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Securities code: 2209

June 5, 2024

(Date of commencement of electronic provision measures: May 30, 2024)

To Shareholders with Voting Rights:

Yasuki Onishi
President & COO
Imuraya Group Co., Ltd.
7-1-1, Takachaya, Tsu-shi, Mie, Japan

**NOTICE OF
THE 87th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 87th Annual General Meeting of Shareholders of Imuraya Group Co., Ltd. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as “Notice of the 87th Annual General Meeting of Shareholders” and “Other Matters Subject to the Electronic Provision Measures (Matters for Which Document Delivery is Omitted) for the 87th Annual General Meeting of Shareholders” on the following Company website.

The Company website:

<https://www.imuraya-group.com/ir/library/> (Japanese only)

In addition to the website shown above, the Company also has posted this information on the following website on the internet.

The Tokyo Stock Exchange, Inc. website (TSE Listed Company Search Service):

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

To view the information, please access the website above (TSE Listed Company Search Service), input the Company’s name or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

If you are unable to attend the meeting, please review the Reference Documents for the General Meeting of Shareholders attached herein and posted on the websites above and exercise your voting rights by either of the following methods.

[Exercise of voting rights by postal mail]

Please use the enclosed Voting Rights Exercise Form to indicate your approval or disapproval of each proposal. The form must arrive by 5:00 p.m. (JST), Thursday, June 20, 2024. If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form received by the Company, the Company treats it as an intention of your approval.

[Exercise of voting rights by an electromagnetic means (via the internet)]

Please indicate your approval or disapproval of each proposal where appropriate by 5:00 p.m. (JST), Thursday, June 20, 2024.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. (JST)
- 2. Place:** Ise/Ano-no-ma, 6F, Hotel Green Park Tsu
700, Hadokoro-cho, Tsu-shi, Mie
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 87th Fiscal Year (April 1, 2023 - March 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 87th Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Two (2) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member

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1. As for this General Meeting of Shareholders, the Company will send paper copies of the matters subject to the electronic provision measures to all the shareholders regardless of whether they have requested the delivery of paper-based documents pursuant to the Companies Act. However, the following matters are excluded from these documents, as provided for by the provisions of laws and regulations and the Company's Articles of Incorporation. Consequently, the documents mailed to the shareholders constitute only part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the audit report.
 - Consolidated Statement of Changes in Equity
 - Notes to Consolidated Financial Statements
 - Non-consolidated Statement of Changes in Equity
 - Notes to Non-consolidated Financial Statements
 2. If you attend in person, please submit the enclosed Voting Rights Exercise Form at the reception of the venue.
 3. If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers returning an appropriate level of its profits to shareholders, while ensuring that we have enough internal reserves to prepare for future business undertakings, as one of the most important managerial issues. Accordingly, the Company's basic policy regarding appropriation of surplus is to continue to pay stable dividends.

Given this basic policy, achievability of the future profit plan, and other considerations, the Company hereby proposes the year-end dividend of ¥31 per share as ordinary dividend.

1. Matters concerning year-end dividend
 - (1) Type of dividend property
Cash
 - (2) Allotment of dividend property to shareholders and the total amount
¥31 per share of common stock of the Company
Total amount: ¥405,600,807
 - (3) Effective date of dividends of surplus
June 24, 2024

Proposal 2: Election of Two (2) Directors

Director Mr. Masato Iwakami will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company newly proposes the election of two (2) Directors, increasing the number of Directors to further strengthen the management structure.

The term of office of newly elected Directors shall be until the end of the term of office of the other incumbent Directors, in accordance with the provisions of the Company's Articles of Incorporation.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
1	*Masatoshi Kaishita (February 8, 1963)	September 2018 Joined the Company October 2018 Seconded to IMURAYA USA, INC. April 2019 Executive Officer, the Company Seconded to IMURAYA USA, INC. as COO April 2020 Senior Executive Officer, the Company April 2021 Managing Executive Officer, the Company April 2022 Senior Managing Executive Officer (to date) April 2024 Seconded to IMURAYA USA, INC. as CEO/COO (to date) (Significant concurrent positions) CEO/COO, IMURAYA USA, INC.	0
		[Reasons for nomination as candidate for Director] Mr. Masatoshi Kaishita has extensive business experience and knowledge of overall business management and operation as he has served as CEO of the Company's US subsidiary and other positions since he joined the Company in 2018 after gaining experience at major financial institutions and public-private investment funds. The Company believes that he is well qualified to expand the overseas business development and to promote the global business management, and accordingly proposes his election as Director.	
2	*Keiko Hirota (March 30, 1958)	April 1980 Joined the Mie Prefectural Government April 2007 Director, Higashi Kishu Promotional Office, Higashi Kishu Promotional Bureau, Department of Policy, Mie Prefectural Government April 2010 Director General, General Affairs Division, Prefectural Assembly Secretariat, Mie Prefectural Government April 2011 Director in charge of Labor and Living Affairs, Department of Life and Culture, Mie Prefectural Government April 2012 Director, Mie Prefecture Tokyo Office April 2014 Executive Director, Department of Employment and Economic Affairs, Mie Prefectural Government April 2017 Superintendent, Mie Prefectural Board of Education April 2020 Vice Governor, Mie Prefecture (retired in March, 2024)	0
		[Reasons for nomination as candidate for Outside Director and overview of expected roles] Ms. Keiko Hirota has a wide range of experience and knowledge as she has held important positions such as Vice Governor of Mie Prefecture since she joined the Mie Prefectural Government. Therefore, the Company expects that she will contribute to the enhancement of the corporate value of the Company. For the reasons above, the Company proposes her election as Outside Director although she has no previous involvement in corporate management.	

- Notes: 1. New candidates for Directors are indicated by an asterisk (*).
2. IMURAYA USA, INC. is a subsidiary of the Company.
3. The Company enters into transactions such as lending working capital with IMURAYA USA, INC. where Mr. Masatoshi Kaishita serves as CEO/COO.
4. There are no special interests between the other candidate for Director and the Company.
5. Ms. Keiko Hirota is a candidate for Outside Director as specified in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. If she is appointed as Director, the Company plans to submit a notification to the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. concerning her appointment as "Independent Officer."
6. Liability limitation contracts with a candidate for Outside Director
If Ms. Keiko Hirota is appointed as Director, the Company plans to, pursuant to the provisions of the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, conclude a liability limitation contract with her, which limits her liability for damages as provided in Article 423, Paragraph 1 of the same act with the maximum amount of liability under this contract being the liability amount prescribed by laws and regulations.

7. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers damages and expenses to be borne by the insured arising from shareholder lawsuits, corporate litigations, and third party litigations. The candidates will be insured under the contract. The Company plans to renew this insurance contract with the same content at the next round of renewal.

[Reference] The expertise and experience (skill matrix) of the (prospective) Directors after this Annual General Meeting of Shareholders

Position in the Company	Name	Corporate management	ESG/ sustainability	Finance/ Accounting	HR/Labor management	Legal affairs, risk management	Marketing	Global	Production/ R&D
Representative Director and Chairman & CEO	Nobuko Nakajima	○		○		○	○		
Representative Director and President & COO	Yasuki Onishi	○		○				○	
Director & Chairman of the Board (COB)	Takeo Asada	○			○		○	○	
Director and Executive Vice President	Yasushi Iwamoto	○	○				○		
Director and Executive Vice President (CFO)	Jiro Tominaga		○	○					○
Director	Hisashi Kondo	○					○	○	
Director	Hiroshi Masukawa	○	○						○
Director	Masatoshi Kaishita	○		○				○	
Outside Director	Risa Tanaka	○	○				○		
Outside Director	Tomoko Fukutani		○		○	○			
Outside Director	Hiroshi Tanaka	○					○	○	
Outside Director	Keiko Hirota		○		○	○			

(Note) Of skills possessed by each individual, three to four skills that are particularly expected to be displayed have the mark “○.”
The above table is not an exhaustive list of all the expertise, experience, etc. that the individuals possess.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Mr. Hideyuki Morii, an Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The Company has obtained approval for this proposal from the Audit & Supervisory Board.

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

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
*Masato Iwakami (August 13, 1963)	April 1986	Joined the Company
	April 2012	General Manager, Human Resources and Labor Management Division, General Affairs and Human Resources Group, the Company
	April 2017	Executive Officer, General Manager, General Affairs and Human Resources Division, the Company
	April 2019	Senior Executive Officer, General Manager, General Affairs and Human Resources Division, the Company
	June 2020	Director, the Company
	April 2021	Director, Deputy General Manager, HR Office supervising divisions of Imuraya Group Co., Ltd., the Company
	April 2023	Managing Director, Deputy General Manager, HR Office supervising divisions of Imuraya Group Co., Ltd., the Company Representative Director and President, Imura Co., Ltd.
	April 2024	Managing Director, Deputy General Manager supervising divisions of Imuraya Group Co., Ltd., the Company (to date)

[Reason for nomination as candidate for Audit & Supervisory Board Member]

Mr. Masato Iwakami has long involved in general affairs and human resources and has extensive business experience and in-depth insight in the areas including human resources and labor affairs. He has enhanced the functions of general affairs and human resources by using his highly specialized knowledge and experience. The Company expects that he will be able to conduct highly effective auditing by utilizing his wide range of business experience and his knowledge and insight in corporate management, and accordingly proposes his election as Audit & Supervisory Board Member.

- Notes:
1. A new candidate for Audit & Supervisory Board Member is indicated by an asterisk (*).
 2. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
 3. Mr. Masato Iwakami who is a candidate for Audit & Supervisory Board Member will resign from the position of Director of the Company at the conclusion of this General Meeting of Shareholders.
 4. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers damages and expenses to be borne by the insured arising from shareholder lawsuits, corporate litigations, and third party litigations. The candidate will be insured under the contract. The Company plans to renew this insurance contract with the same content at the next round of renewal.