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Securities code: 2922

June 7, 2023

Date electronic provisional measures become available: May 31, 2023

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 75th 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 75th 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 75th 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 28, 2023, at 5:30 p.m. Japan time.

1. Date and Time: Thursday, June 29, 2023 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 75th Fiscal Year (April 1, 2022 - March 31, 2023) 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 75th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Election of Eight (8) Members of the Board of Directors **Proposal 2:** Election of Four (4) Audit and Supervisory Board Members

Proposal 3: Granting of Retirement Benefits to a Retiring Member of the Board of

Directors

- •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 1: 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.	Naı	ne	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	[New appointment] [Outside] [Independent]	Audit and Supervisory Board Member		

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] [Reason for nomination of the industry, which has expected to contricule tive strength of the industry of t	s a wide range of e e has cultivated as bute to the grow	446,808 shares anagement and the Group. He vantage of the	
2	Mr. Koichirou Natori which he has cultivat	has experience in ed as an Executiv	Joined the Company Natori Saitama Plant Head of Saitama Sales Office Deputy General Manager of Sales Planning Department Deputy General Manager of Sales Division Executive Officer Member of the Board of Directors (current position) Managing Executive Officer and General Manager of Sales Division (current position) or Member of the Board of Directors] and knowledge on overall corporate management and food the Officer and Member of the Board of Directors of the Corfficiency improvement primarily of the sales departments	npany. He has
3	Tadashi Yamagata (January 8, 1957) [Reappointment] [Reason for nomination of Mr. Tadashi Yamaga management and food Directors of the Com	candidate for a M April 1984 September 2001 May 2004 June 2004 September 2010 June 2012 April 2020 on as candidate for the has long years a product sales, when the pany. He is expected.	de to keep playing an active role going forward. The Complember of the Board of Directors. Joined the Company General Manager of Nagoya Branch Deputy General Manager of Sales Division Executive Officer (current position) General Manager of Sales Division Member of the Board of Directors (current position) General Manager of Logistics Division (current position) or Member of the Board of Directors] s of experience in and a wide range of knowledge on over hich he has cultivated as an Executive Officer and Member of ted to contribute to the enhancement and efficiency improve Group. The Company therefore renominates him as a contribute to the enhancement and efficiency improves the Group.	3,100 shares erall corporate of the Board of overment of the

No.	Name (Date of birth)		Number of shares of the Company held		
4	Satoru Abe (February 19, 1967) [Reappointment]	April 1990 June 2010 June 2011 May 2016 March 2019 June 2019 June 2020	Joined the Company Deputy General Manager of Production Division and General Manager of Natori Saitama Plant 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)	4,100 shares	
	[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				

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.

		April 2003	Joined the Company	
		February 2009	General Manager of Finance Department	
	Shigeru Ataka	March 2011	General Manager of Accounting Department (current	
	(November 28, 1967)		position)	900
		September 2013	General Manager of Corporate Planning Department	shares
	[Reappointment]		(current position)	
5		June 2016	Executive Officer (current position)	
3		June 2020	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	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)				
	Mr. Masao Nakao has on his wide range of independent and fair of business execution	s long engaged in advanced knowled standpoint as an C monitoring and of candidate for an C	r Outside Member of the Board of Directors and expected rethe management of Mitsubishi Chemical Engineering Corpalge, experience, etc. on corporate management, he is expect Outside Member of the Board of Directors, contribute to the fer advice and opinions on corporate management. The Computside Member of the Board of Directors.	oration. Based ted to, from an e enhancement			
	Fukiko Takeuchi (October 8, 1951) [Reappointment] [Outside]	February 1978 April 1995 April 2001	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)	0 shares			
7	[Independent] (current position) June 2015 Outside Member of the Board of Directors, the Company (current position) [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 of candidate for an O	fer advice and opinions on corporate management. The Computside Member of the Board of Directors.				
8	Kunimichi Gamo (October 23, 1944) [New appointment] [Outside] [Independent]	June 2015 December 2016	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 Member of the Audit and Supervisory Board of the Company (current position) Outside Director (Audit & Supervisory Committee) of amifa Co., ltd. Outside Member of the Board of Directors, the Company	500 shares			
	Mr. Kunimichi Gamo expertise in finance a independent and fair s	on as candidate for has long engaged accounting as votandpoint as an C	r Outside Member of the Board of Directors and expected ral in management of Toyo Engineering Corporation and with well as broad experience in management, he is expected to, butside Member of the Board of Directors, contribute to the offer advice and onlyions on corporate management. The Contribute to the offer advice and onlyions on corporate management.	his wealth of from an enhancement			

of business execution monitoring and offer advice and opinions on corporate management. The Company

therefore nominates 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 and Ms. Fukiko Takeuchi as independent directors/auditors who are Outside Members of the Board of Directors, and Mr. Kunimichi Gamo as an independent director/auditor who is an Outside Audit and Supervisory Board Member 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 16 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 8 years at the conclusion of this General Meeting of Shareholders.
- 4. Mr. Kunimichi Gamo is a candidate for an Outside Member of the Board of Directors of the Company. The Company has entered into an agreement with him as an Outside Member of the Board of Directors to limit his liability for damages to the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act. If his election is approved, the Company intends to continue the above liability limitation agreement with him. He will have served as an Outside Audit and Supervisory Board Member for 8 years 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.

Proposal 2: Election of Four (4) Audit and Supervisory Board Members

All four (4) of the current Audit and Supervisory Board Members will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Audit and Supervisory Board Members is proposed. This proposal has received approval from the Audit and Supervisory Board. The candidates for Audit and Supervisory Board Members are as follows.

No.	Name (Date of birth)	(Number of shares of the Company held	
	Kuniyoshi Nagai (February 4, 1956) [New appointment]	April 1978 March 2002 June 2003 August 2007	Joined the Company General Manager of Production Management Department, Production Division Executive Officer (current position), Deputy General Manager of Production Division and General Manager of Production Management Deputy General Manager of Production Division, Representative Director of meihoku-shokuhin Co.,Ltd., Representative Director of hakodate-natori Co.,Ltd.	1
1	<u> </u>	September 2011	Deputy General Manager of General Affairs & Human Resources Division and General Manager of Human Resources Department (current position)	

[Reason for nomination as candidate for Audit and Supervisory Board Member]

Mr. Kuniyoshi Nagai has a wealth of business experience as the head of the production division, production subsidiaries, and administration division of the Company, and has considerable knowledge of business management. As such, we believe that he will be able to appropriately perform his duties as an Audit and Supervisory Board Member. The Company therefore nominates him as a candidate for an Audit and Supervisory Board Member.

		October 1981	Joined Mitsubishi Research Institute, Inc.	
		October 1996	General Manager of Development Technology Research	
	Jiro Ono		Center	
	(February 16, 1947)	November 2011	Managing Member of the Board of Directors,	
			HOUŠEPLUS CORPORATION	0
	[Reappointment]	April 2002	Professor, Faculty of Management, Atomi University	shares
	[Outside]	June 2007	Outside Audit and Supervisory Board Member of the	Silares
	[Independent]		Company (current position)	
2	[macponation]	April 2014	Dean, Faculty of Management, Atomi University	
		June 2017	Professor Emeritus, Atomi University (current position)	

[Reason for nomination as candidate for Audit and Supervisory Board Member]

Mr. Jiro Ono has extensive knowledge as a university professor, and based on his experience, the Company believes he will be able to monitor management and otherwise appropriately perform his duties as an Outside Audit and Supervisory Board Member. The Company therefore renominates him again as a candidate for an Outside Audit and Supervisory Board Member.

(Date of birth) and significant concurrent positions Compa	s of the any held
April 1973 Joined Taiyo Fishing Co., Ltd. (current Maruha Nichiro Corporation) June 2003 April 2006 April 2006 Member of the Board of Directors Managing Member of the Board of Directors, Executive Vice President, Maruha Group Headquarters April 2008 Hideo Miyabe (October 6, 1950) April 2008 Representative Member of the Board of Directors, Maruha Nichiro Foods Representative Member of the Board of Directors and President, Maruha Nichiro Livestock Full time Audit & Supervicery Roard Member, Maruha	0 ares

[Reason for nomination as candidate for Audit and Supervisory Board Member]

Mr. Hideo Miyabe has long engaged in the management of Maruha Nichiro Corporation and has extensive knowledge and experience related to the fisheries and food industries. By utilizing his skill set, the Company believes he will be able to monitor management and otherwise appropriately perform his duties as an Outside Audit and Supervisory Board Member. The Company therefore renominates him again as a candidate for an Outside Audit and Supervisory Board Member.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions			
4	Hiroshi Iwawaki (December 13, 1957) [New appointment] [Outside] [Independent]	April 1981 April 2005 August 2010 April 2014 April 2016 June 2019	Joined Mitsubishi Chemical Group Corporation General Manager of Corporate Planning Department, Mitsubishi Chemical Engineering Corporation General Manager of Corporate Planning Office, Mitsubishi Chemical Group Corporation Director and General Manager of Planning & Management Office, Project Division 2, Mitsubishi Chemical Engineering Corporation Director, General Manager of International Project Division Full-time Audit & Supervisory Board Member (current position)	0 shares		

[Reason for nomination as candidate for Audit and Supervisory Board Member]

Mr. Hiroshi Iwawaki has long engaged in the management of Mitsubishi Chemical Group Corporation and has extensive knowledge and experience related to the domestic and overseas business thereof. By utilizing his skill set, the Company believes he will be able to monitor management and otherwise appropriately perform his duties as an Outside Audit and Supervisory Board Member. The Company therefore renominates him as a candidate for an Outside Audit and Supervisory Board Member.

Notes: 1. Among the candidates for Audit and Supervisory Board Members, Mr. Jiro Ono, Mr. Hideo Miyabe, and Mr. Hiroshi Iwawaki are candidates for Outside Audit and Supervisory Board Members stipulated in Article 2, Paragraph 3, Item 8 of the Regulations for Enforcement of the Companies Act. The Company has registered Mr. Jiro Ono and Mr. Hideo Miyabe as

independent directors/auditors as stipulated in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc. and along with Mr. Hiroshi Iwawaki, if they are elected as proposed, the Company intends to register all three as independent directors/auditors.

- 2. Mr. Jiro Ono currently serves as an Outside Audit and Supervisory Board Member 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 16 years at the conclusion of this General Meeting of Shareholders.
- 3. Mr. Hideo Miyabe currently serves as an Outside Audit and Supervisory Board Member 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 Audit and Supervisory Board Member for 4 years at the conclusion of this General Meeting of Shareholders.
- 4. Mr. Hiroshi Iwawaki is a candidate for Outside Audit and Supervisory Board Member and if elected, the Company plans to enter 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.
- 5. The Company has entered into a directors and officers liability insurance contract that insures all Audit and Supervisory Board Members, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when insured Audit and Supervisory Board Members 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.

Proposal 3: Granting of Retirement Benefits to a Retiring Member of the Board of Directors

Mr. Masanori Okazaki will resign as an Outside Member of the Board of Directors at the conclusion of this General Meeting of Shareholders. To reward his service during his term of office, the Company has decided to grant retirement benefits to him within a fair amount according to the standard provided by the Company. The Company requests that the specific amount, timing, method, and other details of these retirement benefits be left to the Board of Directors. Retirement benefits to the retiring Member of the Board of Directors are in accordance with the Policy for Determining Remuneration, Etc. for Directors determined by the Board of Directors of the Company, and the content of the retirement benefits is appropriate. With regard to retirement benefits for directors and officers of the Company, the Board of Directors resolved on June 22, 2007 to "exclude outside directors and officers from such benefits after the date of the resolution, and to freeze retirement benefits accrued up to that date until the time of their retirement." This payment to Mr. Masanori Okazaki is based on the provisions in effect prior to the date of the said resolution.

The career summary of the retiring Member of the Board of Directors is as follows:

Name	Career summary				
Masanori Okazaki	June 2003	Outside Member of the Board of Directors, the Company (current			
		position)			

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

If Proposal 1 and Proposal 2 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:

		Expertise and Experience					
Name	Position	Manage- ment	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 Audit and Supervisory Board Member	•			•	•	•
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.