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(Stock Exchange Code 9367)

June 9, 2025

(Date of commencement of electronic provision: June 4, 2025)

**To Shareholders with Voting Rights:**

Yoshisada Sone  
President and Representative Director  
DAITO KOUN CO., LTD.  
4-2-8 Shibaura, Minato-ku, Tokyo, Japan

## **NOTICE OF CONVOCAION OF THE 76th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified that the 76th Annual General Meeting of Shareholders of DAITO KOUN CO., LTD. (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of materials for the General Meeting of Shareholders and posted the matters to be provided electronically on the website indicated below.

The Company’s website <https://www.daito-koun.co.jp/ir/library/> (in Japanese)

In addition to the above, the materials are also posted on the website indicated below.

Please access the Tokyo Stock Exchange website indicated below, enter “Daito Koun” in the “Issue name (company name)” field or the Company’s securities code “9367” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and click “Click here for access” below “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” to review the materials.

Tokyo Stock Exchange website (TSE Listed Company Search)

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

**If you are unable to attend the meeting, please exercise your voting rights by mailing us the enclosed Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically and exercise your voting rights by 5:15 p.m. on Wednesday, June 25, 2025, Japan time.**

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time
- 2. Place:** Room B and C, 2<sup>nd</sup> floor, BELLESALLE Mita Garden at Sumitomo Fudosan Tokyo Mita Garden Tower located at 3-5-19 Mita, Minato-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 76th Fiscal Year (April 1, 2024 - March 31, 2025) and report on results of 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 76th Fiscal Year (April 1, 2024 - March 31, 2025)

**Proposals to be resolved:**

- Proposal 1:** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 2:** Election of One Director Who Is an Audit and Supervisory Committee Member

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- ◎ When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk at the venue. Additionally, please bring this Notice with you in order to conserve resources.
  - ◎ Should the matters to be provided electronically require revisions, the revised versions will be posted on the websites on which such matters are posted.
  - ◎ Of the matters to be provided electronically, "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements" are, in accordance with laws and ordinances, and Article 14 of the Articles of Incorporation of the Company, only posted on the Company's website and the Tokyo Stock Exchange website indicated above and are therefore not included in this notice of convocation. Accordingly, the documents included in this notice of convocation are part of the documents which have been audited by the Accounting Auditor and the Audit and Supervisory Committee in the preparation of their respective audit reports.
  - ◎ The system for electronic provision of information contained in the reference documents for the general meeting of shareholders started in line with the enforcement of the amended Companies Act on September 1, 2022. Regardless of the amendments to the law, the Company has sent the paper-based materials for the General Meeting of Shareholders of the Company pertaining to this General Meeting of Shareholders as before.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

**Proposal 1:** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)



The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders.


Accordingly, the Company proposes the election of six Directors (excluding Directors who are Audit and Supervisory Committee Members).


The candidates for Directors are as follows:

No.	Name	Gender	Current positions at the Company	Attendance at the Board of Directors meetings
1	Yoshisada Sone [Reappointment]	Male	President and Representative Director	11 out of 11 meetings (100%)
2	Tetsuji Ogino [Reappointment]	Male	Vice President and Representative Director	11 out of 11 meetings (100%)
3	Noboru Igushi [Reappointment]	Male	Managing Director	11 out of 11 meetings (100%)
4	Akio Nihei [New appointment]	Male	Managing Executive Officer	— (—%)
5	Atsuko Okajima [Reappointment] [Outside] [Independent]	Female	Outside Director	11 out of 11 meetings (100%)
6	Yoshiki Masuta [Reappointment] [Outside]	Male	Outside Director	11 out of 11 meetings (100%)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1		<p>April 1982      Joined the Company</p> <p>June 1994      Director</p> <p>April 1997      Managing Director</p> <p>June 1998      Vice President and Representative Director</p> <p>June 1999      President and Representative Director</p> <p>June 2009      President and Representative Director in charge of Internal Audit Office</p> <p>December 2010      President and Representative Director in charge of Customs Clearance Administration &amp; Management Office and Legal Audit Office</p> <p>June 2012      President and Representative Director, Internal Audit Office, Legal Audit Office, and Customs Clearance Administration &amp; Management Office</p> <p>June 2015      President and Representative Director, Customs Clearance Administration &amp; Management Office</p> <p>June 2021      President and Representative Director</p> <p>To the present</p>	335,314
	Yoshisada Sone (October 4, 1959)  [Reappointment]		
	Reason for nomination as candidate for Director	Mr. Yoshisada Sone has served as the Company's President and Representative Director since 1999 and has a track record of leading the entire Group and abundant experience and insight as a corporate manager. The Company proposes his continued election as Director representing the Group because we judged that he is qualified to promote the Group's management.	
2		<p>April 1979      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>April 2009      Joined the Company as General Manager of President's Office</p> <p>June 2009      Director in charge of Administration Department and General Manager of President's Office</p> <p>July 2010      Director supervising Administration Division, Executive Officer in charge of Administration Department and Accounting Department, and General Manager of President's Office</p> <p>June 2011      Managing Director, Administration Division</p> <p>June 2014      Managing Director, Administration Division, Internal Audit Office, Customs Clearance Department I, Customs Clearance Department II, and Food Import Consulting Office</p> <p>June 2018      Senior Managing Director and Assistant to President, Internal Audit Office, Administration Division, and Customs Clearance Division</p> <p>June 2021      Vice President and Director, Assistant to President, Customs Clearance Administration &amp; Management Office, Internal Audit Office, and Administration Division</p> <p>June 2022      Vice President and Director, Assistant to President, Customs Clearance Administration &amp; Management Office, Internal Audit Office, Administration Division, Kawasaki Branch, Keiyo Branch</p> <p>June 2023      Vice President and Representative Director, Assistant to President, Customs Clearance Administration &amp; Management Office, Internal Audit Office, Administration Division, Kawasaki Branch, Keiyo Branch</p> <p>To the present</p>	108,710
	Tetsuji Ogino (July 1, 1956)  [Reappointment]		
	Reason for nomination as candidate for Director	While assisting the president, Mr. Tetsuji Ogino served as the person in charge of the Company's Administration Division and Customs Clearance Administration & Management Office, and has abundant experience, achievements and insights in business management and accounting and finance, as well as being familiar with customs clearance, which is the company's main business. The Company proposes his continued election as Director because we judged that he is qualified to decide the important matters of the Group's management.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3		<p>April 1988      Joined the Company</p> <p>June 2012      General Manager of General Planning Department</p> <p>July 2015      Executive Officer and General Manager of General Planning Department</p> <p>July 2017      Senior Executive Officer in charge of Accounting Department and General Manager of General Planning Department</p> <p>July 2018      Senior Executive Officer in charge of Distribution Marketing Department and Operations Department</p> <p>June 2019      Director, Distribution Marketing Department, Operations Department, Customs Clearance Department I, and Customs Clearance Department II</p>	27,655
	<p>Noboru Igushi (October 30, 1967)</p> <p>[Reappointment]</p>	<p>June 2021      Director, Distribution Marketing Department, Operations Department, Customs Clearance Division</p> <p>November 2021      Director, Distribution Marketing Department, Operations Department, Customs Clearance Department, Yokohama Branch</p> <p>June 2022      Managing Director, Distribution Marketing Department, Operations Department, Customs Clearance Department, Yokohama Branch</p> <p>To the present</p>	
	Reason for nomination as candidate for Director	Based on Mr. Noboru Igushi's many years of experience in the Administration Division and Operations Department, it was judged that he is suitable for opening dialogue with sites utilizing his knowledge of the core system and proposing and executing an efficient mechanism in response to the request, with a view to management through figures. Therefore, the Company proposes his continued election as Director.	
4		<p>April 1989      Joined the Company</p> <p>July 2010      General Manager of Marketing Department VI</p> <p>April 2013      General Manager of Marketing Department IV</p> <p>July 2016      Executive Officer in charge of Marketing Department III and General Manager of Marketing Department IV</p> <p>July 2020      Senior Executive Officer in charge of Marketing Department III and Marketing Department IV and General Manager of Sales Promotion Office</p> <p>July 2022      Managing Executive Officer in charge of Marketing Departments and General Manager of Sales Promotion Office</p>	5,500
	<p>Akio Nihei (January 31, 1967)</p> <p>[New appointment]</p>	<p>July 2023      Managing Executive Officer in charge of Osaka Branch, Kobe Sales Office, Fukuoka Sales Office</p> <p>May 2025      Managing Executive Officer in charge of Sales Departments, Osaka Branch, Kobe Sales Office, Fukuoka Sales Office</p> <p>To the present</p>	
	Reason for nomination as candidate for Director	Mr. Akio Nihei has a wealth of experience and insight in the Marketing Division, and also has a wealth of experience overseas. The Company proposes his election as Director because we judged that he is qualified to strengthen the Company's sales capabilities.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5		<p>April 1977 July 2003 July 2004 July 2006 July 2009 April 2013</p> <p>Joined the Ministry of Agriculture, Forestry and Fisheries Deputy Director-General of Ministry of Agriculture, Forestry and Fisheries (Food Safety and Consumer Affairs Bureau) Deputy Director-General of Ministry of Health, Labour and Welfare (Safety and Consumer Affairs Bureau) Vice Governor of Saitama prefecture Director-General of Gender Equality Bureau of Cabinet Office (until September 2012) Member of the Information Disclosure and Personal Information Protection Review Board of Cabinet Office (retired in March 2019)</p>	1,000
	<p>Atsuko Okajima (October 15, 1954)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>June 2020 July 2020 June 2021</p> <p>Outside Auditor of House Foods Group Inc. Part-time Adviser of KYOKUYO CO., LTD. (retired in December 2024) Director of the Company Outside Director (Audit &amp; Supervisory Committee Member) of House Foods Group Inc. To the present</p> <p>[Significant concurrent position] Outside Director (Audit &amp; Supervisory Committee Member) of House Foods Group Inc.</p>	
	Reason for nomination as candidate for Outside Director and expected roles	<p>Ms. Atsuko Okajima is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. She is expected to give appropriate advice and supervision regarding management decisions and risk management by utilizing her wealth of experience and knowledge about food as well as the wide range of experience and insight in policy management that she has cultivated through serving in the positions of the Ministry of Agriculture, Forestry and Fisheries; Ministry of Health, Labour and Welfare; Vice Governor of Saitama prefecture; Director-General of Gender Equality Bureau of Cabinet Office; and a member of the Information Disclosure and Personal Information Protection Review Board of Cabinet Office.</p> <p>Additionally, the Company expects that she will serve as a Nomination Committee member (nominating directors, etc.), a voluntary committee, to play an important role such as supervising the management team. Therefore, the Company proposes her continued election as Outside Director.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p>Yoshiaki Masuta (December 8, 1962)</p> <p>[Reappointment] [Outside]</p>	<p>April 1986      Joined Kobe Steel, Ltd.</p> <p>April 2010      General Manager of Production Control Department, Kakogawa Works, Iron &amp; Steel Business of Kobe Steel, Ltd.</p> <p>April 2015      Deputy General Manager, Kakogawa Works, Iron &amp; Steel Business of Kobe Steel, Ltd.</p> <p>April 2016      General Manager of Technology Management Department, Iron &amp; Steel Business of Kobe Steel, Ltd.</p> <p>April 2017      Executive Assistant of KOBELCO LOGISTICS, LTD.</p> <p>June 2017      Director in charge of General Administration Department, Human Resources Department, Corporate Planning Department, Occupational Health and Safety Department, and in charge of Compliance of KOBELCO LOGISTICS, LTD.</p> <p>June 2019      Executive Managing Director and General Manager of Steel Products Division, in charge of Steel Products Sales Office of Steel Products Division, Human Resources Department, Corporate Planning Department, Kobe Power Generation Logistics Group, and General Manager of Corporate Planning Department of KOBELCO LOGISTICS, LTD.</p> <p>June 2020      Executive Managing Director and General Manager of Production Logistics Division, and in charge of Human Resources Department, Corporate Planning Department, and Iron &amp; Steel Operations Management Center of KOBELCO LOGISTICS, LTD.</p> <p>June 2022      Executive Managing Director and General Manager of Production Logistics Division, in charge of General Administration Department, Human Resources Department, and Iron &amp; Steel Operations Management Center, and in charge of Compliance of KOBELCO LOGISTICS, LTD.</p> <p>June 2023      Director of the Company To the present</p> <p>[Significant concurrent position] Executive Managing Director of KOBELCO LOGISTICS, LTD.</p>	—
	<p>Reason for nomination as candidate for Outside Director and expected roles</p>	<p>Mr. Yoshiaki Masuta is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. He has abundant experience and insight in management at Kobe Steel, Ltd. and KOBELCO LOGISTICS, LTD., which is a business partner of the Company. The Company expects him to provide effective and appropriate advice and supervision in ensuring the validity and compliance of our management judgment and management supervision, etc.</p> <p>In addition, based on his own knowledge, the Company expects him to fulfill important duties such as promoting the sustainable growth of the Company and giving advice to improve corporate value over the medium to long term.</p> <p>Therefore, the Company proposes his continued election as Outside Director.</p>	

(Notes)

- Ms. Atsuko Okajima and Mr. Yoshiaki Masuta are candidates for Outside Directors.  
The Company has registered Ms. Atsuko Okajima as Independent Director with the Tokyo Stock Exchange in accordance with its regulations. If her reelection is approved, the Company will continue to register her as Independent Director with the Tokyo Stock Exchange.
- The Company has entered into agreements with Ms. Atsuko Okajima and Mr. Yoshiaki Masuta in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act to limit their liability for damages pursuant to Article 423, Paragraph 1 of the same Act. If their reelection is approved, the Company will continue said liability limitation agreements with them.
- The Company has concluded a directors and officers liability insurance contract with an insurance company, and each candidate is insured under the policy. Please refer to page 24 of the Business Report (Japanese version) for outline of the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of the next renewal.
- A candidate for Director, Mr. Yoshiaki Masuta, is concurrently serving as Executive Managing Director of KOBELCO

LOGISTICS, LTD.

There is a business relationship between KOBELCO LOGISTICS, LTD. and the Company regarding revenue such as shipping charges, premises work fees, and payment of office rent.

5. The term of office of Ms. Atsuko Okajima as the Company's Outside Director will be four years as of the conclusion of this Annual General Meeting of Shareholders.
6. The term of office of Mr. Yoshiki Masuta as the Company's Outside Director will be two years as of the conclusion of this Annual General Meeting of Shareholders.
7. There are no special interests between other candidates for Directors and the Company.

In addition to the above, there are no special matters to be stated in the proposal for the election of Directors as stipulated in Article 74 of the Regulation for Enforcement of the Companies Act.

(Reference) Expertise and experience of the Directors after the conclusion of the General Meeting of Shareholders (Skill Matrix)

Name	Yoshisada Sone	Tetsuji Ogino	Noboru Igushi	Akio Nihei	Atsuko Okajima	Yoshiki Masuta
Position at the Company	President and Representative Director	Vice President and Representative Director	Managing Director	Director	Outside Director	Outside Director
Term of office	31	16	6	-	4	2
Corporate management	○	○	○			○
Marketing	○			○		
Finance and accounting		○	○			○
Legal affairs and risk management		○	○		○	○
Operation			○			
Knowledge of the industry	○				○	○
Knowledge of overseas		○		○		
Public administration and gender	○				○	
Nomination Committee (voluntary)		○	○		○	○
Remuneration Committee (voluntary)		○	○		○	○



**Proposal 2:** Election of One Director Who Is an Audit and Supervisory Committee Member

Director who is an Audit and Supervisory Committee Member Mr. Hisao Kitada will resign at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member, as his substitute.

In accordance with the provisions of the Articles of Incorporation of the Company, the term of office of a Director who is an Audit and Supervisory Committee Member to be elected as a substitute shall be until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name		Gender	Current positions at the Company	Attendance at the Board of Directors meetings	Attendance at the Audit and Supervisory Committee meetings
Tadashi Kusakabe	[New appointment]	Male	Senior Managing Director	10 out of 11 meetings (91%)	— (—%)

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
 Tadashi Kusakabe (December 5, 1956) [New appointment]	December 1975	Joined Daito Maritime Agency Co., Ltd.	79,110
	November 1986	Transferred to the Company	
	April 2008	General Manager of Marketing Department II	
	July 2010	Executive Officer in charge of Marketing Department I and General Manager of Marketing Department II	
	June 2011	Executive Officer in charge of Marketing Department I, General Manager of Marketing Department II, and General Manager of Marketing Department III	
	July 2012	Executive Officer in charge of Marketing Department I, Marketing Department II, Marketing Department III, and Marketing Department IV, and General Manager of Marketing Department III	
	June 2013	Director, Marketing Department I, Marketing Department II, and Marketing Department III	
	June 2015	Director, Marketing Division	
	June 2016	Managing Director, Marketing Division	
	June 2020	Senior Managing Director, Marketing Division	
	June 2022	Senior Managing Director, Marketing Division, Osaka Branch, Kobe Sales Office, Fukuoka Sales Office	
	To the present		
Reason for nomination as candidate for Director	Mr. Tadashi Kusakabe has a wealth of experience and insight in corporate management and the Marketing Division. The Company proposes his election as Director who is an Audit and Supervisory Committee Member because we judged that he is qualified to contribute to securing the soundness of the Company by ensuring the legality of business execution and maintaining close communication with the Internal Audit Office capitalizing on his wealth of experience.		

(Notes)

1. There is no special interest relationship between Mr. Tadashi Kusakabe and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company, and the candidate is insured under the policy. Please refer to page 24 of the Business Report (Japanese version) for outline of the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of the next renewal.

In addition to the above, there are no special matters to be stated in the proposal for the election of Directors who are Audit and Supervisory Committee Members, as stipulated in Article 74-3 of the Regulation for Enforcement of the Companies Act.

(Reference) Expertise and experience of the Directors who are Audit and Supervisory Committee Members after the conclusion of this General Meeting of Shareholders (Skill Matrix)

Name	Tadashi Kusakabe	Eijiro Kamata	Ryuta Matsuda
Position at the Company	Director Chairman of the Audit and Supervisory Committee	Outside Director Audit and Supervisory Committee Member	Outside Director Audit and Supervisory Committee Member
Term of office	-	3	3
Corporate management	○	○	○
Marketing	○		
Finance and accounting		○	
Legal affairs and risk management			○
Operation			
Knowledge of the industry			
Knowledge of overseas	○		
Public administration and gender			
Nomination Committee (voluntary)		○	○
Remuneration Committee (voluntary)		○	○