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Securities code: 8093

May 31, 2024

Electronic Provision Measures Commencement Date: May 27, 2024

To Shareholders with Voting Rights:

Yoshiya Okada
Representative Director
President and Chief Executive Officer
Kyokuto Boeki Kaisha, Ltd.
2-1, Otemachi 2-chome, Chiyoda-ku,
Tokyo, Japan

**CONVOCATION NOTICE
FOR THE 104TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 104th Annual General Meeting of Shareholders of Kyokuto Boeki Kaisha, Ltd. (the “Company”) will be held as set forth below.

In convening this general meeting of shareholders, the Company has taken measures for electronic provision. Matters subject to measures for electronic provision are posted on the following website on the internet.

The Company’s website:

<https://www.kbk.co.jp/en/ir/news>

In addition to the website above, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website (Listed Company Search), enter and search for the issue name (company name) “Kyokuto Boeki” or the securities code “8093,” then click “Basic information,” and select “Documents for public inspection/PR information” to review the information.

TSE website (Listed Company Search):

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

If you do not attend the meeting, you can exercise your voting rights in advance in either of the following ways. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision and exercise your voting rights by close of business (5:40 p.m. JST) on Tuesday, June 18, 2024.

[Exercise of voting rights by postal mail (in writing)]

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and send it back to us so that it reaches us by the exercise deadline stated above. Where no indication is given either for approval or disapproval of each proposal on the submitted voting form, it will be treated as an expression of approval.

[Exercise of voting rights via the Internet, etc.]

Please refer to “Instructions for Exercising Voting Rights via the Internet, etc.” on page 6 (available only in the Japanese version) and enter your votes for or against the proposals by the exercise deadline stated above.

- 1. Date and Time:** Wednesday, June 19, 2024 at 10:00 a.m. JST
- 2. Place:** 8-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo
TRUST CITY CONFERENCE MARUNOUCHI Room 3+4,
11F, Marunouchi Trust Tower North
* Please refer to the venue map at the end of this Convocation Notice (available only in the Japanese version).
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 104th Term (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 104th Term (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

[Response to the System for Electronic Provision of Materials for General Meeting of Shareholders and Other Matters]

For shareholders with voting rights, in addition to the simplified convocation notice required by laws and regulations (the convocation notice in a narrow sense and information on websites to be provided electronically), we send a summary version of the convocation notice with Reference Documents for the General Meeting of Shareholders containing matters to be resolved. Please refer to either of the websites above for information on other matters in relation to the matters subject to measures for electronic provision. For shareholders who wish to receive written materials for the general meeting of shareholders from the next meeting, please contact your securities company or Sumitomo Mitsui Trust Bank, Limited.

Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited

0120-533-600

Business hours: 9:00 to 17:00 (excluding Saturdays, Sundays and holidays)

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ In accordance with laws and regulations and Article 16 of the Company's Article of Incorporation, the following matters are not included in the written documents sent to shareholders who have requested the delivery of the documents.

Certain items of the Business Report

1. Matters on current status of the corporate group
 - (5) Major business description
 - (6) Major offices
 - (7) Status of employees
 - (8) Status of major lenders
 - (9) Other important matters on current status of the corporate group
2. Matters on share subscription rights, etc. of the company
3. Status of accounting auditors
4. System to ensure that the execution of Directors' duties conform to the laws and regulations and the Article of Incorporation, and other system to ensure the appropriateness of business of the corporate group that is consisted by the Company and its subsidiaries, and overview of the operating status of such systems
5. Basic matters on the control of the company

Certain items of the Consolidated Financial Statements

Consolidated Statements of Changes in Net Assets

Notes to Consolidated Financial Statements

Certain items of the Non-consolidated Financial Statements

Non-Consolidated Statements of Changes in Net Assets

Notes to Non-consolidated Financial Statements

- ◎ The Audit and Supervisory Committee and Accounting Auditor have audited the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements including the matters above when preparing their audit report.
- ◎ In the event of any modification to the matters subject to measures for electronic provision, the items before and after the modification will be posted on each aforementioned website.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes to appropriate its surplus as follows.

Matters concerning year-end dividends:

In order to continuously and positively give back to its shareholders and achieve sustained improvement in corporate value, the Company makes it a basic policy to distribute profits in consideration of future business development, financial conditions, revenue trends, and other factors, under an appropriate capital policy.

In addition, in the “KBK Plus-One 2025,” the medium-term management plan announced on May 10, 2021, the Company has set forth proactive shareholder return policies such as maintaining a dividend payout ratio of 100% for the first three years, and this fiscal year is the third year of the plan.

In accordance with the above policy, in comprehensive consideration of factors including business results for the current fiscal year, the business environment, and future business expansion, the Company proposes a year-end dividend as follows.

- (1) Type of dividend property
Money
- (2) Allocation of dividend property and total amount thereof
56 yen per share of common stock of the Company (93.50 yen per year combined with an interim dividend)
In this case, the total amount of dividends will be 690,339,104 yen.
- (3) Effective date of distribution of surplus
June 20, 2024

Proposal 2: Election of Five Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

All five Directors (excluding Directors Serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will retire due to expiration of their terms of office at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect five Directors.

The candidates for Directors are as follows.

With regard to this Proposal, the Audit and Supervisory Committee has determined that all candidates for Directors are appropriate.

No.		Name		Current positions and responsibilities	Attendance at Board of Directors meetings
1	Reappointment	Yoshiya Okada	Male	Representative Director President and Chief Executive Officer; General Manager, Sales Administration Office; General Manager, Industrial Systems Division	14/14 (100%)
2	Reappointment	Shinji Sakuma	Male	Director and Executive Vice President; Deputy General Manager, Sales Administration Office; General Manager, Mechanical Parts Division	14/14 (100%)
3	Reappointment	Masaharu Sato	Male	Director and Managing Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Industrial Materials Division	14/14 (100%)
4	New appointment	Tadamichi Hatta	Male	Executive Officer; General Manager, Corporate Division	
5	Reappointment	Takashi Fujino	Outside Independent	Male Director	14/14 (100%)

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	<div data-bbox="204 651 389 685" style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Yoshiya Okada (April 25, 1957) Attendance at Board of Directors meetings: 14/14 (100%)	<p>April 1984 Joined the Company</p> <p>April 2003 General Manager, Information & Environment Systems Department</p> <p>June 2005 Managing Director, KBK Europe GmbH</p> <p>October 2009 General Manager, Industrial Systems Department, the Company</p> <p>April 2011 Executive Officer; General Manager, Industries & Resources Group; General Manager, Industrial Systems Department</p> <p>April 2013 Executive Officer; General Manager, Industries & Resources Group; General Manager, Domestic Subsidiaries Management Group</p> <p>June 2013 Director and Executive Officer; General Manager, Industries & Resources Group; General Manager, Domestic Subsidiaries Management Group</p> <p>April 2017 Director and Managing Executive Officer; General Manager, Industries & Resources Group; General Manager, Domestic Subsidiaries Management Group</p> <p>April 2019 President and Chief Executive Officer; General Manager, Sales Administration Office</p> <p>April 2023 President and Chief Executive Officer; General Manager, Sales Administration Office; General Manager, Industrial Systems Division (to present)</p> <p><Reason for candidacy> Since joining the Company, Mr. Okada has engaged mainly in the industry-related business and has accumulated abundant experience and considerable achievements in the Company's various business areas. He also has management experience overseas, serving as a manager of a local subsidiary of the Company in Germany. Moreover, he assumed the office of President and Chief Executive Officer of the Company in 2019 and has since accumulated a high degree of expertise concerning business management as a whole through the above experience, and also possess abundant experience and insight as a corporate executive. The Company proposes to continue to elect him as Director because it believes that he can contribute to the sustained growth of the Company and further enhancement of corporate value.</p>	43,176 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
2	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Shinji Sakuma (May 22, 1963) Attendance at Board of Directors meetings: 14/14 (100%)	April 1986 Joined the Company July 2009 General Manager, Kyokuto Trading (Shanghai) Co., Ltd. May 2013 General Manager, Industrial Systems Department, the Company April 2019 Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Basic Industry Division June 2020 Director and Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Basic Industry Division April 2021 Director and Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Mechanical Parts Division June 2021 Director and Managing Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Mechanical Parts Division April 2024 Director and Executive Vice President; Deputy General Manager, Sales Administration Office; General Manager, Mechanical Parts Division (to present) (Significant concurrent position) President & COO, ETO Co., Ltd.	23,472 shares
		<Reason for candidacy> Since joining the Company, Mr. Sakuma has engaged in the industrial materials-related business and basic industry-related business, and has accumulated abundant experience and considerable achievements in the Company's various business areas. He also has management experience overseas, serving as General Manager of Kyokuto Trading (Shanghai) Co., Ltd., a local subsidiary of the Company in China. The Company proposes to continue to elect him as Director because it believes that he has been contributing to the sustained growth of the Company and further enhancement of corporate value through his high degree of expertise concerning business management as a whole, which he has accumulated through the above experience.	

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Masaharu Sato (January 9, 1959) Attendance at Board of Directors meetings: 14/14 (100%)	April 1983 Joined the Company June 2005 General Manager, Plastics Department June 2009 Executive Officer; General Manager, Materials Group; General Manager, Plastics Department July 2009 Executive Officer; General Manager, Materials Group June 2017 Director and Executive Officer; General Manager, Materials Group April 2019 Director and Managing Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Industrial Materials Division; General Manager, Mechanical Parts Division April 2021 Director and Managing Executive Officer; Deputy General Manager, Sales Administration Office; General Manager, Industrial Materials Division (to present)	17,082 shares
		<Reason for candidacy> Since joining the Company, Mr. Sato has engaged in the industrial materials-related business and has served as General Manager of Plastics Department and Materials Group, accumulating abundant experience and considerable achievements in those areas. In addition to having worked abroad, he has a wealth of business experience overseas involving coordination and negotiation with customers. The Company proposes to continue to elect him as Director because it believes that he has been contributing to the sustained growth of the Company and further enhancement of corporate value through his high degree of expertise concerning business management as a whole, which he has accumulated through the above experience.	

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
4	<div data-bbox="201 607 389 674" style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">New appointment</div> <p data-bbox="193 712 397 768">Tadamichi Hatta (December 9, 1965)</p>	<p data-bbox="419 304 539 331">April 1988</p> <p data-bbox="419 360 539 387">April 2018</p> <p data-bbox="419 450 539 477">April 2019</p> <p data-bbox="419 506 592 533">November 2010</p> <p data-bbox="419 562 539 589">April 2021</p> <p data-bbox="419 618 592 645">September 2022</p> <p data-bbox="419 651 523 678">July 2023</p> <p data-bbox="419 685 563 712">January 2024</p> <p data-bbox="419 741 676 768"><Reason for candidacy></p> <p data-bbox="419 775 1286 1070">During his career at Mitsubishi Chemical Group, Mr. Hatta has accumulated abundant experience of not only accounting and finance practice, but also experience implementing mission-critical systems while stationed in the U.S. and engaging in the management administration at group companies in addition to corporate governance and management strategy as a holding company. After joining the Company, he has been in charge of the Corporate Division and is also focusing on promoting M&A while addressing various reforms and improvements. The Company proposes to elect him as Director because, based on his many years of experience in corporate finance and corporate governance, the Company expects him to contribute to further enhancement of corporate value.</p>	0 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
5	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> <p>Takashi Fujino (February 12, 1956)</p> <p>Attendance at Board of Directors meetings: 14/14 (100%)</p>	<p>April 1979 Joined Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>January 2009 Executive Officer; General Manager, Corporate Planning Office</p> <p>January 2010 Senior Executive Officer; CFO; General Manager, President Office</p> <p>March 2010 Director; Senior Executive Officer; CFO; General Manager, President Office</p> <p>January 2015 Director; Senior Executive Officer; Assistant to President (retired in March 2015)</p> <p>January 2015 Advisor, ISE CHEMICALS CORPORATION</p> <p>March 2015 President and Chief Executive Officer (retired in March 2019)</p> <p>June 2021 Director, the Company (to present)</p> <p>June 2023 Outside Audit & Supervisory Board Member, TDK Corporation (to present)</p> <p>(Significant concurrent position) Outside Audit & Supervisory Board Member, TDK Corporation</p> <p><Reason for candidacy and summary of expected roles> Mr. Fujino had served as Director in charge of finance, investor relations and corporate governance at Asahi Glass Co., Ltd. (currently AGC Inc.), and later as President at ISE CHEMICALS CORPORATION (listed on the Tokyo Stock Exchange Standard Market). The Company has nominated him as a candidate for Outside Director in order for him to provide objective opinions on the Company's overall management from an independent perspective based on his abundant experience and wide insight as a corporate manager. The Company expects him to perform a supervisory function from a standpoint independent of the management team, based on his abundant experience in corporate management.</p>	1,800 shares

(Notes)

1. There are no special interests between the above candidates and the Company.
2. Mr. Takashi Fujino is a candidate for Outside Director.
3. The matters concerning candidates for Outside Directors are as follows:
 - i. The Company has entered into a liability limitation agreement with Mr. Takashi Fujino, and plans to continue the said agreement with him if he is reelected. The outline of the agreement is as follows:
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the liability for damages under Article 423, Paragraph 1 of the said Act shall be limited to the higher of 7.2 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the said Act.
 - ii. Mr. Takashi Fujino is currently an Outside Director of the Company and will have served in the position for three years at the conclusion of this Annual General Meeting of Shareholders.
4. The Company has registered Mr. Takashi Fujino as an independent officer stipulated by the rules of the Tokyo Stock Exchange, and plans to continue to register him as an independent officer if he is reelected.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company, with Directors and Auditors of the Company and its subsidiaries as the insured persons. The insurance contract covers damages, litigation expenses, etc. to be borne by the insured in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her capacity as an officer of the Company. The Company bears the entire premium for all the insured persons.
Each candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract of the same content at the time of next renewal.

[Reference] Skills Matrix of Directors (planned) after the Annual General Meeting of Shareholders

Name	Positions	Independent and Outside	Corporate management	Finance	Legal affairs, risk management	Technology, innovation	Sales, marketing	Global experience	Environment, society
Yoshiya Okada	Representative Director, President and Chief Executive Officer		○			○	○	○	○
Shinji Sakuma	Director and Executive Vice President		○			○	○	○	○
Masaharu Sato	Director and Managing Executive Officer		○			○	○	○	○
Tadamichi Hatta	Director and Executive Officer		○	○	○			○	○
Takashi Fujino	Director	●	○	○	○			○	○
Hidehiko Maeda	Director, Audit and Supervisory Committee Member		○	○	○				○
Mitsuharu Kaizuka	Director, Audit and Supervisory Committee Member	●			○				○
Mariko Hidaka	Director, Audit and Supervisory Committee Member	●		○					○

(Note) The above table represents skills and roles possessed by each Director.