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Securities code: 287A

June 9, 2025

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

To our shareholders:

Koichi Hosokawa
Representative Director, President and CEO
Kuroda Group Co., Ltd.
5-17-9 Minami Oi, Shinagawa-ku, Tokyo

Notice of the 8th Annual General Meeting of Shareholders

Thank you for your continued support.

You are hereby notified of the 8th Annual General Meeting of Shareholders of Kuroda Group Co., Ltd. (the “Company”), which will be held as indicated below.

In convening this general meeting of shareholders, the Company has taken 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 has posted the information on the Company website. Please access the following website to review the information.

The Company website

<https://www.kuroda-group.com/hd/> (The English version will be uploaded only to the Japanese website)

(Access the above website, select “Investor Relations,” then “Shares,” and then “General Meeting of Shareholders.”)

In addition to the Company website, matters for which measures for providing information in electronic format are to be taken are also posted on the Tokyo Stock Exchange (TSE) website. Please use the website shown below to review the information.

Tokyo Stock Exchange website (Listed Company Search):

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

(Access the TSE website shown above, enter “Kuroda Group Co., Ltd.” in “Issue name (company name)” or the Company’s securities code “287A” 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 by either of the following methods. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

[If you exercise your voting rights via the internet, etc.]

Please enter your approval or disapproval for each proposal on the Company’s designated voting website (<https://evote.tr.mufg.jp/>) (This website is available only in Japanese) and exercise your voting rights no later than 5:30 p.m. (JST) on Monday, June 23, 2025.

[If you exercise your voting rights in writing (by postal mail)]

Please indicate your approval or disapproval for each proposal on the voting form and post it so that it is received no later than 5:30 p.m. (JST) on Monday, June 23, 2025.

- 1. Date and Time:** Tuesday, June 24, 2025, at 10:00 a.m. (JST) (Reception opens at 9:30 a.m.)
- 2. Venue:** Emerald 28, Floor 28, Main Tower, Shinagawa Prince Hotel, 4-10-30 Takanawa, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements, and the results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit and Supervisory Committee for the 8th fiscal year (from April 1, 2024 to March 31, 2025)
2. The Non-consolidated Financial Statements for the 8th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

- Proposal No. 1** Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Revision of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

4. Instructions for Exercise of Voting Rights

- (1) If you exercise your voting rights via the internet, etc. multiple times, only the last vote shall be deemed effective.
- (2) If you exercise your voting rights both in writing (by postal mail) and via the internet, etc., the votes exercised via the internet, etc. shall be treated as effective, regardless of the date and time of arrival.
- (3) In the event that you do not indicate your approval or disapproval for a proposal on the voting form when you exercise your voting rights in writing (by postal mail), we will treat it as if you indicated your approval.
- (4) Please also refer to Instructions for Exercise of Voting Rights below.

- If you attend the meeting on the day, please submit the voting form to the reception desk at the meeting venue.
 - In the event of any corrections to matters for which measures for providing information in electronic format are to be taken, a notification to that effect, and the corrected and pre-corrected versions of these matters will be made available on the aforementioned website of the Company and the TSE website.
 - For this General Meeting of Shareholders, regardless of whether they have requested the delivery of paper copies, we will send all shareholders paper copies of documents containing matters for which measures for providing information in electronic format are to be taken, excluding those listed below in accordance with laws and regulations as well as Article 15, paragraph 2 of the Company's Articles of Incorporation.
 - (i) Share Acquisition Rights, Accounting Auditor, System to Ensure the Properness of Operations and Status of System Operation, and Policy on Determining Dividends of Surplus in the Business Report
 - (ii) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements in the Consolidated Financial Statements
 - (iii) Statement of Changes in Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements
- Therefore, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements are part of the documents audited when the Accounting Auditor prepared the Accounting Audit Report and the Audit and Supervisory Committee prepared the Audit Report.
- As part of our initiatives to save electricity, we will reduce air conditioning in the venue on the day of the meeting. Please also be advised that the Company's staff members at the General Meeting of Shareholders will be wearing light attire without neckties.

Instructions for Exercise of Voting Rights

Voting rights at the Company's General Meeting of Shareholders are shareholders' important rights.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

You may exercise your voting rights by one of the following three methods.

Attend the general meeting of shareholders

Please submit the voting form to the reception desk at the meeting venue.

Date and time: Tuesday, June 24, 2025, at 10:00 a.m. (JST) (Reception opens at 9:30 a.m.)

Exercise of voting rights via the internet, etc.

Please enter your approval or disapproval for each proposal following the instructions on the next page.

Deadline for exercise of voting rights: All data entry to be completed no later than 5:30 p.m., on Monday, June 23, 2025 (JST).

Exercise voting rights in writing (by postal mail)

Please indicate your approval or disapproval for each proposal on the voting form, and post it without a postage stamp.

Deadline for exercise of voting rights: To be received no later than 5:30 p.m., on Monday, June 23, 2025 (JST).

How to fill out the voting form

Please enter your approval or disapproval for each proposal here.

Proposal No. 1

- If you approve for all candidates Circle "Approve."
- If you disapprove for all candidates Circle "Disapprove."
- If you disapprove for some candidates Circle Approve and enter the Candidate No(s). you disapprove.

Proposal No. 2

- If you approve Circle "Approve."
- If you disapprove Circle "Disapprove."
- If you exercise your voting rights both via the internet, etc. and in writing (by mail), the exercise of voting rights via the internet, etc. shall be deemed effective. Moreover, if you exercise your voting rights via the internet, etc. multiple times, only the last vote shall be deemed effective.
- In the event that you do not indicate your approval or disapproval for a proposal on the voting form when you exercise your voting rights in writing (by postal mail), we will treat it as if you indicated your approval.

Instructions for exercise of voting rights via the internet, etc.
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Scanning the QR Code

You can simply log in to the voting website without entering your login ID and temporary password printed on the voting form.

1. Please scan the QR Code printed on the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Enter your approval or disapproval by following the instructions shown on the screen.

Entering login ID and temporary password

Voting website: <https://evote.tr.mufg.jp/> (This website is available only in Japanese)

1. Please access the voting website.
2. Please enter the login ID and temporary password printed on the voting form and click “Log in.”
3. Enter your approval or disapproval by following the instructions shown on the screen.

In case you need instructions for how to operate your personal computer or smartphone in order to exercise your voting rights via the internet, etc., please contact:	Help Desk, Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation 0120-173-027 (Toll free/operating hours 9:00 a.m. - 9:00 p.m.)
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Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) Koichi Hosokawa and Tetsuya Kaneko will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors, increasing the number of Directors by one to strengthen the management structure.

The candidates for Director are as follows:

The Audit and Supervisory Committee has not noted any particular issues related to this proposal.

Candidate No.	Name	Position and responsibility in the Company	Candidate attributes
1	Koichi Hosokawa	Representative Director, President and CEO	Reelection
2	Tetsuya Kaneko	Outside Director	Reelection Outside
3	Yoshinobu Tao	Executive Vice President, Executive Officer	New election

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company		Number of the Company's shares owned
1	Koichi Hosokawa (May 5, 1957) Reelection Tenure 7 years Attendance at Board of Directors meetings 20/20	Apr. 1981	Joined Kuroda Electric Co., Ltd.	0 shares
		June 2007	Executive Officer	
		Apr. 2012	Managing Executive Officer, Chief Officer of Overseas Departments	
		Apr. 2014	President and Chief Operating Officer	
		June 2014	Director, President and Chief Operating Officer	
		Apr. 2018	Representative Director and President, KM Holdings Co., Ltd. (currently Kuroda Group Co., Ltd.)	
		Apr. 2019	Representative Director, President, and Executive Officer, Kuroda Electric Co., Ltd.	
		Apr. 2020	Representative Director and President, the Company	
		Apr. 2023	Director, Kuroda Electric Co., Ltd.	
		Apr. 2023	Representative Director, President and CEO, the Company (current position)	
Reasons for nomination as candidate for Director Because Mr. Koichi Hosokawa is well versed in the Company's business based on his practical experiences overseas, he has displayed leadership not only in many overseas businesses, but also in business as a whole within the Group, and has produced actual results. We judge that, amid turbulent changes in the business environment, Mr. Koichi Hosokawa can play a more crucial role than ever toward achieving the new three-year plan based on his abundant experience and achievement, as Representative Director, President and CEO. We also judge that he can further contribute to the improvement of the management supervisory function from the global standpoint necessary for the business administration of the Group. Consequently, we nominate him as a candidate for Director.				
2	Tetsuya Kaneko (April 8, 1982) Reelection Outside Tenure 7 years Attendance at Board of Directors meetings 20/20	Apr. 2006	Joined Goldman Sachs Japan Co., Ltd.	0 shares
		Apr. 2012	Director, Fujita Corporation	
		Nov. 2012	Director, USEN CORPORATION	
		Aug. 2014	Joined MBK Partners	
		Mar. 2017	Director, TASAKI & Co., Ltd.	
		Mar. 2018	Director, Kuroda Electric Co., Ltd.	
		June 2019	Director, Godiva Japan, Inc. (current position)	
		Apr. 2020	Outside Director, the Company (current position)	
		July 2022	Director, Orchid Inc. (current position)	
		Jan. 2025	Partner, MBK Partners (current position)	
		Feb. 2025	Director, FICT LIMITED (current position)	
		May 2025	Director, MBK Partners (current position)	
		Significant concurrent positions outside the Company		
		Director, Godiva Japan, Inc.		
		Director, Orchid Inc.		
Director, FICT LIMITED				
Director, MBK Partners				
Reasons for nomination as candidate for outside Director and expected role Mr. Tetsuya Kaneko has extensive experience and a record of achievement in the finance industry, has served as a Director at many companies, and has knowledge and experience related to increasing corporate value. We judge that he will be able to utilize his in-depth knowledge in the areas of global business, finance, accounting, legal affairs, and corporate governance in the Company's management. Consequently, we nominate him as a candidate for outside Director.				

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company		Number of the Company's shares owned
3	Yoshinobu Tao (June 26, 1962)	June 1986	Joined NIPPONDENSO CO., LTD. (currently DENSO CORPORATION)	0 shares
	New election	Apr. 2019	Executive Officer, Purchasing Group	
		Apr. 2024	Executive Officer, Purchasing Group	
		May 2025	Executive Vice President and Executive Officer, the Company (current position)	
Reasons for nomination as candidate for Director Mr. Yoshinobu Tao has held numerous key positions in the Purchasing Group of DENSO Corporation for many years and serves as Purchasing Group Executive Officer at that company. We judge that he will be able to utilize his extensive experience and record of achievement in the field of electronic equipment trading in the Company's management. Consequently, we nominate him as a candidate for Director.				

- Notes
1. There is no special interest between any of the candidates and the Company.
 2. Mr. Tetsuya Kaneko is a candidate for outside Director.
 3. Mr. Tetsuya Kaneko is currently outside Director of the Company, and his tenure as outside Director will be seven years at the conclusion of this meeting.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act with the directors, Audit and Supervisory Committee Members, corporate auditors, and executive officers of the Company and its subsidiaries included as the insured persons. The full amount of the insurance premiums is borne by the Company and its subsidiaries. The policy covers damages, litigation expenses, etc. incurred by the insured persons from claims for damages arising from acts carried out through duties as an officer of the Company. However, cover is not provided in cases where an insured person commits a crime or an intentionally illegal act. If each candidate is elected and assumes office as a Director, each of them will be an insured person under the insurance policy. Moreover, the Company plans to renew the insurance policy with the same content at the next renewal.

[Reference] Skill Matrix

■ Perspective on the skills required by the Company's Directors

The Company strives to engage officers with the experience and expertise (skills) required for a sustainable business growth strategy and ensuring a stable management base in order to maintain and increase corporate value.

1. Sustainable business growth strategy

We will implement management strategies that respond to change (“corporate management”) and continue to provide tailored products and services leveraging our unique technologies (“technology”) to meet the issues and needs of our partners (“sales”) across various countries and regions (“global”), all while looking ahead to the business environment in the next decade (“sustainability”).

2. Ensuring a stable management base

We will conduct management by utilizing our knowledge of “finance and accounting” and “law and corporate governance,” enabling us to constantly identify business risks and detect signs of environment changes, regardless of the times or environment.

If Proposal No. 1 is approved and adopted as originally proposed, the expertise and experience of the Directors will be as follows. Please note that the positions and responsibilities of Mr. Koichi Hosokawa, Mr. Yoshinobu Tao, and Mr. Tetsuya Kaneko listed below are those before this General Meeting of Shareholders.

Name	Position and responsibility	Corporate management	Sales	Sustainability	Technology	Global business	Finance and accounting	Law and corporate governance
Koichi Hosokawa	Representative Director President and CEO	○	○	○		○		
Yoshinobu Tao	Executive Vice President, Executive Officer	○			○	○		
Tetsuya Kaneko	Director (Outside)	○				○	○	○
Akihiro Tozawa	Director (Audit and Supervisory Committee Member) (Outside)					○		○
Kazuo Kawai	Director (Audit and Supervisory Committee Member) (Outside)			○			○	○
Mitsutoshi Ota	Director (Audit and Supervisory Committee Member) (Outside)	○				○	○	○
Yasunobu Mori	Director (Full-time Audit and Supervisory Committee Member)	○					○	○

* The table above does not show all the knowledge and experience possessed by each Director.

Proposal No. 2 Revision of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Extraordinary General Meeting of Shareholders held on March 30, 2023 passed a resolution setting the remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) at no more than 150 million yen per year, and the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is set at no more than 10 in the Articles of Incorporation. The Company proposes to increase the remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) to no more than 400 million yen per year, taking into consideration an expected increase in the number of Directors in the future, the external environment, and other circumstances. Moreover, the Company proposes that, as in the past, the remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) will not include the employee salaries of Directors who serve concurrently as employees.

A summary of the content of the policy for determining the details of remuneration, etc. for individual Directors of the Company is as provided on pages 25 and 26 of the Business Report (in Japanese only), and even if this proposal is approved, the Company does not plan to revise the said policy. The content of this proposal was determined by comprehensively taking into consideration our company's business scale, the previous officer remuneration system and payment levels, the current number of officers, and future trends, etc., and was submitted to the Audit and Supervisory Committee. The results of the Audit and Supervisory Committee's deliberations were submitted to a review committee consisting of all the Directors. The Board of Directors decided on the proposal based on the recommendations of the review committee and judges that the proposal is appropriate.

There are currently two Directors (excluding Directors who are Audit and Supervisory Committee Members) (includes one outside Director). If Proposal No. 1 is approved and adopted as originally proposed, there will be three Directors (excluding Directors who are Audit and Supervisory Committee Members) (includes one outside Director).