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Securities code: 7962
August 27, 2021

To Shareholders with Voting Rights:

Akira Miyamoto
President & CEO
KING JIM CO., LTD.
2-10-18, Higashi-Kanda, Chiyoda-ku,
Tokyo 101-0031, Japan

**NOTICE OF
THE 73RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you that the 73rd Annual General Meeting of Shareholders (the “Meeting”) of KING JIM CO., LTD. (the “Company”) will be held as described below.

To prevent COVID-19 from spreading, we strongly request that you exercise your voting rights in advance over the internet or in writing and that you refrain from attending the Meeting in person.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by **5:35 p.m. Japan time, Wednesday, September 15, 2021.**

- 1. Date and Time:** Thursday, September 16, 2021 at 10:00 a.m. Japan time
(Reception opens at 9:00 a.m.)
- 2. Place:** “Harumi,” 2nd Floor, Royal Park Hotel
2-1-1 Nihonbashi-Kakigara-cho, Chuo-ku, Tokyo 103-8520, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the Company’s 73rd Fiscal Year (June 21, 2020 – June 20, 2021) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-consolidated Financial Statements for the Company’s 73rd Fiscal Year (June 21, 2020 – June 20, 2021)

Proposals to be resolved:

- | | |
|--------------------|---------------------------------------|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Election of Nine (9) Directors |

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Upon comprehensively considering enhancing returns of profit to shareholders and maintaining internal reserves that allow agile management measures, the payout ratio is benchmarked at 40% in an effort to pay stable dividends.

The Company intends to pay a year-end dividend as follows, with an increase of ¥10 from the previous fiscal year's ordinary dividend of ¥10 per share.

1. Year-end dividends

(1) Type of dividend property

Cash

(2) Allocation of dividend property and its total amount

¥20 per share of the Company's ordinary shares

Total: ¥569,490,040

The Company has paid an interim dividend of ¥7 per share, which brings the annual dividend for the fiscal year to ¥27 per share.

(3) Effective date of distribution of surplus

September 17, 2021

2. Other matters on appropriation of surplus

(1) Item and amount of surplus to be increased

General reserve: ¥200,000,000

(2) Item and amount of surplus to be decreased

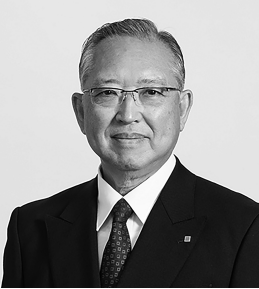
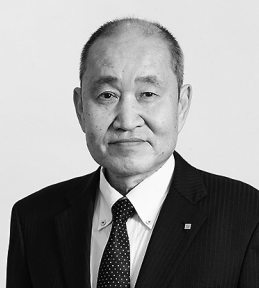
Retained earnings brought forward: ¥200,000,000

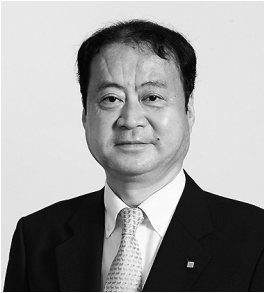

Proposal 2: Election of Nine (9) Directors



The terms of office of all eight (8) Directors will expire at the conclusion of this Meeting. The Company requests the election of nine (9) Directors, increasing the number of Directors by one (1) to further strengthen the management structure.


The candidates for Directors are as follows:


No.	Name	New/Reappointment	Current positions and responsibilities at the Company
1	Akira Miyamoto	[Reappointment]	President & CEO
2	Naomichi Hagita	[Reappointment]	Director and Senior Managing Executive Officer In charge of Corporate Planning Department and Audit Section
3	Shinichi Harada	[Reappointment]	Director and Managing Executive Officer General Manager, Administration Division
4	Takanobu Kameda	[Reappointment]	Director and Managing Executive Officer General Manager, R&D Division, In charge of E-commerce Department and Public Relations & Advertising Section
5	Makoto Takano	[New appointment]	Senior Executive Officer General Manager, Procurement & Distribution Division, In charge of Quality Management, Domestic Subsidiaries Coordination Department, and Overseas Manufacturing Subsidiaries
6	Naoto Onzo	[Reappointment]	Director [External] [Independent]
7	Keiko Kakiuchi	[Reappointment]	Director [External] [Independent]
8	Katsuya Hirokawa	[Reappointment]	Director [External] [Independent]
9	Mizuho Iwaki	[New appointment]	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 Akira Miyamoto (August 11, 1954) [Reappointment]	March 1977 Joined the Company September 1984 Managing Director and General Manager, General Planning Section, the Company September 1986 Senior Managing Director, the Company April 1992 President & CEO, the Company (current position)	819,141
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akira Miyamoto has led the Company's business as the top management of the Company. With his wealth of experience and extensive insight in management in general, he has made important judgments and decisions on management matters appropriately. As he is deemed to qualify as the one to make various judgments and decisions on management matters drawing on his outstanding leadership in the future, the Company renominates him as a candidate for Director.</p>			
2	 Naomichi Hagita (May 25, 1960) [Reappointment]	March 1983 Joined the Company May 2002 General Manager, Corporate Planning Section, the Company June 2006 Executive Officer, the Company September 2010 Director, the Company September 2012 Managing Director, the Company September 2018 Senior Managing Director, the Company September 2020 Director and Senior Managing Executive Officer, the Company (current position) [Current responsibilities] In charge of Corporate Planning Department and Audit Section	7,378
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Naomichi Hagita has taken numerous important positions in the Company's corporate planning and sales divisions and has a wealth of experience and extensive insight in these areas. As he is deemed to be capable of making various judgments and decisions on management matters appropriately, the Company renominates him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 Shinichi Harada (September 19, 1961) [Reappointment]	April 1984 Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.) April 2008 Deputy General Manager, Shanghai Branch, The Bank of Tokyo-Mitsubishi UFJ (China), Ltd. (currently MUFG Bank (China), Ltd.) April 2011 Regional Head for Germany and General Manager, Dusseldorf Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank (Europe) N.V.) August 2014 Advisor, the Company September 2014 Executive Officer, the Company September 2014 Director, the Company September 2015 Managing Director, the Company September 2020 Director and Managing Executive Officer, the Company (current position) [Current responsibilities] General Manager, Administration Division	8,873
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shinichi Harada has a wealth of experience and extensive insight gained at financial institutions and currently leads the Administration Division of the Company. As he is deemed to be capable of making various judgments and decisions on management matters appropriately, the Company renominates him as a candidate for Director.</p>			
4	 Takanobu Kameda (January 24, 1963) [Reappointment]	April 1985 Joined the Company November 2006 General Manager, Electronic Stationery Business Promotion Department June 2011 Executive Officer, the Company September 2014 Director, the Company September 2016 Managing Director, the Company September 2020 Director and Managing Executive Officer, the Company (current position) [Current responsibilities] General Manager, R&D Division, In charge of E-commerce Department and Public Relations & Advertising Section	10,309
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takanobu Kameda has taken numerous important positions in the Company's R&D division and has a wealth of experience and extensive insight in this area. As he is deemed to be capable of making various judgments and decisions on management matters appropriately, the Company renominates him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p data-bbox="229 629 414 696">Makoto Takano (July 14, 1961)</p> <p data-bbox="209 734 432 770">[New appointment]</p>	<p data-bbox="475 293 1246 510"> March 1984 Joined the Company February 2006 President & CEO, P.T. KING JIM INDONESIA June 2011 Executive Officer, the Company September 2014 Director, the Company September 2020 Senior Executive Officer, the Company (current position) </p> <p data-bbox="475 555 1257 696"> [Current responsibilities] General Manager, Procurement & Distribution Division, In charge of Quality Management, Domestic Subsidiaries Coordination Department, and Overseas Manufacturing Subsidiaries </p>	19,534
<p data-bbox="193 779 759 815">[Reason for nomination as candidate for Director]</p> <p data-bbox="193 819 1453 1003"> Mr. Makoto Takano has served as the head of an overseas subsidiary of the Company. Having taken numerous important positions in the Company's procurement & distribution, quality management, and overseas and domestic subsidiaries coordination divisions, he has a wealth of experience and extensive insight in these areas. As he is deemed to be capable of making various judgments and decisions on management matters appropriately, the Company nominates him as a candidate for Director. </p>			
6	 <p data-bbox="209 1352 432 1420">Naoto Onzo (January 29, 1959)</p> <p data-bbox="225 1458 416 1570"> [Reappointment] [External] [Independent] </p>	<p data-bbox="475 1016 1267 1541"> April 1987 Research Assistant, School of Commerce, Waseda University April 1996 Professor, School of Commerce, Waseda University September 2004 Professor, Faculty of Commerce, Waseda University (current position) September 2008 Dean, Faculty of Commerce and Dean, School of Commerce, Waseda University June 2010 Outside Director, S.T. Corporation (current position) April 2013 Vice President, Waseda University September 2015 External Director, the Company (current position) June 2018 Outside Director, LOTTE CO., LTD. (current position) April 2019 Executive Vice President, Waseda University (current position) </p>	2,200
<p data-bbox="193 1619 1222 1655">[Reason for nomination as candidate for External Director and overview of expected roles]</p> <p data-bbox="193 1659 1442 1794"> Mr. Naoto Onzo has wide-ranging knowledge and track record as the leading expert in marketing strategy. As the Company deems he can be expected to perform appropriate decision-making and management supervision at the Company's Board of Directors by drawing on his knowledge and achievements, the Company renominates him as a candidate for External Director. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p>Keiko Kakiuchi (January 25, 1962)</p> <p>[Reappointment] [External] [Independent]</p>	<p>April 1998 Registered as attorney-at-law</p> <p>April 1998 Joined Miyahara, Suda, Ishikawa Law Office</p> <p>October 2003 Joined Kasahara Law Office</p> <p>August 2012 Established Ryowa Sogo Law Office (current position)</p> <p>September 2015 External Auditor, the Company</p> <p>June 2016 External Audit & Supervisory Board Member, Toppan Printing Co., Ltd. (current position)</p> <p>March 2018 Audit & Supervisory Board Member, Yano Research Institute Ltd. (current position)</p> <p>September 2019 External Director, the Company (current position)</p>	3,700
<p>[Reason for nomination as candidate for External Director and overview of expected roles]</p> <p>Ms. Keiko Kakiuchi has wide-ranging knowledge and track record as an attorney-at-law. As the Company deems she can be expected to perform appropriate decision-making and management supervision at the Company's Board of Directors by drawing on her experience, knowledge and achievements, the Company renominates her as a candidate for External Director.</p>			
8	 <p>Katsuya Hirokawa (January 14, 1970)</p> <p>[Reappointment] [External] [Independent]</p>	<p>April 1993 Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>December 2005 Incubation Manager, Keio Fujisawa Innovation Village, Keio University Shonan Fujisawa Campus</p> <p>April 2012 Secretary General, General Foundation SFC Forum (current position)</p> <p>July 2017 Fund Manager, SFC Forum Fund (current position)</p> <p>September 2019 External Director, the Company (current position)</p>	400
<p>[Reason for nomination as candidate for External Director and overview of expected roles]</p> <p>Mr. Katsuya Hirokawa has wide-ranging knowledge and track record in the financial sector through his operational experience at financial institutions and as a fund manager. As the Company deems he can be expected to perform appropriate decision-making and management supervision at the Company's Board of Directors by drawing on his knowledge and achievements, the Company renominates him as a candidate for External Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	 <p>Mizuho Iwaki (August 17, 1965)</p> <p>[New appointment] [External] [Independent]</p>	<p>April 1988 Joined Japan Broadcasting Corporation (NHK) Matsuyama Headquarters</p> <p>February 1991 Freelance announcer</p> <p>March 2007 Joined NTT Solco Corporation (currently NTT Nexia Corporation)</p> <p>June 2008 Joined Sumitomo Life Insurance Company</p> <p>December 2009 Representative, OfficeBenefit (current position)</p> <p>September 2019 Vice President, Fiduciary and Independent Wealth Advisors, NPO (current position)</p>	—
<p>[Reason for nomination as candidate for External Director and overview of expected roles]</p> <p>Ms. Mizuho Iwaki has a successful career in the broadcasting industry and wide-ranging insight into financial instruments. As the Company deems she can be expected to perform appropriate decision-making and management supervision at the Company's Board of Directors by drawing on her experience and insight, the Company nominates her as a candidate for External Director.</p>			

- Notes:
1. There are no special interests between any of the candidates for Director and the Company.
 2. The “Numbers of shares of the Company held” by the candidates for Director are as of June 20, 2021.
 3. Mr. Naoto Onzo, Ms. Keiko Kakiuchi, Mr. Katsuya Hirokawa, and Ms. Mizuho Iwaki are candidates for External Director.
 4. Mr. Naoto Onzo, Ms. Keiko Kakiuchi, and Mr. Katsuya Hirokawa have not been directly engaged in corporate management other than as external officers in the past, and Ms. Mizuho Iwaki has not been directly engaged in corporate management. However, the Company deems that they will be able to execute their duties as external directors appropriately as stated above in the reason for nomination as a candidate for External Director.
 5. Mr. Naoto Onzo will have served as External Director of the Company for six (6) years and Ms. Keiko Kakiuchi and Ms. Katsuya Hirokawa for two (2) years at the conclusion of this Meeting.
 6. Mr. Naoto Onzo, Ms. Keiko Kakiuchi, Mr. Katsuya Hirokawa, and Ms. Mizuho Iwaki satisfy the Company's independence criteria for external officers on Page 11. The Company has designated Mr. Naoto Onzo, Ms. Keiko Kakiuchi, and Mr. Katsuya Hirokawa as independent directors as stipulated by the Tokyo Stock Exchange and registered them with the Exchange. If they are re-elected, the Company intends to continue designating them. In addition, if Ms. Mizuho Iwaki is elected as a Director, the Company intends to designate her as an independent director as stipulated by the Tokyo Stock Exchange and register her with the Exchange.

7. The Company has entered into a liability limitation agreement with Mr. Naoto Onzo, Ms. Keiko Kakiuchi, and Mr. Katsuya Hirokawa to limit their liability under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations provided they performed their duties in good faith and without gross negligence. If they are re-elected, the Company plans to continue the same agreement with them. In addition, if Ms. Mizuho Iwaki is elected as a Director, the Company intends to enter into a similar liability limitation agreement with her.
8. The Company has entered into a directors and officers liability insurance (D&O insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act that insures the officers including directors. In the event that a claim is filed against the insured directors and officers for damages incurred in the course of their duties, this insurance contract will cover liabilities and legal costs, etc. to be borne by the directors and officers. If the candidates for Director are elected, they will be insured under the contract. The Company plans to renew the contract with similar terms and conditions at its maturity (February 2022).

Reference: Skills Matrix of the Board of Directors

In the event that Proposal 2 is approved and passed as proposed at this Meeting, the composition of the Board of Directors and the main skills, experience, knowledge, and other attributes of each Director will be as follows:

Name	Nomination and Compensation Committee	Skills, Experience, Knowledge, etc.							
		Management Experience	Industry Insight	International Experience	Sales & Marketing	Product Development and Production	Finance and Accounting	Legal	Human Resources Management
Akira Miyamoto	○	○	○		○	○	○	○	○
Naomichi Hagita		○	○		○				○
Shinichi Harada	○	○		○			○		○
Takanobu Kameda		○	○			○			○
Makoto Takano		○		○		○			○
Naoto Onzo	○				○				○
Keiko Kakiuchi	○							○	○
Katsuya Hirokawa	○						○		○
Mizuho Iwaki							○		○

- Notes: 1. Mr. Naoto Onzo, External Director serves as the Chair of the Nomination and Compensation Committee.
2. Major qualifications held by Directors are as follows:
- Mr. Shinichi Harada Certified Member Analyst, Securities Analysts Association of Japan
 - Ms. Keiko Kakiuchi Attorney-at-law
 - Ms. Mizuho Iwaki Certified Financial Planner (CFP)[®]
3. The above table is not an exhaustive list of all of the Directors' insight and experience.

Reference: Independence Criteria

The Company's independence criteria for external directors and external auditors are as follows.

For an external director or external auditor to be independent from the Company, none of the following may apply to that external director or external auditor:

- i. A person for which the Company is a major business partner or its executive;
- ii. A major business partner of the Company or its executive;
- iii. A consultant, accounting specialist, or legal specialist that receives significant amounts of cash or other property from the Company other than officers' compensation (if the entity receiving such property is a corporation, union, or other organization, a person affiliated to the entity);
- iv. A person falling under any of i. to iii. above in the past year;
- v. A relative within the second degree of kinship of any of the following persons (excluding non-key persons) set forth in items a. to c. below:
 - a. A person set forth in items i. to iv. above;
 - b. An executive of a subsidiary of the Company (an executive or a non-executive director when determining independence of an external auditor for designation as an independent auditor);
 - c. A person falling under b. or an executive of the Company (an executive or a non-executive director when determining independence of an external auditor for designation as an independent auditor) in the past year.

- Notes:
1. "A person for which the Company is a major business partner" refers to those receiving payments from the Company or its subsidiary in an amount equivalent to 2% of their total annual consolidated net sales or ¥100 million, whichever is higher, in the most recent business year.
 2. "A major business partner of the Company" refers to those paying to the Company an amount equivalent to 2% or more of the Company's total annual consolidated net sales in the most recent business year.
 3. "Receives significant amounts of cash or other property from the Company other than officers' compensation" refers to a consultant, accounting specialist, or legal specialist (if the entity receiving such property is a corporation, union, or other organization, a person currently or previously affiliated to the entity) who received as compensation other than officers' compensation from the Company or its subsidiary cash or property in an amount equivalent to 2% of that person's total annual consolidated net sales (in aggregate) or ¥10 million, whichever is higher, in the most recent business year.