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Securities code: 3467

June 4, 2025

Start date of electronic provisioning measures: May 29, 2025

To: Our Shareholders with Voting Rights

Ryuichi Oobayashi
President & Representative Director
Agratio Urban Design Inc.
2-6-1 Nishi-shinjuku, Shinjuku-ku, Tokyo

Notice of Convocation of the 16th Annual General Meeting of Shareholders

Dear shareholders:

We are pleased to inform you of the 16th Annual General Meeting of Shareholders of Agratio Urban Design Inc. (the “Company”), to be held as described below.

In convening this Annual General Meeting of Shareholders (the “Meeting”), the Company has taken measures to provide the information of the Meeting in an electronic format and uploaded it as “Notice of Convocation of the 16th Annual General Meeting of Shareholders” on the following website on the Internet.

【The Company Website】 (in Japanese only)

<https://about.agr-urban.co.jp/ir/meeting/>

In addition to the above, the information is also uploaded on the following website on the Internet. Please Access the following website and enter “Agratio Urban Design” in “Issue name (company name)” or the Company’s securities code “3467” in “Code,” and Search. Then, click “Basic information” and select “Documents for public inspection/PR information” and confirm the information.

【Tokyo Stock Exchange Website】 (Listed Company Search)

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

If you are not attending the meeting in person, you can exercise voting rights by mail (in writing) or electronic means (via the Internet). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Tuesday, June 24, 2025 in accordance with the “Guide to Exercising Voting Rights” (in Japanese only) on page 3.

【If you exercise your voting rights by mail (in writing)】

Please review the Reference Documents for the General Meeting of Shareholders on the above websites, indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form, and return the form to us so that it arrives by the deadline for exercising your voting rights as stated above.

【If you are exercising your voting rights via the Internet】

Please access the website for exercising voting rights (<https://soukai.mizuho-tb.co.jp/>) from your personal computer or smartphone.

Please enter your approval or disapproval of the proposals on the agenda by using the “Voting Right Exercise Code” and “Password” indicated on the enclosed Voting Rights Exercise Form and following the instructions on the screen.

Please refer to the “Guide to Exercising Voting Rights via the Internet” (in Japanese only) on page 4 when exercising your voting rights via the Internet.

1. **Date and time:** Wednesday, June 25, 2025, at 10:00 a.m.
(Registration begins at 9:15)
2. **Venue:** Shinjuku Skyroom, 47th floor of Shinjuku-Sumitomo Building located at 2-6-1 Nishi-shinjuku, Shinjuku-ku, Tokyo

3. Agenda of the Meeting:

Matters to be Reported:

1. The Business Report, the Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors for the 16th Fiscal Term (April 1, 2024 to March 31, 2025)
2. The Non-consolidated Financial Statements for the 16th Fiscal Term (April 1, 2024 to March 31, 2025)

Matters to be Resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Three (3) Directors

◎Please submit the enclosed Voting Rights Exercise Form at the reception desk when you attend the meeting.

◎Please note that no souvenirs will be provided.

◎If you wish to exercise your voting rights by proxy, please submit the Voting Rights Exercise Form and a document certifying your proxy’s power of representation to the reception desk. In accordance with the Articles of Incorporation of the Company, the proxy must be one shareholder of the Company who has voting rights.

◎The Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are not included in the documents to be delivered to shareholders who have requested delivery of the documents, pursuant to the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company. Accordingly, the documents to be delivered to the shareholders who requested the delivery of the documents are a part of the documents audited by the Board of Corporate Auditors and the Accounting Auditors in preparing the audit report.

◎If no indication of approval or disapproval is made on the voting rights form, it will be treated as an indication of approval.

◎In the event of any amendment to the matters described in the electronic provision measures on the websites, the amended information will be posted on the websites.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

We recognize that the return of profits to our shareholders is one of our most important management issues. Our basic policy is to continue to pay stable dividends based on current and future business earnings, while securing the internal reserves necessary for future business development, and we will consider the distribution of profits in light of the business results of the fiscal year and the prevailing social conditions.

We aim to pay dividends commensurate with business performance for each fiscal year, with a target dividend amount of 35% of net income (a dividend payout ratio of 35%).

In accordance with this basic policy and taking into consideration the trend of business performance in the current fiscal year and the future business environment, we propose payment of a year-end dividend as follows.

(1) Type of dividend property

Cash

(2) The allocation of dividend property and the total amount thereof

96 yen per share of the Company's common stock

Total amount: 552,354,912 yen

(3) Effective date of dividend of surplus

June 26, 2025

Proposal 2: Election of Three (3) Directors

The terms of office of all three (3) Directors will expire at the conclusion of the Meeting. Accordingly, we propose that three (3) Directors (including one (1) Outside Director) be elected.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (important concurrent positions)	Number of the Company's shares held
1	Ryuichi Oobayashi (January 20, 1964) <div>Reelection</div>	<div> <div>April 1982</div> <div>Joined Nippon Shinpan Co., Ltd. (currently Mitsubishi UFJ NICOS Co., Ltd.)</div> </div> <div> <div>April 1986</div> <div>Joined Central JYUHAN Co., Ltd.</div> </div> <div> <div>December 1988</div> <div>Joined Shinko Estate Co., Ltd.</div> </div> <div> <div>April 1990</div> <div>Joined SHIN-NIHON TATEMONO Co., Ltd.</div> </div> <div> <div>February 1993</div> <div>Director</div> </div> <div> <div>May 1994</div> <div>Managing Director</div> </div> <div> <div>July 2006</div> <div>Representative Director and President of Shin-Nihon Urban Matrix Inc.</div> </div> <div> <div>April 2009</div> <div>Established the Company, President & Representative Director (current position)</div> </div> <div> <div>November 2023</div> <div>Director, Housebird Inc. (current position)</div> </div>	2,340,000
2	Hiroyuki Kakihara (February 13, 1972) <div>Reelection</div>	<div> <div>April 1995</div> <div>Joined DAIKYO INCORPORATED</div> </div> <div> <div>December 1999</div> <div>Joined SHIN-NIHON TATEMONO Co., Ltd.</div> </div> <div> <div>January 2007</div> <div>Joined GCM Inc.</div> </div> <div> <div>August 2011</div> <div>Joined the Company, General Manager of Business Administration Division</div> </div> <div> <div>April 2012</div> <div>Executive Officer, General Manager of Business Administration Division</div> </div> <div> <div>June 2013</div> <div>Director, General Manager of Business Administration Division (current position)</div> </div> <div> <div>November 2023</div> <div>Director, Housebird Inc. (current position)</div> </div>	75,000
3	Yuka Hara (June 11, 1973) <div>New Appointment</div> <div>Candidate for Outside Director</div>	<div> <div>September 1996</div> <div>Joined Ohara Publishing Co., Ltd.</div> </div> <div> <div>August 2000</div> <div>Shimohigoshi Accounting Office (currently Pendel Tax Corporation)</div> </div> <div> <div>October 2004</div> <div>Registered as Certified Tax Accountant</div> </div> <div> <div>October 2022</div> <div>Partner, Pendel Tax Corporation (current position)</div> </div>	—

Notes: 1. There are no special interests between each candidate and the Company.

2. If the election of Ms. Yuka Hara is approved, the Company plans to enter into an agreement with her in accordance with the provision of Article 427, Paragraph 1 of the Companies Act, to limit her liability for damages provided for in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages under the agreement shall be limited to the minimum liability amount as stipulated in Article 425, Paragraph 1 of the Companies Act.
3. Ms. Yuka Hara is a candidate for Outside Director provided for in Article 2, Paragraph 3, Item vii of Regulations for Enforcement of the Companies Act. If her election is approved, the Company plans to register her as an Independent Director as prescribed in the regulations of the Tokyo Stock Exchange.
4. Ms. Yuka Hara is a certified tax accountant with practical experience in the field of tax accounting and consulting, mainly in the field of inheritance. She served as a lecturer at a vocational accounting school

and has extensive expertise, insight, and knowledge in tax affairs and accounting. We believe that she will be able to play a sufficient role in making decisions on important management matters and supervising the execution of business operations by leveraging her expertise. Although she has never been directly involved in corporate management other than as an outside officer, for the reasons stated above, we believe that she will be able to appropriately perform her duties as an Outside Director.

5. The number of shares held by each candidate will be as of March 31, 2025.
6. The Company has concluded a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages and litigation costs incurred by the insured in shareholder derivative actions and third-party lawsuits. Mr. Ryuichi Oobayashi and Mr. Hiroyuki Kakihara are already insured under this insurance agreement and will continue to be insured if reelected and the insurance agreement will be renewed during their terms of office with the same terms and conditions. If Ms. Yuka Hara assumes the position as a Director, she will also be insured under this insurance agreement and the insurance agreement will be renewed during her term of office with the same terms and conditions.