	Director; Executive Senior Manager, Administrative Division	●					●	
Yoshitaka Honda	Director; Executive Senior Manager, Production Division				●	●		
Shoji Takaoka	Director; Audit and Supervisory Committee Member (Outside Director)	●					●	●
Kazuaki Kagohara	Director; Audit and Supervisory Committee Member (Outside Director)						●	●
Yumiko Nagasawa	Director; Audit and Supervisory Committee Member (Outside Director)		●					●

\* The above table shows major areas in which Directors will be able to demonstrate their ability based on each person's experience and responsibilities and therefore does not represent all of the expertise and experience they possess.

**Proposal 4:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

In order to ensure that the number of incumbent Audit and Supervisory Committee Members does not fall below that required by laws and regulations, the election of one (1) substitute Director who is an Audit and Supervisory Committee Member is proposed.

The effectiveness of the election in this Proposal may be cancelled by a resolution of the Board of Directors, only before the candidate assumes the position of Director who is an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Hideki Yamamoto August 25, 1958  [Outside]	April 1984 Assistant, Faculty of Engineering, Kansai University April 1996 Assistant Professor, Faculty of Engineering April 2004 Professor, Faculty of Engineering April 2007 Professor, Faculty of Environmental and Urban Engineering (incumbent) October 2008 Director, Admissions Center October 2016 Dean, Faculty of Environmental and Urban Engineering October 2016 Dean, Graduate School of Science and Engineering October 2016 Director, Kansai University October 2020 Vice President, Kansai University (incumbent)	– shares
[Reason for nomination as candidate for substitute Audit and Supervisory Committee Member (candidate for Outside Director) and expected roles] With extensive knowledge of main business of the Company, involvement in school management as director and Vice President, and wide range of experience including as a member of committees related to governmental agencies, chairperson of committees composed of external experts, and an advisor to private corporations, Mr. Hideki Yamamoto will provide management supervision and advice from a neutral and objective perspective. The Company judges that he will contribute to the sustainable growth of the Company, and thus nominates him as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.		
[Special interests between the candidate for Director and the Company] None		

(Notes)

- Mr. Hideki Yamamoto is a candidate for substitute Audit and Supervisory Committee Member (candidate for Outside Director).
- If Mr. Hideki Yamamoto assumes the position of Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him in accordance with the Company's Articles of Incorporation to limit his liability to the amount stipulated by laws and regulations.
- If Mr. Hideki Yamamoto assumes the position of Audit and Supervisory Committee Member, the Company intends to submit him as an independent director to the Tokyo Stock Exchange. Although the Company recorded sales to Kansai University at which he assumes office as Vice President and Head of collaborative research between the Company and the University, the Company judges that he is independent, since the amount of sales and expenses of collaborative research (shouldered by the Company) combined is marginal at less than 0.1% of the consolidated sales of the Company.
- The Company has entered into a directors and officers liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement shall cover compensation for damages, including litigation expenses to be borne by Directors who are Audit and Supervisory Committee Members resulting from their duties. If Mr. Hideki Yamamoto assumes office as an Outside Director who are Audit and Supervisory Committee Member, he will be included in the insured.