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Stock Exchange Code 7561

June 5, 2026

(Start of Electronic Provision Measures May 29, 2026)

To the Shareholders

Tatsuya Aoki, Chief Executive Officer

**HURXLEY CORPORATION**

3-10 Tsuruno-cho, Kita-ku, Osaka City

### **Notice of Annual General Meeting of Shareholders for the 48th Fiscal Year Ended March 31, 2026**

We would like to extend our sincere gratitude for your support and business with us.

We hereby notify you that the 48th Annual Shareholders' Meeting for the fiscal year ended March 2026 will be held as follows. In connection with convening this Shareholders' Meeting, electronic provision measures have been taken for information that constitutes the content of the Reference Materials for the Shareholders' Meeting, etc. (matters subject to electronic provision measures), which is posted on the Company's website. Please access the following website to confirm the information.

- Company Website [https://www.hurxley.co.jp/ir\\_information/kessan/](https://www.hurxley.co.jp/ir_information/kessan/)

(Please access the Company's website above and select "Notice of Convocation.")

In addition, the matters subject to electronic provision measures are also posted on the website of the Tokyo Stock Exchange (TSE), as well as the Company's website. Please confirm via the following.

- Tokyo Stock Exchange Website (TSE Listed Company Information Service)

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

(Please access the TSE website above, enter "Hurxley" in the "Stock Name (Company Name)" field or "7561" in the "Code" field and search, then select "Basic Information" and "Documents for Public Inspection/PR Information" in order, and confirm from the "Notice of Convocation of Shareholders' Meeting/Shareholders' Meeting Materials" column in "Documents for Public Inspection.") )

For advance exercise of voting rights via the Internet or in writing, please review the Reference Materials for the Shareholders' Meeting and exercise your voting rights by 5:30 p.m. on Friday, June 19, 2026.

If you exercise your voting rights in writing, please indicate your approval or disapproval of the proposals on the voting form and return it so that it arrives by the deadline stated above.

For exercising voting rights via the Internet, please refer to "Procedures for Exercising Voting Rights via the Internet" on pages 3 to 4. The Company participates in the Electronic Voting Platform for Institutional Investors operated by Investor Communications Japan, Inc. (ICJ).

Best regards,

## Notation

- 1. Date and Time** Monday, June 22, 2026 at 10:00 a.m.  
**2. Location** 19-19 Chayamachi, Kita-ku, Osaka-shi, Osaka  
Hotel Hankyu International 6th Floor, Zuicho

### 3. Purpose of the Meeting

#### Matters to Be Reported

1. Report on the particulars of the Business Report for the 48th fiscal year (from April 1, 2025 to March 31, 2026), the content of the consolidated financial statements, and the audit results of the consolidated financial statements by the Accounting Auditor and the Board of Corporate Auditors
2. Report on the content of the financial statements for the 48th fiscal year (from April 1, 2025 to March 31, 2026)

#### Matters to be resolved

- proposal 1** Appropriation of Surplus  
**proposal 2** Partial Amendments to the Articles of Incorporation  
**proposal 3** Election of Six Directors  
**proposal 4** Election of One Corporate Auditor  
**proposal 5** Election of One Substitute Corporate Auditor

### 4. Matters Determined for Convocation (Information on Exercising Voting Rights)

- (1) For this Shareholders' Meeting, documents containing matters subject to electronic provision measures will be sent uniformly to all shareholders regardless of whether a request for delivery of documents in writing has been made. However, based on laws and regulations and the provisions of the Company's Articles of Incorporation, the following matters among the matters subject to electronic provision measures are not included in the documents to be sent.

- ① Matters relating to stock acquisition rights, etc.
- ② Status of the Accounting Auditor
- ③ Systems to ensure the appropriateness of operations and the status of operation of such systems
- ④ Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements in the consolidated financial statements
- ⑤ Balance Sheet, Statement of Income, Statement of Changes in Net Assets, and Notes to Financial Statements in the financial statements
- ⑥ Copy of the Accounting Audit Report on the Consolidated Financial Statements
- ⑦ Copy of the Accounting Audit Report on the Financial Statements
- ⑧ Board of Corporate Auditors' Report (copy)

The Corporate Auditors and the Accounting Auditor have audited the documents subject to audit, including the matters stated above.

- (2) If no indication of approval or disapproval is shown on the voting form when voting rights are exercised in writing, it will be treated as an indication of approval.
- (3) In the event that voting rights are exercised both via the Internet and in writing, the vote cast via the Internet shall be treated as the valid vote, regardless of the date and time of arrival.
- (4) In the event that voting rights are exercised multiple times via the Internet, the last vote cast shall be treated as the valid vote.

Or more

◎If you attend the meeting in person, please submit the enclosed voting form to the reception desk at the venue.

We kindly ask for your support.

◎If any modification is made to the matters subject to electronic provision measures, such modification, the matters before modification, and the matters after modification will be posted on each website on the Internet indicated on page 1.

We will publish the details, including the items before and after the correction.

◎If there are any significant changes to the operation of the Shareholders' Meeting, such as a change of venue, such information will be posted on the Company's website (<https://www.hurxley.co.jp/>). Please check periodically.

<p>There will be no distribution of gifts to shareholders attending the Shareholders' Meeting. We appreciate your understanding.</p>
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<Procedures for Exercising Voting Rights via the Internet>

If you exercise your voting rights via the Internet, please confirm the following matters before doing so.

If you attend the meeting in person, neither the mailing of the voting form nor the exercise of voting rights via the Internet is necessary.

#### Details

##### 1. About the Voting Rights Exercise Website

- (1) Online voting is possible only by accessing the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) from a personal computer or smartphone. (However, the service will be suspended daily from 2:30 a.m. to 4:30 a.m.)
- (2) Depending on your Internet usage environment, such as when using a firewall for Internet connection, when antivirus software is configured, when using a proxy server, or when TLS encrypted communication is not specified, the service may not be available.
- (3) Online voting will be accepted until 5:30 p.m. on Friday, June 19, 2026. However, please exercise your voting rights early, and if you have any questions, please contact the Help Desk.

## 2. About the Method of Exercising Voting Rights via the Internet

### (1) By Personal Computer

- Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>), enter the "Login ID" and "Temporary Password" provided on the voting form, and indicate your approval or disapproval by following the instructions displayed on the screen.
- To prevent unauthorized access ("spoofing") by third parties other than shareholders and falsification of voting content, the "Temporary Password" can be changed to a password of your choice on the voting rights exercise website.
- A new "Login ID" and "Temporary Password" will be provided each time a Shareholders' Meeting is convened.

### (2) By Smartphone

- By scanning the "Login QR Code" printed on the voting form with your smartphone, you can automatically connect to the voting rights exercise website and exercise your voting rights.

(Entry of the "Login ID" and "Temporary Password" is not required.)

- Depending on your smartphone model, login via QR code may not be possible. If login via QR code is not possible, please exercise your voting rights using the method described in 2. (1) By Personal Computer above.

\*QR Code is a registered trademark of DENSO WAVE INCORPORATED.

## 3. About Costs Incurred When Accessing the Voting Rights Exercise Website

Costs incurred when accessing the voting rights exercise website (Internet connection fees, etc.) shall be borne by the shareholder.

Or more

<p style="text-align: center;">Inquiries Regarding the System Mitsubishi UFJ Trust and Banking Corporation, Securities Agent Department (Help Desk) Phone: 0120-173-027 (Hours: 9:00-21:00, toll-free)</p>
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## Reference Documents for Shareholders Meetings

propositions to be voted on and reference matters

### **Proposition No. 1: Appropriation of Surplus**

As announced in the "Notice Regarding Change in Dividend Policy" dated June 3, 2024, our basic policy is to continue stable dividends. While allocating profits to growth investments for the future, we aim to increase cash dividends in line with the growth in "net income per share" to more clearly demonstrate our commitment to returning profits to shareholders, targeting dividend increases that do not fall below the previous year's level.

Matters relating to year-end dividend

With respect to the year-end dividend for the fiscal year ended March 2026 (48th fiscal year), taking into consideration the business results of the current fiscal year and future business developments, we would like to propose as follows.

1. Type of assets to be distributed

The amount will be in cash.

2. Matters related to the allocation of the property for distribution to the shareholders, and the aggregate amount of the dividend

We would like to propose 14 yen per share of common stock of the Company.

In this case, the total amount of dividends will be 259,094,276 yen.

Combined with the interim dividend of 14 yen per share paid in December 2025, the annual dividend per share amounts to 28 yen.

3. The date on which the said distribution of surplus will take effect

We would like to propose June 23, 2026.

(Reference: Annual Dividend per Share)

	Annual dividends per share
Year ended March 31, 2024 (46th fiscal period)	24 yen
Year Ended March 31, 2025 (47th fiscal period)	26
Fiscal year ended March 2026 (48th fiscal year) Year Ended March 31, 2026 (48th fiscal period)	28

**Proposition No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for changes

- (1) With the support of many stakeholders, we have expanded our business domains from the "Ready-made Meals Business" to the "Store Assets & Solutions Business" and "Logistics and Food Processing Business."

With this change of trade name, as a pure holding company, we will be responsible for formulating the Group's management policies and management administration, while each operating company will demonstrate its specialty and deepen agile cooperation to strengthen strategic collaboration across the Group, thereby building a solid management foundation and striving for further acceleration of growth and enhancement of corporate value.

Therefore, we propose to amend Article 1 (Trade Name) of the current Articles of Incorporation, and to set the effective date of this amendment to the Articles of Incorporation as July 1, 2026 by establishing a supplementary provision, which shall be deleted after the effective date has passed.

- (2) With respect to the business purposes set forth in Article 2 (Objectives) of the current Articles of Incorporation, taking into account the current situation and future business developments, we propose to add business purposes.

2. Content of changes

The content of the amendment is as follows. (The underlined portions indicate the changes.)

Current articles of incorporation	Proposed change
<p>(Name) Article 1 The Company shall be called Kabushiki Kaisha HURXLEY, and in English, HURXLEY CORPORATION.</p> <p>(Newly established)</p>	<p>(Name) Article 1 The Company shall be called Kabushiki Kaisha HURXLEY Holdings, and in English, HURXLEY HOLDINGS CORPORATION.</p> <p><u>(Supplementary Provision)</u> <u>The amendment to Article 1 (Trade Name) of the Articles of Incorporation shall take effect from July 1, 2026. This supplementary provision shall be deleted after the effective date of the amendment to Article 1 of the Articles of Incorporation has passed.</u></p>

Current articles of incorporation	Proposed change
<p>(Objectives)  Article 2 (text omitted)  1.~13. (text omitted)  14. Real estate sales, brokerage, leasing and management   15. - 71. (text omitted)  (Newly established)   (Newly established)  (Newly established)   (Newly established)   (Newly established)  (Newly established)  (Newly established)  (Newly established)   <u>72 - 73. (text omitted)</u></p>	<p>(Objectives)  Article 2 (No change)  1.~13. (No change)  14. Real estate sales, <u>exchange, leasing and brokerage,</u>  <u>as well as ownership, management and utilization</u>  15. - 71. (No change)  <u>72. Production, processing, sale,</u>  import and export of vegetables, fruits and grains  <u>73. Production, sale, import and export of agricultural materials</u>  <u>74. Operation of directly managed stores through</u>  Business Manager  <u>75. Recruitment of franchise chain stores and</u>  guidance services for franchise stores  <u>76. Business agent for collection and payment services</u>  <u>77. Operation of parking lots, sales of public and private bus</u>  <u>coupon tickets</u>  <u>78. Operation of shops at various events</u>  <u>79. Buying, selling, exchange, consignment</u>  sales, sales using the Internet, import and export  of secondhand goods based on the Secondhand Goods  Business Act and related operations  <u>80 - 81. (No change)</u></p>

**Proposition No. 3: Election of Six Directors**

The terms of office of all the current Directors (6 persons) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose the election of six Directors, including two Outside Directors (five reappointed and one newly appointed).

The candidates for Directors are as follows.

Candidate Number	Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Number of Shares of the Company Owned
1	Tatsuya Aoki (Born June 4, 1952)	<p>Mar. 1980 Founded the Company, Representative Director and President            Nov. 1997 Representative Director and President of Asahi Toyo Corp. (to present)            Jul. 2011 Representative Director and Chairperson            Mar. 2016 Representative Director and Chairman of Tenpo Ryutsu Net, Inc.            Apr. 2019 Representative Director and Chairman of the Company            Oct. 2019 Director of TRN Investment Management, Inc.            Nov. 2020 Director of TRN Capital Management Co., Ltd.            Feb. 2021 Director and Advisor of First Mate Corp. (to present)            Sep. 2021 Representative Director and Advisor of Hokka Hokka Tei Souhombu Corp.            Feb. 2022 Representative Director and Chairman of Kagoshima Food Service Corp. . (to present)            Apr. 2022 Representative Director, Chairman and President of the Company (to present)            Director of TRN City Partners Co., Ltd.            Director of Annie, Inc. (to present)            Nov. 2022 Director of Inaba Peanuts Co., Ltd. (to present)            Director of Yagai Foods Co., Ltd. (to present)            Director of i-Factory Co., Ltd. (to present)            Apr. 2023 Representative Director and Advisor of Tenpo Ryutsu Net, Inc.            Jun. 2023 Director and Advisor of Ajikoubou Suisen Corp. (to present)            Mar. 2024 Director and Advisor of ASAHI L&amp;C Corp. (to present)            Apr. 2024 Representative Director, Chairman and President of Hokka Hokka Tei Souhombu Corp. (to present)            Dec. 2024 Director of Hosoya Corporation Co., Ltd. (to present)            May. 2025 Representative Director, Chairman and President of Tenpo Ryutsu Net, Inc.            Kagoshima Food Service Corp. . (to present)            Representative Director and President of TRN City Partners, Inc.            Kagoshima Food Service Corp. . (to present)            Director of TRN Investment Management, Inc.            President &amp; chief executive officer, present position            Director of TRN Global Career, Inc. (to present)</p> <p>(Significant concurrent positions)            Representative Director, Chairman and President of Hokka Hokka Tei Souhombu Corp.            Representative Director, Chairman and President of Tenpo Ryutsu Net, Inc.            Representative Director and President of TRN City Partners Co., Ltd.            Representative Director and President of TRN Investment Management, Inc.</p>	408,060 shares

Candidate Number	Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Number of Shares of the Company Owned
2	Tadao Sawada (Born September 25, 1958)	<p>May. 2004 Joined the Company</p> <p>Jun. 2007 Director of Asahi Logistics Co., Ltd. (currently ASAHI L&amp;C Corp.)</p> <p>Apr. 2008 Managing Director of the same company</p> <p>Jun. 2008 Director of the Company (to present)</p> <p>Jul. 2011 Representative Director and President</p> <p>Dec. 2018 Director of Kagoshima Food Service Corp. (to present)</p> <p>Jan. 2021 Director of Asahi Toyo Corp. (to present)</p> <p>Apr. 2022 Representative Director, Chairman and President of ASAHI L&amp;C Corp.</p> <p>Apr. 2024 Representative Director and Chairman of the same company (to present)</p> <p>(Significant concurrent positions) Representative Director and Chairman of ASAHI L&amp;C Corp.</p>	23,178 shares

Candidate Number	Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Number of Shares of the Company Owned
3	Haruhiko Mizuno (Born January 8, 1971)	<p>Apr. 1993 Joined Chiyoda Mutual Life Insurance Company (currently Gibraltar Life Insurance Co., Ltd.)</p> <p>Apr. 2000 Joined RECOF Corporation</p> <p>Aug. 2021 Joined groove agent Co., Ltd.</p> <p>Sep. 2021 Director and CFO of the same company</p> <p>Feb. 2023 Joined the Company, General Manager of Business Development Division</p> <p>Apr. 2023 Executive Officer, General Manager of Business Development Division of the Company</p> <p>Aug. 2023 Director of Inaba Peanuts Co., Ltd. (to present)</p> <p>Apr. 2024 Executive Officer, General Manager of Corporate Planning Division of the Company Director of Tenpo Ryutsu Net, Inc. (to present)</p> <p>Jun. 2024 Senior Executive Officer, General Manager of Corporate Planning Division of the Company</p> <p>Dec. 2024 Director of Hosoya Corporation Co., Ltd. (to present) Director of Annie, Inc. (to present)</p> <p>Apr. 2025 Director of Ajikoubou Suisen Corp. (to present)</p> <p>Jun. 2025 Director, General Manager of Corporate Planning Division of the Company (to present) Director of Yagai Foods Co., Ltd. (to present)</p> <p>May. 2026 Director of J-Leaf Co., Ltd. (to present) Auditor of First Mate Corp. (to present)</p> <p>(Significant concurrent positions)</p> <p>Director of Tenpo Ryutsu Net, Inc.</p> <p>Director of Inaba Peanuts Co., Ltd.</p> <p>Director of Hosoya Corporation Co., Ltd.</p> <p>Director of Annie, Inc.</p> <p>Director of Ajikoubou Suisen Corp.</p> <p>Director of Yagai Foods Co., Ltd.</p> <p>Director of J-Leaf Co., Ltd.</p> <p>Auditor of First Mate Corp.</p>	393 shares

Candidate Number	Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Number of Shares of the Company Owned
4	Abe Toyoaki (Born February 14, 1973)	<p>Apr. 1995 Joined Ministop Co., Ltd.</p> <p>Mar. 2008 General Manager, Sales Department, Ministop DELI Business Division of the company</p> <p>Mar. 2016 Managing Director in charge of Administration, Ministop KOREA Co., Ltd.</p> <p>Nov. 2019 General Manager of Cost, Revenue and Business Structure Reform Project, Ministop Co., Ltd.</p> <p>Mar. 2020 Administrative Chief, FC Support Division of the company</p> <p>May. 2020 Director of the company</p> <p>Feb. 2021 Director in charge of Sales Development of the company</p> <p>Feb. 2022 Director in charge of Sales Development and Administrative Chief, Administrative Chief(Minister)</p> <p>May. 2022 Director in charge of Sales Development of the company</p> <p>Jun. 2024 Joined the Company, Director-General, Group Support Office, Corporate Planning Department</p> <p>Oct. 2024 Executive Officer, Director-General, Group Support Office, Director-General Director of Tenpo Ryutsu Net, Inc. (to present) Director, First Mate Corp. (to present)</p> <p>Dec. 2024 Director of HOSOYA CORPORATION.CO.,LTD. (to present) Director of Annie,Inc. (to present)</p> <p>Apr. 2025 Company Auditor, Ajikoubou Suisen Corp. (to present)</p> <p>May. 2025 Director of TRN Capital Management Co., Ltd.</p> <p>Jun. 2025 Director, Director-General, Group Support Office, Corporate Planning Department of the Company (to present) Company Auditor, Yagaishokuhin Co.,Ltd. (to present)</p> <p>Mar. 2026 Director of J Leaf Corporation. (to present)</p> <p>(Significant concurrent positions) Director of Tenpo Ryutsu Net, Inc. Director of HOSOYA CORPORATION.CO.,LTD. Director, First Mate Corp. Director of Annie,Inc. Company Auditor, Ajikoubou Suisen Corp. Company Auditor, Yagaishokuhin Co.,Ltd. Director of J Leaf Corporation.</p>	231 shares

Candidate Number	Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Number of Shares of the Company Owned
5	Fumi Michihata (Born April 1, 1961)	<p>Apr. 1987 Joined Restaurant Seibu Co., Ltd. (currently Compass Group Japan Co., Ltd.)</p> <p>Jul. 1991 Started business format development business for restaurant and prepared food industries, and Marketing Business for food and agricultural products</p> <p>Jul. 1994 Director, Kasa Creative Net Inc.</p> <p>Apr. 2009 Full-time Lecturer, Faculty of Regional Development Studies, Toyo University</p> <p>Jun. 2011 Home Meal Meister Qualification Commissioner, Japan Ready-made Meal Association</p> <p>Jul. 2012 Committee Member, Intermediate Support Function Development Measures Review Committee, Fisheries Agency Production Area Council</p> <p>Apr. 2015 Technical Intern Training Program Prepared Food Manufacturing Skills Evaluation Committee Commissioner</p> <p>Apr. 2016 Part-time Lecturer, Faculty of Regional Development Studies, Toyo University</p> <p>May. 2017 Representative Director, Global Product Explorer Japan Inc. (currently Foodbiz-net Inc.) (to present)</p> <p>Jun. 2018 Director of the Company (to present) (Significant concurrent positions) Representative Director, Foodbiz-net Inc.</p>	4,936 shares
6	Seizo Shimizu (Born December 17, 1954) [Newly elected]	<p>Apr. 1973 Joined Kewpie Corporation</p> <p>Apr. 1998 Manager, Yokohama Branch of the company</p> <p>Apr. 2001 General Manager, Tokyo Commercial Use Department of the company</p> <p>Apr. 2010 Representative Director and President, Kewpie Jozo Co., Ltd.</p> <p>Apr. 2013 Executive Officer, Administrative Chief, Food Service Division, Kewpie Corporation</p> <p>Apr. 2018 Joined Japan Ready-made Meal Association</p> <p>Apr. 2019 Managing Director of the Association</p> <p>Apr. 2020 Senior Managing Director of the Association (Significant concurrent positions) None</p>	- shares

- (Note) 1. The reason for selecting Tatsuya Aoki as a candidate for Director is that he is the founder of the Company, and based on his extensive experience, he is expected to realize group strategies aimed at business growth and performance improvement, as well as to provide appropriate supervision of the entire group.
2. The reason for nominating Mr. Tadao Sawada as a candidate for the Board of Directors is that, based on his extensive experience as a corporate executive over many years, we expect him to implement business strategies in his area of responsibility to drive business growth and improve performance, while also providing appropriate oversight of the entire Group and the businesses under his purview.
3. The reason for selecting Haruhiko Mizuno as a candidate for Director is that as General Manager of the Corporate Planning Department, he has been responsible for M&A-related operations in particular, and possesses extensive experience and broad knowledge in this area. It was determined that he can be expected to play an appropriate role in enhancing corporate value through the expansion of business areas (portfolio) via growth investments, which is set forth as a medium-term management goal of our group.
4. The reason for selecting Toyoaki Abe as a candidate for Director is that he possesses extensive experience and knowledge regarding business execution in the distribution industry, has served as a director of listed companies, and since joining the Company, has been responsible for establishing governance at group companies and promoting growth strategies. It was determined that he can be expected to play an appropriate role in the sustainable growth of our group.
5. Fumi Michihata, a candidate for Director, is a candidate for Outside Director.  
The reason for selecting Fumi Michihata as a candidate for Outside Director is that she possesses extensive experience and insight in food-related businesses over many years, and we believe she will fulfill a sufficient role as an Outside Director in making decisions on important matters of the Company's management and supervising business execution. Furthermore, if she is elected, she is expected to be involved in the selection of candidates for officers of the Company and the determination of officer compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee. She is the Representative Director of Foodbiz-net Inc., but there are no significant transactions or other relationships between the Company and Foodbiz-net Inc. She meets the requirements for an

independent officer that Tokyo Stock Exchange, Inc. mandates to be secured for the protection of general shareholders, and has been registered as an independent officer as stipulated in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

The term of office of Fumi Michihata as an Outside Director will be 8 years at the closing of this Annual General Meeting of Shareholders.

6. The legal name on the family register of Fumi Michihata, a candidate for Director, is Fumi Kasamoto.

7. Seizo Shimizu, a candidate for Director, is a candidate for Outside Director.

The reason for selecting Seizo Shimizu as a candidate for Outside Director is that he has served as an executive officer of listed companies in the food products industry and as a representative director of group companies, possessing extensive experience and insight in corporate management. In addition, he has extensive experience and insight from his responsibilities in organizational management and policy implementation as Senior Managing Director of the Japan Ready-made Meal Association. We believe he will fulfill a sufficient role as an Outside Director in making decisions on important matters of the Company's management and supervising business execution. Furthermore, if he is elected, he is expected to be involved in the selection of candidates for officers of the Company and the determination of officer compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee. He meets the requirements for an independent officer that Tokyo Stock Exchange, Inc. mandates to be secured for the protection of general shareholders, and if his election is approved, he will be registered as an independent officer as stipulated in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

8. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act. An overview of the terms of this insurance contract is provided in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "③ Overview of the Directors' and Officers' Liability Insurance Contract." If the appointment of the director candidates is approved, they will be included as insured parties under the policy. Furthermore, the policy is scheduled to be renewed with the same terms upon its next renewal.

9. The Company has entered into a liability limitation agreement with Fumi Michihata, and if her appointment as a director is approved, the Company intends to continue this agreement with her. An overview of the liability limitation agreement with the outside director is provided in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "② Overview of the Liability Limitation Agreement." Furthermore, if the appointment of Mr. Seizo Shimizu as a director is approved, we plan to enter into a similar agreement with him.

10. There is no special interest between the 6 candidates for Directors and the Company.

11. The number of shares of the Company owned by each candidate includes their own portion in the Hurxley Officers' Shareholding Association.

#### **Proposal No. 4: Appointment of 1 Corporate Auditor**

The term of office of Corporate Auditor Yoshio Suzuka will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, we propose the appointment of 1 Corporate Auditor.

This proposal has been approved by the Board of Corporate Auditors.

The candidate for Corporate Auditor is as follows:

Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Own Our number of shares
Yoshio Suzuka (Born October 28, 1952)	Apr. 1975 Joined the National Tax Agency Jul. 1997 Director, Finance Office, Finance Department, West Japan Railway Company Jul. 2001 Professor, Second Education Department, National Tax College Jul. 2003 Director, Maizuru Tax Office Jul. 2008 Director, Osaka Dispatched Supervisory Evaluation Office, Commissioner's Secretariat, National Tax Agency Jul. 2011 Director, Amagasaki Tax Office Jul. 2012 Director-General, Second Taxation Department, Osaka Regional Taxation Bureau Sep. 2013 Opened Suzuka Certified Tax Accountant Office (to present) Jun. 2014 Corporate Auditor of the Company (to present) Jun. 2015 Outside Corporate Auditor, Gunze Limited Aug. 2019 Outside Corporate Auditor, Tatsumi Shokai Co., Ltd. (to present) Jun. 2023 Outside Corporate Auditor, Doshisha Co., Ltd. (to present)  (Significant concurrent positions) Representative, Suzuka Certified Tax Accountant Office Outside Corporate Auditor, Doshisha Co., Ltd. Outside Corporate Auditor, Tatsumi Shokai Co., Ltd.	7,670 shares

(Note) 1. Mr. Yoshio Suzuka is a candidate for Outside Corporate Auditor.

2. The reason for selecting Yoshio Suzuka as a candidate for Outside Corporate Auditor is that after joining the National Tax Agency, he can provide advice and recommendations to the Company's management utilizing his extensive experience and knowledge in national tax administration, including serving as a tax office director, and can supervise from an independent standpoint. Although he has not been involved in the management of a company by any method other than serving as an outside officer, for the reasons stated above, we have determined that he will be able to appropriately perform his duties as an Outside Corporate Auditor of the Company.
3. The term of office of Yoshio Suzuka as a Corporate Auditor of the Company will be 12 years at the closing of this Annual General Meeting of Shareholders.
4. The Company has entered into a directors' and officers' liability insurance policy with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act. An overview of the terms of this insurance policy is provided in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "(3) Overview of the Directors' and Officers' Liability Insurance Policy." If the appointment of the candidate for auditor is approved, he or she will continue to be included as an insured party under this insurance contract. Furthermore, we plan to renew this insurance contract with the same terms and conditions at the time of the next renewal.
5. The Company has entered into a liability limitation agreement with Mr. Yoshio Suzuka, and if his appointment as an auditor is approved, we intend to continue this agreement with him. An overview of the terms of the liability limitation agreement with the auditor is provided in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "(2) Overview of the Terms of the Liability Limitation Agreement."
6. Mr. Yoshio Suzuka meets the requirements for independent directors established by the Tokyo Stock Exchange, Inc. to protect minority shareholders, and has been registered as an independent director pursuant to Article 436-2 of the Tokyo Stock Exchange, Inc. Securities Listing Regulations.
7. There is no relationship of special interest between the candidate and the Company.
8. The number of shares of the Company owned includes the candidate's holdings through the Hurxley Officers' Shareholding Association.

### Proposal No. 5: Election of One Alternate Corporate Auditor

In preparation for the possibility that the number of Corporate Auditors falls below the number required by laws and regulations, shareholders are requested to elect one alternate Corporate Auditor in advance pursuant to Article 329, Paragraph 3 of the Companies Act. This resolution shall remain effective until the commencement of the next Ordinary General Meeting of Shareholders.

This proposal has been approved by the Board of Corporate Auditors.

The candidate for alternate Corporate Auditor is as follows.

Name Date of Birth	Brief History, Our Position and Responsibility (Important Concurrent Positions)	Own Our number of shares
Hiroataka Yamaguchi (Born November 5, 1961)	Apr. 2013 Joined the Company, Manager of Sales Promotion Department Apr. 2019 Manager of Sales Promotion Department Manager of Quality Control Department Deputy Manager of Corporate Planning Department Jan. 2021 Manager of Internal Audit Department (current position) Nov. 2022 Corporate Auditor of Inaba Peanuts Co., Ltd. (current position)  (Significant concurrent positions) Corporate Auditor of Inaba Peanuts Co., Ltd.	- shares

(Notes) 1. Mr. Hiroataka Yamaguchi is a candidate for alternate Corporate Auditor.

2. The reason we nominated Mr. Hiroataka Yamaguchi as a candidate for the vacant position of auditor is that, as head of our Internal Audit Department, he is thoroughly familiar with our company's operations, and we expect that, if appointed, he will be able to apply that knowledge and experience to his duties as an auditor.
3. There is no relationship of special interest between the candidate and the Company.
4. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act. An overview of the terms of this insurance contract is provided in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "③ Overview of the Directors' and Officers' Liability Insurance Contract." If Mr. Hiroataka Yamaguchi is appointed as an auditor, he will be included as an insured party under this insurance contract. Furthermore, we plan to renew this insurance contract with the same terms and conditions at the time of the next renewal.
5. The Company plans to enter into a liability limitation agreement with Mr. Hiroataka Yamaguchi should he be appointed as an auditor. An overview of the terms of the liability limitation agreement with the auditor is set forth in the "Business Report" under "2. Current Status of the Company," "(2) Status of Company Officers," and "② Overview of the Terms of the Liability Limitation Agreement."

Or more