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Securities code: 3139

February 6, 2026

(Measures for electronic provision start on: February 3, 2026)

**To Shareholders with Voting Rights:**

Shin Kojima  
President  
Lacto Japan Co., Ltd.  
2-11-2 Nihonbashi, Chuo-ku  
Tokyo, Japan

**NOTICE OF  
THE 28TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 28th Annual General Meeting of Shareholders (the “Meeting”) of Lacto Japan Co., Ltd. (the “Company”) will be held as described below.

When convening this Meeting, measures have been taken to provide information electronically, and matters to be provided electronically are posted on the following website.

The Company’s website: <https://www.lactojapan.com/en/ir/stock/meeting.html>

In addition to the Company’s website, matters to be provided electronically are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the website (TSE’s Listed Company Search) below, enter the name of the Company (Lacto Japan) or securities code (3139) to search, select “Basic information” and go to “Documents for public inspection/PR information,” to confirm the information.

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

You may exercise your voting rights via postal mail or the Internet, etc. and whichever method you choose to use, please exercise your voting rights by 5:30 p.m. Japan time on Tuesday, February 24, 2026.

- 1. Date and Time:** Wednesday, February 25, 2026 at 10:00 a.m. Japan time  
(Reception begins at 9:00 a.m.)
- 2. Place:** Royal Hall, 3rd Floor, Royal Park Hotel  
2-1-1 Nihonbashi-Kakigara-cho, Chuo-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 28th Fiscal Year (December 1, 2024 – November 30, 2025) and results of the audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the Company’s 28th Fiscal Year (December 1, 2024 – November 30, 2025)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

- If attending the meeting in person, please submit the enclosed Form for Exercising Voting Rights at the venue’s reception desk. We would also like to ask you to bring this Notice of the General Meeting of Shareholders as agenda materials.
- Any revisions to the matters to be provided electronically will be posted on the websites above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company positions the appropriate return of profits to shareholders as an important management issue. The Company aims to increase corporate value and improve capital efficiency by continuing active shareholder returns, while maintaining growth investments, financial soundness, and autonomy. With regard to the distribution of surplus, the Company has strived to enhance shareholder returns with the aim of achieving a dividend payout ratio of 30% while continuing to maintain stable dividends.

Upon consideration based on this policy, the Company intends to pay a year-end dividend for the fiscal year under review as indicated below. As a result, the annual dividend for the fiscal year under review will be ¥132 per share, including the interim dividend of ¥50 already paid.

1. Type of dividend property  
Cash
2. Matters concerning allocation of dividend property and the total amount  
Dividend per share of common stock of the Company: ¥82                      Total: ¥817,630,774
3. Effective date of dividend of surplus  
February 26, 2026


**Proposal 2:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)



The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will end as of the conclusion of this Meeting. Accordingly, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows.

No.	Name		Positions and responsibilities at the Company
1	Shin Kojima [Reappointment]	Male	President Overall management, in charge of Internal Audit Office Nomination and Compensation Advisory Committee Member
2	Kenji Bundo [Reappointment]	Male	Executive Vice-President Assistant to the President, supervision of administration and overseas business, Division General Manager of Corporate Staff Division Nomination and Compensation Advisory Committee Member
3	Takashi Abe [Reappointment]	Male	Managing Director Supervision of Asian business, Managing Director of LACTO ASIA PTE. LTD.
4	Tomonori Kohata [Reappointment]	Male	Director Supervision of sales divisions, General Manager of Cheese Business Division
5	Yasuhiro Ikeda [Reappointment] [Outside] [Independent]	Male	Outside Director Chairperson of Nomination and Compensation Advisory Committee

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	 <p>Shin Kojima (May 9, 1970)</p> <p>[Reappointment]</p>	<p>April 1994      Joined Toshoku Ltd.</p> <p>March 1999      Joined the Company</p> <p>April 2014      General Manager of Dairy Ingredients Division 1, the Company</p> <p>April 2016      Executive Officer, General Manager of Dairy Ingredients Division 1, the Company</p> <p>September 2016      Executive Officer, the Company Managing Director, LACTO ASIA PTE. LTD.</p> <p>March 2020      Senior Executive Officer, the Company Managing Director, LACTO ASIA PTE. LTD.</p> <p>February 2021      Director, the Company Managing Director, LACTO ASIA PTE. LTD.</p> <p>December 2021      Director, the Company</p> <p>December 2024      President, the Company (current position)</p>	177,638
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shin Kojima has been engaged in dairy ingredients sales for many years and possesses extensive business experience in the key area of the Company's business. Since 2016, he has served as the person responsible for Asian business divisions, expanding overseas business and strengthening its foundation. Since 2021, he has served as a Director supervising domestic sales divisions and the new business division, leading the overall sales divisions. Since his appointment as President in December 2024, he has been working to increase the corporate value of the entire Group. In addition to this track record, Mr. Kojima possesses insight into overall management and high-level knowledge related to global business operations and administrative systems. Therefore, the Company has judged that he continues to be appropriate as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	 Kenji Bundo (November 3, 1969)  [Reappointment]	April 1992      Joined Toshoku Ltd. August 2003    Joined the Company April 2016      Deputy Division General Manager of Corporate Staff Division, General Manager of Human Resources & General Affairs Department, General Manager of Investor Relations Department, the Company April 2018      Executive Officer, Deputy Division General Manager of Corporate Staff Division, General Manager of Human Resources & General Affairs Department, General Manager of Investor Relations & Public Relations Department, the Company February 2021   Senior Executive Officer, Division General Manager of Corporate Staff Division, General Manager of Human Resources & General Affairs Department, the Company December 2021   Senior Executive Officer, Division General Manager of Corporate Staff Division, the Company February 2023   Director, the Company February 2024   Executive Vice-President, the Company (current position)	38,032
[Reason for nomination as candidate for Director] Mr. Kenji Bundo has supervised the administrative divisions, and possesses extensive experience and a wide range of knowledge related to general operations of administrative divisions such as accounting, finance, human resources, and investor relations. With his experience and insight, he can be expected to contribute to the Group's administration and operations and adequately fulfill a role in determining and supervising execution of the Company's important operations. Therefore, the Company has judged that he continues to be appropriate as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
3	 Takashi Abe (May 31, 1967) [Reappointment]	April 1991 December 1998 April 2013 April 2016 April 2018 March 2020 April 2020 February 2021 December 2021 February 2025	Joined Toshoku Ltd. Joined the Company General Manager of Cheese Business Division, the Company Executive Officer, General Manager of Cheese Business Division, the Company Executive Officer, overall control of sales divisions, the Company Senior Executive Officer, overall control of sales divisions, the Company Senior Executive Officer, overall control of sales divisions, General Manager of Business Development Division, the Company Director, the Company Director, the Company Managing Director, LACTO ASIA PTE. LTD. Managing Director, the Company Managing Director, LACTO ASIA PTE. LTD. (current position)	128,976
[Reason for nomination as candidate for Director] Mr. Takashi Abe has been involved in dairy ingredients sales for many years, and has experience as the person responsible for domestic sales divisions. Presently, he is operating a trading company and the manufacturing business as the person responsible for Asian business divisions. Mr. Abe possesses extensive business experience related to domestic and overseas sales activities and manufacturing business operations, as well as knowledge related to the Group's administration and operations. Therefore, the Company has judged that he continues to be appropriate as a candidate for Director.				
4	 Tomonori Kohata (May 18, 1969) [Reappointment]	April 1994 October 2001 September 2016 March 2020 February 2021 March 2023 February 2025	Joined Toshoku Ltd. Joined the Company General Manager of Dairy Ingredients Division 1, the Company Executive Officer, General Manager of Dairy Ingredients Division 1, the Company Senior Executive Officer, General Manager of Dairy Ingredients Division 1, the Company Senior Executive Officer, General Manager of Cheese Business Division, the Company Director, the Company (current position)	79,515
[Reason for nomination as candidate for Director] Mr. Tomonori Kohata has been engaged in dairy ingredients sales for many years, having held key positions such as Managing Director of Lacto Europe B.V., Executive Officer, General Manager of the Dairy Ingredients Division 1, and Senior Executive Officer, General Manager of the Cheese Business Division. He currently oversees and promotes business activities of overall domestic sales as Director supervising sales divisions and General Manager of the Cheese Business Division. In addition to his extensive domestic and overseas sales experience, Mr. Kohata possesses high-level knowledge related to the Group's business operations and administrative systems. Therefore, the Company has judged that he continues to be appropriate as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	 <p>Yasuhiro Ikeda (August 18, 1956)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>April 1979      Joined Nippon Reizo Inc. (current Nichirei Corporation)</p> <p>April 2007      Executive Officer, Executive General Manager of Marketing Unit, General Manager of Marketing Department, Deputy Executive General Manager of Sales Unit, Nichirei Foods Inc.</p> <p>April 2010      Managing Executive Officer, in charge of Research &amp; Development Department, Executive General Manager of Marketing Unit, General Manager of Marketing &amp; Products Development Division No. 1, Nichirei Foods Inc.</p> <p>June 2011      Representative Director, President and Executive Officer, Nichirei Foods Inc. Director, Executive Officer, Nichirei Corporation Director, Nichirei Fresh Inc.</p> <p>April 2017      Director, Chairman, Nichirei Foods Inc.</p> <p>June 2021      Counselor, Nichirei Foods Inc.</p> <p>June 2022      Outside Director, ITOCHU Techno-Solutions Corporation (current position)</p> <p>February 2023      Outside Director, the Company (current position)</p> <p>July 2024      Special Counselor, Nichirei Foods Inc. (current position)</p>	-
<p>[Reason for nomination as candidate for Outside Director and expected roles]</p> <p>Mr. Yasuhiro Ikeda has long-standing experience as a business executive in the food industry, as well as extensive experience and insight mainly in R&amp;D, production, and sales, including consumer business in the food manufacturing industry. By leveraging his experience and insight, he has offered useful advice on how to strengthen supervision of the Company's management and on overall management. Therefore, the Company has judged that he continues to be appropriate as a candidate for Outside Director.</p>			

- Notes: 1. There are no special interest relationships between the candidates for Director and the Company.
2. Mr. Yasuhiro Ikeda is a candidate for Outside Director.
3. Mr. Yasuhiro Ikeda will have served as Outside Director for three years as of the conclusion of this Meeting.
4. The Company has entered into an agreement with Mr. Yasuhiro Ikeda to limit his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the act in accordance with the provisions of the Company's Articles of Incorporation and Article 427, Paragraph 1 of the act. The Company intends to continue the same agreement with Mr. Yasuhiro Ikeda, if his election is approved as proposed.
5. Mr. Yasuhiro Ikeda has been registered as an independent officer based on the rules of the Tokyo Stock Exchange, and if he is elected as proposed, he will continue to serve as an independent officer.
6. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with directors (including Audit and Supervisory Committee Members) of the Company and its subsidiaries as the insured persons (excluding the Company's subsidiaries that have separately

concluded directors and officers liability insurance agreements). If the candidates are elected, they will be covered by the said insurance agreement. The Company intends to renew the said insurance agreement with the same terms and conditions at the next expiry.



## [For Reference]

The Company is aiming in the medium to long term to be a multifaceted food products company that develops trading and manufacturing operations on a global basis with dairy products as its core, and it will appoint Directors with skills that match each of its growth stages.

As of the present, the skills that the Board of Directors should possess and how this corresponds with the skills of each Director have been compiled as a skills matrix from the following three perspectives.

### Knowledge and experience for appropriately leading management and business

Corporate management and management strategy:	Experience in corporate management and as a corporate officer, and knowledge of and experience in formulating management strategy
Global business:	Global business experience, including overseas assignments
Sales and marketing:	Knowledge and experience related to product sales and marketing
Manufacturing and quality control:	Knowledge and experience in the dairy products and meat industries and the manufacturing business

### Knowledge and experience for establishing and maintaining an appropriate management foundation

Financial accounting and finance:	Practical experience and expertise
Legal affairs and compliance:	Practical experience and expertise
Personnel and human resources development:	Practical experience and expertise
Internal control and governance:	Practical experience and expertise

### Knowledge and experience for ensuring sustainability

ESG and sustainability:	Governance knowledge for achieving soundness, transparency, and sustainable growth
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## <Skills Matrix>

This skills matrix is based on the new structure established after this Meeting.

	Corporate management and management strategy	Global business	Sales and marketing	Manufacturing and quality control	Financial accounting and finance	Legal affairs and compliance	Personnel and human resources development	Internal control and governance	ESG and sustainability
■ Directors (excluding Directors who are Audit and Supervisory Committee Members)									
Shin Kojima	●	●	●	●				●	
Kenji Bundo	●				●	●	●	●	●
Takashi Abe	●	●	●	●				●	
Tomonori Kohata		●	●						
Yasuhiro Ikeda*	●		●	●			●	●	
■ Directors who are Audit and Supervisory Committee Members									
Kimiaki Abe	●	●	●					●	
Hiroko Saito*	●	●	●					●	●
Toshio Hoga*	●				●	●		●	
Yukiko Fujikawa*					●			●	●

\*Outside Director

## **[For Reference] Independence Criteria for Outside Directors**

When selecting candidates for independent Outside Director, the Board of Directors shall determine their independence after verifying that the independence criteria established by financial instruments exchanges are met and also confirming whether or not any of items (1) through (14) below applies to the person involved either currently or within the past three fiscal years. In addition, the Board of Directors shall select as candidates for independent Outside Director the persons who can be expected to fulfill their roles and duties from an independent and objective standpoint upon consideration of the candidate's character, insight, abilities, relationship with the Company, and other factors.

- (1) A person for whom the Company is a main business partner, or its business executive
  - “A person for whom the Company is a main business partner” in the aforesaid refers to a person for whom payments by the Company in transactions with the Company in any of the past three fiscal years account for 2% or more of the consolidated net sales of that company in that fiscal year.
- (2) A main business partner of the Company, or its business executive
  - “A main business partner of the Company” in the aforesaid refers to a person for whom the Company's net sales to that company in any of the past three fiscal years account for 2% or more of the Company's consolidated net sales in that fiscal year.
- (3) A consultant, accounting specialist, or legal specialist receiving a large sum of money or other property from the Company other than executive compensation (if the person receiving such property is a corporation, union, or other such organization, then a person belonging to that organization)
  - A “large sum of money” in the aforesaid refers to a sum of ¥10 million or more per annum on average for the past three years if the person receiving such money is an individual, or in the case of an organization, a payment amount from the Company on average for (that organization's) past three fiscal years that is ¥10 million or more, or 2% or more of that organization's consolidated net sales, whichever is higher.
- (4) The representative partner or an employee of the Company's accounting auditor or another accounting specialist in charge of auditing the Company or a subsidiary of the Company
- (5) A major shareholder of the Company, or its business executive
  - “Major shareholder” in the aforesaid refers to a person who holds 10% or more of voting rights in the Company either directly or indirectly.
- (6) A director (limited to persons involved in business execution) or other business executives of an organization to which the Company makes large donations.
  - “Large donations” in the aforesaid refers to donations that exceed ¥20 million per annum on average for the past three fiscal years.
- (7) A major lender of the Company, or its parent company, or their business executives
  - A “major lender” of the Company in the aforesaid refers to a lender from whom the Company's borrowings exceed 2% of consolidated total assets.
- (8) A person who was a business executive of the Company or a subsidiary of the Company at any time during the ten years prior to appointment
- (9) A business executive of a company with a director from the Company
- (10) If an organization exists that corresponds to (1), (2), or (3) above at the time of appointment, then a person who belonged to that organization at any time during the three years prior to appointment

- (11) A person who corresponded to (4) above at any time during the three years prior to appointment
- (12) If an organization exists that corresponds to (6) above at the time of appointment, then a person who belonged to that organization at any time during the three years prior to appointment
- (13) A person who corresponded to (5) or (7) above at any time during the three years prior to appointment
- (14) A close relative of a person indicated in any of (A) to (C) below (excluding persons without significance)
  - (A) A person indicated in any of (1) to (3) or in (10) or (11) above. (Provided, however, that regarding (1) and (2), executive directors, executives, and executive officers are regarded as significant persons. Also, regarding (10), if the person belongs to an organization, then employees and partners of that organization are regarded as significant persons, and regarding (11), employees, partners and other accounting specialists directly in charge of auditing the Group are regarded as significant persons.) Provided, however, that this shall not apply when independence is deemed to be effectively ensured upon comprehensive consideration of the relationship of the person involved and the close relative involved, and the qualifications, attributes, and experience, etc. of the close relative involved.
  - (B) A business executive of a subsidiary of the Company
  - (C) A person who corresponded to (B) above or a business executive of the Company at any time during the year prior to appointment

\*1. "Business executive" refers to persons stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.

\*2. "Close relative" refers to a relative within the second degree of kinship.