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Securities code: 2922

June 5, 2024

Date electronic provisional measures become available: May 29, 2024

To Shareholders with Voting Rights:

Saburo Natori
Chairman of the Board of Directors
and President
Natori Co., Ltd.
5-5-1 Oji, Kita-ku, Tokyo, Japan

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

Dear Shareholders:

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

We hereby inform you that the 76th Annual General Meeting of Shareholders of Natori Co., Ltd. (the “Company”) will be held as described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures to provide information (matters for electronic provision) electronically as the “Notice of the 76th Annual General Meeting of Shareholders.” Please access the Internet websites below to view this information.

The Company’s website

<https://www.natori.co.jp/corporate/ir/holders/> (available only in Japanese)

In addition to the above website, the Company has also disclosed matters for electronic provision on the website of the Tokyo Stock Exchange (TSE). Please access the below TSE website (TSE Listed Company Information Service), enter and search for the “Issue name (Natori)” or “Securities code (2922)”, then select “Basic Information” or “Documents Available for Public Inspection/PR Information.”

Tokyo Stock Exchange website (TSE listed company information service)

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

In lieu of attending in person on the day of the General Meeting of Shareholders, you can exercise your voting rights either via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision and exercise your voting rights by returning the enclosed voting rights exercise form to us or via the internet by Wednesday, June 26, 2024, at 5:30 p.m. Japan time.

1. Date and Time: Thursday, June 27, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m. Japan time.)

2. Place: Sakura Hall, 2nd Floor, Hoku Topia
1-11-1 Oji, Kita-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 76th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 76th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal:** Election of Eight (8) Members of the Board of Directors

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- In accordance with the enforcement of the electronic provision system for shareholder meeting materials due to the revision of the Companies Act, the viewing of meeting materials by shareholders has changed from paper media to the website, in principle.
 - At this Annual General Meeting of Shareholders, regardless of whether or not a request for delivery of a paper copy is made, the Company will uniformly send a paper copy stating the matters also provided electronically, however the said paper copy will exclude the following matters in accordance with laws and regulations and Article 19 of the Company's Articles of Incorporation.
 - Overview of resolutions regarding establishment of Systems to Ensure Appropriateness of Business Operations and overview of operational status thereof
 - Basic Policy Regarding Control of the Company
 - Consolidated Statement of Changes in Equity
 - Notes to Consolidated Financial Statements in the Consolidated Financial Statements
 - Statement of Changes in Equity
 - Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements
 - Any amendments to the matters for electronic provisional measures will be posted on the websites shown on page 1.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal: Election of Eight (8) Members of the Board of Directors

The terms of office of all eight (8) Members of the Board of Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Members of the Board of Directors is proposed.

The candidates for Members of the Board of Directors are as follows.

No.	Name	Current positions and responsibilities at the Company
1	Saburo Natori [Reappointment]	Chairman of the Board of Directors and President
2	Koichirou Natori [Reappointment]	Member of the Board of Directors, Managing Executive Officer
3	Tadashi Yamagata [Reappointment]	Member of the Board of Directors, Executive Officer
4	Satoru Abe [Reappointment]	Member of the Board of Directors, Executive Officer
5	Shigeru Ataka [Reappointment]	Member of the Board of Directors, Executive Officer
6	Masao Nakao [Reappointment] [Outside] [Independent]	Member of the Board of Directors
7	Fukiko Takeuchi [Reappointment] [Outside] [Independent]	Member of the Board of Directors
8	Kunimichi Gamo [Reappointment] [Outside] [Independent]	Member of the Board of Directors

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Saburo Natori (January 22, 1948) [Reappointment]	July 1973 Joined the Company	446,808 shares
		July 1973 Member of the Board of Directors	
July 1981 Managing Member of the Board of Directors			
July 1992 Senior Managing Member of the Board of Directors			
February 1997 General Manager of Sales Division			
June 2001 Member of the Board of Directors and Vice President			
January 2005 Representative Member of the Board of Directors and Vice President			
March 2005 Representative Member of the Board of Directors and President			
		June 2012 Chairman of the Board of Directors and President (current position)	
[Reason for nomination as candidate for Member of the Board of Directors] Mr. Saburo Natori has a wide range of experience in, as well as knowledge and insight on, group management and the industry, which he has cultivated as a Member of the Board of Directors of the Company and the Group. He is expected to contribute to the growth and value improvement of the Company by taking advantage of the collective strength of the Group. The Company therefore renominates him as a candidate for a Member of the Board of Directors.			
2	Koichirou Natori (October 3, 1981) [Reappointment]	April 2004 Joined the Company	18,300 shares
		August 2006 Natori Saitama Plant	
May 2008 Head of Saitama Sales Office			
March 2014 Deputy General Manager of Sales Planning Department			
March 2016 Deputy General Manager of Sales Division			
June 2016 Executive Officer			
June 2018 Member of the Board of Directors (current position)			
April 2020 Managing Executive Officer and General Manager of Sales Division (current position)			
[Reason for nomination as candidate for Member of the Board of Directors] Mr. Koichirou Natori has experience in and knowledge on overall corporate management and food product sales, which he has cultivated as an Executive Officer and Member of the Board of Directors of the Company. He has contributed to the enhancement and efficiency improvement primarily of the sales departments' management structures of the Group and is expected to keep playing an active role going forward. The Company therefore renominates him as a candidate for a Member of the Board of Directors.			
3	Tadashi Yamagata (January 8, 1957) [Reappointment]	April 1984 Joined the Company	3,200 shares
		September 2001 General Manager of Nagoya Branch	
May 2004 Deputy General Manager of Sales Division			
June 2004 Executive Officer (current position)			
September 2010 General Manager of Sales Division			
June 2012 Member of the Board of Directors (current position)			
		April 2020 General Manager of Logistics Division (current position)	
[Reason for nomination as candidate for Member of the Board of Directors] Mr. Tadashi Yamagata has long years of experience in and a wide range of knowledge on overall corporate management and food product sales, which he has cultivated as an Executive Officer and Member of the Board of Directors of the Company. He is expected to contribute to the enhancement and efficiency improvement of the logistics departments' structures of the Group. The Company therefore renominates him as a candidate for a Member of the Board of Directors.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
4	Satoru Abe (February 19, 1967) [Reappointment]	April 1990 June 2010	Joined the Company Deputy General Manager of Production Division and General Manager of Natori Saitama Plant	4,200 shares
		June 2011 May 2016 March 2019 June 2019 June 2020	Executive Officer (current position) Seconded to Nankin Minghong Wan Shokuhin Ltd., Executive Vice President Deputy General Manager of Production Division, the Company General Manager of Production Division (current position) Member of the Board of Directors (current position)	
[Reason for nomination as candidate for Member of the Board of Directors] Mr. Satoru Abe has experience in and a wide range of knowledge on overall corporate management, which he has cultivated as an Executive Officer and Member of the Board of Directors of the Company, and also experience in and a wide range of knowledge on food, which he has cultivated by working in the production departments since joining the Company. He is expected to contribute to the enhancement and efficiency improvement of the production departments' structures of the Group. The Company therefore renominates him as a candidate for a Member of the Board of Directors.				
5	Shigeru Ataka (November 28, 1967) [Reappointment]	April 2003 February 2009 March 2011	Joined the Company General Manager of Finance Department General Manager of Accounting Department (current position)	1,100 shares
		September 2013 June 2016 June 2020	General Manager of Corporate Planning Department (current position) Executive Officer (current position) Member of the Board of Directors (current position)	
[Reason for nomination as candidate for Member of the Board of Directors] Mr. Shigeru Ataka has long years of experience and a wide range of knowledge as a general manager in charge of finance and accounting, and has also cultivated experience in and a wide range of knowledge on overall corporate management as an Executive Officer and Member of the Board of Directors of the Company. He is expected to contribute to the enhancement of corporate management and finance strategies of the Group. The Company therefore renominates him as a candidate for a Member of the Board of Directors.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
6	Masao Nakao (February 16, 1943) [Reappointment] [Outside] [Independent]	April 1965 July 1996 June 1999 June 2003 June 2004 June 2006 June 2007 June 2014	Joined Mitsubishi Petrochemical Co., Ltd. Director, Mitsubishi Chemical Engineering Corporation Managing Director Senior Managing Director Full-time Audit & Supervisory Board Member Outside Audit and Supervisory Board Member, the Company Outside Member of the Board of Directors (current position) Outside Director, Sanyo Engineering & Construction Inc. (current position)	2,000 shares
		[Reason for nomination as candidate for Outside Member of the Board of Directors and expected roles] Mr. Masao Nakao has long engaged in the management of Mitsubishi Chemical Engineering Corporation. Based on his wide range of advanced knowledge, experience, etc. on corporate management, he is expected to, from an independent and fair standpoint as an Outside Member of the Board of Directors, contribute to the enhancement of business execution monitoring and offer advice and opinions on corporate management. The Company therefore renominates him as a candidate for an Outside Member of the Board of Directors.		
7	Fukiko Takeuchi (October 8, 1951) [Reappointment] [Outside] [Independent]	February 1978 April 1995 April 2001 June 2015	Established Calonic Diet Studio Co., Ltd. Representative Director (current position) Lecturer, Junior College of KNU Lecturer, Kagawa Vocational College Lecturer, Tokyo YMCA International Hotel Vocational School Board Member, Shokuzai no Terakoya (formerly Association for Widespread Introduction of Good Food) (current position) Outside Member of the Board of Directors, the Company (current position)	0 shares
		[Reason for nomination as candidate for Outside Member of the Board of Directors and expected roles] Ms. Fukiko Takeuchi has long engaged in practical culinary research activities as a registered dietitian and diet creator. Based on her wealth of experience, expertise, etc. with regard to food, she is expected to, from an independent and fair standpoint as an Outside Member of the Board of Directors, contribute to the enhancement of business execution monitoring and offer advice and opinions on corporate management. The Company therefore renominates her as a candidate for an Outside Member of the Board of Directors.		
8	Kunimichi Gamo (October 23, 1944) [Reappointment] [Outside] [Independent]	April 1971 June 2000 June 2003 June 2004 June 2006 October 2009 November 2011 June 2015 December 2016 December 2020 June 2023	Joined Toyo Engineering Corporation Director Representative Director & CFO Audit & Supervisory Board Member Senior Corporate Auditor Permanent Director, Japan Audit & Supervisory Board Members Association Consultant, Lecturer (current position) Outside Audit and Supervisory Board Member, the Company Outside Director (Audit & Supervisory Committee) of amifa Co., Ltd. Outside Member of the Board of Directors Outside Member of the Board of Directors, the Company (current position)	500 shares
		[Reason for nomination as candidate for Outside Member of the Board of Directors and expected roles] Mr. Kunimichi Gamo has long engaged in management of Toyo Engineering Corporation and with his wealth of expertise in finance and accounting as well as broad experience in management, he is expected to, from an independent and fair standpoint as an Outside Member of the Board of Directors, contribute to the enhancement of business execution monitoring and offer advice and opinions on corporate management. The Company therefore renominates him as a candidate for an Outside Member of the Board of Directors.		

- Notes:
1. Among the candidates for Members of the Board of Directors, Mr. Masao Nakao, Ms. Fukiko Takeuchi, and Mr. Kunimichi Gamo are candidates for Outside Members of the Board of Directors stipulated in Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act. The Company has registered Mr. Masao Nakao, Ms. Fukiko Takeuchi, and Mr. Kunimichi Gamo as independent directors/auditors who are Outside Members of the Board of Directors, as stipulated in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc. If they are elected as proposed, the Company intends to register them again as independent directors/auditors.
 2. Mr. Masao Nakao currently serves as an Outside Member of the Board of Directors of the Company and an Audit and Supervisory Board Member of the Company's subsidiary. The Company has entered into an agreement with him to limit his liability for damages to the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company intends to continue the above liability limitation agreement with him. He will have served as an Outside Member of the Board of Directors for 17 years at the conclusion of this General Meeting of Shareholders.
 3. Ms. Fumiko Takeuchi currently serves as an Outside Member of the Board of Directors of the Company. The Company has entered into an agreement with her to limit her liability for damages to the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act. If her reelection is approved, the Company intends to continue the above liability limitation agreement with her. She will have served as an Outside Member of the Board of Directors for 9 years at the conclusion of this General Meeting of Shareholders.
 4. Mr. Kunimichi Gamo currently serves as an Outside Member of the Board of Directors of the Company. The Company has entered into an agreement with him to limit his liability for damages to the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company intends to continue the above liability limitation agreement with him. He will have served as an Outside Member of the Board of Directors for 1 year at the conclusion of this General Meeting of Shareholders.
 5. The Company has entered into a directors and officers liability insurance contract that insures all Members of the Board of Directors, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when insured Members of the Board of Directors assume liability for the execution of their duties or receive a claim related to the pursuit of such liability. The insurance premiums are fully paid by the Company, and the insured persons do not bear the actual premiums. The Company intends to renew the policy with the same contents at the next renewal.

(Reference) Main expertise and experience of the Members of the Board of Directors and the Audit and Supervisory Board Members after this meeting

If the proposal of this general meeting is approved as proposed, the main expertise and experience of the Members of the Board of Directors and the Audit and Supervisory Board Members after this meeting will be as follows:

Name	Position	Expertise and Experience					
		Management	Food industry/ Marketing	Production IT	Accounting Finance	ESG Risks	Global Diversity
Saburo Natori	Chairman of the Board of Directors and President	•	•		•	•	•
Koichirou Natori	Member of the Board of Directors, Managing Executive Officer	•	•	•		•	•
Tadashi Yamagata	Member of the Board of Directors, Executive Officer		•			•	
Satoru Abe	Member of the Board of Directors, Executive Officer		•	•		•	
Shigeru Ataka	Member of the Board of Directors, Executive Officer		•		•	•	
Masao Nakao	Independent Outside Member of the Board of Directors	•		•		•	
Fukiko Takeuchi	Independent Outside Member of the Board of Directors	•	•				•
Kunimichi Gamo	Independent Outside Member of the Board of Directors	•			•	•	•
Kuniyoshi Nagai	Full-time Audit and Supervisory Board Member		•	•		•	
Jiro Ono	Independent Outside Audit and Supervisory Board Member	•				•	
Hideo Miyabe	Independent Outside Audit and Supervisory Board Member	•	•			•	•
Hiroshi Iwawaki	Independent Outside Audit and Supervisory Board Member	•		•		•	•

*The above matrix does not indicate all of the areas of expertise and experience possessed by each individual.