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Stock Exchange Code 7561

June 3, 2022

To Shareholders with Voting Rights:

Tatsuya Aoki, Chief Executive Officer
HURXLEY CORPORATION
3-10 Tsuruno-cho, Kita-ku, Osaka City

NOTICE OF THE 44th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 44th Annual General Meeting of Shareholders of HURXLEY CORPORATION (“the Company”). The meeting will be held for the purposes as described below.

Given that the COVID-19 pandemic is not yet over, we request that you keep in mind your state of health and that you do not make unnecessary efforts to attend the meeting and refrain from coming to the venue in person if you are not feeling well or find yourself in a similar situation. If you choose not to attend, you should consider exercising your voting rights in writing or via the Internet, etc.

If you decide to exercise your voting rights in writing or via the Internet, etc., you should review the attached Reference Documents for the General Meeting of Shareholders and vote no later than 5:30 pm on Tuesday, June 21, 2022, Japan time.

If you choose to vote by mail, you should indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and send it by return mail, ensuring that the form reaches the Company by the above deadline.

To vote via the Internet, etc., you should do so after checking the “Procedures for Exercising Voting Rights Via Internet, Etc.” on pages 3 to 4 (Japanese version only). We take part in the electronic voting system platform for institutional investors operated by ICJ, Inc.

- 1. Date and Time:** Wednesday, June 22, 2022 at 10:00 am Japan time
- 2. Place:** Hotel Hankyu International 4F Shion Meeting Room
19-19 Chayamachi, Kita-ku, Osaka

**The Company will not offer souvenirs to shareholders attending the General Meeting of Shareholders.
We appreciate your understanding.**

3. Meeting Agenda

Matters to be reported:

1. The Business Report, Consolidated Financial Statements, together with results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 44th Fiscal Year (April 1, 2021 - March 31, 2022)
2. Non-consolidated Financial Statements for the Company’s 44th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- | | |
|-------------------|---|
| Proposal 1 | Distribution of Surplus |
| Proposal 2 | Amendments to Articles of Incorporation |
| Proposal 3 | Election of Six Directors |
| Proposal 4 | Election of One Corporate Auditor |

<Notice Regarding COVID-19>

Given that the COVID-19 pandemic is not yet over, we request that you keep in mind your state of health and that you do not make unnecessary efforts to attend the meeting and refrain from coming to the venue in person if you are not feeling well or find yourself in a similar situation. If you choose not to attend, you should consider exercising your voting rights in writing or via the Internet, etc.

Furthermore, we may implement measures such as taking attendees' temperature, having attendees wear masks, and providing alcohol disinfectant, on the day of the meeting in order to prevent infections, and we request that you cooperate with those measures.

In the event of major changes to the operation of the Company's General Meeting of Shareholders such as a change of venue due to future conditions, we will post the information on the Company's website (<https://www.hurxley.co.jp/>), so please check as needed.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should revisions arise to the Reference Documents for the General Meeting of Shareholders together with the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, we will notify by publishing on the Company's website (<https://www.hurxley.co.jp/kessan/>) on the Internet.
- The notice of convocation along with documents provided are published on the Company's website (<https://www.hurxley.co.jp/kessan/>) on the Internet.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 Distribution of Surplus

Regarding the distribution of surplus, it is as follows.

Items Related to the Year-end Dividend

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 44th fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes 7 yen per common share of the Company.
And, in this case the total dividend amount will be 128,903,838 yen.
- (3) Effective date of dividends of surplus
The Company proposes June 23, 2022.

Proposal 2 Amendments to Articles of Incorporation

1. Reason for changes

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 16, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 16, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, Article 8 of Supplementary Provisions regarding the effective date, etc. will be established.

2. Details of changes

The proposed changes are as follows.

(underlined items have been amended)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 16</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">(establish)</p>	<p style="text-align: center;">(delete)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 16</u> <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Supplementary Provisions) (establish)</p> <p>(establish)</p>	<p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p>(Supplementary Provisions) <u>Article 7</u> <u>This provision shall be partially amended by a resolution of the General Meeting of Shareholders to be held on June 22, 2022.</u></p> <p><u>Article 8</u> <u>1. The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and the establishment of Article 16 (Measures, etc. for Providing Information in Electronic Format) in the Articles of Incorporation shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u> <u>2. Notwithstanding the provision of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <u>3. This Article shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

(Reference)

System for providing informational materials for the general meeting of shareholders in electronic format refers to the system for providing shareholders with informational materials for the general meeting of shareholders by posting such material on the Company’s website and notifying shareholders of the website URL and similar items in writing.

Because listed companies must adopt a system for providing informational materials for the general meeting of shareholders in electronic format, the Company will introduce such a system starting with the next general meeting of shareholders (June 2023).

Proposal 3

Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tatsuya Aoki (June 4, 1952)	Mar. 1980 Established the Company as President Nov. 1997 President, Asahi Toyo Corp. (current position) July 2011 Chief Executive Officer/Chairman, Asahi Butsuryu Corp. (presently ASAHI L&C Corp.) Nov. 2013 President, Tenpo Ryutsu Net, Inc. Mar. 2016 Chief Executive Officer/Chairman, Tenpo Ryutsu Net, Inc. (current position) Dec. 2018 President, Kagoshima Shokuhin Service Corp. (presently Suisen Property Corp.) Apr. 2019 Chief Executive Officer/Chairman, the Company Oct. 2019 Director, TRN Investment Management, Inc. (current position) Dec. 2019 Chief Executive Officer/Chairman, Ajikoubou Suisen Corp. (current position) Nov. 2020 Director TRN Capital Management, Inc. (current position) Feb. 2021 Director, First Mate Corp. (current position) Sept. 2021 Chief Executive Officer/Advisor, Hokka-Hokka Tei Souhombu Corp. (current position) Feb. 2022 Chief Executive Officer/Chairman, Kagoshima Shokuhin Service Corp. (presently Suisen Property Corp.) (current position) Apr. 2022 Chief Executive Officer/Advisor, ASAHI L&C Corp. (current position) Apr. 2022 Director, Annie, Inc. (current position) Apr. 2022 Director, TRN City Partners, Inc. (current position) Apr. 2022 Chief Executive Officer, the Company (current position) (Significant concurrent positions outside the Company) Chief Executive Officer/Chairman, Tenpo Ryutsu Net, Inc. Chief Executive Officer/Advisor, Hokka-Hokka Tei Souhombu Corp. Chief Executive Officer/Advisor, ASAHI L&C Corp.	660,760

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Tadao Sawada (September 25, 1958)	<p>May 2004 Joined the Company</p> <p>July 2005 Executive Officer; Division Manager, Sales Management First Division</p> <p>June 2007 Director, Asahi Butsuryu Corp. (presently ASAHI L&C Corp.)</p> <p>Apr. 2008 Senior Vice President, Asahi Butsuryu Corp. (presently ASAHI L&C Corp.)</p> <p>June 2008 Director, the Company (current position)</p> <p>July 2011 President, Asahi Butsuryu Corp. (presently ASAHI L&C Corp.)</p> <p>Dec. 2018 Director, Kagoshima Shokuhin Service Corp. (presently Suisen Property Corp.) (current position)</p> <p>Jan. 2021 Director, Asahi Toyo Corp. (current position)</p> <p>Apr. 2022 Chief Executive Officer/Chairman and President, ASAHI L&C Corp. (current position)</p> <p>(Significant concurrent positions outside the Company) Chief Executive Officer/Chairman and President, ASAHI L&C Corp.</p>	12,600
3	* Minoru Ishii (March 6, 1970)	<p>Apr. 1993 Joined Showa Leasing Co., Ltd.</p> <p>June 2002 Joined TRN Corporation (presently Tenpo Ryutsu Net, Inc.)</p> <p>Jan. 2004 Director, TRN Corporation (presently Tenpo Ryutsu Net, Inc.)</p> <p>Nov. 2005 President, Tenpo Ryutsu Net, Inc.</p> <p>Mar. 2010 Representative Director and Vice President, TRN Corporation (presently Tenpo Ryutsu Net, Inc.)</p> <p>Mar. 2012 Director, Tenpo Ryutsu Net, Inc.</p> <p>May 2014 Managing Director, Tenpo Ryutsu Net, Inc.</p> <p>Mar. 2016 President, Tenpo Ryutsu Net, Inc.</p> <p>Oct. 2019 President, TRN Investment Management, Inc. (current position)</p> <p>Nov. 2020 Chief Executive Officer, Tenpo Ryutsu Net, Inc. (current position)</p> <p>* Responsible for managing the TRN Group</p> <p>Nov. 2020 Director, TRN Capital Management, Inc.</p> <p>Mar. 2021 Director, Annie, Inc. (current position)</p> <p>Mar. 2022 President, TRN Capital Management, Inc. (current position)</p> <p>Apr. 2022 President, TRN City Partners, Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Chief Executive Officer, Tenpo Ryutsu Net, Inc.</p>	—

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	* Tomohiko Iwasaki (May 21, 1978)	<p>Apr. 2001 Joined the Company</p> <p>Oct. 2015 Manager Kinki Direct Management Division, West Japan Management Head Office, the Company</p> <p>July 2016 Division Manager, Kinki Direct Management Division, West Japan Management Head Office, and Division Manager, Kyushu Management Division, Kyushu Management Head Office, the Company</p> <p>Oct. 2017 General Manager, No. 1 Bloc, Sales Management Head Office, the Company</p> <p>Apr. 2020 Executive Officer, Deputy Division Manager, Sales Management Division, and General Manager, No. 1 Bloc, the Company</p> <p>Nov. 2020 Director, Tenpo Ryutsu Net, Inc. (current position)</p> <p>Apr. 2021 Managing Executive Officer, Deputy Division Manager and General Manager, Sales Management Head Office, the Company</p> <p>Sept. 2021 President, Hokka-Hokka Tei Souhombu Corp. (current position)</p> <p>(Significant concurrent positions outside the Company) President, Hokka-Hokka Tei Souhombu Corp. Director, Tenpo Ryutsu Net, Inc.</p>	200
5	Yutaka Sakai (January 29, 1944)	<p>Apr. 1966 Joined SANYO Electric Co., Ltd</p> <p>Sept. 1975 Assembly member, Osaka Prefectural Assembly</p> <p>Nov. 1975 Advisor, Osaka Trucking Association</p> <p>Apr. 1983 Policy chief, Osaka Prefectural Assembly Member Delegation of the Liberal Democratic Party of Japan</p> <p>Apr. 1988 Secretary-General, Osaka Prefectural Assembly Member Delegation of the Liberal Democratic Party of Japan</p> <p>June 1990 The 86th Chairman, Osaka Prefectural Assembly</p> <p>Nov. 1997 Secretary-General, Federation of Osaka Prefecture Liberal Democratic Party Branches</p> <p>June 2001 Director, Dojima Fudousan, Inc.</p> <p>Jan. 2005 Member, New Draft Constitution Committee, Liberal Democratic Party of Japan Head Office</p> <p>June 2015 President, Dojima Fudousan, Inc. (current position)</p> <p>June 2016 Director, the Company (current position)</p> <p>(Significant concurrent positions outside the Company) President, Dojima Fudousan, Inc.</p>	—

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Fumi Michihata (April 1, 1961)	<p>Apr. 1987 Joined Restaurant Seibu, Inc. (presently Compass Group Japan, Inc.)</p> <p>July 1991 Dining out/ready-made meal business development, started the food product/produce marketing business</p> <p>July 1994 Director, Kasa Creative Net Inc.</p> <p>July 2003 President, Foodbiz-net.com (current position)</p> <p>Apr. 2009 Full time instructor, Toyo University Faculty of Regional Development Studies</p> <p>June 2011 Home meal master certified member, Japan Ready-made Meal Association</p> <p>July 2012 Member, Investigative commission for interim support function training measure, producing area council, Fisheries Agency</p> <p>Apr. 2015 Member, Committee to assess the technical skill of ready-made meal manufacturing industry for technical intern training program</p> <p>Apr. 2016 Adjunct instructor, Toyo University Faculty of Regional Development Studies</p> <p>May 2017 President, Global Product Explorer Japan (current position)</p> <p>June 2018 Director, the Company (current position) (Significant concurrent positions outside the Company)</p> <p>President, Global Product Explorer Japan President, Foodbiz-net.com</p>	2,400

- Notes
1. New candidates for Director are indicated by an asterisk (*).
 2. The reasons for choosing Mr. Tatsuya Aoki as a candidate for Director are, he is the Company's founder, and based on his abundant experience, together with planning to implement group strategy for business growth and performance improvement, we expect appropriate supervision to be carried out of the group as a whole.
 3. The reasons for choosing Mr. Tadao Sawada as a candidate for Director are, based on his abundant experience as a long time corporate manager, together with planning to implement group strategy of responsible areas of business for business growth and performance improvement, we expect appropriate supervision to be carried out of the group as a whole as well as responsible areas of business.
 4. The reasons for choosing Mr. Minoru Ishii as a candidate for Director are, he possesses not only broad knowledge of the real estate and financial industries acquired as the director of Group companies, including a real estate subsidiary that specializes in restaurants, but also extensive knowledge of and experience with management, risk management, and other issues. We propose his election so that he can leverage that knowledge and experience to implement the Company's desired management plan, improve the functions of the Group (providing value-added services and strengthening management departments), and other objectives.
 5. The reasons for choosing Mr. Tomohiko Iwasaki as a candidate for Director are, he has been involved in conducting operations, including sales planning and sales, for many years in the take-out boxed lunch business, and possesses extensive knowledge and experience having been in charge of management as the President of Hokka-Hokka Tei Souhombu Corp. and other activities. We propose his election so that he can leverage that knowledge and experience to implement the Company's desired management plan, improve the functions of the Group (providing value-added services and strengthening management departments), and other objectives.
 6. Mr. Yutaka Sakai, a candidate for Director, is an outside Director candidate.
The reasons for choosing Mr. Yutaka Sakai as a candidate for outside Director are, possessing abundant experience and opinions as a long time public official, we propose his election as we expect him to sufficiently play a role in supervising determination of important matters as well as business execution of the Company's management as an outside Director. Although Mr. Yutaka Sakai is President of Dojima Fudousan, Inc., the Company does not have any important transactional nor other relationships with Dojima Fudousan, Inc. Furthermore, as Mr. Yutaka Sakai has satisfied the requirements of an Independent Director who is given the obligation by the Tokyo Stock Exchange, Inc. to protect ordinary shareholders, he has been reported as an Independent Director pursuant to the regulations provided under Article 436, Paragraph 2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
Mr. Yutaka Sakai's period in office as an outside Director will be six years at the conclusion of this Annual General Meeting of Shareholders.

7. Ms. Fumi Michihata, a candidate for Director, is an outside Director candidate.
The reasons for choosing Ms. Fumi Michihata as a candidate for outside Director are, possessing abundant experience and opinions due to a long career in businesses involving “food,” we propose her election as we expect her to sufficiently play a role in supervising determination of important matters as well as business execution of the Company’s management as an outside Director. Although Ms. Fumi Michihata is President of Foodbiz-net.com and President of Global Product Explorer Japan, the Company does not have any important transactional nor other relationships with Foodbiz-net.com nor Global Product Explorer Japan. Furthermore, as Ms. Fumi Michihata has satisfied the requirements of an Independent Director who is given the obligation by the Tokyo Stock Exchange, Inc. to protect ordinary shareholders, she has been reported as an Independent Director pursuant to the regulations provided under Article 436, Paragraph 2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
Ms. Fumi Michihata’s period in office as an outside Director will be four years at the conclusion of this Annual General Meeting of Shareholders.
8. Director candidate Ms. Fumi Michihata’s name on her official family register is Ms. Fumi Kasamoto.
9. The Company has entered into directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, and a summary of the contract is given in the “(3) State of Corporate Directors,” “2. Current Condition of the Company” section of the Business Report. If the election of the candidates for Directors is approved, they will continue to be included in the parties covered by the contract. In addition, the Company intends to maintain the current contract terms when the contract is renewed.
10. The Company has entered into a liability limitation agreement with Mr. Yutaka Sakai and Ms. Fumi Michihata, and in the event that their election for Director is approved, the Company plans to continue with said agreement with them. The summary of the contents of the liability limitation agreement with outside Directors are given in the “(3) State of Corporate Directors,” “2. Current Condition of the Company” section of the Business Report.
11. There are no special interest relationships between the six Director candidates and the Company.
12. Director candidates Mr. Tadao Sawada, Mr. Tomohiko Iwasaki, Mr. Yutaka Sakai, and Ms. Fumi Michihata separately hold shares in the Company by means of a shareholding association.

Proposal 4**Election of One Corporate Auditor**

The term of office of Corporate Auditor Yoshio Suzuka will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of one Corporate Auditor.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for the Corporate Auditor is as follows.

Name (Date of birth)	Past experience and positions at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Yoshio Suzuka (October 28, 1952)	Apr. 1975 Joined National Tax Agency July 1997 Head of Finance Office, Finance Dept., West Japan Railway Company July 2001 Instructor, Education No. 2 Dept., National Tax College July 2003 District Director, Maizuru Tax Office July 2008 Director, Office of Management Supervision Dispatched to Osaka, Commissioner's Secretariat, National Tax Agency July 2011 District Director, Amagasaki Tax Office July 2012 Director Second Taxation Department, Osaka Regional Taxation Bureau Sept. 2013 Opened Suzuka Certified Tax Accountant Office (current position) June 2014 Corporate Auditor, the Company (current position) June 2015 Audit and Supervisory Board Member, Gunze Ltd. (current position) Aug. 2019 Audit and Supervisory Board Member, Tatsumi Shokai Co., Ltd. (current position) (Significant concurrent positions outside the Company) Representative Suzuka Certified Tax Accountant Office Outside Audit and Supervisory Board Member, Gunze Ltd. Outside Audit and Supervisory Board Member, Tatsumi Shokai Co., Ltd.	—

- Notes
1. Mr. Yoshio Suzuka is a candidate for outside Corporate Auditor.
 2. The reasons for choosing Mr. Yoshio Suzuka as a candidate for outside Corporate Auditor are to reflect advice and proposals based on his rich experience and knowledge acquired at the National Tax Agency and as Tax Office District Director in the Company's management and have him provide supervision from an independent perspective. Mr. Yoshio Suzuka is not involved in the Company's management in any other way than as an outside officer. For these reasons, the Company judges that he can appropriately execute operations as an outside Corporate Auditor of the Company.
 3. Mr. Yoshio Suzuka's period in office as an outside Corporate Auditor will be eight years at the conclusion of this Annual General Meeting of Shareholders.
 4. The Company has entered into directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, and a summary of the contract is given in the "(3) State of Corporate Directors," "2. Current Condition of the Company" section of the Business Report. If the election of the candidate for Corporate Auditor is approved, he will continue to be included in the parties covered by the contract. In addition, the Company intends to maintain the current contract terms when the contract is renewed.
 5. The Company has entered into a liability limitation agreement with Mr. Yoshio Suzuka. In the event that his election for Corporate Auditor is approved, the Company plans to continue with said agreement with him. The summary of the contents of the liability limitation agreement with Corporate Auditor are given in the "(3) State of Corporate Directors," "2. Current Condition of the Company" section of the Business Report.
 6. As Mr. Yoshio Suzuka has satisfied the requirements of an Independent Director who is given the obligation by the Tokyo Stock Exchange, Inc. to protect ordinary shareholders, he has been reported as an Independent Director pursuant to the regulations provided under Article 436, Paragraph 2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
 7. There are no special interest relationships between the candidate and the Company.
 8. Mr. Yoshio Suzuka separately holds shares in the Company by means of a shareholding association.