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Stock Exchange Code: 3001

March 8, 2023

(Commencement of electronic provision measures: March 6, 2023)

To Shareholders with Voting Rights:

Ryosuke Joko
President and CEO, Representative
Director
Katakura Industries Co., Ltd.
6-4 Akashi-cho, Chuo-ku, Tokyo

**NOTICE OF
THE 114TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby notified that the 114th Annual General Meeting of Shareholders of Katakura Industries Co., Ltd. (the “Company”) will be held for the purposes as described below.

We have taken the electronic provision measures to convene this General Meeting of Shareholders, and posted the matters for electronic provision measures on the following website as the Japanese original of “NOTICE OF THE 114TH ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

The Company's website: <https://www.katakura.co.jp/ir/stock/meeting/>

In addition to the above, the matters for electronic provision measures are posted on the following website on the Internet.

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

Please access the above website of Listed Company Search and enter our company name or stock exchange code. Next, select “Basic information” and then “Documents for public inspection/PR information” to find the information.

As a result of careful consideration based on the recent measures taken by the central and prefectural governments, etc. to prevent the spread of the COVID-19 infection, the Company has decided to hold this General Meeting of Shareholders with appropriate infection prevention measures in place.

In order to prevent the spread of infection, you are kindly requested to exercise your voting rights in advance, either in writing or via the Internet, etc. as much as possible, and refrain from attending the meeting in person, regardless of your health status.

Please review the Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision measures and exercise your voting rights by **5:20 p.m., Japan time on Wednesday, March 29, 2023.**

- 1. Date and Time:** Thursday, March 30, 2023 at 10:00 a.m. Japan time
(Reception opens at 9:00 a.m.)
- 2. Place:** JIJI PRESS HALL (2nd floor of Jiji Press Building) located at
5-15-8, Ginza, Chuo-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 114th Fiscal Year (January 1, 2022 - December 31, 2022), 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 114th Fiscal Year (January 1, 2022 - December 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors

- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ⊙ The document sent to shareholders (the Japanese original of NOTICE OF THE 114TH ANNUAL GENERAL MEETING OF SHAREHOLDERS) also serves as a document containing the matters for electronic provision measures that is to be delivered to shareholders upon request. Pursuant to relevant laws, regulations, and provisions of Article 15 of the Articles of Incorporation of the Company, the following items are excluded from this notice. For that reason, the document is part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of audit reports.
 - Notes to the Consolidated Financial Statements
 - Notes to the Non-consolidated Financial Statements
- ⊙ Please refer to the English translation of the Reference Documents for the General Meeting of Shareholders which will be posted on the Company's website (<https://www.katakura.co.jp/english/index.html>).
- ⊙ Should the matters for electronic provision measures require any revision, the details of the revision will be posted on the respective websites.

Please be advised that no souvenirs will be provided to shareholders attending the General Meeting of Shareholders.
We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The dividend policy of the Company is based on a principle of distributing stable dividend payments to shareholders. Dividends are determined by thoroughly considering this year's business results, future business development, the level of internal reserves, the dividend payout ratio, etc. Based on this policy, we propose to pay an ordinary dividend of 16 yen per share as the year-end dividend for the 114th fiscal year. The details are as follows.

- (1) Type of property to be distributed as dividend:
Cash
- (2) Matters regarding the assignment of dividend property and total amount thereof:
16 yen per share of the Company's common stock
Total amount of the dividend will be 532,907,744 yen.
- (3) Date on which payment of surplus takes effect:
March 31, 2023

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates of Director are as follows:

No.		Name	Current positions and responsibilities at the Company	
1	Reappointment	Kimiya Sano	Chairman	
2	Reappointment	Ryosuke Joko	President and CEO, Representative Director	
3	Reappointment	Kenichi Mizusawa	Director, Executive Officer and General Manager of Planning Department In charge of Administrative Division (Planning Department, Accounting and Finance Department)	
4	Reappointment	Osamu Kurihara	Director, Executive Officer and General Manager of Real Estate Business Department	
5	Reappointment	Yuuho Yamada	Director, Executive Officer and General Manager of Business Promotion Department In charge of Pharmaceuticals Business Division, Machinery Business Department, and Textiles Business Department	
6	Reappointment	Outside Independent	Kouichi Oomuro	Outside Director Chairperson of the Nomination and Remuneration Advisory Committee
7	Reappointment	Outside Independent	Michio Kuwahara	Outside Director
8	New	Outside Independent	Tetsuya Kanamaru	—

No. **1** **Kimiya Sano** Born on March 8, 1955

Reappointment

Number of shares of the Company held: 24,370
Years serving as Director: 10
Attendance at Board of Directors meetings: 14/14

Past experience, positions, responsibilities, and significant concurrent positions

April 1977	Joined the Company	March 2015	President and CEO, Representative Director of the Company
January 2008	General Manager of General Affairs Department of the Company	June 2017	Outside Director of Katakura & Co-op Agri Corporation (to present)
January 2010	General Manager of Retail Business Department of the Company	February 2019	Chairperson, Nomination and Remuneration Committee of Katakura & Co-op Agri Corporation (to present)
March 2010	Executive Officer and General Manager of Retail Business Department of the Company	March 2019	Chairman and Representative Director of the Company
February 2011	Executive Officer and General Manager of Accounting and Finance Department of the Company	March 2020	Chairman of the Company (to present)
March 2013	Managing Director of the Company		

Reasons for nomination as a candidate for Director:

Mr. Kimiya Sano promoted management reforms as Representative Director starting from March 2015, such as the strengthening of the Group's operating structure and implementation of structural reforms, and has a wealth of experience and insight as a manager. Moreover, he has been leading the Group as the Chairman since March 2020 by putting to good use his deep insight into management and supervisory capabilities. He is deemed suitable for a position where he can continue to contribute to improving the Company's corporate value, and therefore has been re-nominated as a candidate for Director.

No. **2** **Ryosuke Joko** Born on August 6, 1961

Reappointment

Number of shares of the Company held: 3,958
Years serving as Director: 5
Attendance at Board of Directors meetings: 14/14

Past experience, positions, responsibilities, and significant concurrent positions

April 1985	Joined The Fuji Bank, Limited	April 2017	Executive Adviser of Mizuho Bank, Ltd.
April 2010	General Manager of Osaka Branch of Mizuho Bank, Ltd.	May 2017	Executive Adviser of the Company
April 2012	Executive Officer and General Manager of Executive Secretariat of Mizuho Financial Group, Inc.	March 2018	Senior Managing Director of the Company
April 2014	Managing Executive Officer / In charge of Corporate Banking of Mizuho Bank, Ltd.	March 2019	President and CEO, Representative Director of the Company (to present)

Reasons for nomination as a candidate for Director:

Mr. Ryosuke Joko has displayed leadership since March 2019 as the President and CEO, Representative Director, carrying out structural reforms, which have been the Group's top priorities in management, to transform the Group into a highly profitable business, while promoting work-style reforms and human resource development. Because his wealth of experience and insight as a manager can be put to good use in management, he is deemed suitable for a position where he can continue to contribute to improving the Company's corporate value, and therefore has been re-nominated as a candidate for Director.

No. **3** **Kenichi Mizusawa** Born on July 22, 1970

Reappointment

Number of shares of the Company held: 1,551 Years serving as Director: 3 Attendance at Board of Directors meetings: 14/14

Past experience, positions, responsibilities, and significant concurrent positions

April	1994	Joined the Company	February	2021	Director, Executive Officer, General Manager of Corporate Planning Department and Manager of Legal and Compliance Section / In charge of Textiles Business Department and Administrative Division (Corporate Planning Department, Accounting and Finance Department, and Legal and Compliance Section) of the Company
April	2012	Manager of Group Business Section, Planning Department of the Company			
July	2013	Manager of Accounting Section, Accounting and Finance Department of the Company			
October	2015	General Manager of Planning Department of the Company			
March	2019	Executive Officer and General Manager of Planning Department of the Company	April	2021	Director, Executive Officer and General Manager of Planning Department /In charge of Textiles Business Department and Administrative Division (Planning Department, Accounting and Finance Department) of the Company
December	2019	Executive Officer and General Manager of Planning Department, and General Manager of Life Solution Business Department of the Company			
March	2020	Director, Executive Officer and General Manager of Planning Department /In charge of Textiles Business Department and Administrative Division (Planning Department, Accounting and Finance Department, and Legal and Compliance Section) of the Company	March	2022	Director, Executive Officer and General Manager of Planning Department /In charge of Administrative Division (Planning Department, Accounting and Finance Department) of the Company (to present)

Reasons for nomination as a candidate for Director:

Mr. Kenichi Mizusawa was appointed as Director in March 2020 after serving in key positions at the accounting division and planning division of the Company, and has engaged in the Group's management by serving as the person in charge of Administrative Division. Because he has a thorough knowledge of the Group's business operations as well as a wealth of experience and insight, he is deemed suitable for a position where he can contribute to improving the Company's corporate value, and therefore has been re-nominated as a candidate for Director.

No. **4** **Osamu Kurihara** Born on June 7, 1972

Reappointment

Number of shares of the Company held: 2,887 Years serving as Director: 1 Attendance at Board of Directors meetings: 11/11

Past experience, positions, responsibilities, and significant concurrent positions

April	1996	Joined the Company	April	2020	General Manager of Real Estate Business Department of the Company
February	2011	Manager of Development Section I, Real Estate Development Department of the Company	March	2021	Executive Officer and General Manager of Real Estate Business Department of the Company
April	2018	Assistant General Manager of Planning Department and Manager of Planning Section of the Company	March	2022	Director, Executive Officer and General Manager of Real Estate Business Department of the Company (to present)
October	2018	Assistant General Manager of the Planning Department, Manager of the Planning Section, and Manager of Secretarial Section of the Company			

Reasons for nomination as a candidate for Director:

Mr. Osamu Kurihara has engaged for many years in the development of Company-owned land and the management of commercial facilities in the Company's core real estate business, and has a wealth of work experience and insight in this business. As such, he is deemed suitable for a position where he can contribute to improving the Company's corporate value, and therefore has been nominated as a candidate for Director.

No. **5** **Yuuho Yamada**

Born on January 19, 1974

Reappointment

Number of shares of the Company held: 4,145	Years serving as Director: 1	Attendance at Board of Directors meetings: 11/11
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Past experience, positions, responsibilities, and significant concurrent positions

April 1996	Joined the Company	February 2019	General Manager of Structural Reform Promotion Department of the Company
August 2007	Manager of the Operations Section, Shintoshin Business Department of the Company	April 2020	General Manager of Business Promotion Department of the Company
January 2013	Manager of Planning Section, Planning Department of the Company	March 2021	Executive Officer and General Manager of Business Promotion Department of the Company
April 2018	General Manager, New Business Development Department of the Company	March 2022	Director, Executive Officer and General Manager of Business Promotion Department /In charge of Pharmaceuticals Business Division, Machinery Business Department, and Textiles Business Department of the Company (to present)
January 2019	General Manager of Life Solution Business Department of the Company		

Reasons for nomination as a candidate for Director:

Mr. Yuuho Yamada has a thorough knowledge of business management and business promotion by serving as General Manager when action was taken on the Group's top management priority of structural reform. As such, he is deemed suitable for a position where he can contribute to improving the Company's corporate value, and therefore has been nominated as a candidate for Director.

No. **6** **Kouichi Oomuro**

Born on February 6, 1945

Reappointment

Outside

Independent

Number of shares of the Company held: 7,930	Years serving as Director: 4	Attendance at Board of Directors meetings: 14/14
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Past experience, positions, responsibilities, and significant concurrent positions

April 1968	Joined Mitsui Fudosan Co., Ltd.	February 2018	Special Consultant to the Company
June 1997	Managing Director of Mitsui Fudosan Co., Ltd.	March 2019	Outside Director of the Company (to present)
April 2005	Vice President and Chief Executive Officer of Mitsui Fudosan Co., Ltd.	February 2020	Senior Director of Shibaura Institute of Technology (to present)
June 2011	Special Advisor to Mitsui Fudosan Co., Ltd.	March 2020	Chairperson of the Nomination and Remuneration Advisory Committee of the Company (to present)
October 2015	Full-time Auditor of Shibaura Institute of Technology		
May 2016	Outside Director of ARCLAND SAKAMOTO CO., LTD. (currently ARCLANDS CO., LTD.) (to present)		

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Utilizing the wealth of experience and broad insight he has acquired as a manager at operational companies, Mr. Kouichi Oomuro has provided practical advice on promoting the Group's growing real estate business, as well as on the direction of the overall management from a wider perspective. In addition, he has led deliberations and greatly contributed to improving the transparency and objectivity of decision-making processes as chairperson of the Nomination and Remuneration Advisory Committee. He is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore has been re-nominated as a candidate for Outside Director.

No. **7** **Michio Kuwahara** Born on October 24, 1948 **Reappointment** **Outside** **Independent**

Number of shares of the Company held: 290 Years serving as Director: 3 Attendance at Board of Directors meetings: 14/14

Past experience, positions, responsibilities, and significant concurrent positions

April	1972	Joined Marubeni Corporation	July	2016	Outside Director of TOSHIBA TEC CORPORATION (to present)
April	2006	Senior Managing Executive Officer, Member of the Board of Marubeni Corporation and President and CEO of Marubeni America Corporation	February	2017	Chairperson, Nomination and Compensation Advisory Committee of TOSHIBA TEC CORPORATION
June	2008	Representative Director, Senior Executive Vice President of Marubeni Corporation	March	2020	Outside Director of the Company (to present)
May	2010	Representative Director, President and CEO of The Daiei, Inc.	December	2021	Chairperson, Special Committee, and Chairperson, Nomination Committee of TOSHIBA TEC CORPORATION (to present)
April	2016	Part-time Auditor of Tokyo University of Foreign Studies (to present)			

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Mr. Michio Kuwahara has a wealth of experience and broad insight he has acquired as a manager at a general trading company and an operational company. He has made many helpful recommendations, suggestions, etc. at Board of Directors meetings and so forth. In addition, he has contributed to improving the transparency and objectivity of decision-making processes at the Nomination and Remuneration Advisory Committee. He is expected to continue serving the above role in the position of supervising the execution of business operations, and therefore has been re-nominated as a candidate for Outside Director.

No. **8** **Tetsuya Kanamaru** Born on April 12, 1964 **New** **Outside** **Independent**

Number of shares of the Company held: 0

Past experience, positions, responsibilities, and significant concurrent positions

April	1987	Joined The Norinchukin Bank	June	2018	Representative Director, Senior Managing Director, Member of the Board of Director, and Head of Food & Agri Banking Business of The Norinchukin Bank
June	2013	General Manager, Corporate Planning Division of The Norinchukin Bank			
June	2016	Managing Director, Member of the Board of Director of The Norinchukin Bank			
July	2017	Managing Executive Officer of The Norinchukin Bank	July	2021	Chairman of The Agribusiness Investment & Consultation Co., Ltd. (to present)
April	2018	Senior Managing Executive Officer and Head of Food & Agri Banking Business of The Norinchukin Bank	August	2021	Chairman of Norinchukin Capital Co., Ltd (to present)

Reasons for nomination as a candidate for Outside Director and summary of expected role:

Mr. Tetsuya Kanamaru has a wealth of experience and broad insight he has acquired as a manager at financial institutions. We deem that he will contribute to maintaining and strengthening corporate governance. He is deemed suitable for an Outside Director who supervises the execution of business operations, and therefore has been nominated as a candidate for Outside Director.

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The candidates for Director, Mr. Kouichi Oomuro, Mr. Michio Kuwahara, and Mr. Tetsuya Kanamaru are candidates for Outside Director.
3. Mr. Tetsuya Kanamaru executed business operations for ten years at The Norinchukin Bank, a financial institution with which the Company does business. His positions and responsibilities at The Norinchukin Bank are described above under "Past experience, positions, responsibilities, and significant concurrent positions." Two years have lapsed since Mr. Tetsuya Kanamaru retired from the position as a Director engaged in the execution of business operations at said financial institution, and currently he is not involved in the execution of business operations.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Articles of Incorporation of the Company, the Company has entered into an agreement with each of Mr. Kimiya Sano, Mr.

Kouichi Oomuro, and Mr. Michio Kuwahara to limit each of their liability for damages to the Company prescribed in Article 423, Paragraph 1 of said Act. The liability limit under these agreements is the minimum liability amount prescribed in Article 425, Paragraph 1 of said Act. If Mr. Kimiya Sano, Mr. Kouichi Oomuro, and Mr. Michio Kuwahara are reelected, the Company intends to continue such agreement with them.

If Mr. Tetsuya Kanamaru is elected, the Company intends to enter into the same agreement with him.

5. The Company has entered into an officers' liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. A summary of this insurance contract is available on the Business Report (on page 29 of the Japanese original). If the election of the candidates for Director is approved, they will be included in the insured under the insurance contract.

In addition, the Company plans to leave the contract unchanged at the time of the next renewal.

6. The Company has designated Mr. Kouichi Oomuro and Mr. Michio Kuwahara as independent officers as stipulated by the Tokyo Stock Exchange, Inc., and notified said Exchange. If the reelections of them are approved, the Company intends to continue designating them as independent officers.

In addition, if the election of Mr. Tetsuya Kanamaru is approved, the Company intends to designate him as an independent officer as stipulated by the Tokyo Stock Exchange, Inc. and notify said Exchange.

7. The number of shares of the Company held by each candidate is the number of shares as of the end of the fiscal year under review (December 31, 2022).
8. Attendance at Board of Directors meetings of Mr. Osamu Kurihara and Mr. Yuuho Yamada shows figures covering the meetings held after they were elected as Directors at the 113th Annual General Meeting of Shareholders held on March 30, 2022.