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Securities Code: 2222

June 3, 2025

Start date of measures for electronic provision: June 2, 2025

**To our shareholders,**

Seigo Kawagoe, President & CEO

**Kotobuki Spirits Co., Ltd.**

2028 Hatagasaki, Yonago City, Tottori

### **Notice of the 73rd Ordinary General Meeting of Shareholders**

We are pleased to announce the 73rd Ordinary General Meeting of Shareholders of Kotobuki Spirits Co., Ltd. (the “Company”), which will be held as outlined below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites shown below. Please access either of the websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.kotobukispirits.co.jp/ir/meeting.html> (in Japanese)

Website for posted informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/2222/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Kotobuki Spirits” in “Issue name (company name)” or the Company’s securities code “2222” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. on Monday, June 23, 2025.

- 1. Date and time:** Tuesday, June 24, 2025, at 10:00 a.m.  
[Reception will be open at 9:00 a.m.]
- 2. Venue:** International Conference Hall on the 2nd floor of YONAGO CONVENTION CENTER  
“BIG SHIP”  
294 Suehiro-cho, Yonago City, Tottori

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 73rd fiscal year (from April 1, 2024 to March 31, 2025)
2. Results of audits of Consolidated Financial Statements for the 73rd fiscal year by the Financial Auditor and Audit and Supervisory Committee

**Matters to be resolved:**

- |                       |  |
|-----------------------|--|
| <b>Proposal No. 1</b> | <b>Appropriation of Surplus</b>  |
| <b>Proposal No. 2</b> | <b>Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)</b> |

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1      Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

##### **Year-end dividends**

The Company recognizes return of profit to shareholders as a management priority and has a basic policy to strive to return profit in comprehensive consideration of internal reserves, business performance trends, and the dividend payout ratio among others to ensure stable return of profit to shareholders over a long term.

In line with this policy, the Company proposes to appropriate surplus for the fiscal year as follows:

**1.    Type of dividend property**

To be paid in cash.

**2.    Allotment of dividend property to shareholders and their aggregate amount**

The Company proposes to pay a dividend of ¥32 per common share of the Company.

In this event, the total dividends will be ¥4,939,603,360.



**3.    Effective date of dividends of surplus**



June 25, 2025


## Proposal No. 2 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six currently serving Directors (excluding Directors who are Audit and Supervisory Committee members; the same applies hereinafter to this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

This proposal has been decided by the Board of Directors in comprehensive consideration of the details of career profiles of candidates, etc., based on the report from the Nominating and Remuneration Advisory Committee, which is chaired by an Outside Director and the majority of whose members are Outside Directors. In addition, the Audit and Supervisory Committee has expressed its opinion that all candidates for Director are suitable for the position. The candidates for Director are as follows:

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	 Seigo Kawagoe (November 21, 1960)  Reelection	Apr. 1987      Joined the Company, Senior Managing Director Mar. 1989      Representative Director and Vice President June 1994      President & CEO (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and Chairman of Sucrey Co., Ltd. Representative Director and Chairman of KCC Co., Ltd. Representative Director and President of Junai Inc.	6,875 shares
	<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has led the management of the Company as President & CEO for many years since June 1994. His strong leadership based on his extensive experience and broad knowledge will continue to be essential in the Group management of the Company. Therefore, the Company proposes his election.		
2	 Shinji Matsumoto (March 25, 1967)  Reelection	Mar. 1990      Joined the Company July 2004      Manager of Accounting Department Oct. 2006      Manager in charge of Corporate Planning June 2010      General Manager of Corporate Planning Division June 2012      Director and General Manager of Corporate Planning Division June 2022      Managing Director and Executive General Manager of Group Corporate Management Division (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of KSK Co., Ltd.	86,989 shares
	<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has extensive operational experience since joining the Company, including involvement in accounting and finance and serving as General Manager of the Corporate Planning Division. After assuming the position of Director in June 2012, he has fulfilled his duties as a Director, including working to strengthen the Group corporate management. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.		

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	 Masayuki Shirouchi (December 9, 1965)  Reelection	Mar. 1991      Joined the Company Feb. 2005      General Manager of Sales Division of Kujukushima Group Co., Ltd. Sept. 2006      Managing Director of Tsukiji Chitose Co., Ltd. Sept. 2012      General Manager of Sales Department of Kotobuki Seika Co., Ltd. Apr. 2014      Director and General Manager of Sales Department May 2015      Representative Director and President (current position) June 2020      Director of the Company (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of Kotobuki Seika Co., Ltd. Representative Director and President of Tajima Kotobuki Co., Ltd. Representative Director and President of KMF Co., Ltd.	103,889 shares
<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has served as Director or other position of Group companies since September 2006, and as Representative Director and President of a major Group company, Kotobuki Seika Co., Ltd. since 2015. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.			
4	 Ryoichi Sakamoto (January 4, 1969)  Reelection	Nov. 1987      Joined Tajima Kotobuki Co., Ltd. May 2007      Managing Director May 2009      Managing Director of KCC Co., Ltd. July 2014      Director and General Manager of Sales Department of Sucrey Co., Ltd. Apr. 2017      Senior Managing Director May 2019      Representative Director and President (current position) June 2020      Director of the Company (current position) <u>Significant concurrent positions outside the Company</u> Representative Director and President of Sucrey Co., Ltd. Representative Director and President of Kujukushima Group Co., Ltd.	80,859 shares
<u>Reasons for nomination as candidate for Director</u> With the career profile above, he has served as Director of Group companies since May 2007, and as Representative Director and President of a major Group company, Sucrey Co., Ltd. since May 2019. The Company has determined that his extensive experience and broad knowledge gained throughout his career are indispensable to the Group management of the Company, and therefore proposes his election.			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	 <p>Matsuo Iwata (June 2, 1958)</p> <p>Reelection Outside</p>	<p>Apr. 1982      Joined Nissan Motor Co., Ltd.</p> <p>Feb. 1995      Joined Gemini Consulting Japan Co., Ltd.</p> <p>Oct. 1996      Joined Coca-Cola (Japan) Company, Limited</p> <p>July 1999      Managing Executive Officer of Coca Cola Beverage Service Co., Ltd.</p> <p>Apr. 2001      Representative Director and President of Atlus Co., Ltd.</p> <p>June 2003      Managing Executive Officer of Takara Co., Ltd. (currently TOMY Company, Ltd.)</p> <p>Apr. 2005      Representative Director and President of Inforest Co., Ltd.</p> <p>June 2009      Representative Director and Chief Executive Officer (CEO) of Starbucks Coffee Japan Co., Ltd.</p> <p>June 2012      Outside Director of OOTOYA Holdings Co., Ltd.</p> <p>Oct. 2013      Representative Director and President of Leadership Consulting Inc. (current position)</p> <p>May 2014      Outside Director of Tokyo Individualized Educational Institute, Inc.</p> <p>June 2015      Director of the Company (current position)</p> <p><u>Significant concurrent positions outside the Company</u></p> <p>Representative Director and President of Leadership Consulting Inc.</p>	—
<p><u>Reasons for nomination as candidate for Outside Director and expected roles</u></p> <p>With the career profile above, he has been involved in corporate management for many years. The Company has determined that he can bring his extensive experience and broad knowledge as a manager, gained throughout his career, to the Company's management from a neutral and objective standpoint. He has also fulfilled his duties appropriately as an Outside Director. Therefore, the Company proposes his election as an Outside Director. He is currently an Outside Director of the Company and will have held this position for 10 years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	 <p>Megumi Yoshimoto (January 5, 1954)</p> <p>Reelection Outside</p>	<p>Apr. 1976      Joined Japan Broadcasting Corporation (NHK)</p> <p>June 1981      Freelance announcer (current position)</p> <p>Apr. 2000      Lecturer of NHK Culture Center (current position)</p> <p>Apr. 2002      Part-time lecturer of School of Education of Waseda University, Part-time lecturer of Jumonji University</p> <p>Apr. 2007      Part-time lecturer of Rissho University for "Special Lectures on the Teaching Profession" (current position)</p> <p>Apr. 2008      Member of the Steering Committee of the Center for Accreditation of Laboratory Animal Care and Use of the Japan Health Sciences Foundation (currently Japan Pharmaceutical Information Center) (current position)</p> <p>Apr. 2015      Professor of Department of Literature and Culture, Faculty of Human Life, Jumonji University</p> <p>Apr. 2020      Professor of Department of Literature and Culture, Faculty of Education and Humanities</p> <p>June 2021      Director of the Company (current position)</p> <p>Apr. 2024      Professor Emeritus of Jumonji University (current position)</p> <p><u>Significant concurrent positions outside the Company</u></p> <p>Professor Emeritus of Jumonji University</p>	—
<p><u>Reasons for nomination as candidate for Outside Director and expected roles</u></p> <p>With the career profile above, she has many years of experience as a broadcaster and as a lecturer or professor at several universities. The Company has determined that she can bring her extensive experience and broad knowledge as well as her unique perspective as a woman, to the Company's management from a neutral and objective standpoint. Therefore, the Company proposes her election as an Outside Director. Although she has not been directly involved in corporate management in the past, for the reasons stated above, the Company has determined that she will be able to appropriately perform her duties as an Outside Director. She is currently an Outside Director of the Company and will have held this position for four years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
  2. Mr. Matsuo Iwata and Ms. Megumi Yoshimoto are candidates for Outside Director. The Company has registered Mr. Iwata and Ms. Yoshimoto as Independent Officers who meet the requirements of the Tokyo Stock Exchange. If they are reelected, the Company will continue to register them as Independent Officers.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Mr. Iwata and Ms. Yoshimoto to limit their liability for damages to the amount stipulated by laws and regulations. If the reelection of Mr. Iwata and Ms. Yoshimoto is approved, the Company plans to continue such agreements with them.
  4. The Company has entered into a directors and officers liability insurance policy as provided for Article 430-3, paragraph (1) of the Companies Act with an insurance company. The outline of the contents of such insurance policy is described in "3 Matters Concerning Company Officers (4) Outline of Contents of Directors and Officers Liability Insurance Policy, etc." in the Business Report. If the election of candidates for Director is approved, they will continue to be included as insureds under the insurance policy. In addition, the Company plans to renew the insurance policy with the same terms and conditions at the next renewal.

**[Reference]**

Directors' skill matrix

(If Proposal No. 2 is approved at this Ordinary General Meeting of Shareholders)

**(Directors excluding Audit and Supervisory Committee members)**

Name	Gender	Attributes	Experience and expertise possessed by the Director					
			Corporate management/ Management strategy	Finance/ Accounting	Legal affairs/ Risk management	Personnel affairs/Labor management/ Human resource development	Consumer lives	ESG
Seigo Kawagoe	Male	Inside Director (full-time) President & CEO	○				○	○
Shinji Matsumoto	Male	Inside Director (full-time) Nominating and Remuneration Advisory Committee member	○	○	○	○		○
Masayuki Shirouchi	Male	Inside Director (full-time)	○				○	
Ryoichi Sakamoto	Male	Inside Director (full-time)	○				○	
Matsuo Iwata (Outside)	Male	Outside (part-time) Chairperson of Nominating and Remuneration Advisory Committee	○			○	○	○
Megumi Yoshimoto (Outside)	Female	Outside (part-time) Nominating and Remuneration Advisory Committee member				○	○	○



**(Directors who are Audit and Supervisory Committee members)**

Name	Gender	Attributes	Experience and expertise possessed by the Director					
			Corporate management/ Management strategy	Finance/ Accounting	Legal affairs/ Risk management	Personnel affairs/Labor management/ Human resource development	Consumer lives	ESG
Masamichi Yamane	Male	Inside Director (full-time) Nominating and Remuneration Advisory Committee member	○		○	○		○
Yasuhiro Tanaka (Outside)	Male	Outside (part-time) Nominating and Remuneration Advisory Committee member		○				
Keiko Ueda (Outside)	Female	Outside (part-time) Nominating and Remuneration Advisory Committee member			○			