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Securities code: 4966

June 3, 2022

To our shareholders:

Hiroya Uyemura  
President  
**C. Uyemura & Co., Ltd.**  
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

## NOTICE OF THE 94TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage. You are hereby notified of the convocation of the 94th Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

Furthermore, in order to avoid the risk of spreading the novel coronavirus at this meeting, you are strongly recommended to refrain from attending the meeting in person and instead exercise your voting rights by postal mail. In this case, please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:15 p.m., Tuesday, June 28, 2022 (Japan Standard Time).

**1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** Assembly Hall, 8th floor of the Company Head Office  
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

**3. Agenda:**

**Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 94th Fiscal Term (from April 1, 2021 to March 31, 2022), as well as the results of an audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 94th Fiscal Term (from April 1, 2021 to March 31, 2022)

**Matters to be resolved:**

**Proposal No. 1** Appropriation of Surplus

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

Please be sure to read the enclosed note, “Measures against spreading the novel coronavirus for the 94th Annual General Meeting of Shareholders” (in Japanese only).

When attending the meeting on the day, please submit the enclosed voting rights exercise form at the reception desk. Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements require revisions, the revised versions shall be posted on the Company’s website (<https://www.uyemura.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1 Appropriation of Surplus

1. Matters related to year-end dividends

With consideration to the actual results for the 94th Fiscal Term (from April 1, 2021 to March 31, 2022) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 94th Fiscal Term as follows:

(1) Type of dividend property

Cash

(2) Matters regarding allocation of dividend property and total amount thereof

¥130 per common share of the Company

Total amount of dividends: ¥2,240,382,560

(3) Effective date of distribution of dividends of surplus

June 30, 2022

2. Matters related to other appropriation of surplus

To utilize the internal reserve to further strengthen operating systems, for facility expansion and reinforcement, for research and development activities, and to expand the business in the future, an appropriation of internal reserves is proposed as indicated below:

(1) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: ¥6,700,000,000

(2) Item of surplus to be increased and amount of increase thereof

General reserve: ¥6,700,000,000

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The amended provisions set forth in the proviso of Article 1 of the Supplementary Provisions of the Act on Partial Revision to the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022, and an electronic provision system for Reference Documents for the General Meetings of Shareholders will be introduced. Accordingly, the Articles of Incorporation will be amended as follows:

- (1) Article 14 (Measures, etc., to Provide Information in Electronic Format), paragraph 1 of the proposed amendments will be newly established, as the Company will be obliged to stipulate in its Articles of Incorporation that it will take measures for the provision of information in electronic format regarding information forming the content of the Reference Documents for the General Meetings of Shareholders.
- (2) Article 14 (Measures, etc., to Provide Information in Electronic Format), paragraph 2 of the proposed amendments shall be newly established so that the scope of the matters described in the documents to be delivered to shareholders who have requested the delivery of written documents can be limited to the scope specified by the Ministry of Justice Order among matters for the provision of information in electronic format regarding information forming the content of the Reference Documents for the General Meetings of Shareholders.
- (3) The provisions of Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meetings of Shareholders) will become unnecessary when the system for the electronic provision of the Reference Documents for the General Meetings of Shareholders is introduced; thus, Article 14 will be deleted.
- (4) Supplementary Provisions will be established concerning the effect of the above-mentioned newly established and deleted provisions. These Supplementary Provisions shall be deleted after the due date has passed.

2. Details of the amendment

Details of the amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meetings of Shareholders)</u></p> <p><u>Article 14</u>  <u>As for the convocation notice of the General Meetings of Shareholders, the Company is considered to have provided the information to be stated or indicated in the Reference Documents for the General Meetings of Shareholders, business reports, non-consolidated financial statements and consolidated financial statements to the shareholders by disclosing such information via the internet in accordance with the Ministry of Justice Order.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 14</u></p> <p><u>1. When convening the General Meetings of Shareholders, the Company shall take measures for the electronic provision of information forming the content of the Reference Documents for the General Meetings of Shareholders.</u></p> <p><u>2. The Company may not state in the documents to be delivered to shareholders who have requested written documents by the record date of voting rights, all or part of the matters for the electronic provision of information specified by the Ministry of Justice Order.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p> <p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures for Electronic Provision of General Meetings of Shareholders' Documents)</u></p> <p><u>Article 1</u></p> <p>1. <u>The deletion of Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meetings of Shareholders) and the new establishment of Article 14 (Measures, etc., to Provide Information in Electronic Format) of the proposed amendments shall take effect from September 1, 2022.</u></p> <p>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meetings of Shareholders) shall remain in effect for General Meetings of Shareholders held on a date within six months from September 1, 2022.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted on the date six months from September 1, 2022, or on the date three months after the date of the General Meetings of Shareholders mentioned in the preceding paragraph, whichever is later.</u></p>