

[This English translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version prevails.]



November 21, 2023

Trade name: Noevir Holdings Co., Ltd.
Listing: Tokyo Stock Exchange, Prime Market (Code Number: 4928)
Representative: Takashi Okura, President and CEO
Address: 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

Notice of Convocation of the 13th Annual General Meeting of Shareholders

Dear Shareholders,

Thank you for your continued support of Noevir Holdings.

We hereby announce that the 13th Annual General Meeting of Shareholders will be held as detailed below.

In convening the General Meeting of Shareholders, the materials for the General Meeting of Shareholders have been provided electronically and are posted on the Company website. Please access the Company website below and check the materials for the General Meeting of Shareholders.

If you are unable to attend on the day of the meeting, you will be able to vote by mail or by the internet. Please read the following reference documents for the General Meeting of Shareholders and vote by 5:30 p.m. on December 7, 2023 (Thursday).

Thank you for your attention.

Materials for the General Meeting of Shareholders (Japanese only)

<https://www.noevirholdings.co.jp/ir/shareholder/index.htm>



Voting by letter

Indicate your vote for or against the proposal on the enclosed voting form and return it to arrive by the voting deadline above. If there is no vote for or against the proposal on the voting form, it will be considered as a vote in favor of the proposal.

Voting by internet, etc.

Confirm the "Information regarding voting by internet" listed on page 3 (available in Japanese only), then enter your vote for or against the proposal by the voting deadline above.

Internet disclosure

The following points in the materials for the General Meeting of Shareholders will be posted on the Company's website, etc. below in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation. They are therefore not included in this convocation notice.

- i) System for Ensuring Appropriate Business Operations in the Business Report
- ii) Consolidated changes to equity and Notes to the Consolidated Financial Statements in the consolidated financial statements
- iii) Non-consolidated changes to equity and Notes to the Non-Consolidated Financial Statements in the non-consolidated financial statements

In the event of an amendment to the materials for the General Meeting of Shareholders, the amended content will be posted on the Company website, etc.

Materials for the General Meeting of Shareholders (Japanese only)

<https://www.noevirholdings.co.jp/ir/shareholder/index.htm>



1. Time and date: December 8, 2023 (Friday) at 10:00 a.m. (Reception opens at 09:00 a.m.)

2. Location: Headquarters, 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

3. Agenda:

Reports

Business report for the 13th business year (October 1, 2022 to September 30, 2023), consolidated financial statements, other financial report documents, and audit report on consolidated financial statements by the accounting auditor and Audit & Supervisory Board.

Matter for Resolution

Proposal Appointment of 13 Directors

4. Exercise of voting rights: If you vote by both letter and internet, we will consider the vote made by internet to be valid.

If you vote by internet multiple times, we will consider the last vote to be valid.

If you attend the meeting on the day, please bring the enclosed voting form with you and present it at reception. Please be aware that only shareholders eligible to exercise voting rights will be admitted into the meeting, and that representatives, associates, etc., who are not shareholders will not be admitted, even if they carry the voting form. When you attend the meeting on the day, please bring this convocation notice with you.

Materials for the General Meeting of Shareholders are posted on the Tokyo Stock Exchange (TSE) website in addition to the Company website.

Please access the following TSE website, enter and search the Issue name (company name) or the Code, select "Basic information" and "Documents for public inspection/PR information," and check the materials for the General Meeting of Shareholders.

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



Proposal Appointment of 13 Directors

The terms of office of all eleven Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

We therefore request the election of thirteen Directors, adding two Directors for the purpose of further strengthening the management structure. The Director candidates are as follows.

Candidate number	Name		Current position in the Company
1	Hiroshi Okura	Reelection	Chairman and Representative Director
2	Takashi Okura	Reelection	President and CEO
3	Ikkou Yoshida	Reelection	Managing Director
4	Yasuo Kaiden	Reelection	Director
5	Masataka Nakano	Reelection	Director
6	Takeshi Okura	New election	Executive Officer, Internal Audit
7	Ryo Tsuchida	Reelection Outside Independent	Outside Director
8	Maho Kinami	Reelection Outside Independent	Outside Director
9	Emima Abe	Reelection Outside Independent	Outside Director
10	Mari Ishimitsu	Reelection Outside Independent	Outside Director
11	Haruhi Kuroda	Reelection Outside Independent	Outside Director
12	Emi Kanagasaki	New election Outside Independent	
13	Mari Tomita	New election Outside Independent	

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
1	Hiroshi Okura (August 9, 1936) <u>Reelection</u>	April 1964 Founded J. H. Okura & Co., Ltd.	1,000,000 shares
		June 1971 J. H. Okura & Co., Ltd. transformed into limited liability company President and CEO	
May 1978 Company name changed to Noevir Co., Ltd. President and CEO			
September 2009 Chairman and Representative Director			
March 2011 Retired as Representative Director Chairman and Representative Director of Noevir Holdings Co., Ltd. (current)			
Reason for Selection as Director Candidate Mr. Hiroshi Okura was selected as a candidate for director because as the founder of the Company, he has contributed to the development of the entire Group and has abundant experience and advanced insights into management.			
2	Takashi Okura (January 16, 1964) <u>Reelection</u>	September 1990 Joined Noevir Co., Ltd.	3,700,000 shares
		December 1993 Director, Assistant General Manager of Sales Division, Head of International Affairs	
February 1998 Managing Director, Manager of Management Strategy Department, Head of Sales Division 1 and Head of Sales Division 4			
December 2001 Representative Director, Vice President and COO			
September 2009 President and CEO			
March 2011 Retired as Representative Director President and CEO of Noevir Holdings Co., Ltd. (current)			
Reason for Selection as Director Candidate Mr. Takashi Okura was selected as a candidate for director because he has been involved in the Group's management since its foundation and has played a central role in expanding the Group's overall earnings as President and CEO.			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held	
3	Ikkou Yoshida (June 10, 1957) <u>Reelection</u>	January 1982	Joined Noevir Co., Ltd.	3,292 shares
		December 2007	Director, General Manager of Management Strategy Department, Head of the Public & Investor Relations Department	
December 2009	Director and Senior Executive Officer, General Manager of Management Strategy Department			
March 2011	Retired as Director Director and Senior Executive Officer, General Manager of Management Strategy Department, Noevir Holdings Co., Ltd.			
December 2013	Director and Senior Executive Officer, General Manager of Management Strategy Department, General Manager of Public & Investor Relations Department			
December 2014	Director, Management Strategy and Public & Investor Relations			
September 2021	Managing Director, Administrative			
December 2022	Managing Director of Noevir Holdings Co., Ltd. (current)			
<p>Reason for Selection as Director Candidate Mr. Ikkou Yoshida was selected as a candidate for director because he has abundant experience and knowledge regarding management in general, having served as Chief Officer of Administrative for the entire Group.</p>				
4	Yasuo Kaiden (November 4, 1955) <u>Reelection</u>	July 1978	Joined Noevir Co., Ltd.	29,688 shares
		December 1994	Director, Assistant General Manager of Sales Division, Head of Chubu Region	
December 2009	Director and Senior Executive Officer, General Manager of Manufacturing and Logistics Division, Head of Management Information Systems Department			
March 2011	President and CEO (current) Director of Noevir Holdings Co., Ltd. (current)			
<p>(Important Concurrent Positions Held) President and CEO of Noevir Co., Ltd.</p>				
<p>Reason for Selection as Director Candidate Mr. Yasuo Kaiden was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as President and CEO of one of the Company's main subsidiaries.</p>				

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held		Number of the Company's shares held
5	Masataka Nakano (April 18, 1952) <u>Reelection</u>	June 1978	Joined Noevir Co., Ltd.	8,680 shares
		October 1995	Representative Director and President of NOV Co., Ltd.	
		June 2000	Representative Director and President of SANA Co., Ltd.	
		September 2004	Director and Vice President of Tokiwa Pharmaceutical Co., Ltd.	
		February 2010	President and CEO	
		March 2011	Director of Noevir Holdings Co., Ltd. (current)	
		September 2022	Chairman and Representative Director of Tokiwa Pharmaceutical Co., Ltd.	
		July 2023	Representative Director, Chairman and President of Tokiwa Pharmaceutical Co., Ltd. (current)	
			(Important Concurrent Position Held) Representative Director, Chairman and President of Tokiwa Pharmaceutical Co., Ltd.	
Reason for Selection as Director Candidate				
Mr. Masataka Nakano was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as Representative Director, Chairman and President of one of the Company's main subsidiaries.				
6	Takeshi Okura (July 24, 1995) <u>New election</u>	April 2020	Joined Sumitomo Mitsui Banking Corporation	10,000 shares
		September 2021	Joined Noevir Holdings Co., Ltd. Executive Officer, Internal Audit of Noevir Holdings Co., Ltd. (current)	
Reason for Selection as Director Candidate				
Mr. Takeshi Okura was selected as a candidate for director because he has advanced insights into operations of the entire Group, having served as Executive Officer of Internal Audit of the Company.				

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
7	Ryo Tsuchida (July 4, 1968) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	<p>April 2002 Associate Professor of Law, University of East Asia</p> <p>April 2003 Associate Professor of Law, Meijo University</p> <p>January 2010 Registered as an attorney Joined Frontier Law Firm (current)</p> <p>April 2011 Professor of Law, Omiya Law School</p> <p>April 2014 Professor of Law, Senshu University</p> <p>November 2017 Outside Director of UPR Corp. (current)</p> <p>December 2018 Outside Audit & Supervisory Board Member of Noevir Holdings Co., Ltd.</p> <p>April 2020 Professor of Sophia Law School (current)</p> <p>December 2021 Outside Director of Noevir Holdings Co., Ltd. (current)</p> <p>(Important Concurrent Positions Held) Outside Director of UPR Corp. Professor of Sophia Law School</p>	739 shares
<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role</p> <p>Mr. Ryo Tsuchida was deemed an appropriate appointee to continue as an Outside Director because he has expert knowledge as an attorney, a college professor and an Outside Director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</p>			
8	Maho Kinami (February 14, 1976) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	<p>December 2010 Registered as an attorney Joined Zao Law Office</p> <p>December 2017 Outside Director of Noevir Holdings Co., Ltd. (current) Opened Kinami Law Office (current)</p> <p>June 2019 Outside Director of Advanex Inc.</p> <p>June 2022 Outside Audit & Supervisory Board Member of Sourcenext Corporation</p> <p>(Important Concurrent Positions Held) Representative of Kinami Law Office Outside Audit & Supervisory Board Member of Sourcenext Corporation</p>	304 shares
<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role</p> <p>Ms. Maho Kinami was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and an Outside Auditor at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</p>			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
9	Emima Abe (December 31, 1979) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	<p>December 2013 Registered as an attorney</p> <p>August 2016 Joined Max General Law Firm (present Miyamasuzaka the Firm Law & Accounting Office) (current)</p> <p>December 2018 Outside Director of Noevir Holdings Co., Ltd. (current)</p> <p>March 2022 Outside Director of B-R 31 Ice Cream Co., Ltd. (current)</p> <p>June 2023 Outside Director (Audit and Supervisory Committee Member) of Lifenet Insurance Company (current)</p> <p>(Important Concurrent Positions Held) Outside Director of B-R 31 Ice Cream Co., Ltd. Outside Director (Audit and Supervisory Committee Member) of Lifenet Insurance Company</p>	186 shares
<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role</p> <p>Ms. Emima Abe was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and an Outside Director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</p>			
10	Mari Ishimitsu (October 3, 1973) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	<p>October 2006 Registered as an attorney Joined Nogaki Law Office</p> <p>May 2008 Committee member of Ehime Asahi Television, Inc. TV Program Assessment Council (current)</p> <p>April 2009 Opened Mori & Ishimitsu Law Office</p> <p>April 2021 Vice-president of Ehime Bar Association</p> <p>October 2021 Opened Mikan Law Office (current)</p> <p>December 2021 Outside Director of Noevir Holdings Co., Ltd. (current)</p>	180 shares
<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role</p> <p>Ms. Mari Ishimitsu was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</p>			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
11	Haruhi Kuroda (April 16, 1987) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Rerelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	August 2011 Registered as an attorney September 2011 Joined Nishimura & Asahi April 2016 Joined Homma & Partners (current) December 2021 Outside Director of Noevir Holdings Co., Ltd. (current) June 2023 Outside Director of Saison Information Systems Co., Ltd. (current) (Important Concurrent Positions Held) Outside Director of Saison Information Systems Co., Ltd.	180 shares
		<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role Ms. Haruhi Kuroda was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and an Outside Director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</p>	
12	Emi Kanagasaki (June 18, 1976) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	December 2012 Registered as an attorney April 2017 Opened Jujo Oji Law Office (current) April 2022 Executive Governor of Japan Federation of Bar Associations (Important Concurrent Positions Held) Representative of Jujo Oji Law Office	0 share
		<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role Ms. Emi Kanagasaki was deemed an appropriate appointee as an Outside Director because she has expert knowledge as an attorney and can be expected to contribute beneficial opinions from a standpoint different to that of internal Directors at the Company's Board of Directors meetings.</p>	
13	Mari Tomita (June 20, 1991) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div>	December 2017 Registered as an attorney January 2018 Joined City-Yuwa Partners July 2019 Joined World Co., Ltd. August 2022 Joined Shiroyama Tower Law Office (current)	0 share
		<p>Reason for Selection as Outside Director Candidate and Outline of Expected Role Ms. Mari Tomita was deemed an appropriate appointee as an Outside Director because she has expert knowledge as an attorney and can be expected to contribute beneficial opinions from a standpoint different to that of internal Directors at the Company's Board of Directors meetings.</p>	

(Notes)

1. None of the candidates has a special interest relationship with the Company.
2. Mr. Takeshi Okura, Ms. Emi Kanagasaki, and Ms. Mari Tomita are candidates for appointment as a new Director.
3. Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, and Ms. Haruhi Kuroda are candidates for Outside Directors. The Company has identified Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, and Ms. Haruhi Kuroda as independent directors as provided by Tokyo Stock Exchange, Inc. and has submitted notification to the exchange. If their appointments are approved, the Company plans to continue treating them as independent directors.
Mr. Ryo Tsuchida's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be two years.
Ms. Maho Kinami's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be six years.
Ms. Emima Abe's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be five years.
Ms. Mari Ishimitsu's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be two years.
Ms. Haruhi Kuroda's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be two years.
4. Ms. Emi Kanagasaki and Ms. Mari Tomita are candidates as an Outside Director. If their appointments are approved, the Company intends to treat them as independent directors.
5. Liability limitation agreements with Outside Directors
The Company has concluded liability limitation agreements with Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, and Ms. Haruhi Kuroda, limiting their liability for damages under Article 427, paragraph 1 of the Companies Act.
This means that if they were to cause the Company to sustain a loss by neglecting their duties, their liability to the Company would be limited to the lowest liability limit amount provided in Article 425, paragraph 1 of the same act, in cases where they have acted in good faith and without gross negligence. If their appointments are approved, the Company intends to continue these agreements with them.
In addition, if the appointments of Ms. Emi Kanagasaki and Ms. Mari Tomita are approved, the Company intends to conclude liability limitation agreements similar to the aforementioned with each of them.
6. The Company has concluded Directors and Officers liability insurance agreements with the Company's Directors, etc., as the insured. The details of this insurance policy are listed on p. 21 (available in Japanese only) of the business report. If the appointments of each of the candidates are approved, the Company intends to insure them under these insurance agreements, and the Company also intends to extend these agreements, which are due to expire following the Annual General Meeting of Shareholders.
7. The number of the Company's shares held by each candidate includes their respective holdings in the Noevir Holdings Officers' Shareholding Association.

(Reference) If the Proposal is approved, the skill matrix for Directors will be as follows.

Definition: Areas to which Directors are expected to contribute

Name	Management	Production, research and development	Finance and accounting	Legal affairs and compliance	ESG
Hiroshi Okura	○	○		○	○
Takashi Okura	○	○	○	○	○
Ikkou Yoshida	○	○	○	○	○
Yasuo Kaiden	○	○		○	○
Masataka Nakano	○	○		○	○
Takeshi Okura	○	○	○	○	○
Ryo Tsuchida	○			○	○
Maho Kinami				○	○
Emima Abe				○	○
Mari Ishimitsu				○	○
Haruhi Kuroda				○	○
Emi Kanagasaki				○	○
Mari Tomita				○	○