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Stock Exchange Code: 3001

March 6, 2025

(Commencement of electronic provision measures: March 4, 2025)

To Shareholders with Voting Rights:

Ryosuke Joko
President and CEO, Representative
Director
Katakura Industries Co., Ltd.
6-4 Akashi-cho, Chuo-ku, Tokyo

**NOTICE OF
THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby notified that the 116th Annual General Meeting of Shareholders of Katakura Industries Co., Ltd. (the “Company”) will be held for the purposes as described below.

We have implemented the electronic provision measures to convene this General Meeting of Shareholders, and posted the matters for electronic provision measures on the following website.

The Company's website: <https://www.katakura.co.jp/ir/stock/meeting/>

In addition to the above, the matters for electronic provision measures are posted on the following website on the Internet.

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website of Listed Company Search and enter our company name or stock exchange code. Next, select “Basic information” and then “Documents for public inspection/PR information” to find the information.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision measures and exercise your voting rights **by 5:20 p.m. (Japan time) on Thursday, March 27, 2025.**

- 1. Date and Time:** Friday, March 28, 2025 at 10:00 a.m. (Japan time)
(Reception opens at 9:00 a.m.)
- 2. Place:** JIJI PRESS HALL (2nd floor of Jiji Press Building) located at
5-15-8, Ginza, Chuo-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 116th Fiscal Year (January 1, 2024 - December 31, 2024), and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 116th Fiscal Year (January 1, 2024 - December 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ The document sent to shareholders (the Japanese original of NOTICE OF THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS) also serves as a document containing the matters for electronic provision measures that is to be delivered to shareholders upon request. Pursuant to relevant laws, regulations, and provisions of Article 15 of the Articles of Incorporation of the Company, the following items are excluded from this notice. For that reason, the document is part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of audit reports.
 - “Principal Businesses,” “Principal Sales Offices and Factories,” “Employees,” “Principal Lenders,” “Shares,” “Share Purchase Warrants, etc.,” “Accounting Auditor,” and “Systems to Ensure the Propriety of Business Operations” in the Business Report
 - Consolidated Statements of Changes in Equity, and Notes to the Consolidated Financial Statements in the Consolidated Financial Statements
 - Non-consolidated Statements of Changes in Equity and Notes to the Non-consolidated Financial Statements in the Non-consolidated Financial Statements
- ◎ Please refer to the English translation of the Reference Documents for the General Meeting of Shareholders which will be posted on the Company's website (<https://www.katakura.co.jp/english/>).
- ◎ Should the matters for electronic provision measures require any revision, the details of the revision will be posted on the respective websites.
- ◎ The Company plans to stop sending the “Notice of the Resolutions of the General Meeting of Shareholders” and will instead post the results of this General Meeting of Shareholders on the Company's website.

<p>Please be advised that no souvenirs will be provided to shareholders attending the General Meeting of Shareholders. We appreciate your understanding.</p>
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Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company positions the return of profits to shareholders as one of the key issues for management. With regard to the distribution of profits, the Company strives to implement stable dividends and flexibly repurchase treasury shares as appropriate for the purpose of improving capital efficiency, etc. With regard to the total payout ratio, excluding special factors(*), the Company will strive to return profits with a target of approximately 60% of profit attributable to owners of parent. Based on this policy, we propose to pay an ordinary dividend of 50 yen per share as the year-end dividend for the 116th fiscal year. The details are as follows.

- (1) Type of property to be distributed as dividend:
Cash
- (2) Matters regarding the assignment of dividend property and total amount thereof:
50 yen per share of the Company's common stock
Total amount of the dividend will be 1,623,146,950 yen.
- (3) Date on which payment of surplus takes effect:
March 31, 2025

(*) Assumes significant changes in net income due to temporary recording of losses or profits

Proposal 2: Election of Seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed with the decrease of the number of Directors by one (1).

The candidates of Director are as follows:

No.		Name	Current positions and responsibilities at the Company
1	Reappointment	Ryosuke Joko	President and CEO, Representative Director
2	New	Katsuhiro Kakimoto	Managing Executive Officer
3	Reappointment	Kenichi Mizusawa	Director, Executive Officer and General Manager of Planning Department In charge of Administrative Division (Planning Department, Accounting and Finance Department)
4	Reappointment Outside Independent	Kouichi Oomuro	Outside Director
5	Reappointment Outside Independent	Michio Kuwahara	Outside Director
6	Reappointment Outside Independent	Tetsuya Kanamaru	Outside Director
7	Reappointment Outside Independent	Yoko Mashimo	Outside Director

No. **1** **Ryosuke Joko** Born on August 6, 1961

Reappointment

Number of shares of the Company held:
65,379

Years serving as Director:
7

Attendance at Board of Directors meetings:
12/12

Past experience, positions, responsibilities, and significant concurrent positions

April	1985	Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)	April	2017	Executive Adviser of Mizuho Bank, Ltd.
April	2010	General Manager of Osaka Branch of Mizuho Bank, Ltd.	May	2017	Executive Adviser of the Company
April	2012	Executive Officer and General Manager of Executive Secretariat of Mizuho Financial Group, Inc.	March	2018	Senior Managing Director of the Company
April	2014	Managing Executive Officer / In charge of Corporate Banking of Mizuho Bank, Ltd.	March	2019	President and CEO, Representative Director of the Company (to present)

Reasons for nomination as a candidate for Director:

Since assuming office as the President and CEO, Representative Director in March 2019, Mr. Ryosuke Joko has carried out structural reforms of the Group, declaring them as top priority issues. At the same time, he has focused his efforts on human resource development and personnel system reforms that will form the foundation of human capital management, and put his wealth of experience and insight to good use in areas such as strengthening the risk management and governance systems of the entire Katakura Group. In the belief that he will contribute to the improvement of the Company's corporate value, he has been re-nominated as a candidate for Director.

No. **2** **Katsuhiro Kakimoto** Born on September 29, 1960

New

Number of shares of the Company held:
5,048

Past experience, positions, responsibilities, and significant concurrent positions

April	1984	Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)	March	2017	Executive Officer of the Company, Director of Nitivy Co., Ltd.
August	2004	Deputy President Director of PT. Bank Mizuho Indonesia	March	2018	Managing Director of Nitivy Co., Ltd.
November	2011	Joined the Company	March	2022	President of Nitivy Co., Ltd. (to present)
December	2012	General Manager of Planning Department of the Company	March	2024	Managing Executive Officer of the Company (to present)

Reasons for nomination as a candidate for Director:

Mr. Katsuhiro Kakimoto performs a management role of the Group as President of Nitivy Co., Ltd., which serves as one of the textiles business divisions of the Group, since March 2022 after serving in key position at the planning division, utilizing experience he has acquired at financial institutions. Because he has a wealth of experience and insight, we deem that he will appropriately contribute to the improvement of the Company's corporate value, and therefore, he has been nominated as a candidate for Director.

Number of shares of the Company held:
15,257Years serving as Director:
5Attendance at Board of Directors meetings:
12/12

Past experience, positions, responsibilities, and significant concurrent positions

April	1994	Joined the Company	February	2021	Director, Executive Officer, General Manager of Corporate Planning Department and Manager of Legal and Compliance Section
April	2012	Manager of Group Business Section, Planning Department of the Company			/ In charge of Textiles Business Department and Administrative Division (Corporate Planning Department, Accounting and Finance Department, and Legal and Compliance Section) of the Company
July	2013	Manager of Accounting Section, Accounting and Finance Department of the Company			
October	2015	General Manager of Planning Department of the Company			
March	2019	Executive Officer and General Manager of Planning Department of the Company	April	2021	Director, Executive Officer and General Manager of Planning Department
December	2019	Executive Officer and General Manager of Planning Department, and General Manager of Life Solution Business Department of the Company			/ In charge of Textiles Business Department and Administrative Division (Planning Department, Accounting and Finance Department) of the Company
March	2020	Director, Executive Officer and General Manager of Planning Department / In charge of Textiles Business Department and Administrative Division (Planning Department, Accounting and Finance Department, and Legal and Compliance Section) of the Company	March	2022	Director, Executive Officer and General Manager of Planning Department / In charge of Administrative Division (Planning Department, Accounting and Finance Department) of the Company (to present)

Reasons for nomination as a candidate for Director:

Mr. Kenichi Mizusawa was appointed as Director in March 2020 after serving in key positions at the accounting division and planning division of the Company, and he performs a management role overseeing the administrative division. Because he has a thorough knowledge of the Group's business operations as well as a wealth of experience and insight, we believe that he will contribute to the improvement of the Company's corporate value, and therefore, he has been re-nominated as a candidate for Director.

No.

4

Kouichi Oomuro

Born on February 6, 1945

Reappointment

Outside

Independent

Number of shares of the Company held:
11,904Years serving as Director:
6Attendance at Board of Directors meetings:
12/12

Past experience, positions, responsibilities, and significant concurrent positions

April	1968	Joined Mitsui Fudosan Co., Ltd.	February 2018	Special Consultant to the Company
June	1997	Managing Director of Mitsui Fudosan Co., Ltd.	March 2019	Outside Director of the Company (to present)
			February 2020	Senior Director of Shibaura Institute of Technology (to present)
April	2005	Vice President and Chief Executive Officer of Mitsui Fudosan Co., Ltd.	March 2020	Chairperson of the Nomination and Remuneration Advisory Committee of the Company
June	2011	Special Advisor to Mitsui Fudosan Co., Ltd.		
October	2015	Full-time Auditor of Shibaura Institute of Technology	March 2024	Chairperson of the Board of Directors of the Company (to present)
May	2016	Outside Director of ARCLAND SAKAMOTO CO., LTD. (currently ARCLANDS CO., LTD.)		

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Utilizing the wealth of experience and broad insight he has acquired as a manager at operational companies, Mr. Kouichi Oomuro has provided practical advice on promoting the Group's real estate business, as well as on the direction of the overall management from a wider perspective. In addition, he has been striving to strengthen decision-making and supervisory functions of the Board of Directors as the Chairperson of the Board of Directors of the Company since March 2024. He is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore, he has been re-nominated as a candidate for Outside Director.

No. **5** **Michio Kuwahara** Born on October 24, 1948 Reappointment Outside Independent

Number of shares of the Company held: 1,600 Years serving as Director: 5 Attendance at Board of Directors meetings: 12/12

Past experience, positions, responsibilities, and significant concurrent positions

April	1972	Joined Marubeni Corporation	July	2016	Outside Director of TOSHIBA TEC CORPORATION (to present)
April	2006	Senior Managing Executive Officer, Member of the Board of Marubeni Corporation and President and CEO of Marubeni America Corporation	February	2017	Chairperson, Nomination and Compensation Advisory Committee of TOSHIBA TEC CORPORATION
June	2008	Representative Director, Senior Executive Vice President of Marubeni Corporation	March	2020	Outside Director of the Company (to present)
May	2010	Representative Director, President and CEO of The Daiei, Inc.	December	2021	Chairperson, Special Committee, and Chairperson, Nomination Committee of TOSHIBA TEC CORPORATION (to present)
April	2016	Part-time Auditor of Tokyo University of Foreign Studies	March	2024	Chairperson of the Nomination and Remuneration Advisory Committee of the Company (to present)

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Mr. Michio Kuwahara has a wealth of experience and broad insight he has acquired as a manager at a general trading company and an operational company. He has provided helpful recommendations for the overall management and provided advice on each business from high-level perspectives at Board of Directors meetings and so forth. In addition, he has led deliberations as the Chairperson and contributed to improving the transparency and objectivity of decision-making processes in the Nomination and Remuneration Advisory Committee. He is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore, he has been re-nominated as a candidate for Outside Director.

No. **6** **Tetsuya Kanamaru** Born on April 12, 1964 Reappointment Outside Independent

Number of shares of the Company held: 0 Years serving as Director: 2 Attendance at Board of Directors meetings: 12/12

Past experience, positions, responsibilities, and significant concurrent positions

April	1987	Joined The Norinchukin Bank	June	2018	Representative Director, Senior Managing Director, Member of the Board of Director, and Head of Food & Agri Banking Business of The Norinchukin Bank
June	2013	General Manager, Corporate Planning Division of The Norinchukin Bank			
June	2016	Managing Director, Member of the Board of Director of The Norinchukin Bank	July	2021	Chairman of The Agribusiness Investment & Consultation Co., Ltd.
July	2017	Managing Executive Officer of The Norinchukin Bank	August	2021	Chairman of Norinchukin Capital Co., Ltd
April	2018	Senior Managing Executive Officer and Head of Food & Agri Banking Business of The Norinchukin Bank	March	2023	Outside Director of the Company (to present)

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Mr. Tetsuya Kanamaru has a wealth of experience and broad insight he has acquired as a manager at financial institutions. Based on his extensive knowledge and experience, he has made helpful recommendations, particularly from a risk management perspective, and contributed to maintaining and strengthening corporate governance. He is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore, he has been re-nominated as a candidate for Outside Director.

No.

7

Yoko Mashimo Born on September 20, 1969

Reappointment

Outside

Independent

Number of shares of the Company held:
284Years serving as Director:
1Attendance at Board of Directors meetings:
10/10

Past experience, positions, responsibilities, and significant concurrent positions

April	1990	Joined Mitsui Taiyo Kobe Bank (currently Sumitomo Mitsui Banking Corporation)	April	2016	External Advisory Committee member of the Japan Organization for Employment of the Elderly, Persons with Disabilities and Job Seekers (to present)
December	1994	Joined The Hongkong and Shanghai Banking Corporation Limited			
October	2001	Registered as Labor and Social Security Attorney	April	2020	Member of Tokyo Dispute Coordinating Committee of Tokyo Labor Bureau, Ministry of Health, Labour and Welfare (to present)
January	2002	Established Jinji Management Labor and Social Security Attorney Office (to present)	June	2021	External Director of Ichiyoshi Securities Co., Ltd. (to present)
November	2015	Lecturer of Labour College of The Japan Institute for Labour Policy and Training (to present)	March	2024	Outside Director of the Company (to present)

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Ms. Yoko Mashimo has special insight as a labor and social security attorney and a wealth of professional experience in corporate management and at public institutions. She has made practical and helpful recommendations, particularly for personnel matters overall, and contributed to improving compliance and promoting human capital management. She is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore, she has been re-nominated as a candidate for Outside Director.

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The candidates for Director, Mr. Kouichi Oomuro, Mr. Michio Kuwahara, Mr. Tetsuya Kanamaru, and Ms. Yoko Mashimo are candidates for Outside Director.
3. Mr. Tetsuya Kanamaru executed business operations for ten years at The Norinchukin Bank, a financial institution with which the Company does business. His positions and responsibilities at The Norinchukin Bank are described above under “Past experience, positions, responsibilities, and significant concurrent positions.” Four years have lapsed since Mr. Tetsuya Kanamaru retired from the position as a Director engaged in the execution of business operations at said financial institution, and currently he is not involved in the execution of business operations.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Articles of Incorporation of the Company, the Company has entered into an agreement with each of Mr. Kouichi Oomuro, Mr. Michio Kuwahara, Mr. Tetsuya Kanamaru, and Ms. Yoko Mashimo to limit each of their liability for damages to the Company prescribed in Article 423, Paragraph 1 of said Act. The liability limit under these agreements is the minimum liability amount prescribed in Article 425, Paragraph 1 of said Act. If Mr. Kouichi Oomuro, Mr. Michio Kuwahara, Mr. Tetsuya Kanamaru, and Ms. Yoko Mashimo are reelected, the Company intends to continue such agreement with them.
5. Pursuant to Article 430-2, Paragraph 1 of the Companies Act, the Company has entered indemnity agreements with all Directors in which it may indemnify their defense costs (as defined in Item 1 of the paragraph) and losses (as defined in Item 2 of the paragraph) to the extent permitted by law. A summary of this agreement is available on the Business Report (on page 24 of the Japanese original). If each candidate for Director is reelected, the Company intends to continue such agreement with each of them.
If Mr. Katsuhiro Kakimoto is elected, the Company intends to enter into the same agreement with him.
6. The Company has entered into an officers’ liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. A summary of this insurance contract is available on the Business Report (on page 25 of the Japanese original). If the election of the candidates for Director is approved, they will be included in the insured under the insurance contract.
In addition, the Company plans to leave the contract unchanged at the time of the next renewal.
7. The Company has designated Mr. Kouichi Oomuro, Mr. Michio Kuwahara, Mr. Tetsuya Kanamaru, and Ms. Yoko Mashimo as independent officers as stipulated by the Tokyo Stock Exchange, Inc., and notified said Exchange. If their reelection is approved, the Company intends to continue designating them as independent officers.
8. The number of shares of the Company held by each candidate is the number of shares as of the end of the fiscal year under review (December 31, 2024).
9. Attendance at Board of Directors meetings of Ms. Yoko Mashimo shows figures covering the meetings held after she was elected as Director at the 115th Annual General Meeting of Shareholders held on March 28, 2024.

(For reference) Skill Matrix of Directors and Audit & Supervisory Board Members After Conclusion of this General Meeting

The table below shows the skill matrix of the Directors and Audit & Supervisory Board Members in the event that Proposal 2 is approved and resolved as originally proposed.

Name	Position	Corporate Management	Finance/Accounting	Legal/Compliance	Risk Management	Personnel/Labor/HR Dev.	Real Estate
Ryosuke Joko	President and CEO, Representative Director	○	○		○	○	○
Katsuhiro Kakimoto	Director, Managing Executive Officer	○	○		○		
Kenichi Mizusawa	Director, Executive Officer		○	○	○		
Kouichi Oomuro	Outside Director	○		○			○
Michio Kuwahara	Outside Director	○	○			○	
Tetsuya Kanamaru	Outside Director	○	○		○		
Yoko Mashimo	Outside Director	○		○		○	
Nobuhiro Yoshida	Audit & Supervisory Board Member			○	○		
Hiroshi Goibuchi	Audit & Supervisory Board Member		○	○	○		
Akio Sakai	Outside Audit & Supervisory Board Member	○				○	
Toshihiro Teshima	Outside Audit & Supervisory Board Member		○	○	○		

* The above table presents the skills expected of the Directors and Audit & Supervisory Board Members and is not a representation of all of the skills held by the Directors and Audit & Supervisory Board Members.