

Note: This document has been translated from a part of 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 damages arising from the translation.

Stock Exchange Code 7994

June 2, 2026

Start Date of Electronic Provision Measures: May 27, 2026

To Shareholders with Voting Rights:

Masayuki Nakamura
Representative Director, President
and CEO
Okamura Corporation
7-18, Kitasaiwai 2-chome, Nishi-Ku,
Yokohama

**NOTICE OF
THE 91ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby notify you of the 91st Annual General Meeting of Shareholders of Okamura Corporation (the “Company”). The meeting will be held for the purposes as described below.

For the convocation of this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Company’s website, as Notice of the 91st Annual General Meeting of Shareholders and Materials for the General Meeting of Shareholders.

The Company’s website (<https://ir.okamura.co.jp/en/stock/meeting/>)

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE). To view the information, please access the TSE website (Listed Company Search), input the Issue name (Company name) (Okamura) or Code (7994), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

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

If you are unable to attend the meeting, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders posted on the matters subject to the electronic provision measures, and then input your vote for or against the proposal at the website for exercising voting rights (<https://evote.tr.mufg.jp/>) designated by the Company, or indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it to us. In either case, please exercise your voting rights by 5:20 p.m. on Tuesday, June 23, 2026, Japan time.

- 1 Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time
- 2 Place:** Banquet Room “NICHIRIN” on the 5th floor of Yokohama Bay Sheraton Hotel & Towers located at 3-23, Kitasaiwai 1-chome, Nishi-ku, Yokohama-shi, Kanagawa, Japan
- 3 Meeting Agenda:
Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 91st Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 91st Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals to be resolved:

- Proposal 1:** Dividends from Surplus
Proposal 2: Election of 11 Directors
Proposal 3: Election of 1 Substitute Auditor

4 Remarks on exercising voting right

- (1) If you exercise your voting right both in writing and via the Internet, only your vote placed via the Internet will be valid.
- (2) If you exercise your voting right multiple times via the Internet, only the last vote will be valid.
- (3) Please note that any voting right exercised without indicating for or against a proposal will be counted as a vote for approval of the proposal.
 - ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ The Reference Documents for the General Meeting of Shareholders will also be provided to shareholders who did not make a request for paper copy of documents.
 - ◎ The following matters will not be provided in the paper copy sent to shareholders who made a request for it in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company. Accordingly, the paper copy constitutes only part of the documents audited by the Auditors and Accounting Auditor in preparation of audit reports.
 - (1) Notes to Consolidated Financial Statements (2) Notes to Non-consolidated Financial Statements
 - ◎ If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where these matters are posted.
 - ◎ This notice of the General Meeting of Shareholders and the English translation can be viewed at the Company's website (<https://ir.okamura.co.jp/en/stock/meeting/>).

Requests to Shareholders

- The above-mentioned specifications are subject to change depending on the spread of infection and the content of announcements by the Japanese Government, etc. by the date of the General Meeting of Shareholders. Please kindly make sure to check the news and updates at the Company's website (<https://www.okamura.co.jp/>).

Guidance on exercise of voting rights

Exercise of voting rights at Shareholders' Meeting is one of the important rights of the shareholders. You can exercise your voting rights following either of the procedures as follows.

Please review the Reference Documents for the General Meeting of Shareholders posted as matters subject to the electronic provision measures and exercise your voting rights.

If you exercise your voting rights in advance

When exercising voting rights via the Internet

Please access the website for exercise of voting rights and exercise your voting rights by 5:20 p.m. on Tuesday, June 23, 2026, Japan time.

For the actual procedure, please refer to the following page.

The Company participates in an electronic voting rights exercise platform for institutional investors operated by Investor Communications Japan.

When exercising voting rights in writing

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Tuesday, June 23, 2026, Japan time.

If you attend the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Procedure to exercise voting rights via the Internet

You can exercise your voting rights via the Internet only by using the website for exercise of voting rights (<https://evote.tr.mufg.jp/>) designated by the Company. (You cannot access the website from 2:30 a.m. to 4:30 a.m. daily. You may not be able to use the website depending on your Internet environment.)

By scanning the “QR Code”

You can exercise your voting rights by scanning the QR Code **without entering your “log-in ID” and “temporary password.”**

- 1) Scan the “QR Code.”
- 2) Choose the method of exercising your voting rights.
- 3) Enter your vote for or against each proposal.

Follow the instructions on the screen to complete your exercise of voting rights.

(*QR Code is the registered trademark of DENSO WAVE INCORPORATED.)

By entering the log-in ID and temporary password

Website for exercise of voting rights: <https://evote.tr.mufg.jp/>

- 1) Access the website for exercise of voting rights.
- 2) Enter the “log-in ID” and “temporary password” provided on the right side of your Voting Rights Exercise Form.

Then, follow the instructions on the screen and enter your vote for or against the proposals.

For Inquiries with Respect to the Exercise of Voting Rights via the Internet (Help Desk)

Stock Transfer Agency Department of Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll-free)

Operating hours: 9:00 a.m. to 9:00 p.m.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Dividends from Surplus

The Company considers an adequate return of profits to shareholders to be one of its most important management priorities.

The Company intends to distribute an appropriate share of profits in accordance with its business performance, and will endeavor to maintain a stable dividend payout while taking into consideration its financial position, future business developments and retained earnings.

The distribution of year-end dividends for the fiscal year under review is proposed as follows. As a result, including the interim dividends (¥52 per share) already paid, the annual dividends will be ¥104 per share.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof
52 yen per share of the Company's common shares (ordinary dividend of ¥48.5 and commemorative dividend of ¥3.5)
Total amount: ¥4,933,077,916
- (3) Effective date of distribution of surplus
June 25, 2026

Proposal 2: Election of 11 Directors

The terms of office of all the Directors (12 Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 11 Directors is proposed.

The candidates are as follows:

No.	Name		Current positions at the Company	Attendance at the Board of Directors Meeting:
1	Masayuki Nakamura	Reelection	Representative Director, President and Chief Executive Officer	100% (14 meetings out of 14 meetings)
2	Naoki Kono	Reelection	Director and Senior Managing Executive Officer	100% (14 meetings out of 14 meetings)
3	Yoshikazu Sato	Reelection	Director and Senior Managing Executive Officer	100% (11 meetings out of 11 meetings)
4	Kazumi Arakawa	Reelection	Director and Managing Executive Officer	100% (14 meetings out of 14 meetings)
5	Shinji Sakatoku	Reelection	Director and Managing Executive Officer	100% (11 meetings out of 11 meetings)
6	Sakae Fukuda	Reelection	Director and Executive Officer	100% (14 meetings out of 14 meetings)
7	Hiroyoshi Ito	Reelection Outside Director Independent Director	Director	100% (14 meetings out of 14 meetings)
8	Tsutomu Kamijo	Reelection Outside Director Independent Director	Director	100% (14 meetings out of 14 meetings)
9	Misako Kikuchi	Reelection Outside Director Independent Director	Director	100% (14 meetings out of 14 meetings)
10	Nobuko Mizumoto	Reelection Outside Director Independent Director	Director	100% (14 meetings out of 14 meetings)
11	Hitoshige Tambo	Reelection Outside Director Independent Director	Director	100% (14 meetings out of 14 meetings)

No. 3	Reelection																								
<p>Yoshikazu Sato</p> <p>Date of birth: June 22, 1957</p> <p>Number of shares of the Company held: 23,960</p> <p>Attendance at the Board of Directors Meeting: 100% (11 meetings out of 11 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1982</td> <td>Joined the Company</td> <td>April 2021</td> <td>Senior Executive Officer of the Company</td> </tr> <tr> <td>September 2009</td> <td>General Manager, General Affairs Department, Administration Division of the Company</td> <td>April 2022</td> <td>Managing Executive Officer of the Company</td> </tr> <tr> <td>April 2015</td> <td>General Manager, Human Resources Department, Administration Division of the Company</td> <td>April 2025</td> <td>Senior Managing Executive Officer of the Company</td> </tr> <tr> <td>June 2019</td> <td>Executive Officer of the Company</td> <td>April 2025</td> <td>Chief HR Officer, Senior General Manager, Corporate Strategies Division and Senior General Manager, HR Division of the Company</td> </tr> <tr> <td>June 2019</td> <td>Corporate Functional Officer of the Company</td> <td>June 2025</td> <td>Director and Senior Managing Executive Officer of the Company (current position)</td> </tr> <tr> <td></td> <td></td> <td>April 2026</td> <td>Senior General Manager, Corporate Strategies Division of the Company (current position)</td> </tr> </table>	April 1982	Joined the Company	April 2021	Senior Executive Officer of the Company	September 2009	General Manager, General Affairs Department, Administration Division of the Company	April 2022	Managing Executive Officer of the Company	April 2015	General Manager, Human Resources Department, Administration Division of the Company	April 2025	Senior Managing Executive Officer of the Company	June 2019	Executive Officer of the Company	April 2025	Chief HR Officer, Senior General Manager, Corporate Strategies Division and Senior General Manager, HR Division of the Company	June 2019	Corporate Functional Officer of the Company	June 2025	Director and Senior Managing Executive Officer of the Company (current position)			April 2026	Senior General Manager, Corporate Strategies Division of the Company (current position)
April 1982	Joined the Company	April 2021	Senior Executive Officer of the Company																						
September 2009	General Manager, General Affairs Department, Administration Division of the Company	April 2022	Managing Executive Officer of the Company																						
April 2015	General Manager, Human Resources Department, Administration Division of the Company	April 2025	Senior Managing Executive Officer of the Company																						
June 2019	Executive Officer of the Company	April 2025	Chief HR Officer, Senior General Manager, Corporate Strategies Division and Senior General Manager, HR Division of the Company																						
June 2019	Corporate Functional Officer of the Company	June 2025	Director and Senior Managing Executive Officer of the Company (current position)																						
		April 2026	Senior General Manager, Corporate Strategies Division of the Company (current position)																						
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1982, Mr. Yoshikazu Sato has been engaged mainly in the general affairs and human resource-related businesses. He assumed the office of Director in 2025 and has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Corporate Functional Officer, Senior General Manager, HR Division and Senior General Manager, Corporate Strategies Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>																								

No. 4	Reelection																								
<p>Kazumi Arakawa</p> <p>Date of birth: February 14, 1965</p> <p>Number of shares of the Company held: 33,368</p> <p>Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td data-bbox="395 271 512 297">April 1987</td> <td data-bbox="533 271 916 297">Joined the Company</td> <td data-bbox="927 271 1043 297">June 2018</td> <td data-bbox="1064 271 1442 327">Senior General Manager, Marketing Division of the Company</td> </tr> <tr> <td data-bbox="395 333 512 360">April 2004</td> <td data-bbox="533 333 916 450">General Manager, Manufacturing Management Department, Oppama Plant, First Plant Department, Production Division of the Company</td> <td data-bbox="927 333 1043 360">June 2019</td> <td data-bbox="1064 333 1390 389">Senior Executive Officer of the Company</td> </tr> <tr> <td data-bbox="395 456 512 483">January 2006</td> <td data-bbox="533 456 916 539">General Manager, Tsukuba Plant, First Plant Department, Production Division of the Company</td> <td data-bbox="927 456 1043 483">April 2023</td> <td data-bbox="1064 456 1426 512">Managing Executive Officer of the Company</td> </tr> <tr> <td data-bbox="395 568 512 624">February 2008</td> <td data-bbox="533 568 916 651">General Manager, Planning Department, Production Division of the Company</td> <td data-bbox="927 568 1043 595">April 2023</td> <td data-bbox="1064 568 1442 624">Senior General Manager, Production Division of the Company</td> </tr> <tr> <td data-bbox="395 658 512 685">May 2014</td> <td data-bbox="533 658 916 741">General Manager, Office Marketing Department, Marketing Division of the Company</td> <td data-bbox="927 658 1043 685">June 2023</td> <td data-bbox="1064 658 1410 736">Director and Managing Executive Officer of the Company (current position)</td> </tr> <tr> <td data-bbox="395 770 512 797">June 2018</td> <td data-bbox="533 770 799 797">Director of the Company</td> <td data-bbox="927 770 1043 797">April 2026</td> <td data-bbox="1064 770 1458 887">Senior General Manager, Production Division and Senior General Manager, Supply Chain Division of the Company (current position)</td> </tr> </table>	April 1987	Joined the Company	June 2018	Senior General Manager, Marketing Division of the Company	April 2004	General Manager, Manufacturing Management Department, Oppama Plant, First Plant Department, Production Division of the Company	June 2019	Senior Executive Officer of the Company	January 2006	General Manager, Tsukuba Plant, First Plant Department, Production Division of the Company	April 2023	Managing Executive Officer of the Company	February 2008	General Manager, Planning Department, Production Division of the Company	April 2023	Senior General Manager, Production Division of the Company	May 2014	General Manager, Office Marketing Department, Marketing Division of the Company	June 2023	Director and Managing Executive Officer of the Company (current position)	June 2018	Director of the Company	April 2026	Senior General Manager, Production Division and Senior General Manager, Supply Chain Division of the Company (current position)
April 1987	Joined the Company	June 2018	Senior General Manager, Marketing Division of the Company																						
April 2004	General Manager, Manufacturing Management Department, Oppama Plant, First Plant Department, Production Division of the Company	June 2019	Senior Executive Officer of the Company																						
January 2006	General Manager, Tsukuba Plant, First Plant Department, Production Division of the Company	April 2023	Managing Executive Officer of the Company																						
February 2008	General Manager, Planning Department, Production Division of the Company	April 2023	Senior General Manager, Production Division of the Company																						
May 2014	General Manager, Office Marketing Department, Marketing Division of the Company	June 2023	Director and Managing Executive Officer of the Company (current position)																						
June 2018	Director of the Company	April 2026	Senior General Manager, Production Division and Senior General Manager, Supply Chain Division of the Company (current position)																						
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1987, Mr. Kazumi Arakawa has been engaged mainly in the production and marketing-related businesses. He assumed the office of Director in 2023 and has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior General Manager, Marketing Division, Senior General Manager, Production Division and Senior General Manager, Supply Chain Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>																								

No. 7	[Reelection] [Outside Director] [Independent Director]
<p>Hiroyoshi Ito</p> <p>Date of birth: March 12, 1951</p> <p>Number of shares of the Company held: 12,500</p> <p>Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1973 Joined Mitsubishi Estate Co., Ltd.</p> <p>April 2003 Executive Officer and General Manager, Corporate Planning & Administration Division, Corporate Communications Dept. of Mitsubishi Estate Co., Ltd.</p> <p>April 2005 Executive Officer and General Manager, Commercial Real Estate Division, Development Dept. of Mitsubishi Estate Co., Ltd.</p> <p>June 2005 Senior Executive Officer and Deputy General Manager, Commercial Real Estate Division, and General Manager, Development Dept. of Mitsubishi Estate Co., Ltd.</p> <p>June 2007 Director and Senior Executive Officer of Mitsubishi Estate Co., Ltd.</p> <p>April 2009 Director, Executive Vice President of Mitsubishi Estate Co., Ltd.</p> <p>June 2009 Representative Director, Executive Vice President of Mitsubishi Estate Co., Ltd.</p> <p>April 2013 President and Representative Director of Mitsubishi Real Estate Services Co., Ltd.</p> <p>June 2017 Director of the Company (current position)</p>
	<p>■ Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Mr. Hiroyoshi Ito has held positions including Representative Director, Executive Vice President of Mitsubishi Estate Co., Ltd. and President and Representative Director of Mitsubishi Real Estate Services Co., Ltd., and possesses a wealth of experience and broad knowledge accumulated through managing a real estate company that operates nationwide. The Company nominated him as the candidate for the post of Outside Director with the expectation that he will provide advice to the Company's management and appropriately fulfill a supervisory function of business execution from these practical points of view.</p>
	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Hiroyoshi Ito is a candidate for Outside Director. The Company has registered him as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Mr. Hiroyoshi Ito will have served as Outside Director of the Company for a period of nine years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the reappointment of Mr. Hiroyoshi Ito, the Company plans to continue such liability limitation agreement with him.</p>

No. 8	[Reelection] [Outside Director] [Independent Director]
<p>Tsutomu Kamijo</p> <p>Date of birth: January 6, 1954</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1976 Joined Sapporo Breweries Limited (current Sapporo Holdings Limited)</p> <p>March 2001 Director (Member of the Board), Director of Sales Planning Department of Sapporo Beverage Co., Ltd. (current POKKA SAPPORO Food & Beverage Ltd.)</p> <p>September 2003 Director (Member of the Board) and Managing Executive Officer, Director of Marketing Department of Sapporo Beverage Co., Ltd.</p> <p>September 2005 Director (Member of the Board) and Managing Executive Officer, Director of Management Strategy Headquarters of Sapporo Beverage Co., Ltd.</p> <p>March 2007 Director (Member of the Board), Director of Corporate Planning Department of Sapporo Holdings Limited</p> <p>March 2009 Managing Director (Member of the Board) of Sapporo Holdings Limited</p> <p>March 2011 President and Representative Director of Sapporo Holdings Limited and CEO of the Sapporo Holdings Group</p> <p>March 2011 President and Representative Director of Sapporo Beverage Co., Ltd. (current POKKA SAPPORO Food & Beverage Ltd.)</p> <p>January 2017 Chairman and Representative Director of Sapporo Holdings Limited</p> <p>March 2019 Chairman and Director of Sapporo Holdings Limited</p> <p>March 2020 Senior Advisor of Sapporo Holdings Limited</p> <p>June 2021 Director of the Company (current position)</p> <p>March 2024 Honorary Advisor of Sapporo Holdings Limited (current position)</p>
<p>Number of shares of the Company held: 5,300</p>	<p>■ Significant concurrent position</p> <p>External Member of the Board, Taisei Corporation</p>
<p>Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)</p>	<p>■ Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Mr. Tsutomu Kamijo has successively held positions of President and Representative Director as well as Chairman and Representative Director of Sapporo Holdings Limited, in addition to holding positions including President and Representative Director of Sapporo Beverage Co., Ltd. (current POKKA SAPPORO Food & Beverage Ltd.), and possesses a wealth of experience and broad knowledge accumulated through managing an alcohol, food and beverage company that operates extensively in Japan and overseas. The Company nominated him as the candidate for the post of Outside Director with the expectation that he will provide advice to the Company's management and appropriately fulfill a supervisory function of business execution from these practical points of view.</p>
	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Tsutomu Kamijo is a candidate for Outside Director. The Company has registered him as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Mr. Tsutomu Kamijo will have served as Outside Director of the Company for a period of five years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the reappointment of Mr. Tsutomu Kamijo, the Company plans to continue such liability limitation agreement with him.</p>

No. 9	[Reelection] [Outside Director] [Independent Director]
<p>Misako Kikuchi</p> <p>Date of birth: August 2, 1961</p> <p>Number of shares of the Company held: 1,900</p> <p>Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1984 Joined Mitsui & Co., Ltd.</p> <p>April 2015 General Manager, Environmental · Social Contribution Division of Mitsui & Co., Ltd.</p> <p>October 2018 President & CEO of Mitsui Bussan Forest Co., Ltd.</p> <p>June 2022 Director of the Company (current position)</p> <hr/> <p>■ Significant concurrent positions</p> <p>Outside Director, KOMERI Co., Ltd.</p> <p>Outside Director (Member of Audit and Supervisory Committee), Nishimatsu Construction Co., Ltd.</p> <hr/> <p>■ Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Ms. Misako Kikuchi has held positions including General Manager, Environmental · Social Contribution Division of Mitsui & Co., Ltd. and President & CEO of Mitsui Bussan Forest Co., Ltd. and possesses a wealth of experience and broad knowledge accumulated through managing a general trading company that operates globally and a forest management company that operates nationwide. The Company nominated her as the candidate for the post of Outside Director with the expectation that she will provide advice to the Company's management and appropriately fulfill a supervisory function of business execution from these practical and sustainable points of view.</p> <hr/> <p>■ Matters related to the candidate for Outside Director</p> <p>(1) Ms. Misako Kikuchi is a candidate for Outside Director. The Company has registered her as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Ms. Misako Kikuchi will have served as Outside Director of the Company for a period of four years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Ms. Misako Kikuchi is scheduled to retire as Outside Director of KOMERI Co., Ltd. at the Ordinary General Meeting of Shareholders to be held in June 2026.</p> <p>(4) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the reappointment of Ms. Misako Kikuchi, the Company plans to continue such liability limitation agreement with her.</p>

No. 10	[Reelection] [Outside Director] [Independent Director]
<p>Nobuko Mizumoto</p> <p>Date of birth: March 31, 1957</p> <p>Number of shares of the Company held: 1,400</p> <p>Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1982 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (current IHI Corporation)</p> <p>April 2006 General Manager of New Business Creation Group, Corporate Planning Div., IHI</p> <p>October 2008 General Manager of Recruit Group, Human Resources Div., IHI</p> <p>April 2012 Associate Director, General Manager of Corporate Social Responsibility Div., IHI</p> <p>April 2014 Executive Officer, General Manager of Group Business Process Platform Div., IHI</p> <p>April 2016 Executive Officer, General Manager of Procurement Strategy Planning, IHI</p> <p>April 2017 Managing Executive Officer, General Manager of Procurement Strategy Planning, IHI</p> <p>April 2018 Managing Executive Officer, General Manager of Intelligent Information Management Headquarters, IHI</p> <p>June 2018 Director, Managing Executive Officer, General Manager of Intelligent Information Management Headquarters, IHI</p> <p>July 2020 Councilor, Executive Fellow, IHI</p> <p>April 2021 Councilor, IHI</p> <p>June 2023 Director of the Company (current position)</p>
	<p>■ Significant concurrent positions</p> <p>External Director (Audit & Supervisory Committee Member) of Tokuyama Corporation</p> <p>Outside Director, The Japan Steel Works, Ltd.</p> <p>Representative Director, Japan Association of Technology Executives</p>
	<p>■ Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Ms. Nobuko Mizumoto has held positions including Executive Officer and Director, Managing Executive Officer of IHI Corporation, and possesses a wealth of experience and broad knowledge accumulated through managing a manufacturer that operates globally and leads a group of comprehensive heavy-industry companies. The Company nominated her as the candidate for the post of Outside Director with the expectation that she will provide advice to the Company's management and appropriately fulfill a supervisory function of business execution from these practical points of view.</p>
	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Ms. Nobuko Mizumoto is a candidate for Outside Director. The Company has registered her as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Ms. Nobuko Mizumoto will have served as Outside Director of the Company for a period of three years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the reappointment of Ms. Nobuko Mizumoto, the Company plans to continue such liability limitation agreement with her.</p>

No. 11	[Reelection] [Outside Director] [Independent Director]
Hitoshige Tambo	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1982 Joined The Sumitomo Marine and Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)</p> <p>April 2006 General Manager of Iwate Branch of Tohoku Div., Mitsui Sumitomo Insurance Co., Ltd.</p> <p>April 2008 General Manager of Nagano Branch of Kanto & Koshinetsu Div., Mitsui Sumitomo Insurance Co., Ltd.</p> <p>April 2010 General Manager of Kansai General Production Dept. 3rd Kansai Commercial Business Division., Mitsui Sumitomo Insurance Co., Ltd.</p> <p>April 2013 Executive Officer, General Manager of Chubu Div., Mitsui Sumitomo Insurance Co., Ltd.</p> <p>April 2015 Managing Executive Officer, General Manager of Chubu Div., Mitsui Sumitomo Insurance Co., Ltd.</p> <p>April 2016 Representative Director, President of Mitsui Sumitomo Aioi Life Insurance Co., Ltd.</p> <p>April 2021 Representative Director, President of MSK Insurance Center Co., Ltd.</p> <p>June 2023 Director of the Company (current position)</p>
Date of birth: February 2, 1960	<p>■ Significant concurrent position</p> <p>Outside Director, IRRC Corporation</p>
Number of shares of the Company held: 1,800	<p>■ Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Mr. Hitoshige Tambo has held positions including Managing Executive Officer of Mitsui Sumitomo Insurance Company, Limited and Representative Director, President of Mitsui Sumitomo Aioi Life Insurance Co., Ltd. and MSK Insurance Center Co., Ltd., and possesses a wealth of experience and broad knowledge accumulated through managing insurance companies that operate globally. The Company nominated him as the candidate for the post of Outside Director with the expectation that he will provide advice to the Company's management and appropriately fulfill a supervisory function of business execution from these practical points of view.</p>
Attendance at the Board of Directors Meeting: 100% (14 meetings out of 14 meetings)	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Hitoshige Tambo is a candidate for Outside Director. The Company has registered him as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Mr. Hitoshige Tambo will have served as Outside Director of the Company for a period of three years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the reappointment of Mr. Hitoshige Tambo, the Company plans to continue such liability limitation agreement with him.</p>

Note: There are no special interests between each candidate for Director and the Company.

Proposal 3: Election of 1 Substitute Auditor

The effective tenure of the Substitute Auditor, namely, Mr. Harumichi Uchida, who was elected at the 90th Annual General Meeting of Shareholders held on June 25, 2025, shall expire at the beginning of this General Meeting.

Accordingly, in preparation for the shortage of the number of Auditors stipulated by laws and regulations, the election of 1 Substitute Auditor is proposed.

The Board of Auditors has previously given its approval to this proposal.

The candidate is as follows:

Candidate	[Outside Director]	[Independent Director]
<p>Harumichi Uchida</p> <p>Date of birth: April 7, 1947</p> <p>Number of shares of the Company held: 0</p>	<p>■ Past experience and positions at the Company</p> <p>April 1973 Registered as attorney-at-law (current position)</p> <p>April 1973 Joined Mori Sogo Law Offices (current Mori Hamada & Matsumoto)</p> <p>October 1980 Admitted to New York State Bar (current position)</p> <p>January 1981 Partner, Mori Sogo Law Offices (current Mori Hamada & Matsumoto)</p> <p>April 2004 Professor, Keio University Law School</p> <p>April 2007 Lecturer, Keio University Law School</p> <p>April 2012 Auditor, Japan Business Federation (current position)</p> <p>January 2018 Established Uchida Law Office</p> <p>April 2018 Partner, TMI Associates (current position)</p> <p>April 2024 Auditor of the Company</p>	
	<p>■ Reasons for nomination as a candidate for Substitute Outside Auditor</p> <p>Mr. Harumichi Uchida is familiar with corporate legal issues as an attorney-at-law in Japan and overseas, and has accumulated a wealth of experience and broad knowledge through assuming positions including outside officer of a business corporation. The Company nominated him as the candidate for the post of Substitute Outside Auditor in the hope that he would utilize these experiences from a professional standpoint in auditing of the Company.</p>	
	<p>■ Matters related to the candidate for Substitute Auditor</p> <p>(1) Mr. Harumichi Uchida is a candidate for Substitute Outside Auditor. If Mr. Harumichi Uchida assumes office of Auditor, the Company plans to register him as an independent officer as set out by the Tokyo Stock Exchange.</p> <p>(2) Although Mr. Harumichi Uchida has no direct experience in corporate management, the Company believes that he will be able to execute the duties of Outside Auditor appropriately for the reasons stated above.</p> <p>(3) Pursuant to provisions in Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with its Outside Auditors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Auditor has performed his or her duties in good faith and without gross negligence.</p> <p>If Mr. Harumichi Uchida assumes office of Auditor, the Company plans to conclude such liability limitation agreement with him.</p>	

Note: There are no special interests between the candidate for Substitute Auditor and the Company.

**Matters related to candidates for Director, Auditor and Substitute Auditor
(Directors and officers liability insurance contract)**

The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, naming the Company's officers, etc. as the insured. The insurance contract covers damages that may be incurred by the insured as a result of officers, etc. assuming responsibilities for the execution of their duties or receiving claims in relation to the pursuit of such responsibilities. An outline of the details of the contract is as stated on page 40 of the Business Report (only available in Japanese).

Of the candidates proposed under Proposal 2 (Election of 11 Directors), candidates who are scheduled to be reappointed has already been named as the insured under the insurance contract. Subject to the approval of the reappointment of each candidate, the Company plans to renew such insurance contract including them as the insured under the contract. With regard to the candidate proposed under Proposal 3 (Election of 1 Substitute Auditor), if the candidate assumes office of Auditor, the Company plans to conclude such insurance contract including him as the insured under the contract.

Reference:

■ Skill Matrix of Officers

Name		Expertise and experience									
		Corporate management	Business strategy of the Company	Finance & accounting	Legal affairs & compliance	ESG	Personnel & HR development	Marketing & development	Manufacturing & technology	IT DX	Overseas
Directors	Masayuki Nakamura	•	•		•	•	•	•	•	•	•
	Naoki Kono	•	•							•	
	Yoshikazu Sato	•	•		•	•	•			•	
	Kazumi Arakawa	•	•					•	•		
	Shinji Sakatoku	•	•					•			
	Sakae Fukuda	•	•	•	•	•					
	Hiroyoshi Ito	•			•	•		•			
	Tsutomu Kamijo	•			•	•		•			•
	Misako Kikuchi	•			•	•	•				•
	Nobuko Mizumoto	•				•	•		•	•	
Hitoshige Tambo	•			•	•		•				
Auditors	Noriyuki Nagai				•						
	Keiichi Hagiwara				•	•					
	Keiko Kishigami			•		•					•
	Shintaro Miyazaki	•			•	•					•

Reference:

Independence Standards for Outside Officers

Okamura Corporation (hereinafter “the Company”) has established independence standards for its Outside Officers as follows, and in the case that none of the following conditions are applicable to each Outside Officer (including candidates for Outside Officer, same hereinafter), the Company will consider him or her as being independent.

1. An executive Director or employee (hereinafter “business executive”) of the Company or its subsidiaries (hereinafter “the Company Group”), or a business executive in the past three years.
2. A major shareholder of the Company (Note 1) or that shareholder’s business executives, or a person falling under these categories in the past three years.
3. ① A major business partner (Note 2) (buyer) of the Company or that partner’s business executives, or a person falling under these categories in the past three years.
② A major business partner (Note 2) (seller) of the Company or that partner's business executives, or a person falling under these categories in the past three years.
③ A major lender to the Company (Note 3) or that lender's business executives, or a person falling under these categories in the past three years.
4. A consultant, accounting specialist, or legal specialist who receives in excess of 10 million yen a year, as an average over the past three years, of monetary or other assets from the Company other than officer compensation.
5. A person who receives donations in excess of 10 million yen a year, as an average over the past three years, from the Company, or a business executive of such a person.
6. An individual with a close relative (defined as spouse or relative within two degrees) who falls under any of the items listed above from 1 to 5 (however, in the case of business executives, this applies only to important individuals (Note 4))
7. Any individuals for which there is a concern of permanent, substantial conflicts of interests with the Company’s general shareholders as a whole, for any reason other than the reasons considered above.

Note 1: “Major shareholder” is defined here as a shareholder possessing 10% or more of voting rights pertaining to the Company’s shares.

Note 2: “Major business partner” is defined here as a buyer or seller of the Company’s products, etc. whose average yearly sum of transactions in the past three fiscal years exceeds 2% of the Company’s consolidated net sales or that business partner’s consolidated net sales.

Note 3: “Major lender” is defined here as a financial institution with whom the Company’s balance of loans payable at the end the most recent fiscal year exceeds 2% of the Company’s consolidated net assets or that financial institution's consolidated net assets.

Note 4: “Important” is defined here as Officers, Senior General Managers, or General Manager-class individuals.