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(Securities Code 2217)

April 6, 2026

To Our Shareholders

6-11-19 Mikagehonmachi, Higashinada-ku, Kobe
(Head office: 5-3 Koyochonishi, Higashinada-ku, Kobe)

Morozoff Limited

Shinji Yamaguchi, Representative Director and President

Notice of the 96th Annual General Meeting of Shareholders

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

We hereby notify you that the 96th Annual General Meeting of Shareholders of Morozoff Limited (“the Company”) will be held as indicated below.

In convening the General Meeting of Shareholders, the Company has taken measures to electronically provide information included in the Reference Documents for the General Meeting of Shareholders (matters subject to electronic provision). The Company has also posted that information as “Notice of the 96th Annual General Meeting of Shareholders” on the following websites. Please access either of them to confirm the information.

Website of the Company

- https://www.morozoff.co.jp/company_ir/ir_event.html



In addition to the Company’s website, matters subject to electronic provision are posted on the website of Tokyo Stock Exchange, Inc. (TSE). To confirm the information, please visit the website using the link below.

TSE website (TSE Listed Company Search)

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



Please access the above TSE website and search by entering “Morozoff” in the “Issue name (company name)” field or the Company’s securities code “2217” in the “Code” field. Next, select “Basic Information” followed by “Documents for Public inspection/PR information.” The information will then be available in the “Notice of General Shareholder Meeting/Information Materials for a General Shareholders Meeting” column under “Filed information available for public inspection.”

If you are unable to attend the meeting, you may 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 6 p.m. on Thursday, April 23, 2026.

1. **Date and Time** Friday, April 24, 2026, at 10 a.m. (JST)
2. **Venue** Ocean room, Sheraton Annex 4th Floor, Kobe Bay Sheraton Hotel & Towers, 2-13, Koyochonaka, Higashinada-ku, Kobe

3. **Meeting Agenda**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the Company's 96th fiscal year (from February 1, 2025, to January 31, 2026) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 96th fiscal year (from February 1, 2025, to January 31, 2026)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of seven (7) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal 3: Election of three (3) Directors Who Are Audit and Supervisory Committee Members

- ◎ If you plan to attend the meeting in person, present the enclosed voting form to the receptionist at the venue.
- ◎ In accordance with the revision to the Companies Act, we have decided to make it a general rule to ask shareholders to confirm the matters subject to electronic provision by accessing either of the above websites on the internet. The Company will send a hard copy of such matters only to shareholders who have requested the delivery of such hard copy by the record date. However, for the General Meeting of Shareholders, we will send a hard copy stating the matters subject to electronic provision regardless of whether a request for delivery of a hard copy has been made.

Among the matters subject to electronic provision, pursuant to the provisions of laws and regulations as well as the Articles of Incorporation of the Company, the following matters are not included in the hard copy sent to shareholders.

- (1) Business Report: Systems for ensuring proper business activities and the operational status of said systems
- (2) Consolidated Financial Statements: Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements
- (3) Non-consolidated Financial Statements: Non-consolidated Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in the hard copy constitute only part of the documents subject to audits when the Accounting Auditor prepared its accounting audit report and the Audit and Supervisory Committee prepared its audit report.

- ◎ If any revisions have been made to the matters subject to electronic provision, the Company will state that fact as well as include the matters before and after the revisions on the websites above.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

The Company is committed to continuing to strengthen its profit earning power and solidifying its management foundation. In respect of shareholder returns, our basic policy is to distribute profits aligned with earnings while taking factors into account, such as the balance between investments for sustainable growth and enhancing corporate value and financial soundness to prepare for various risks, and the prospect of business performance. Based on this policy, we will pay dividends following the guideline: a consolidated dividend payout ratio of about 40% and a consolidated total return ratio of 50% or so. Based on this policy, the Company proposes to pay the year-end dividend for the 96th fiscal year as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and the aggregate amount:

¥10 per common share of the Company

Aggregate amount: ¥203,217,980

Since we distributed an interim dividend of ¥6 per share, the annual dividend for the current fiscal year will be ¥16 per share.

(3) Effective date of dividends of surplus

April 27, 2026.

Proposal 2: Election of seven (7) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The tenure of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire upon the conclusion of the General Meeting of Shareholders. Therefore, we propose to decrease the number of Directors by one to enhance the efficiency of the management system and request the appointment of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

Candidate No.	Name	Gender (Age)	Candidate type	Position and responsibility in the Company	Tenure as Director (Years)	Attendance at Board of Directors meetings
1	Shinji Yamaguchi	Male (67)	Reappointment	Representative Director and President Member of the Appointment and Compensation Committee	17	10/10 (100%)
2	Masato Suzuki	Male (54)	Reappointment	Managing Director and General Manager of Marketing Division	3	10/10 (100%)
3	Kenji Isono	Male (60)	Reappointment	Director and General Manager of Business Management Division	2	10/10 (100%)
4	Koji Takata	Male (60)	Reappointment	Director and General Manager of Production Division	6	10/10 (100%)
5	Takayuki Sasaki	Male (59)	Reappointment	Director and General Manager of Sales Division	1	7/7 (100%)
6	Kaoru Kasahara	Female (64)	Reappointment Outside Independent	Director Member of the Appointment and Compensation Committee	3	10/10 (100%)
7	Takeo Morisawa	Male (64)	Reappointment Outside Independent	Director Chairperson of the Appointment and Compensation Committee	2	10/10 (100%)

Note: The age and tenure of Directors are counted at the conclusion of the General Meeting of Shareholders.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions)	Number of the Company's shares held
1	Shinji Yamaguchi (March 1, 1959) Reappointment	<p>April 1981 Joined the Company</p> <p>April 2005 General Manager of Fukuoka Branch, Sales Div.</p> <p>April 2007 Deputy Head of Marketing Center</p> <p>April 2008 Head of Marketing Center</p> <p>April 2009 Director, Head of Marketing Center, and Head of Product Planning Group</p> <p>April 2011 Director and Head of Marketing Center</p> <p>April 2011 Representative Director, President, and Head of Marketing Center</p> <p>April 2013 Representative Director, President and General Manager of Sales Div.</p> <p>April 2016 Representative Director and President</p> <p>May 2018 Chairperson of Japan Chocolate Industrial Cooperative (current position)</p> <p>April 2024 Representative Director, President, and General Manager of Marketing Div.</p> <p>April 2025 Representative Director and President (current position)</p> <p>(Significant concurrent positions) Chairperson of Japan Chocolate Industrial Cooperative</p>	40,468 shares
<p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Shinji Yamaguchi has extensive experience and achievements in the sales and marketing divisions of the Company. He also possesses deep insight and competence gained from his involvement in management as Representative Director. For these reasons, we nominate him as a candidate to continue serving as Director.</p>			
2	Masato Suzuki (October 28, 1971) Reappointment	<p>April 1994 Joined the Company</p> <p>April 2015 General Manager of Product Planning Dept., Marketing Div.</p> <p>April 2018 General Manager of Fukuoka Branch, Sales Div.</p> <p>April 2020 Executive Officer, Deputy General Manager of Sales Div. and General Manager of Tokyo Branch</p> <p>April 2023 Executive Officer and Deputy General Manager of Sales Div.</p> <p>April 2023 Director and General Manager of Sales Div.</p> <p>April 2024 Managing Director and General Manager of Sales Div.</p> <p>April 2025 Managing Director and General Manager of Marketing Div. (current position)</p>	5,704 shares
<p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Masato Suzuki has extensive experience and achievements in the marketing and sales divisions of the Company. He also possesses deep insight and competence gained from his involvement in management as Director of the Company. For these reasons, we nominate him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions)		Number of the Company's shares held
3	Kenji Isono (July 2, 1965) Reappointment	April 1989	Joined the Company	10,137 shares
		April 2012	General Manager of Sales Dept., Kansai Branch Sales Div.	
April 2021	Executive Officer, Deputy General Manager of Business Management Div., and General Manager of Human Resource & General Affairs Div.			
April 2024	Executive Officer and Deputy General Manager of Business Management Div.			
April 2024	Director and General Manager of Business Management Div. (current position)			
<i>Reasons for nomination as candidate for Director</i> Mr. Kenji Isono has extensive experience and achievements in the sales and administrations divisions of the Company. He possesses deep insight and competence as he is currently involved in management as Director of the Company. For these reasons, we nominate him as a candidate to continue serving as Director.				
4	Koji Takata (May 21, 1965) Reappointment	April 1989	Joined the Company	10,343 shares
		April 2011	General Manager of Rokko Island Factory, Production Div.	
		April 2013	General Manager of Seishin Factory, Production Div.	
		April 2016	Executive Officer, Deputy General Manager of Production Div. and General Manager of Seishin Factory	
		April 2020	Executive Officer and Deputy General Manager of Production Div.	
April 2020	Director and General Manager of Production Div. (current position)			
<i>Reasons for nomination as candidate for Director</i> Mr. Koji Takata has extensive experience and achievements in the production division of the Company. He also possesses deep insight and competence gained from his involvement in management as Director of the Company. For these reasons, we nominate him as a candidate to continue serving as Director.				
5	Takayuki Sasaki (August 3, 1966) Reappointment	April 1990	Joined the Company	3,033 shares
		April 2012	General Manager in charge of CS, Sales Div.	
		April 2013	General Manager in charge of CS promotion, Sales Div.	
		April 2016	General Manager of Nagoya Branch, Sales Div.	
		April 2018	General Manager of Kansai Branch, Sales Div.	
		April 2023	Executive Officer, Deputy General Manager of Sales Div. and General Manager of Tokyo Branch	
		April 2025	Executive Officer and General Manager of Sales Div.	
April 2025	Director and General Manager of Sales Div. (current position)			
<i>Reasons for nomination as candidate for Director</i> Mr. Takayuki Sasaki has extensive experience and achievements in the sales division of the Company. He also possesses deep insight and competence gained from his involvement in management as Director of the Company. For these reasons, we nominate him as a candidate to continue serving as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions)	Number of the Company's shares held
6	Kaoru Kasahara (December 14, 1961) Reappointment Outside Independent	<p>March 1989 Joined Pigeon Corporation</p> <p>February 2010 Representative Director and President of Pigeonwill Corporation</p> <p>February 2014 Executive Officer, Deputy General Manager of Domestic Baby & Mother Care Business Div., Pigeon Corporation</p> <p>February 2015 Executive Officer and General Manager of Development Div.</p> <p>February 2019 Director of Pigeon Manufacturing Ibaraki Corporation</p> <p>March 2022 Outside Director of THE PACK CORPORATION (current position)</p> <p>April 2023 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions) Outside Director of THE PACK CORPORATION</p>	-
<p><i>Reasons for nomination as candidate for Outside Director and summary of expected roles</i></p> <p>Ms. Kaoru Kasahara has offered useful advice and suggestions regarding the Company's overall management based on her extensive experience and deep insight as a corporate manager. Accordingly, we continue to nominate her as a candidate to serve as Outside Director. Upon appointment, we expect that she will utilize the expertise that she gained as a corporate manager to provide supervision and advice on the Company's management from an independent standpoint.</p>			
7	Takeo Morisawa (August 27, 1961) Reappointment Outside Independent	<p>April 1989 Registered as an attorney at law</p> <p>April 1989 Joined Kyowa-sogo Law Office</p> <p>April 1995 Established Morisawa Takeo Law Office (current position)</p> <p>April 2015 Corporate Auditor of Onamba Co., Ltd.</p> <p>March 2016 Outside Director</p> <p>April 2024 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions) Attorney at law of Morisawa Takeo Law Office</p>	-
<p><i>Reasons for nomination as candidate for Outside Director and summary of expected roles</i></p> <p>Mr. Takeo Morisawa has advanced expertise and deep insight as an attorney at law and has provided useful advice and suggestions regarding the Company's overall management. Accordingly, we nominate him as a candidate to continue serving as Outside Director. Upon appointment, we expect that he will utilize his expertise as an attorney at law to provide supervision and advice on the Company's management from an independent standpoint. He has never been involved in corporate management in ways other than his service as an outside officer. However, the Company judges that he will properly fulfill his responsibilities as an Outside Director due to the aforementioned reasons.</p>			

- (Notes)
- Mr. Shinji Yamaguchi concurrently serves as the Chairperson of the Japan Chocolate Industrial Cooperative. The Company has a business relationship with the Cooperative for purchasing and selling chocolate used as an ingredient. There are no special interests between the other candidates and the Company.
 - Ms. Kaoru Kasahara and Mr. Takeo Morisawa are candidates for Outside Directors.
 - Ms. Kaoru Kasahara and Mr. Takeo Morisawa are currently Outside Directors of the Company, and their tenure of office as Outside Directors will be three years and two years, respectively, at the conclusion of the General Meeting of Shareholders.
 - Pursuant to Article 427, Paragraph (1) of the Companies Act of Japan, the Company has entered into a limited liability agreement with Ms. Kaoru Kasahara and Mr. Takeo Morisawa to limit the amount of liabilities as stipulated in Article 423, paragraph (1) of the Companies Act, to the minimum amount stipulated by law. If both candidates are re-elected, the Company plans to enter into a similar agreement with them.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company based on Article 430-3, paragraph (1) of the Companies Act of Japan. The insurance policy covers damages that may arise as a result of the insured being held liable for the performance of his/her duties or being subject to claims seeking to pursue such liability. However, there are certain grounds for exemptions, such as in the case of acts committed with the knowledge that they violate laws and regulations. The Company fully bears insurance premiums including those for the special provisions. There is no substantial cost to the insured. The Company plans to renew the agreement with the same provisions at the next renewal. All candidates for Directors nominated in this Proposal are already insured under the said insurance agreement and will continue to be insured after their election.
 - The Company has notified the Tokyo Stock Exchange that Ms. Kaoru Kasahara and Mr. Takeo Morisawa have been designated as independent officers as provided for by the said exchange. If both candidates are re-elected, the Company plans to continue their designation as independent officers.

Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The tenure of all three (3) Directors who are Audit and Supervisory Committee Members will expire upon the conclusion of the General Meeting of Shareholders. Therefore, we request the appointment of three (3) Directors who are Audit and Supervisory Committee Members.

Please note that the Audit and Supervisory Committee has consented to this proposal. Candidates for Directors who are Audit and Supervisory Committee Members are as follows.

Candidate No.	Name	Gender (Age)	Candidate type	Position and responsibility in the Company	Tenure as Director (Years)	Attendance at Board of Directors meetings	Attendance at the Audit and Supervisory Committee Meetings
1	Masakazu Kimura	Male (63)	Reappointment	Director (Full-time Audit & Supervisory Committee Member)	2	10/10 (100%)	10/10 (100%)
2	Junko Watanabe	Female (60)	Reappointment Outside Independent	Director (Audit & Supervisory Committee Member) Member of the Appointment and Compensation Committee	6	10/10 (100%)	10/10 (100%)
3	Shigeki Matsuo	Male (68)	Reappointment Outside Independent	Director (Audit & Supervisory Committee Member) Member of the Appointment and Compensation Committee	4	10/10 (100%)	10/10 (100%)

Note: The age and tenure of Directors are counted at the conclusion of the General Meeting of Shareholders.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions)	Number of the Company's shares held
1	Masakazu Kimura (November 18, 1962) Reappointment	<p>April 1986 Joined the Company</p> <p>April 2018 General Manager of Accounting Dept., Business Management Div.</p> <p>April 2024 Attached to Accounting Dept., Business Management Div.</p> <p>April 2024 Director (Full-time Audit & Supervisory Committee Member) (current position)</p>	4,476 shares
<p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Masakazu Kimura has deep insight and strong capabilities based on his extensive experience and achievements in the Accounting Department of the Company and plays an important role as a Director who is an Audit and Supervisory Committee Member of the Company. We believe that he will continue to properly fulfill his duties of the Audit and Supervisory Committee. Accordingly, we nominate him as a candidate to continue serving as Director who is an Audit and Supervisory Committee Member.</p>			
2	Junko Watanabe (October 17, 1965) Reappointment Outside Independent	<p>April 1994 Research Associate, Faculty of Economics, Hokkaido University</p> <p>April 1997 Research Associate, Faculty of Economics, Graduate School of Economics, The University of Tokyo</p> <p>April 1998 Assistant Professor, Faculty of Literature, Shizuoka University</p> <p>October 2002 Assistant Professor, Faculty of Electro-Communications, The University of Electro-Communications</p> <p>April 2004 Assistant Professor, Graduate School of Economics, Kyoto University</p> <p>March 2005 Visiting Researcher, Paris Diderot University</p> <p>October 2011 Visiting Researcher, Reischauer Institute, Harvard University</p> <p>April 2012 Professor, Graduate School of Economics, Kyoto University (current position)</p> <p>August 2012 Visiting Associate Professor, Graduate School of Economics, The University of Tokyo</p> <p>June 2016 Outside Auditor, Nippon Densan Corporation (currently Nidec Corporation)</p> <p>April 2020 Outside Director who is an Audit and Supervisory Committee Member, the Company (current position)</p> <p>October 2022 Outside Director who is an Audit and Supervisory Committee Member, Nippon Densan Corporation (currently Nidec Corporation)</p> <p>(Significant concurrent positions) Professor, Graduate School of Economics, Kyoto University</p>	-
<p><i>Reasons for nomination as candidate for Outside Director and summary of expected roles</i></p> <p>Ms. Junko Watanabe has specialized expertise and deep insight in economics as a university professor. She also plays a significant role as Director who is an Audit and Supervisory Committee Member of the Company. Accordingly, we nominate her as a candidate to continue serving as Outside Director who is an Audit and Supervisory Committee Member. Upon appointment, we expect that she will utilize her expertise in economics to provide monitoring and supervision of the Company's management from an independent standpoint. She has never been involved in corporate management in ways other than her service as an outside officer. However, the Company judges that she will properly fulfill her responsibilities as an Outside Director due to the aforementioned reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions)	Number of the Company's shares held
3	Shigeki Matsuo (February 18, 1958) Reappointment Outside Independent	April 1982 Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.) May 2005 Branch Manager of Shin-Tokorozawa Branch April 2009 Seconded to KAWAJUN Co., Ltd. April 2011 Managing Executive Director and General Manager of Administration Div. April 2022 Outside Director who is an Audit and Supervisory Committee Member, the Company (current position)	-
<p><i>Reasons for nomination as candidate for Outside Director and summary of expected roles</i></p> <p>Mr. Shigeki Matsuo has many years of professional experience in financial institutions. He also possesses extensive experience and knowledge gained from his involvement in managing another company as a managing executive officer. He currently plays a significant role as Director who is an Audit and Supervisory Committee Member of the Company. Accordingly, we nominate him as a candidate to continue serving as Outside Director who is an Audit and Supervisory Committee Member. Upon appointment, we expect that he will utilize his expertise in finance/accounting and experience as corporate manager to provide monitoring and supervision of the Company's management from an independent standpoint.</p>			

- (Notes)
- There is no special interest between each candidate and the Company.
 - Ms. Junko Watanabe and Mr. Shigeki Matsuo are candidates for Outside Directors.
 - Ms. Junko Watanabe and Mr. Shigeki Matsuo are currently Outside Directors who are Audit and Supervisory Committee Members of the Company, and their tenure of office as Outside Directors will be six years and four years, respectively, at the conclusion of the General Meeting of Shareholders.
 - Pursuant to Article 427, Paragraph (1) of the Companies Act of Japan, the Company has entered into a limited liability agreement with each candidate to limit the amount of liabilities as stipulated in Article 423, paragraph (1) of the Companies Act, to the minimum amount stipulated by law. If each candidate is re-elected, the Company plans to continue the similar agreements.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company based on Article 430-3, paragraph (1) of the Companies Act of Japan. The insurance policy covers damages that may arise as a result of the insured being held liable for the performance of his/her duties or being subject to claims seeking to pursue such liability. However, there are certain grounds for exemptions, such as in the case of acts committed with the knowledge that they violate laws and regulations. The Company fully bears insurance premiums including those for the special provisions. There is no substantial cost to the insured. The Company plans to renew the agreement with the same provisions at the next renewal. All candidates for Directors nominated in this Proposal are already insured under the said insurance agreement and will continue to be insured after their election.
 - The Company has notified the Tokyo Stock Exchange that Ms. Junko Watanabe and Mr. Shigeki Matsuo have been designated as independent officers as provided for by the said exchange. If both candidates are re-elected, the Company plans to continue their designation as independent officers.
 - Ms. Junko Watanabe served as Outside Director who is an Audit and Supervisory Committee Member for Nippon Densan Corporation (currently Nidec Corporation) in its fiscal year ended March 31, 2023. During that period, the company paid interim dividends and acquired its treasury shares, but it turned out that the amount exceeded the distributable amount calculated based on the Companies Act and Regulations for Corporate Accounting. Nidec Corporation immediately established an external investigation committee, investigated the cause and formulated recurrence prevention measures. Ms. Junko Watanabe had continuously called for thorough compliance at its Board of Directors meetings and on other occasions. After the incident, she performed her duties by confirming the recurrence prevention measures, offering suggestions, and engaging in other relevant activities.

[Reference]

Skill Matrix of Directors (if Proposals 2 and 3 are approved)

Name	Position	Independent/Outside	Male/Female	Areas of expertise and experience/Areas in which Directors are particularly expected to contribute								
				Corporate management	Development/Marketing	Sales/Marketing Strategy	Manufacturing Quality	Human Resource Development	Finance/Accounting	Compliance/Legal Risk Management	ESG Sustainability	IT/DX
Shinji Yamaguchi	Representative Director and President		Male	○	○	○	○	○	○	○	○	
Masato Suzuki	Managing Director		Male	○	○	○	○	○				
Kenji Isono	Director		Male	○		○	○	○	○	○	○	○
Koji Takata	Director		Male	○	○		○	○			○	
Takayuki Sasaki	Director		Male			○		○				
Kaoru Kasahara	Director	○	Female	○	○	○		○		○	○	
Takeo Morisawa	Director	○	Male					○	○	○	○	
Masakazu Kimura	Director (Full-time Audit & Supervisory Committee Member)		Male						○	○	○	
Junko Watanabe	Director (Audit & Supervisory Committee Member)	○	Female	○						○	○	
Shigeaki Matsuo	Director (Audit & Supervisory Committee Member)	○	Male	○				○	○	○	○	