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Securities code: 4966

June 3, 2025

To our shareholders:

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

NOTICE OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the convocation of the 97th Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for the electronic provision of information that constitutes the content of the Reference Documents for the General Meeting of Shareholders (Electronic Provision Measures Matters) and has posted the information as “NOTICE OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on each of the following websites. Please access any of the websites to view the information.

The Company’s website:

https://www.uyemura.co.jp/en/ir/shareholder_meeting/

(Access the website above and select “NOTICE OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” file to view the information.)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4966/teiji/> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

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

(Access the Tokyo Stock Exchange website above, enter “Uyemura & Co.” in “Issue name (company name)” or the Company’s securities code “4966” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting on the day, you may exercise your voting rights via the Internet or in writing (by postal mail), so kindly exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders, by 5:15 p.m., Thursday, June 26, 2025 (Japan Standard Time).

If you exercise your voting rights via the Internet, kindly refer to the “Guidelines for Exercising Voting Rights via the Internet.”

1. Date and Time: Friday, June 27, 2025 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 97th Fiscal Term (from April 1, 2024 to March 31, 2025), 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 97th Fiscal Term (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Nine Directors |
| Proposal No. 3 | Election of Three Audit & Supervisory Board Members |

4. Notes on the Exercise of Voting Rights

- (1) In the case where you exercise your voting rights in writing (by postal mail), and there is no indication of approval or disapproval made on the voting rights exercise form, it will be treated as an indication of approval.
- (2) In the case where you exercise your voting rights more than once via the Internet, the last exercise of your voting rights will be treated as a valid exercise of your voting rights.
- (3) In the case where you exercise your voting rights both via the Internet and in writing (by postal mail), exercising voting rights via the Internet will be deemed valid, regardless of the date of arrival.

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- When attending the meeting on the day, please submit the enclosed voting rights exercise form at the reception desk.
- If there are any changes to the Electronic Provision Measures Matters, a notice of the changes and the details of the matters before and after the changes will be posted on the respective websites.
- Of the Electronic Provision Measures Matters, in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, the following items will not be included in the documents provided to shareholders who have requested written documents. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following items:
 - System for ensuring the proper conduct of business and the operational status of said system
 - Consolidated Statements of Changes in Shareholders' Equity
 - Notes to Consolidated Financial Statements
 - Non-consolidated Statements of Changes in Shareholders' Equity
 - Notes to Non-consolidated Financial Statements

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 97th Fiscal Term (from April 1, 2024 to March 31, 2025) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 97th Fiscal Term as follows:

(1) Type of dividend property

Cash

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

¥280 per common share of the Company

Total amount of dividends: ¥4,516,643,040

(3) Effective date of distribution of dividends of surplus

June 30, 2025

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: ¥5,000,000,000

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

General reserve: ¥5,000,000,000

Proposal No. 2 Election of Nine Directors

As the terms of office of all nine Directors will expire at the conclusion of this meeting, the Company proposes the election of nine Directors including three outside Directors.

The candidates for Director are as follows:

List and skill matrix of candidates

Candi- date No.	Name	Candidate's Expertise						
		Corporate Management	Sales	Legal	Accounting	Human Resources Development	Technology and Research	Global
1	Hiroya Uyemura	●	●		●	●		●
2	Shigeo Hashimoto	●	●				●	●
3	Koji Shimada	●	●				●	●
4	Tsutomu Sekiya	●	●				●	●
5	Maiko Uyemura	●						
6	Katsuhisa Tanabe						●	
7	Akihiko Takahashi	●			●			
8	Yoshiki Aketa	●			●			
9	Kaori Nishimoto	●		●		●		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Hiroya Uyemura (March 2, 1956)	Apr. 1980	Joined the Company	215,186
		Feb. 1988	Director, Head of Osaka Headquarters, and General Manager of Osaka Sales Department	
		Oct. 1991	Representative Director and Senior Managing Director	
		Jun. 1995	Representative Director and Vice President	
		Jan. 1997	Representative Director and President (current position)	
		(Significant concurrent positions outside the Company) Chairman of Taiwan Uyemura Co., Ltd.		
	[Reasons for the nomination] Hiroya Uyemura has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the management of group companies, both domestic and overseas. He also has been engaged in the management of the Company as Representative Director and President from 1997. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.			
2	Shigeo Hashimoto (August 5, 1952)	Mar. 1973	Joined the Company	16,806
		Nov. 1993	Deputy Head of Central Research Laboratory	
		Dec. 2000	Deputy Head of Central Research Laboratory and Deputy Head of Sales Division	
		Jun. 2001	Director, Deputy Head of Central Research Laboratory, and Deputy Head of Sales Division	
		Apr. 2005	Managing Director and Head of Sales Division	
		Dec. 2005	Managing Director, Head of Sales Division, and Head of Tokyo Office	
		Oct. 2010	Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division	
		Jan. 2011	Senior Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division	
		Jan. 2012	Senior Managing Director, Head of Sales Division, and Head of Development Division (current position)	
	[Reasons for the nomination] Shigeo Hashimoto has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and development division of the Company, and also has experience in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Koji Shimada (December 16, 1959)	Apr. 1982	Joined the Company	6,497
		Apr. 2006	General Manager of Tokyo Sales Department of Sales Division	
		Apr. 2011	General Manager of Osaka Sales Department of Sales Division and Head of Osaka Headquarters	
		Jun. 2013	Director, Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department	
		Sep. 2014	Director, Head of Manufacturing Division, and Head of Hirakata Plant	
		Apr. 2024	Director, Head of Manufacturing Division (current position)	
	[Reasons for the nomination] Koji Shimada has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and manufacturing division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.			
4	Tsutomu Sekiya (July 13, 1960)	Jan. 1986	Joined the Company	4,597
		Apr. 2011	General Manager of Tokyo Sales Department of Sales Division	
		Jan. 2012	Head of Tokyo Office of Sales Division and General Manager of Tokyo Sales Department	
		Jun. 2013	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department	
		Sep. 2014	Director, Deputy Head of Sales Division, Head of Tokyo Office, General Manager of Tokyo Sales Department, and Head of Osaka Headquarters	
		Apr. 2018	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department	
		May 2025	Director, Deputy Head of Sales Division, and Head of Tokyo Office (current position)	
	[Reasons for the nomination] Tsutomu Sekiya has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.			
5	Maiko Uyemura (September 10, 1982)	Apr. 2003	Joined Vivace Co., Ltd.	356,726
		Mar. 2011	Resigned from Vivace Co., Ltd.	
		Apr. 2024	Joined the Company	
		Jun. 2024	Director of the Company (current position)	
		(Significant concurrent positions outside the Company)		
		Director of Naniwa Shokusan Co., Ltd.		
	[Reasons for the nomination] Maiko Uyemura has a strong understanding of the management and governance of the Company from her standpoint as a major shareholder of the Company over many years, and as a director of Naniwa Shokusan Co., Ltd., her diverse viewpoints have been utilized in corporate management. We believe that she can provide advice from a female perspective and from the perspective of diversity, which will lead to strengthening the functionality of the Company's Board of Directors and increasing corporate value. The Company therefore proposes that she should continue to be elected as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
*6	Katsuhisa Tanabe (August 2, 1973)	Apr. 1996	Joined the Company	
		Apr. 2016	General Manager of Technical Development Dept. A, Central Research Laboratory	
		Apr. 2021	Deputy Head of Development Division, and General Manager of Technical Development Dept. A, Central Research Laboratory	
		Dec. 2022	Head of Central Research Laboratory, and General Manager of Technical Development Dept. A, Central Research Laboratory (current position)	
[Reasons for the nomination] Katsuhisa Tanabe has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the development division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should be elected as Director.				
7	Akihiko Takahashi (December 11, 1979)	Apr. 2004	Joined Kameoka Combination General Laboratory Ltd.	
		Mar. 2008	Registered as a certified public tax accountant	
		Apr. 2008	Joined Kameoka Licensed Tax Accountant's Corporation	
		May 2014	Established Takahashi Akihiko Certified Public Tax Accountant Office Assumed the position of Representative of the office (current position)	
		Jun. 2015	Outside Director of the Company (current position)	
		(Significant concurrent positions outside the Company) Representative of Takahashi Akihiko Certified Public Tax Accountant Office		
[Reasons for the nomination and summary of expected role] Akihiko Takahashi has a high level of expertise in company management gained through acting as a management consultant. He is expected to supervise the execution of duties by the Directors of the Company from an independent perspective. Although Akihiko Takahashi has not been involved in the management of companies except as an outside officer, he is expected to enhance the functions of the Board of Directors for the reasons stated above. The Company therefore proposes that he should continue to be elected as outside Director.				
8	Yoshiki Aketa (September 30, 1979)	Oct. 2003	Joined Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)	
		Jun. 2007	Registered as a certified public accountant	
		Aug. 2014	Registered as a certified public tax accountant	
		Sep. 2014	Retired from Deloitte Touche Tohmatsu LLC	
		Oct. 2014	Established Aketa Certified Public Accountant Office Assumed the position of Representative of the office (current position)	
		Jun. 2017	Outside Director of the Company (current position)	
		(Significant concurrent positions outside the Company) Representative of Aketa Certified Public Accountant Office		
[Reasons for the nomination and summary of expected role] As a certified public accountant, Yoshiki Aketa is well-versed in corporate finance and legal affairs and has a deep insight in supervising corporate management. Therefore, he is expected to supervise the execution of duties by the Directors of the Company from an independent perspective. Although Yoshiki Aketa has not been involved in the management of companies except as an outside officer, he is expected to enhance the functions of the Board of Directors for the reasons stated above. The Company therefore proposes that he should continue to be elected as outside Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Kaori Nishimoto (April 5, 1967)	<p>Apr. 1990 Joined Osaka Nissan Co., Ltd.</p> <p>Apr. 1991 Joined Beacon Information Technology Inc.</p> <p>May 2003 Joined Komoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Idea)</p> <p>Sep. 2003 Registered as a labor and social security attorney</p> <p>Apr. 2007 Established Nishimoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Nishimoto Consulting Office)</p> <p>Assumed the position of Representative of the office (current position)</p> <p>May 2007 Registered as a certified labor and social security attorney</p> <p>Jun. 2020 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative of Labor and Social Security Attorney Corporation Nishimoto Consulting Office</p>	—
<p>[Reasons for the nomination and summary of expected role]</p> <p>Kaori Nishimoto has expert knowledge and experience related to labor and social security gained through acting as a labor and social security attorney. She is also expected to utilize her perspective and sensitivities as a professional career woman in the group management of the Company. Although Kaori Nishimoto has not been involved in the management of companies except as an outside officer, she is expected to enhance the functions of the Board of Directors for the reasons stated above. The Company therefore proposes that she should continue to be elected as outside Director.</p>			

- Notes:
1. Candidates marked with an asterisk (*) are candidates for newly elected Directors.
 2. Maiko Uyemura is a director of Naniwa Shokusan Co., Ltd., and the Company has a transactional relationship with the relevant company for the business delegation of insurance contracts. There are no special interests between the other candidates and the Company.
 3. Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto are candidates for outside Directors.
 4. The Company has submitted a notification to the Tokyo Stock Exchange, Inc. that Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto have been appointed as independent officers as required by the aforementioned exchange. If this proposal is passed and their reelections are approved, the Company plans for their appointment as independent officers to continue.
 5. Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto are currently outside Directors of the Company, and at the conclusion of this meeting, the tenures of Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto as outside Directors will have been ten years, eight years and five years, respectively.
 6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto to limit their liability for damages arising from their neglect of duty. If this proposal is passed and their reelections are approved, the Company plans to renew these agreements with them. The maximum amount of liability under the agreement is the minimum liability amount provided for under laws and regulations.
 7. The Company has entered into a directors and officers indemnification insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The summary of the said insurance policy is described in “3. (3) Summary of the details of directors and officers indemnification insurance policy” of the Business Report. If the election of each candidate for Director is approved, the candidates will continue to be included as insured persons in the said insurance policy. In addition, when the insurance policy is renewed the next time, the Company plans to renew the policy with the same terms and conditions.

Proposal No. 3 Election of Three Audit & Supervisory Board Members

As the terms of office of all three Audit & Supervisory Board Members will expire at the conclusion of this meeting, the Company proposes the election of three Audit & Supervisory Board Members.

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

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
*1	Masanobu Tsujimoto (August 21, 1963)	Mar. 1987	Joined the Company	—
		Apr. 2021	Head of Internal Audit Office (current position)	
	[Reasons for the nomination] Masanobu Tsujimoto has extensive knowledge and expertise gained from his experience engaging in the internal controls of the group companies, both domestic and overseas, as Head of Internal Audit Office. The Company believes he will conduct fair audits from an independent perspective as an Audit & Supervisory Board Member. The Company therefore proposes that he should be elected as an Audit & Supervisory Board Member.			
*2	Yoshiki Nishizawa (May 15, 1945)	Nov. 1977	Medical Director of Department of Internal Medicine, Public Interest Incorporated Foundation Nippon Life Saiseikai Nippon Life Hospital	—
		Apr. 2002	Vice Hospital Director, Osaka City University Hospital (currently, Osaka Metropolitan University Hospital)	
		Apr. 2006	Dean, Graduate School of Medicine and the School of Medicine, Osaka City University (currently, Osaka Metropolitan University)	
		Apr. 2010	Chairperson and President, Osaka City University (currently, Osaka Metropolitan University)	
		Apr. 2019	Chairperson, University Public Corporation Osaka	
		Oct. 2023	Vice Representative Director, EXPO 2025 Osaka Pavilion Association (current position)	
	[Reasons for the nomination] Yoshiki Nishizawa has extensive knowledge and expertise with respect to the establishment and enhancement of corporate governance, gained from his experience and deep insight he has gained through his many years of medical practice as a physician and university faculty member, as well as experience of university and hospital management. The Company believes he will conduct fair audits from an independent perspective as an Audit & Supervisory Board Member. The Company therefore proposes that he should be elected as an outside Audit & Supervisory Board Member. Although Yoshiki Nishizawa has not been involved in the management of companies except as an outside officer, the Company believes that he will be able to appropriately execute the duties of an outside Audit & Supervisory Board Member for the reasons stated above.			

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
*3	Kunihiko Miyamoto (March 26, 1963)	<p>Apr. 1986 Joined Sumitomo Metal Mining Co., Ltd.</p> <p>Aug. 2017 Manager of IFRS Introduction Preparation Office, Finance & Accounting Department</p> <p>Jun. 2021 Executive Officer and General Manager of Finance & Accounting Department</p> <p>Jun. 2023 Managing Executive Officer and General Manager of Finance & Accounting Department</p> <p>Jun. 2024 Full-time Corporate Advisor (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Full-time Corporate Advisor of Sumitomo Metal Mining Co., Ltd.</p>	—
	<p>[Reasons for the nomination]</p> <p>Kunihiko Miyamoto has specialized knowledge and experience in accounting and finance, gained from many years of his engagements in accounting operations. The Company believes he will conduct fair audits from an independent perspective as an Audit & Supervisory Board Member in terms of both operating audits and accounting audits. The Company therefore proposes that he should be elected as an outside Audit & Supervisory Board Member. Although Kunihiko Miyamoto has not been involved in the management of companies except as an outside officer, the Company believes that he will be able to appropriately execute the duties of an outside Audit & Supervisory Board Member for the reasons stated above.</p>		

- Notes:
1. Candidates marked with an asterisk (*) are candidates for newly elected Audit & Supervisory Board Members.
 2. There is no special interest between any of the candidates and the Company.
 3. Yoshiki Nishizawa and Kunihiko Miyamoto are candidates for outside Audit & Supervisory Board Members.
 4. Yoshiki Nishizawa satisfies the requirements for an independent officer according to the regulations of the Tokyo Stock Exchange, Inc., and if this proposal is passed and his election is approved, the Company plans for his appointment as an independent officer.
 5. If the elections of Masanobu Tsujimoto, Yoshiki Nishizawa and Kunihiko Miyamoto are approved, the Company plans to enter into agreements with them to limit their liability for damages arising from their neglect of duty, as pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement is the minimum liability amount provided for under laws and regulations.
 6. The Company has entered into a directors and officers indemnification insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The summary of the said insurance policy is described in "3. (3) Summary of the details of directors and officers indemnification insurance policy" of the Business Report. If the election of each candidate for Audit & Supervisory Board Member is approved, the candidates will be included as insured persons in the said insurance policy. In addition, the Company plans to renew the policy with the same terms at the next renewal.

END