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Securities Code: 6005

June 11, 2024

(Start Date for Electronic Provision Measures: June 3, 2024)

To Our Shareholders:

Tsuyoshi Yoneda President, CEO & CTO MIURA CO.,LTD. 7 Horie, Matsuyama, Ehime

Notice of the 66th Annual General Meeting of Shareholders

You are cordially invited to attend the 66th Annual General Meeting of Shareholders of MIURA CO.,LTD. (the "Company"), which will be held as indicated below.

For the convocation of this General Meeting of Shareholders, we are taking electronic provision measures for the information that constitutes the Reference Documents for the General Meeting of Shareholders (items subject to electronic provision measures), which have been published online on the Company's website; please access the website at the URL below to check this information.

The Company's website

https://www.miuraz.co.jp/ir/stockratings/general meeting.html



In addition to above, the information has also been posted on the Tokyo Stock Exchange (TSE) website, so please access the TSE website (Listed Company Search) below, enter "MIURA" in the "Issue name (company name)" field or the Company's securities code "6005" in the "Code" field, select search, then select "Basic information" followed by "Documents for public inspection/PR information," and then select "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under the "Filed information available for public inspection" section to check this information.

TSE website (Listed Company Search)

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show



If you are unable to attend the Meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 26, 2024 (JST).

1. Date and Time: Thursday, June 27, 2024, at 10:00 a.m. (Reception starts at 9:30 a.m.) (JST)

2. Venue: Meeting Room 6, Ehime Prefectural Convention Hall Main Building

2-5-1 Dogomachi, Matsuyama, Ehime

3. Purpose of the Meeting

Matters to be reported

- 1. The Business Report and the Consolidated Financial Statements for the 66th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
- 2. The Non-consolidated Financial Statements for the 66th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Five (5) Directors Excluding Directors Who Are Audit and

Supervisory Committee Members

4. Instructions concerning the exercise of voting rights

(1) Exercise of voting rights via the Internet, etc.

Please refer to the attached "Guide to Exercising Voting Rights via the Internet, etc." and complete the procedure by 5:30 p.m., Wednesday, June 26, 2024 (JST).

(2) Exercise of voting rights in writing

Please indicate your approval or disapproval for each proposal on the voting card that has been sent with this Notice, and send back the card so that it will arrive by 5:30 p.m. on Wednesday, June 26, 2024 (JST). If you do not indicate your approval or disapproval for each proposal on the voting card, this will be regarded as an indication of approval.

- When you attend the Meeting, you are kindly requested to present the voting card that has been sent with this Notice at the reception at the Meeting.
- On the day of the Meeting, the Company personnel will be dressed "cool-biz" style, or in suits without neckties. We invite all shareholders to dress casually.
- OIf any changes are made to the items subject to electronic provision measures, a statement to this effect as well as the items prior to and after the change will be posted online on the Company's website and on the TSE website as described above.
- Shareholders who have requested issuance in writing will be sent a document that states the items subject to electronic provision measures. However, such a document, pursuant to laws and regulations as well as Article 14, Paragraph 2 of the Articles of Incorporation of the Company, will not include the items stated below.
 - "Status of Share Acquisition Rights," "System for Ensuring Properness of Operations and Status of Operation of the System" and "Basic Policy Regarding Control of Company" in the Business Report
 - · "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Therefore, the Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements provided in this document are a part of the documents that were subject to auditing at the time of the preparation of the audit report by the Financial Auditor and the audit report by the Audit and Supervisory Committee.

©Please note that the results of resolutions of this General Meeting of Shareholders will be posted on the Company's website instead of being distributed in writing.

[Guide to Exercising Voting Rights via the Internet, etc.]

When exercising your voting rights via the Internet, etc., please note the following before exercising your voting.

1. Website for the exercise of voting rights

- (1) Exercising your voting rights via the Internet is only available by accessing the designed website (https://www.web54.net).
 - When exercising your voting rights via the Internet, the "voting rights exercise code" and "password" provided in the bottom left corner of the voting card are required.
- (2) When exercising your voting rights using a smartphone, use "Smart Vote."

2. Handling of exercise of voting rights

- (1) If the voting rights are exercised multiple times via the Internet, etc. and in writing, only the exercise of the voting rights via the Internet, etc. shall be valid.
- (2) If the voting rights are exercised multiple times via the Internet, etc., only the last exercise of the voting rights shall be valid.
- (3) The fees payable to the providers and to telecommunication carriers (connection fees, etc.) for accessing the website for the exercise of voting rights shall be borne by the shareholders.
- (4) Please exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 26, 2024 (JST). An early exercise of your voting rights would be very much appreciated.

3. Handling of password and voting rights exercise code

- (1) The passwords are important information to identify the individual exercising a voting right as the actual shareholder. Please keep your password safe in the same manner as your seal or PIN number until the end of this General Meeting of Shareholders.
- (2) If the wrong password is entered a certain number of times, your password will be rendered unusable. Shareholders who wish to have a password reissued are advised to follow the instructions shown on the screen.
- (3) Voting rights exercise code printed on the voting card is only effective for this General Meeting of Shareholders.

4. Use of electronic voting platform (for institutional investors)

For institutional investors, the electronic voting platform operated by ICJ Inc. is also available to electronically exercise the voting rights for this General Meeting of Shareholders.

OIf you have any inquiries about online voting on this website (If you do not know how to operate a computer etc.), please contact the following:

Sumitomo Mitsui Trust Bank, Limited, Securities Agent Web Support Hotline: [Tel] 0120 (652) 031 (Opening Hours: 9:00 a.m. to 9:00 p.m.)

- ©For other inquiries, please contact the following:
 - <Shareholders who have accounts with securities companies>Please contact your securities company.
 - <Shareholders who do not have accounts with securities companies (special account holders)> Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Planning Dept: [Tel] 0120 (782) 031

(Opening Hours: 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and national holidays)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Based on the basic policy to maintain stable dividends, and endeavor to enhance internal reserves in order to strengthen the management foundation and provide for future business expansion while providing appropriate return of profits in line with consolidated business performance, the Company proposes the appropriation of surplus for the fiscal year ended March 31, 2024 as follows.

- 1. Year-end dividends
 - i) Type of dividend property

Cash

- ii) Allotment of dividend property and their aggregate amount
 - ¥30 per common share of the Company

Total amount of dividend: ¥3,307,485,570

iii) Effective date of dividends of surplus

June 28, 2024

- 2. Other appropriation of surplus
 - i) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥9,000,000,000

ii) Item of surplus to be increased and amount of increase

General reserve: ¥9,000,000,000

Proposal No. 2: Election of Five (5) Directors Excluding Directors Who Are Audit and Supervisory Committee Members

The term of office of all seven (7) Directors excluding Directors who are Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors excluding Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee is convinced that all candidates are appropriate as Directors of the Company, after considering the structure of board of directors and the candidates' performance of the duties, knowledge and capabilities, etc.

The candidates are as follows:

Candidate No.	Name	Current position in the Company	Attendance at meetings of the Board of Directors	Remarks
1	Daisuke Miyauchi	Chairman of the Board & Chief Global Group Officer	13/13 (100%)	(Reelection)
2	Tsuyoshi Yoneda	President, CEO & CTO	13/13 (100%)	(Reelection)
3	Masayuki Hiroi	Director, Senior Managing Officer	13/13 (100%)	(Reelection)
4	Kenichi Kawamoto	Director, Managing Executive Officer	10/10 (100%)	(Reelection)
5	Tateshi Higuchi	Outside Director	13/13 (100%)	(Reelection) (Outside) (Independent)

Note: 13 meetings of the Board of Directors were held between April 1, 2023 and March 31, 2024, with 10 being held since the appointment of Mr. Kenichi Kawamoto.

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations		Number of the Company's shares owned
1	Daisuke Miyauchi (Jun. 29, 1962) (Reelection) Attendance at meetings of the Board of Directors 13/13 (100%)		Joined the Company President, MIURA BOILER WEST, INC. (currently MIURA AMERICACO., LTD.) General Manager of Chubu Management Center, the Company General Manager of System Innovation Division Executive Officer Deputy Director of Eastern Japan Business Headquarters Deputy Director of New Business Development Headquarters Director Director of Metropolitan Area Business Headquarters Director of Aqua Business Headquarters Director of Environmental Business Headquarters Director of Americas Business Headquarters Representative Director & President Executive Officer Representative Director, President & CEO Chairman of the Board & Chief Global Group Officer (to present) Director of Ship Machinery Headquarters (to present) concurrent positions at other organizations) f the Japan Small Once-through Boiler Association	74,538 shares

The candidate has made use of his extensive experience and track record developed both in Japan and overseas to actively promote the business strategy of the Group as Representative Director and President Executive Officer since April 2016, and has contributed to the improvement of the Group's governance and other matters as Chairman of the Board, and Chief Global Group Officer since April 2024.

The Company requests his reelection as Director since it considers that his broad perspective as a member of management can be utilized for the further growth and improved corporate value of the Group.

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations		Number of the Company's shares owned	
		Apr. 1991	Joined the Company		
		Apr. 2005	General Manager of DS Engineering Department		
			General Manager of DS Business Administrative		
			Department		
		Apr. 2008	General Manager of Water Treatment Technical		
			Department		
		Jun. 2009	General Manager of Water Treatment Technical Division		
		Jan. 2010	General Manager of Aqua Strategy Division		
		Jul. 2012	Executive Officer		
			Deputy Director of Aqua Business Headquarters		
2			Deputy Director of Environmental Business Headquarters		
	Tsuyoshi Yoneda (Oct. 22, 1968) (Reelection) Attendance at meetings of the Board of Directors	Apr. 2016	Director of Aqua Business Headquarters		
			Director of Environmental Business Headquarters		
		Jun. 2016	Director, Managing Executive Officer		
		Apr. 2017	Director of Aqua Headquarters	23,556 shares	
		Jun. 2019	Representative Director and Chairman of Inax		
			Corporation		
	13/13 (100%)	Apr. 2020	Director of Laundry Business Headquarters		
		Apr. 2021	Director of Laundry Business Headquarters		
		Jun. 2022	Representative Director, President & CEO of Inax		
		1 2022	Corporation		
		Jun. 2023	Director, Managing Executive Officer & CTO		
			Director of Technical Headquarters (to present)		
			Director of Ship Machinery Headquarters Director of Production Headquarters (to present)		
		Apr. 2024	President, CEO & CTO (to present)		
		•	* * *		
		(Important			
			f the Ehime Vocational Ability Development Association		
			f the Ehime Certified Skilled Workers Association		

Reason for the nomination as a candidate for Director

The candidate has worked in the development of new technology for many years and has broad knowledge of technology in general. In addition, he has contributed to the growth of the water treatment business, environmental business, and laundry business as a strategic manager for these businesses. He has also overseen the general management of the Company as President, CEO, and CTO since April 2024.

The Company requests his reelection as Director since it considers that his promotion of carbon neutrality initiatives through the experience and insight that he has developed through his career can be utilized for the further growth and improved corporate value of the Group.

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations		Number of the Company's ares owned	
3	Masayuki Hiroi (Jul. 24, 1964) (Reelection) Attendance at meetings of the Board of Directors 13/13 (100%)	Oct. 1985 Joined the Company Jan. 2004 General Manager of Ibaraki Branch Office Jun. 2006 General Manager of Sales & Maintenance Support Department Jan. 2010 General Manager of Kita-Kanto & Shinetsu Manager of Sales & Maintenance Support Jul. 2012 General Manager of Sales & Maintenance Support Jul. 2015 Executive Officer Director of BP Business Headquarters Jul. 2018 Senior Executive Officer Apr. 2019 General Manager of BP Business Headquarters Apr. 2021 Deputy Director of Administration Headquarters Jun. 2021 Director, Managing Executive Officer Director of Administration Headquarters (to prese Jun. 2023 Representative Director, Senior Managing Officer Apr. 2024 Director, Senior Managing Officer (to present) (Important concurrent positions at other organizations) Representative Director and Chairman of MIURA ENVIRONM MANAGEMENT CO.,LTD. Representative Director and President of MIURA JOB PARTNE CO.,LTD. Chief Director of MIURA Group Corporate Pension Fund	gement t Division 12 ent)	2,442 shares	
	Reason for the nomination as a candidate for Director The candidate has extensive experience in business execution, having been directing the Company's domestic maintenance, sales, sales support departments, and administration departments for many years. The Company requests his reelection as Director since it considers that his experience and knowledge accumulated through his career can be utilized for its management.				

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations		Number of the Company's shares owned		
4	Kenichi Kawamoto (Mar. 1, 1971) (Reelection) Attendance at meetings of the Board of Directors 10/10 (100%)	Apr. 1993 Apr. 2007 Apr. 2009 Apr. 2013 Apr. 2014 Oct. 2016 Apr. 2017 Jan. 2023 Jun. 2023	Apr. 2007 General Manager of Shonan Branch Office Apr. 2009 General Manager of Niigata Branch Office Apr. 2013 General Manager of Tokyo MI & Total Solution Department 3 Apr. 2014 General Manager of MI Solutions Division Oct. 2016 General Manager of Chubu Management Center Apr. 2017 General Manager of MI Division Jan. 2023 Deputy Director of Sales Business Headquarters			
	Reason for the nomination as a candidate for Director The candidate has extensive experience in business execution, having been directing the total solution strategy in partnership with the Company's aqua business, food equipment business, and heat utilization business, etc., with a focus on the domestic boiler business of the Company over many years. The Company requests his reelection as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the domestic business, can be utilized for its management.					

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned			
5	Tateshi Higuchi (Apr. 11, 1953) (Reelection) (Outside) (Independent) Attendance at meetings of the Board of Directors 13/13 (100%)	Apr. 1978 Entered National Police Agency Aug. 2007 Deputy Director General for Policy Evaluation and Deputy Director General of National Police Agency Aug. 2008 Chief of Personnel and Training Bureau of Tokyo Metropolitan Police Department Mar. 2009 Deputy Superintendent General and Acting Chief of Personnel and Training Bureau of Tokyo Metropolitan Police Department Jan. 2010 Chief of Community Safety Bureau of National Police Agency Aug. 2011 Superintendent General Apr. 2014 Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of the Union of Myanmar Jun. 2018 Member of the Audit and Supervisory Board (Outside) of DAIICHI SANKYO COMPANY, LIMITED Jun. 2019 Outside Director (to present) Outside Director of Nippon Gas Line Co.,Ltd. (to present) Apr. 2020 Commissioner of Japan Casino Regulatory Commission (Important concurrent positions at other organizations) Outside Director of Nippon Gas Line Co.,Ltd.	5,570 shares			
	Reason for nomination as a candidate for Outside Director and outline of expected roles Although the candidate has no experience in involvement in company management by means other than serving as an outside officer, he has ample experience, advanced expertise and overseas knowledge because he has held an important position in the government administrative organization, etc. The Company requests his reelection as Outside Director since he can provide sound advice and supervision on the Company's overall management and especially on the management of the Company that aims at expansion of overseas business. He is currently an Outside Director, and at the close of this meeting, his tenure will have been five (5) years. Independence of the candidate He meets the Company's "Independence Criteria for Outside Directors" (stated in the attached documents), and					

has sufficient independence.

Notes:

- 1. There are no special interests between each candidate and the Company.
- 2. The company has concluded agreement with Mr. Tateshi Higuchi limiting his liability for damage to the higher of ¥5 million or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, provided he perform his duties in good faith and without gross negligence. If his reappointment is approved, the Company plans to renew the aforementioned agreement with him.
- 3. Mr. Tateshi Higuchi is candidate for Outside Director. The Company has designated Mr. Tateshi Higuchi as independent officer and notified the Tokyo Stock Exchange of such designation in accordance with its regulation. In addition, if the election of Mr. Tateshi Higuchi is approved, the Company plans to designate him as independent officer and notify the designation to the Tokyo Stock Exchange in accordance with its regulation. Please refer to the attached documents for details of the Company's "Independence Criteria for Outside Directors."
- 4. The Company has entered into a compensation policy with Mr. Daisuke Miyauchi, Mr. Tsuyoshi Yoneda, Mr. Masayuki Hiroi, Mr. Kenichi Kawamoto, and Mr. Tateshi Higuchi as provided for in Article 430-2, Paragraph 1 of the Companies Act, and the Company will compensate the expenses provided for in Item 1 of the same Paragraph and the loss provided for in Item 2 of the same Paragraph to the extent provided for in laws and regulations. However, there are certain reasons for coverage exemption, such as not covering damages caused by performance of an illegal act with full knowledge of its illegality. If each candidate's reappointment is approved, the Company plans to renew the aforementioned agreement with each of them.
- 5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insured under this insurance policy include Directors (including Directors who are Audit and Supervisory Committee Members) of the Company, Directors of the Company's subsidiaries, Executive Officers, and other important employees, and the insurance premiums are borne 10% by the insured and 90% by the Company. The insurance policy covers the amount of damages and litigation expenses that the insured would incur in the event of a claim for damages from shareholders or third parties. However, there are certain reasons for coverage exemption, such as not covering damages caused by performance of an illegal act with full knowledge of its illegality. If each candidate is elected and assumes office as a Director, they will be insured under the insurance policy. In addition, the Company plans to renew the policy under the same terms at the next renewal.

(Reference) The Company's "Independence Criteria for Outside Directors"

In addition to the criteria set forth by the financial instruments exchange, the Company has established its own criteria as follows:

- 1. When the person serves or served, or executes or executed operations at any transaction counterparty of the Company currently or within the past three years, all the annual amount of the transactions in the past three years does not exceed 2% of the most recent consolidated net sales of the both companies.
- 2. (1) When the person receives or received cash or other assets, except for directors' remuneration, as a consultant, accounting specialist or legal profession currently or within the past three years, the average amount of the assets for the past three years does not exceed ¥10 million.
 - (2) When the person belongs to any organization, such as a corporate body or association, that receives or received cash or other assets from the Company as a consultant, accounting specialist or legal profession currently or within the past three years, the average amount of the assets for the past three years does not exceed the higher of ¥10 million or 2% of the most recent consolidated net sales of the organization.
- 3. When the person receives or received donations from the Company currently or within the past three years, or belongs to any organization, such as a corporate body or association, that receives or received donations from the Company currently or within the past three years, the average amount of the assets received from the Company for the past three years does not exceed 2% of the most recent annual income of the person or the organization.
- 4. The person does not belong to any company with which the Company cross-holds shares.
- 5. The person does not belong to any company with which the Company has conducted mutual dispatch of officers.

Composition of the Board of Directors (scheduled from June 27, 2024)

The Company appoints Directors who are professionals equipped with ample experience, extensive knowledge, and considerable skills across various fields with the aims of appropriately facilitating decision-making and management supervision, and sustainably enhancing corporate value taking into account the need for diversity and balance.

	Gender		Knowledge, experience, and skills possessed by Directors					
Name		Independent	Corporate management	Equipment sales and maintenance	Global	Production, Technology, R&D	Legal & Risk Management	Finance & Accounting
Daisuke Miyauchi	Male	-	0	0	0	0		
Tsuyoshi Yoneda	Male	-	0	0		0		
Masayuki Hiroi	Male	-	0	0		0	0	0
Kenichi Kawamoto	Male	-		0				
Tateshi Higuchi	Male	Independent Outside			0		0	
Osamu Yamauchi	Male	-		0			0	
Naoki Saiki	Male	Independent Outside	0		0			0
Yoshiaki Ando	Male	Independent Outside	0		0			0
Tatsuko Koike	Female	Independent Outside					0	

Notes: The above table does not represent all of the knowledge and experience of the Directors.

Composition of the Nominating Committee and Compensation Committee (scheduled from June 27, 2024)

In order to strengthen the supervisory function of the Board of Directors and to increase the transparency of the decision-making process, the Company has established a Nominating Committee and Compensation Committee as voluntary advisory bodies to the Board of Directors.

If Proposal No. 2 is approved as per the original proposal, the composition of these committees are planned to be as follows.

	Nom	inating Committee	Compensation Committee		
Role	performance ev deliberation of appointment an for submission	current selection criteria; valuation of directors, etc.; proposals for the d dismissal of directors, etc., to the General Meeting of examination of CEO	Examination of compensation policy, compensation levels, and compensation composition ratios, etc.; performance evaluation of directors, etc.; deliberation of content, etc., of compensation for individual officers		
Composition	Committee Outside Director, Audit and Supervisory Committee Member Committee Representative Director		Yoshiaki Ando Daisuke Miyauchi Tateshi Higuchi Naoki Saiki Tatsuko Koike		

The Company's "Basic Policy on Corporate Governance"

The Company recognizes the importance of building good relationships with its shareholders and other stakeholders, and aiming to achieve growth together. Based on this recognition, the Company's basic policy on corporate governance is to enhance its management system with the aim of achieving fair, transparent, and highly efficient management, and to establish an autonomous system that enables active action to sustainably enhance corporate value, and the Company believes it is an important management issue.

In addition, we conduct our corporate activities based on the "MIURA Way," a philosophy consisting of three pillars: "Creation and Challenge," "Trust and Communication," and "Fairness and Justice," and with this "MIURA Way" in mind, our basic policy for corporate governance is to build and implement systems that contribute to the sustainable enhancement of the Company's corporate value.

For more information, please visit the Company's website on the internet.

The website of the Company: https://www.miuraz.co.jp/csr/governance/corporate governance.html