

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damage arising from the translation.

Securities code: 4923

May 29, 2025

(Start date of measures for electronic provision: May 26, 2025)

To Shareholders with Voting Rights:

Hiroteru Oda
Representative Director and
President
COTA CO., LTD.
77 Tai-Shin-Arami, Kumiyama-cho,
Kuse-gun, Kyoto, Japan

**NOTICE OF
THE 46TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We hereby inform you that the 46th Annual General Meeting of Shareholders of COTA CO., LTD. (the “Company”) will be held as described below.

In convening this general meeting of shareholders, the Company has taken measures for electronic provision of information contained in the reference documents for the general meeting of shareholders (matters subject to measures for electronic provision), and posted the information on the following website.

The Company’s website: <https://www.cota.co.jp/company-ir/general-meeting-of-shareholders>

The matters subject to electronic provision are also posted on the website shown below, in addition to the website above.

Tokyo Stock Exchange website:

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

Please access the TSE website above, enter the Company name “COTA CO., LTD.” or the Company’s securities code “4923,” and perform a search. Select “Basic information” followed by “Documents for public inspection/PR information” to read the relevant information.

If you do not attend the meeting in person, you can exercise your voting rights via the internet or in writing. Please review the following Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) on Thursday, June 19, 2025.

1. Date and Time: Friday, June 20, 2025 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)

At the venue, we will give product presentation from 9:15 a.m. Our staff will outline our products and production philosophy. We look forward to your attendance.

2. Place: Genji Ballroom (3rd floor), HOTEL GRANVIA KYOTO
Shiokoji-sagaru, Karasuma-dori, Shimogyo-ku, Kyoto, Japan (inside the JR Kyoto Station Building Complex)

3. Meeting Agenda:

Matters to be reported: The Business Report and Non-consolidated Financial Statements for the Company's 46th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Three (3) Audit & Supervisory Board Members
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal 4:** Retirement Benefits to Retiring Audit & Supervisory Board Member
- Proposal 5:** Retirement Benefits to Retiring Audit & Supervisory Board Member
- Proposal 6:** Retirement Benefits to Retiring Audit & Supervisory Board Member

4. Matters decided in convening the Meeting:

- (1) If you indicate neither approval nor disapproval of the proposal in the Voting Rights Exercise Form, it shall be treated as an indication of approval.
- (2) If a shareholder desires to attend the meeting by proxy, the proxy shall be one person who must be another shareholder of the Company with voting rights. Please note that in such cases, a written document verifying the proxy's power of representation must be submitted along with the shareholder's Voting Rights Exercise Form.

-
- ◎ If you attend the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.
 - ◎ Attendees are encouraged to arrive early, as the reception desk will be crowded just before the start of the meeting.
 - ◎ The documents that have been delivered to shareholders requesting the delivery of documents do not include the following item pursuant to the provisions of relevant laws and regulations and Article 15 of the Company's Articles of Incorporation. Accordingly, the documents include a part of the documents audited by Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.
 - Notes to Non-consolidated Financial Statements
 - ◎ If there is any revision to the matters subject to measures for electronic provision, the details of the revision will be posted on the Company's website and the website of the Tokyo Stock Exchange.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Matters concerning year-end dividends

Our basic policy is to continue to pay stable dividends prioritizing the return of profits to shareholders, comprehensively taking into account factors such as the Company's business performance, enhancement of internal reserves, and dividend payout ratio, while aiming to sustainably increase our corporate value and further strengthen our corporate structure.

The Company proposes to pay a year-end dividend of ¥20.00 per share for the fiscal year under review.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and the total amount thereof
¥20.00 per share of the Company's common stock
Total amount: ¥554,989,240
- (3) Effective date of dividends of surplus
June 23, 2025

Proposal 2: Election of Three (3) Audit & Supervisory Board Members

The terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its approval to the submission of this proposal.

The candidates for Audit & Supervisory Board Members are as follows.

No.	Name	Current positions at the Company	Term of office as Director	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board meetings
1	Koji Tanabe [Reappointment] [Outside]	Outside Director (Independent Officer)	8 months	100% 7/7	100% 6/6
2	Hitoshi Arata [New appointment]	Advisor	—	—	—
3	Ryoko Satomi [New appointment] [Outside]	—	—	—	—

Note: The term of office of Koji Tanabe is as of the conclusion of this General Meeting.

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
1	Koji Tanabe (April 27, 1973) [Reappointment] [Outside]	<p>April 1998 Joined Mitsubishi Electric Corporation</p> <p>October 2002 Joined Chuo Aoyama Audit Corporation (subsequently MISUZU Audit Corporation)</p> <p>May 2006 Registered as a certified public accountant</p> <p>October 2006 Joined Murata Certified Public Accountant Office (current position)</p> <p>December 2009 Established Tanabe Certified Public Accountant Office</p> <p>June 2015 Auditor, Unionthink Co., Ltd. (current position)</p> <p>February 2016 Registered as a certified tax accountant</p> <p>June 2024 Auditor, ALTECO Co., Ltd. (current position)</p> <p>October 2024 Outside Audit & Supervisory Board Member, the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Certified Public Accountant • Certified Tax Accountant • Auditor, Unionthink Co., Ltd. • Auditor, ALTECO Co., Ltd. 	100
<p>[Reason for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Koji Tanabe is capable of monitoring and supervising management activities from an objective and fair standpoint, fully leveraging his extensive knowledge in tax accounting operations as well as experience as a certified public accountant and certified tax accountant. Therefore, we nominated him again as a candidate for Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
2	Hitoshi Arata (August 15, 1963) [New appointment]	<p>April 1987 Joined Matsushita Electric Industrial Co., Ltd. (now Panasonic Holdings Corporation)</p> <p>September 2001 Director, PT. Indonesia Matsushita Gobel Battery Industry (now PT. Panasonic Gobel Energy Indonesia)</p> <p>October 2009 Group Manager, Dry Battery Accounting Group, Panasonic Corporation Energy Company (now Panasonic Energy Co., Ltd.)</p> <p>April 2013 Group Manager, Energy Device Business Division Accounting Group, Panasonic Corporation Automotive & Industrial Systems Company (now Panasonic Energy Co., Ltd.)</p> <p>April 2014 Group Manager, Electromechanical Components Business Division Accounting Group, Panasonic Corporation Automotive & Industrial Systems Company (now Panasonic Industry Co., Ltd.)</p> <p>April 2015 Head, Accounting Center, Mechatronics Business Division, Panasonic Corporation Automotive & Industrial Systems Company (now Panasonic Industry Co., Ltd.)</p> <p>January 2021 Full-time Audit & Supervisory Board Member, Panasonic Corporation Automotive Company (now Panasonic Automotive Systems Co., Ltd.)</p> <p>April 2025 Advisor of the Company (current position)</p>	0
<p>[Reason for nomination as candidate for Audit & Supervisory Board Member]</p> <p>Mr. Arata has served as the head of the accounting departments at a comprehensive electronics manufacturing group, and subsequently gained experience as a full-time Audit & Supervisory Board Member. He is deemed capable of supervising and overseeing management from an objective and impartial standpoint, he is newly nominated as a candidate for Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
3	Ryoko Satomi (August 31, 1973) [New appointment] [Outside]	<p>October 1996 Joined Showa Ota & Co. (now Ernst & Young ShinNihon LLC.)</p> <p>March 2000 Registered as a certified public accountant</p> <p>March 2002 Established Satomi Certified Public Accountant Office</p> <p>October 2004 Registered as a licensed tax accountant</p> <p>April 2014 Auditor, Nara Prefectural Hospital Organization</p> <p>July 2021 Outside Audit & Supervisory Board Member, E2Care Holdings Co., Ltd. (current position)</p> <p>September 2022 Auditor, Nara Prefectural Land Development Public Corporation (current position)</p> <p>June 2024 Auditor, Kobe City Sports Association, Public Interest Incorporated Foundation (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Certified Public Accountant • Certified Tax Accountant • Outside Auditor, E2Care Holdings Co., Ltd. • Auditor, Nara Prefectural Land Development Corporation • Auditor, Kobe Sports Association 	400
<p>[Reason for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>Ms. Satomi is expected to fully leverage her extensive knowledge of tax and accounting, along with her experience as a certified public accountant and licensed tax accountant. She is deemed capable of supervising and overseeing management from an objective and impartial standpoint, and is therefore newly nominated as a candidate for Outside Audit & Supervisory Board Member. Although she has no direct experience in corporate management aside from serving as an outside officer, we believe that, for the reasons stated above, she will be able to adequately fulfill the responsibilities of an Outside Audit & Supervisory Board Member.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Koji Tanabe and Ms. Ryoko Satomi are candidates for Outside Audit & Supervisory Board Members.
 3. The Company has designated Mr. Koji Tanabe as an independent officer provided for by the rules of the Tokyo Stock Exchange and has notified the Exchange to that effect. If this proposal is approved, the Company will designate him and Ms. Ryoko Satomi as independent officers and notify the Exchange to that effect.
 4. Mr. Koji Tanabe will have served as Outside Audit & Supervisory Board Member of the Company for eight months at the conclusion of this General Meeting.
 5. The Company has entered into liability limitation agreements with Mr. Koji Tanabe, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages pursuant to Article 423, Paragraph 1 of the same Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act. If his reelection is approved, the Company will continue the above liability limitation agreements.
 6. If the election of Mr. Hitoshi Arata and Ms. Ryoko Satomi is approved, the Company will enter into an agreement with them, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 7. The Company has concluded a directors and officers liability insurance agreement with an insurance company, and each candidate will be insured under the insurance agreement. For an outline of the insurance agreement, please refer to “4. Matters related to company officers, (2) Outline of the contents of directors and officers liability insurance agreements” of the Business Report (in Japanese only). The Company plans to renew the insurance agreement with the same contents at the next time of renewal.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

In case the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member pursuant to Article 329, Paragraph 3 of the Companies Act.

Only if the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the substitute Audit & Supervisory Board Member will assume the office of Audit & Supervisory Board Member to serve the remaining term of the predecessor. Furthermore, the effectiveness of the resolution of this proposal will expire at the conclusion of the Annual General Meeting of Shareholders held for the last of the fiscal years ending within two years after the election of the substitute Audit & Supervisory Board Member, as stipulated in Article 32 of the Company's Articles of Incorporation. Unless the substitute Audit & Supervisory Board Member has assumed the office of Audit & Supervisory Board Member, the Company may revoke the appointment of the substitute Audit & Supervisory Board Member by resolution of the Board of Directors with the consent of the Audit & Supervisory Board.

The Audit & Supervisory Board has given its approval to the submission of this proposal.
The candidate for substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Tomoyuki Murata (May 19, 1965)	<p>November 2010 Outside Audit & Supervisory Board Member of the Company</p> <p>October 2024 Full-time Outside Audit & Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Certified Public Accountant • Certified Tax Accountant • Outside Director, Mikasa Industry Co., Ltd. • Outside Director, NEIYAKU KAGAKU CO., LTD. • Outside Director, Funai Consulting Incorporated 	46,281
<p>[Reason for nomination as candidate for substitute Audit & Supervisory Board Member]</p> <p>Mr. Murata is expected to fully leverage his extensive knowledge of tax and accounting, along with his experience as a certified public accountant and licensed tax accountant. He is deemed capable of supervising and overseeing management from an objective and impartial standpoint, and is therefore newly nominated as a candidate for substitute Audit & Supervisory Board Member.</p>		

- Notes:
1. There are no special interests between the candidate for substitute Audit & Supervisory Board Member and the Company.
 2. Mr. Tomoyuki Murata is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. If Mr. Tomoyuki Murata assumes the office of Outside Audit & Supervisory Board Member, the Company will notify the Tokyo Stock Exchange of his appointment as an independent officer.
 4. Mr. Tomoyuki Murata will have served as Outside Director of the Company for fourteen years and seven months at the conclusion of this General Meeting.
 5. If Mr. Tomoyuki Murata assumes the office of Audit & Supervisory Board Member, the Company will enter into an agreement with him, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 6. The Company has concluded a directors and officers liability insurance agreement with an insurance company. If Mr. Tomoyuki Murata assumes the office of Audit & Supervisory Board Member, he will be insured under the insurance agreement. For an outline of the insurance agreement, please refer to "4. Matters related to company officers, (2) Outline of the contents of directors and officers liability insurance agreements" of the Business Report (in Japanese only).

Proposal 4: Retirement Benefits to Retiring Audit & Supervisory Board Member

Mr. Akiyasu Takimura resigned as Audit & Supervisory Board Member as of October 2024. The Company proposes to pay him retirement benefits calculated in accordance with the formula under the Company's rules on retirement benefits for officers. We will not add any extra amounts, such as extra benefits for exceptional contributions. The Company requests to leave the timing and methods of the payments, as well as any decisions regarding non-payment or payment reduction to the discretion of the Audit & Supervisory Board Members.

The career summary of the retiring Audit & Supervisory Board Member is as follows.

Name	Career summary	
Akiyasu Takimura	June 2021	Audit & Supervisory Board Member, the Company
	October 2024	Resigned as Audit & Supervisory Board Member, the Company

Proposal 5: Retirement Benefits to Retiring Audit & Supervisory Board Member

Mr. Tomoyuki Murata will retire as Audit & Supervisory Board Member at the conclusion of this General Meeting due to the expiration of his term of office. The Company proposes to pay him retirement benefits calculated in accordance with the formula under the Company's rules on retirement benefits for officers. We will not add any extra amounts, such as extra benefits for exceptional contributions. The Company requests to leave the timing and methods of the payments, as well as any decisions regarding non-payment or payment reduction to the discretion of the Audit & Supervisory Board Members.

The career summary of the retiring Audit & Supervisory Board Member is as follows.

Name	Career summary	
Tomoyuki Murata	November 2010	Outside Audit & Supervisory Board Member, the Company
	October 2024	Full-time Outside Audit & Supervisory Board Member, the Company
		To present

Proposal 6: Retirement Benefits to Retiring Audit & Supervisory Board Member

Mr. Isao Takenaka will retire as Audit & Supervisory Board Member at the conclusion of this General Meeting due to the expiration of his term of office. The Company proposes to pay him retirement benefits calculated in accordance with the formula under the Company's rules on retirement benefits for officers. We will not add any extra amounts, such as extra benefits for exceptional contributions. The Company requests to leave the timing and methods of the payments, as well as any decisions regarding non-payment or payment reduction to the discretion of the Audit & Supervisory Board Members.

The career summary of the retiring Audit & Supervisory Board Member is as follows.

Name	Career summary	
Isao Takenaka	June 2017	Outside Audit & Supervisory Board Member, the Company To present

(Reference) Our approach to retirement benefits for officers

The Company aims for continuous and steady growth through achieving financial results every fiscal year. Over the past ten fiscal years, we have achieved our targeted management indicators (ordinary profit to net sales ratio: 15% or higher, ROE: 10% or higher), determined officers' remuneration so that its amount is substantively linked to our financial results, and made an allowance for retirement benefits for officers based on the determined officers' remuneration.

Therefore, the Company's retirement benefits for officers are fundamentally perceived as compensation for services rendered during their tenure of office, rooted in our steady growth. We save a portion of officers'

monthly remuneration for their retirement benefits, considering retirement benefits as officers’ deferred remuneration.

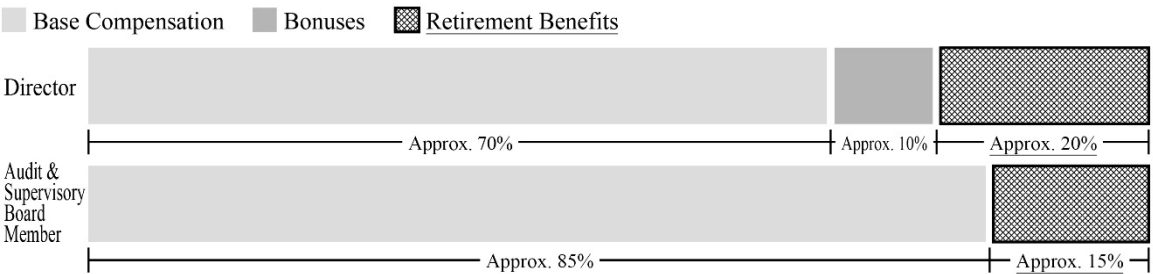
Regarding the amount of retirement benefits, the amount to be paid is calculated in accordance with the Company’s rules on retirement benefits for officers and allocated as a provision every fiscal period. We will not add any extra amounts during Annual General Meetings of Shareholders, such as extra benefits for exceptional contributions, beyond what is recorded in our business reports and financial statements. In response to recent social demands for stronger corporate governance and ensuring transparency, the Company has adopted to a new calculation method and will not carry forward reserves when performance falls below certain indicators. Currently, the following formula is used to calculate the provision for each fiscal year.

[Amount calculated for each fiscal year]

Monthly remuneration for the relevant business year^{*1} × position coefficient × (number of months in position^{*2} ÷ 12)

- Notes:
- 1. The monthly remuneration for each fiscal year, not the final monthly remuneration or the highest monthly remuneration.
 - 2. In the event of a resignation or appointment during the fiscal year, the calculation is based on the number of months in office during the fiscal year.

The approximate percentage of the Company's officers’ remuneration that is accounted for by retirement benefits (Directors and Audit & Supervisory Board Members) is as follows.



Additionally, the Company’s regulations stipulate that the Company will not provide part or all of retirement benefits to an officer if the officer is dismissed due to fraudulent acts, such as embezzlement or breach of trust, or causes significant harm to the Company during the officer’s tenure, or if the payment of retirement benefits is deemed inappropriate given the Company’s financial condition at the time of the officer’s resignation or retirement, or failure of an Audit & Supervisory Board Member to conduct a proper audit (a “non-payment reason”), and that, if a non-payment reason is discovered after the payment of retirement benefits, the officer shall refund part or all of the retirement benefits. Furthermore, we seek approval of the General Meeting of Shareholders for each payment of retirement benefits. As seen above, we have established the system of retirement benefits for officers since retirement benefits are considered as officers’ deferred remuneration and are expected to mitigate the risk that officers commit legal or disciplinary violations and consequently harm the Company.