

Company Name: Universal Entertainment Corporation  
Representative: Hajime Tokuda  
Representative Director & President  
(TSE STANDARD Code: 6425)  
Contact: Nobuki Sato  
Corporate Planning Office  
(<https://uct.universal-777.com/m/contact-en>)

## **Notice Concerning Holding of Extraordinary General Shareholders' Meeting and Determination of Proposal Items**

In the "Notice Concerning Establishment of Record Date for Convocation of Extraordinary General Shareholders' Meeting" dated July 16, 2024, the Company announced that it would set August 8, 2024 as the record date and hold an extraordinary general shareholders' meeting (hereinafter referred to as the "Extraordinary General Shareholders' Meeting"). The Board of Directors has resolved the date and the proposal items for the Extraordinary Shareholders' Meeting today, as follows.

### 1. Venue Information of Convocation of Extraordinary Shareholders' Meeting

- (1) Date and time: September 19, 2024 (Thursday), 10:00 a.m.
- (2) Location: TFT Hall 300, TFT Building, West Wing 2nd floors, 3-4-10 Ariake, Koto-ku, Tokyo

### 2. Proposal Items for the Extraordinary General Shareholders' Meeting

Proposal to be resolved

Proposal No.1: Election of Mr. Tomohiro Okada as Director

Proposal No.2: Dismissal of Mr. Jun Fujimoto as Director

### 3. Reasons for Proposal Items

- (1) Proposal 1: Election of Mr. Tomohiro Okada as Director

In order to further strengthen the Company's business activities in Japan and overseas, the Company proposes to increase the number of directors by one (1) and to appoint Mr. Tomohiro Okada, who is the director of Okada Holdings Limited, the parent company of the Company, as a director. The term of office of the elected director will expire at the end of the term of office of the other directors in office, in accordance with the Company's Articles of Incorporation.

## Director Candidates and Biographies

Name (Date of birth)	Brief career history, positions, responsibilities and significant concurrent positions	Number of the Company shares held
* Tomohiro Okada (Sep. 1, 1967)	<p>Apr. 1991    Joined the Company</p> <p>Jun. 1995    Director of the Company</p> <p>Aug. 1995    Director and General Manager of Management Planning Office of the Company</p> <p>Aug. 1997    Director, in charge of Development Division of the Company</p> <p>Jun. 1999    Director and General Manager of Administrative Division of the Company</p> <p>Jun. 2000    Director and General Manager of Investor Relations and Public Relations Office of the Company</p> <p>Jul. 2007    Director of Aruze USA, Inc.</p> <p>Jun. 2008    Director of the Company (Resigned June 2015)</p> <p>Aug. 2024    Director, Okada Holdings Limited (current)</p> <p>Significant concurrent positions Director, Okada Holdings Limited</p>	—

### (Notes)

1. This marked with an asterisk (\*) is a candidate for a newly appointed director.
2. Tomohiro Okada, a candidate director, is fall into the category of a parent company, etc. as defined in Article 2, Item 4-2 of the Companies Act. The above "Brief career history, positions, responsibilities and significant concurrent positions" column includes his position and responsibilities as an executive at Okada Holdings Limited, the parent company of the Company.
3. The Company has signed liability compensation contracts with current directors that provides for compensation by the Company for expenses prescribed in Article 430-2-1-1 of the Companies Act and losses in Article 430-2-1-2 within the limits prescribed by laws and regulations. The Company will enter into the same liability compensation contract with Mr. Tomohiro Okada, a candidate for a newly appointed director, after his election as a new director is approved. In order to ensure that the said contracts do not impair the appropriateness of the execution of duties by directors and Audit & Supervisory Board members of the Company, the said contracts stipulate, among others, that the Company shall not be obligated to compensate each of directors and Audit & Supervisory Board members for the expenses incurred in the event that the Company makes a claim seeking liability against a director or an Audit & Supervisory Board member (excluding cases of shareholder derivative suits), or the expenses incurred in the event that a director or an Audit & Supervisory Board member has acted in bad faith or gross negligence in performing their duties.
4. The Company has signed liability insurance agreements for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act that provides coverage for directors, Audit and Supervisory Board members, and executive officers. When the insurance coverage period ends, the Company plans to renew these liability policies. Mr. Tomohiro Okada will be covered by this liability insurance agreement after his election as a new director is approved.

### (2) Proposal 2: Dismissal of Mr. Jun Fujimoto as Director

In the "Notice Regarding Judgment in Shareholders' Representative Suit Against Representative Director of the Company" dated April 26, 2024, one shareholder of the Company filed a lawsuit against Mr. Jun Fujimoto, a director of the Company, claiming compensation for damages. Considering that the Tokyo High Court ruled that Mr. Jun Fujimoto breached his fiducial duty or duty of loyalty as a director, etc., the Company has decided that it is appropriate to dismiss Mr. Jun Fujimoto from his position as a director of the Company in order to ensure thorough compliance and maintain a sound governance of the Company.