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Securities code: 2207

June 10, 2024

(Start date of measures for electronic provision: June 4, 2024)

To Shareholders with Voting Rights:

Masuo Mitsuya
Representative Director and
President
Meito Sangyo Co., Ltd.
2-41 Sasazukacho, Nishi-ku,
Nagoya, Japan

**NOTICE OF
THE 82nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 82nd Annual General Meeting of Shareholders of Meito Sangyo Co., Ltd. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically and posted the matters subject to the measures for electronic provision on the following website on the Internet.

The Company’s website:

<https://www.meito-sangyo.co.jp/ir/>

In addition to the above site, the information is also available at the following website on the Internet.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

Please access the above website, enter the name or securities code of the Company to search for the Company and select “Basic information” and then “Documents for public inspection/PR information” to view the information.

If you are unable to attend the meeting, you can exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 25, 2024.

1. Date and Time: Wednesday, June 26, 2024 at 10:00 a.m. Japan time
(Reception begins at 9:30 a.m.)

2. Place: Large Conference Rooms 406 and 407, 4F, Nagoya Convention Hall,
Global Gate, 4-60-12 Hiraikecho, Nakamura-ku, Nagoya, Japan
**Gifts and refreshments will not be provided.*

3. Meeting Agenda:

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company's 82nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 82nd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors who are Audit and Supervisory Committee Members

- ◎ All shareholders will receive a paper copy of materials for this General Meeting of Shareholders that are provided electronically, regardless of whether they have requested such copy. Among the matters subject to the measures for electronic provision, the following matters are not included in the paper copy to be sent to shareholders, as stipulated by laws and regulations as well as Article 15 of the Company's Articles of Incorporation. Accordingly, the paper copy of said materials constitutes a part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor for the preparation of audit reports.
- Notes to the Consolidated Financial Statements
 - Notes to the Non-consolidated Financial Statements
- ◎ Any revisions to the matters subject to the measures for electronic provision will be posted on each of the websites on which such information is provided.



Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The basis of the Company's policy is to maintain and continuously pay stable dividends to shareholders, while striving for internal reserves that enable the strengthening of the management base in the future. Furthermore, the Company intends to increase dividends in accordance with corporate performance and other factors.

Regarding the appropriation of surplus, the Company's proposal is as follows.

1. Matters regarding the year-end dividend

To reciprocate the support that we regularly receive from shareholders, regarding the year-end dividend, we plan to pay ¥15 per share. As a result, the annual dividend for the fiscal year under review will be ¥28 per share, including the interim dividend of ¥13 that has already been paid.

Matters regarding year-end dividend

(1) Type of dividend property

Cash

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

¥15.00 per share of the Company's common stock Total amount: ¥253,752,135

(Annual dividend of ¥28.00 per share Total amount: ¥473,676,242)

(3) Effective date of dividends of surplus

June 27, 2024

Proposal 2: Election of Four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same applies in this proposal) will expire at the conclusion of this General Meeting. To further strengthen the management structure, the Company intends to increase the number of Directors by one (1) and proposes the election of four (4) Directors.

After evaluating the status of business execution, business performance, etc. of each candidate in the fiscal year under review, the Audit and Supervisory Committee has deemed that all candidates are qualified to be Directors of the Company.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masuo Mitsuya (September 3, 1959)	<p>April 1982 Joined the Company</p> <p>June 2011 Executive Officer</p> <p>June 2013 Director</p> <p>June 2018 Managing Director</p> <p>April 2020 Representative Director and Managing Director</p> <p>June 2020 Representative Director and President (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director and Vice President of Meito Adams Co., Ltd. • Representative Director and President of ACE BAKERY Co., Ltd. • Representative Director and President of Prince Golf Co., Ltd. 	15,399
<p>[Reason for nomination as candidate for Director]</p> <p>Through engaging in operations of the administrative and development departments at the Company, Mr. Mitsuya has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	Kiyoshi Yamazaki (September 3, 1957)	April 1982	Joined the Company	11,332
		June 2008	Manager of Accounting Department	
June 2011	Executive Officer and Manager of Accounting Department			
June 2015	Director, Manager of General Affairs Department, and Manager of Accounting Department			
June 2020	Managing Director, General Manager of Administrative Division, and Manager of Accounting Department			
April 2022	Managing Director and General Manager of Administrative Division; in charge of subsidiaries and associates			
April 2024	Managing Director and Assistant to President; in charge of administration and subsidiaries and associates (current position)			
[Reason for nomination as candidate for Director] Through engaging in operations of the administrative department at the Company, Mr. Yamazaki has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate him as a candidate for Director.				
3	Hiroyuki Naiki (May 5, 1964)	April 1987	Joined the Company	6,610
		June 2017	Plant Manager of Nagoya Plant	
June 2018	Executive Officer and Plant Manager of Nagoya Plant			
August 2018	Executive Officer, Plant Manager of Nagoya Plant, and Plant Manager of Seto Plant			
June 2019	Director, Plant Manager of Nagoya Plant, and Plant Manager of Seto Plant			
October 2019	Director, General Manager of Production Division, and Plant Manager of Seto Plant			
June 2020	Director, General Manager of Production Division, and Manager of Operations Department			
April 2022	Director, General Manager of Production Division, Manager of Operations Department, and Manager of Food Development Department			
May 2023	Director, General Manager of Production Division, and Manager of Food Development Department			
April 2024	Director, General Manager of Administrative Division, and Manager of General Affairs Department (current position)			
[Reason for nomination as candidate for Director] Through engaging in operations of the administrative, production and development departments at the Company, Mr. Naiki has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	*Tetsuya Io (November 29, 1965)	<p>April 1989 Joined the Company</p> <p>June 2020 Manager of Food Sales Department</p> <p>April 2022 Deputy General Manager of Food Sales Division and Manager of Food Sales Department</p> <p>June 2022 Executive Officer, General Manager of Food Sales Division, and Manager of Food Sales Department</p> <p>June 2023 Senior Executive Officer, General Manager of Food Sales Division, and Manager of Food Sales Department (current position)</p>	3,288
<p>[Reason for nomination as candidate for Director]</p> <p>Through engaging in operations of the food sales department at the Company, Mr. Io has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has nominated him as a new candidate for Director.</p>			

- Notes:
1. An asterisk (*) indicates a new candidate for Director.
 2. Among the candidates for Directors, those who have special interests with the Company are as follows.
 - (1) Mr. Masuo Mitsuya concurrently serves as the Representative Director and Vice President of Meito Adams Co., Ltd. The Company conducts transactions such as the sale of products with said company.
 - (2) There are no special interests between the Company and each of the other candidates.
 3. The Company has concluded compensation agreements, as stipulated in Article 430-2, Paragraph 1 of the Companies Act, with Messrs. Masuo Mitsuya, Kiyoshi Yamazaki, and Hiroyuki Naiki. The Company plans to continue the agreement with each of them if their reelection is approved. The Company also plans to conclude such agreement with new candidate Mr. Tetsuya Io if he is elected. These agreements state that the Company shall compensate each Director within the range stipulated by laws and regulations for all or part of the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses set forth in Item 2 of the same paragraph.
 4. The Company has concluded a directors and officers liability insurance contract (D&O contract), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. Damages that may arise due to an insured person incurring liability in their execution of duties, or from receiving a claim for the pursuit of such liability, which will be borne by the insured person, will be compensated by the insurance contract. All candidates for Directors will be included as insured persons under the insurance contract, which will be renewed during their terms of office.

Proposal 3: Election of Three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of three (3) of four (4) Directors who are Audit and Supervisory Committee Members, Messrs. Satoshi Koiwai, Hironori Miya, and Shoji Miyamoto, will expire at the conclusion of this General Meeting. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	*Hirotaka Wanami (January 24, 1964)	April 1987 Joined the Company June 2020 Manager of General Affairs Department April 2024 Advisor of Internal Audit Office (current position)	5,366
	[Reason for nomination as candidate for Director] Through engaging in operations of the administrative, production and sales departments at the Company, Mr. Wanami has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director who is an Audit and Supervisory Committee Member, and has nominated him as a new candidate for Director who is an Audit and Supervisory Committee Member.		
2	Hironori Miya (March 7, 1976)	September 2007 Registered as an attorney-at-law Joined Terazawa Sogo Law Office June 2016 Audit and Supervisory Board Member of the Company June 2018 Outside Director (Audit and Supervisory Committee Member) (current position) August 2018 Opened Miya Law Office (current position)	0
	[Reason for nomination as candidate for Outside Director and expected role] Although Mr. Miya has never been directly involved in corporate management, as an attorney-at-law, he is well versed in corporate legal affairs, has a high level of insight into corporate management, and is expected to strengthen the decision-making and supervisory functions of the Board of Directors. Therefore, the Company has judged that he is capable of appropriately performing the duties of an Outside Director who is an Audit and Supervisory Committee Member, and has continued to nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Shoji Miyamoto (February 8, 1956)	<p>October 1985 Joined Ito Accountants Audit Firm</p> <p>March 1989 Registered as a Certified Public Accountant</p> <p>July 2005 Senior Partner of Chuo Aoyama PwC</p> <p>August 2007 Senior Partner of Azusa Audit Firm (today’s KPMG AZSA LLC)</p> <p>September 2010 Director of KPMG AZSA LLC</p> <p>September 2014 Auditor of KPMG AZSA LLC</p> <p>July 2018 Opened Shoji Miyamoto CPA Office (current position)</p> <p>June 2019 Outside Audit and Supervisory Board Member of Aica Kogyo Company, Limited</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position)</p> <p>Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director (Audit and Supervisory Committee Member) of Aica Kogyo Company, Limited 	0
<p>[Reason for nomination as candidate for Outside Director and expected role]</p> <p>Although Mr. Miyamoto has never been directly involved in corporate management, as a Certified Public Accountant, he is well versed in corporate financial and legal affairs, has a high level of insight into corporate management, and is expected to strengthen the decision-making and supervisory functions of the Board of Directors. Therefore, the Company has judged that he is capable of appropriately performing the duties of an Outside Director who is an Audit and Supervisory Committee Member, and has continued to nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. An asterisk (*) indicates a new candidate for Director who is an Audit and Supervisory Committee Member.
 2. There are no special interests between the Company and any of the candidates.
 3. Messrs. Hironori Miya and Shoji Miyamoto are candidates for Outside Directors who are Audit and Supervisory Committee Members. The Company has designated both candidates as independent officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and has registered them with both exchanges.
 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Messrs. Hironori Miya and Shoji Miyamoto that limits their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act. If the reelection of both candidates is approved, the Company plans to continue the agreement with each of them. If the election of new candidate Mr. Hirotaka Wanami is approved, the Company plans to conclude a similar liability limitation agreement with him.
 5. The Company has concluded compensation agreements, as stipulated in Article 430-2, Paragraph 1 of the Companies Act, with Messrs. Hironori Miya and Shoji Miyamoto. The Company plans to continue the agreement with each of them if their reelection is approved. The Company also plans to conclude such agreement with a new candidate Mr. Hirotaka Wanami if he is elected. These agreements state that the Company shall compensate each Director within the range stipulated by laws and regulations for all or part of the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses set forth in Item 2 of the same paragraph.

6. At the conclusion of this General Meeting, Messrs. Hironori Miya and Shoji Miyamoto will have been in office as Outside Directors who are Audit and Supervisory Committee Members for six (6) years and four (4) years, respectively
7. The Company has concluded a directors and officers liability insurance contract (D&O contract), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. Damages that may arise due to an insured person incurring liability in their execution of duties, or from receiving a claim for the pursuit of such liability, which will be borne by the insured person, will be compensated by the insurance contract. All candidates for Directors who are Audit and Supervisory Committee Members will be included as insured persons under the insurance contract, which will be renewed during their terms of office.

(Reference) Skills Matrix of Directors (If all candidates are elected at this General Meeting)

Name	Position	Expertise and Experience								
		Corporate Management & Strategies	ESG & SDGs	Finance & Accounting	HR & Labor	Compliance & Risk Management	Marketing & Sales	Global Affairs	Research, Production & Logistics	Information Systems
Masuo Mitsuya	Representative Director and President	●	●	●	●	●	●	●	●	
Kiyoshi Yamazaki	Managing Director and Assistant to President; in charge of administration and subsidiaries and associates	●	●	●	●	●		●		●
Hiroyuki Naiki	Director, General Manager of Administrative Division, and Manager of General Affairs Department	●	●	●	●	●	●	●	●	
Tetsuya Io	Director, General Manager of Food Sales Division, and Manager of Food Sales Department	●	●			●	●	●		
Hiroataka Wanami	Director, Full-time Audit and Supervisory Committee Member	●	●		●	●	●		●	
Hironori Miya	Outside Director, Audit and Supervisory Committee Member	●	●		●	●		●		●
Shoji Miyamoto	Outside Director, Audit and Supervisory Committee Member	●	●	●		●		●		●
Mitsuko Yamamoto	Outside Director, Audit and Supervisory Committee Member	●	●		●	●	●			