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Securities Code: 2222

June 3, 2025

Start date of measures for electronic provision: June 2, 2025

To our shareholders,

Seigo Kawagoe, President & CEO

Kotobuki Spirits Co., Ltd.

2028 Hatagasaki, Yonago City, Tottori

Notice of the 73rd Ordinary General Meeting of Shareholders

We are pleased to announce the 73rd Ordinary General Meeting of Shareholders of Kotobuki Spirits Co., Ltd. (the “Company”), which will be held as outlined below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites shown below. Please access either of the websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.kotobukispirits.co.jp/ir/meeting.html> (in Japanese)

Website for posted informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/2222/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Kotobuki Spirits” in “Issue name (company name)” or the Company’s securities code “2222” 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 in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. on Monday, June 23, 2025.

1. Date and time: **Tuesday, June 24, 2025, at 10:00 a.m.**

[Reception will be open at 9:00 a.m.]

2. Venue: **International Conference Hall on the 2nd floor of YONAGO CONVENTION CENTER
“BIG SHIP”**

294 Suehiro-cho, Yonago City, Tottori

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 73rd fiscal year (from April 1, 2024 to March 31, 2025)
2. Results of audits of Consolidated Financial Statements for the 73rd fiscal year by the Financial Auditor and Audit and Supervisory Committee

Matters to be resolved:

Proposal No. 1 **Appropriation of Surplus**

Proposal No. 2 **Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company recognizes return of profit to shareholders as a management priority and has a basic policy to strive to return profit in comprehensive consideration of internal reserves, business performance trends, and the dividend payout ratio among others to ensure stable return of profit to shareholders over a long term.

In line with this policy, the Company proposes to appropriate surplus for the fiscal year as follows:

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property to shareholders and their aggregate amount

The Company proposes to pay a dividend of ¥32 per common share of the Company.

In this event, the total dividends will be ¥4,939,603,360.

3. Effective date of dividends of surplus

June 25, 2025

Proposal No. 2 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six currently serving Directors (excluding Directors who are Audit and Supervisory Committee members; the same applies hereinafter to this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

This proposal has been decided by the Board of Directors in comprehensive consideration of the details of career profiles of candidates, etc., based on the report from the Nominating and Remuneration Advisory Committee, which is chaired by an Outside Director and the majority of whose members are Outside Directors. In addition, the Audit and Supervisory Committee has expressed its opinion that all candidates for Director are suitable for the position. The candidates for Director are as follows:

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	 Seigo Kawagoe (November 21, 1960) Reelection	Apr. 1987 Joined the Company, Senior Managing Director Mar. 1989 Representative Director and Vice President June 1994 President & CEO (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and Chairman of Sucrey Co., Ltd. Representative Director and Chairman of KCC Co., Ltd. Representative Director and President of Junai Inc.	6,875 shares
		<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has led the management of the Company as President & CEO for many years since June 1994. His strong leadership based on his extensive experience and broad knowledge will continue to be essential in the Group management of the Company. Therefore, the Company proposes his election.	
2	 Shinji Matsumoto (March 25, 1967) Reelection	Mar. 1990 Joined the Company July 2004 Manager of Accounting Department Oct. 2006 Manager in charge of Corporate Planning June 2010 General Manager of Corporate Planning Division June 2012 Director and General Manager of Corporate Planning Division June 2022 Managing Director and Executive General Manager of Group Corporate Management Division (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of KSK Co., Ltd.	86,989 shares
		<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has extensive operational experience since joining the Company, including involvement in accounting and finance and serving as General Manager of the Corporate Planning Division. After assuming the position of Director in June 2012, he has fulfilled his duties as a Director, including working to strengthen the Group corporate management. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.	

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	 Masayuki Shirouchi (December 9, 1965) Reelection	Mar. 1991 Joined the Company Feb. 2005 General Manager of Sales Division of Kujukushima Group Co., Ltd. Sept. 2006 Managing Director of Tsukiji Chitose Co., Ltd. Sept. 2012 General Manager of Sales Department of Kotobuki Seika Co., Ltd. Apr. 2014 Director and General Manager of Sales Department May 2015 Representative Director and President (current position) June 2020 Director of the Company (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of Kotobuki Seika Co., Ltd. Representative Director and President of Tajima Kotobuki Co., Ltd. Representative Director and President of KMF Co., Ltd.	103,889 shares
<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has served as Director or other position of Group companies since September 2006, and as Representative Director and President of a major Group company, Kotobuki Seika Co., Ltd. since 2015. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.			
4	 Ryoichi Sakamoto (January 4, 1969) Reelection	Nov. 1987 Joined Tajima Kotobuki Co., Ltd. May 2007 Managing Director May 2009 Managing Director of KCC Co., Ltd. July 2014 Director and General Manager of Sales Department of Sucrey Co., Ltd. Apr. 2017 Senior Managing Director May 2019 Representative Director and President (current position) June 2020 Director of the Company (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of Sucrey Co., Ltd. Representative Director and President of Kujukushima Group Co., Ltd.	80,859 shares
<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has served as Director of Group companies since May 2007, and as Representative Director and President of a major Group company, Sucrey Co., Ltd. since May 2019. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.			

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
5	 <p data-bbox="368 678 517 730">Matsuo Iwata (June 2, 1958)</p> <p data-bbox="384 763 501 815">Reelection Outside</p>	<p data-bbox="608 248 1246 931"> Apr. 1982 Joined Nissan Motor Co., Ltd. Feb. 1995 Joined Gemini Consulting Japan Co., Ltd. Oct. 1996 Joined Coca-Cola (Japan) Company, Limited July 1999 Managing Executive Officer of Coca Cola Beverage Service Co., Ltd. Apr. 2001 Representative Director and President of Atlas Co., Ltd. June 2003 Managing Executive Officer of Takara Co., Ltd. (currently TOMY Company, Ltd.) Apr. 2005 Representative Director and President of Inforest Co., Ltd. June 2009 Representative Director and Chief Executive Officer (CEO) of Starbucks Coffee Japan Co., Ltd. June 2012 Outside Director of OOTOYA Holdings Co., Ltd. Oct. 2013 Representative Director and President of Leadership Consulting Inc. (current position) May 2014 Outside Director of Tokyo Individualized Educational Institute, Inc. June 2015 Director of the Company (current position) </p> <p data-bbox="608 943 1246 1025"> <u>Significant concurrent positions outside the Company</u> Representative Director and President of Leadership Consulting Inc. </p>	-
<p data-bbox="272 1043 1023 1070"><u>Reasons for nomination as candidate for Outside Director and expected roles</u></p> <p data-bbox="272 1077 1444 1240">With the career profile above, he has been involved in corporate management for many years. The Company has determined that he can bring his extensive experience and broad knowledge as a manager, gained throughout his career, to the Company's management from a neutral and objective standpoint. He has also fulfilled his duties appropriately as an Outside Director. Therefore, the Company proposes his election as an Outside Director. He is currently an Outside Director of the Company and will have held this position for 10 years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

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	 Megumi Yoshimoto (January 5, 1954) Reelection Outside	Apr. 1976 Joined Japan Broadcasting Corporation (NHK) June 1981 Freelance announcer (current position) Apr. 2000 Lecturer of NHK Culture Center (current position) Apr. 2002 Part-time lecturer of School of Education of Waseda University, Part-time lecturer of Jumonji University Apr. 2007 Part-time lecturer of Rissho University for "Special Lectures on the Teaching Profession" (current position) Apr. 2008 Member of the Steering Committee of the Center for Accreditation of Laboratory Animal Care and Use of the Japan Health Sciences Foundation (currently Japan Pharmaceutical Information Center) (current position) Apr. 2015 Professor of Department of Literature and Culture, Faculty of Human Life, Jumonji University Apr. 2020 Professor of Department of Literature and Culture, Faculty of Education and Humanities June 2021 Director of the Company (current position) Apr. 2024 Professor Emeritus of Jumonji University (current position) <u>Significant concurrent positions outside the Company</u> Professor Emeritus of Jumonji University	–
<u>Reasons for nomination as candidate for Outside Director and expected roles</u> With the career profile above, she has many years of experience as a broadcaster and as a lecturer or professor at several universities. The Company has determined that she can bring her extensive experience and broad knowledge as well as her unique perspective as a woman, to the Company's management from a neutral and objective standpoint. Therefore, the Company proposes her election as an Outside Director. Although she has not been directly involved in corporate management in the past, for the reasons stated above, the Company has determined that she will be able to appropriately perform her duties as an Outside Director. She is currently an Outside Director of the Company and will have held this position for four years at the conclusion of this Ordinary General Meeting of Shareholders.			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Matsuo Iwata and Ms. Megumi Yoshimoto are candidates for Outside Director. The Company has registered Mr. Iwata and Ms. Yoshimoto as Independent Officers who meet the requirements of the Tokyo Stock Exchange. If they are reelected, the Company will continue to register them as Independent Officers.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Mr. Iwata and Ms. Yoshimoto to limit their liability for damages to the amount stipulated by laws and regulations. If the reelection of Mr. Iwata and Ms. Yoshimoto is approved, the Company plans to continue such agreements with them.
 4. The Company has entered into a directors and officers liability insurance policy as provided for Article 430-3, paragraph (1) of the Companies Act with an insurance company. The outline of the contents of such insurance policy is described in "3 Matters Concerning Company Officers (4) Outline of Contents of Directors and Officers Liability Insurance Policy, etc." in the Business Report. If the election of candidates for Director is approved, they will continue to be included as insureds under the insurance policy. In addition, the Company plans to renew the insurance policy with the same terms and conditions at the next renewal.

[Reference]

Directors' skill matrix

(If Proposal No. 2 is approved at this Ordinary General Meeting of Shareholders)

(Directors excluding Audit and Supervisory Committee members)

Name	Gender	Attributes	Experience and expertise possessed by the Director						
			Corporate management/ Management strategy	Finance/ Accounting	Legal affairs/ Risk management	Personnel affairs/Labor management/ Human resource development	Consumer lives	ESG	
Seigo Kawagoe	Male	Inside Director (full-time) President & CEO	○					○	○
Shinji Matsumoto	Male	Inside Director (full-time) Nominating and Remuneration Advisory Committee member	○	○	○	○			○
Masayuki Shirouchi	Male	Inside Director (full-time)	○					○	
Ryoichi Sakamoto	Male	Inside Director (full-time)	○					○	
Matsuo Iwata (Outside)	Male	Outside (part-time) Chairperson of Nominating and Remuneration Advisory Committee	○				○	○	○
Megumi Yoshimoto (Outside)	Female	Outside (part-time) Nominating and Remuneration Advisory Committee member					○	○	○

(Directors who are Audit and Supervisory Committee members)

Name	Gender	Attributes	Experience and expertise possessed by the Director					
			Corporate management/ Management strategy	Finance/ Accounting	Legal affairs/ Risk management	Personnel affairs/Labor management/ Human resource development	Consumer lives	ESG
Masamichi Yamane	Male	Inside Director (full-time) Nominating and Remuneration Advisory Committee member	○		○	○		○
Yasuhiro Tanaka (Outside)	Male	Outside (part-time) Nominating and Remuneration Advisory Committee member		○				
Keiko Ueda (Outside)	Female	Outside (part-time) Nominating and Remuneration Advisory Committee member			○			