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Securities Code: 3168

November 6, 2024

Start date of measures for electronic provision: October 30, 2024

To Our Shareholders

Satoru Kurotani  
President & CEO  
**Kurotani Corporation**  
12-2 Nagonoe, Imizu City, Toyama

## Notice of the 39th Annual General Meeting of Shareholders

We are pleased to announce the 39th Annual General Meeting of Shareholders of Kurotani Corporation (the “Company”), which will be held as described below.

**If you are not attending the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate whether you approve or disapprove of each proposal on the voting form sent out together with this notice, and send it by postal mail so that it will arrive no later than 5:10 p.m., on Wednesday, November 20, 2024 (JST).**

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access either of those websites to review the information.

The Company’s website:

<https://www.kurotani.co.jp/ir/index.html> (in Japanese)

Website for posted informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/3168/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Kurotani” in “Issue name (company name)” or the Company’s securities code “3168” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

1. **Date and Time:** 10:00 a.m., Thursday, November 21, 2024 (JST)
2. **Place:** Hall on the 5th Floor, Toyama Branch of Nomura Securities Co., Ltd.  
4-3 Tsutsumicho-dori 1-chome, Toyama City, Toyama

3. **Purposes:**

**Matters to be reported:**

1. Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports by the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements for the 39th fiscal year (from September 1, 2023 to August 31, 2024)
2. Report on the Non-consolidated Financial Statements for the 39th fiscal year (from September 1, 2023 to August 31, 2024)

**Matters to be resolved:**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Amendment to the Articles of Incorporation

4. **Decisions on Convocation of the Meeting (Information on the Exercise of Voting Rights)**

If you exercise your voting rights in writing (by postal mail) and there is no indication of approval or disapproval of a proposal on the voting form, this will be treated as an indication of approval.

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When you attend the meeting, please submit the voting form, which was sent out together with this notice, to the reception desk of the venue.

For this General Meeting of Shareholders, we have decided to deliver paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested the delivery of such documents. Among the matters subject to measures for electronic provision, in accordance with laws and regulations and the provisions of the Company's Articles of Incorporation, Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statement of Changes in Equity, and Notes to Non-consolidated Financial Statements are not provided in the documents to be sent out.

Accordingly, the document constitutes a part of the documents audited by the Audit & Supervisory Board Members in preparing the Audit Report and by the Accounting Auditor in preparing the Accounting Audit Report.

If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the above websites.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1      Appropriation of Surplus

The Company considers that returning profit to its shareholders is one of the management top priorities, and has a basic policy to maintain stable dividends. Upon giving consideration to the future business development, the Company proposes to pay year-end dividends for the 39th fiscal year as follows:

- (i) Type of dividend property

To be paid in cash.

- (ii) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥10 per common share of the Company.  
In this event, the total dividends will be ¥141,212,840.

- (iii) Effective date of dividends of surplus

November 22, 2024

## Proposal No. 2      Amendment to the Articles of Incorporation

### 1. Reason for the amendment

As we approach the 40th anniversary of the Company's establishment, the Company proposes to make an amendment to Article 1 (Corporate Name) of the current Articles of Incorporation for the purpose of increasing the Company's recognition both in Japan and overseas and to expand its business, including further global development.

### 2. Details of the amendment

The details of the amendment are as follows.

(The underlined part is the amendment.)

| Current Articles of Incorporation  | Proposed amendment   |
|--|--|
| Chapter I<br>General Provisions  | Chapter I<br>General Provisions  |
| Article 1 (Corporate Name)<br>The name of the Company shall be " <u>Kurotani</u> Kabushiki Kaisha" and in English it shall be " <u>Kurotani Corporation.</u> " | Article 1 (Corporate Name)<br>The name of the Company shall be "Kabushiki Kaisha <u>MERF</u> " and in English it shall be " <u>MERF Inc.</u> "<br><br>(Supplementary Provisions)<br><u>Article 1</u><br><u>The amendment to Article 1 (Corporate Name) shall take effect on January 1, 2025. Moreover, this Supplementary Provision shall be removed after the amendment to Article 1 becomes effective.</u> |