



October 16, 2023

For Immediate Release

Ryosan Company, Limited

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Listing Code No.: 8140

Listing: Prime Market, Tokyo Stock Exchange

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Notice Concerning Setting of Record Date for Convocation of Extraordinary General Meeting of Shareholders, Convening of Extraordinary General Meeting of Shareholders and Partial Change of Articles of Incorporation

At the meeting of the Board of Directors held today, Ryosan Company, Limited (hereinafter “the Company”) decided to set the record date for the convocation of an extraordinary meeting of shareholders (hereinafter “the Extraordinary Meeting”), to hold the Extraordinary Meeting and to submit two motions for deliberation at the Extraordinary Meeting: one concerning approval of a share-transfer plan and another concerning a partial change of the Articles of Incorporation. In view of the above, the Company gives notice as follows .

The above matters relate to the establishment of a joint holding company through a joint transfer of shares (hereinafter “the Share Transfer”) as announced in a separate statement released today, “Notice of Execution of Definitive Agreement for Management Integration between Ryoyo Electro Corporation and Ryosan Company, Limited through the Establishment of a Joint Holding Company (Share Transfer).”

1. Concerning the Setting of a Record Date, etc. for Convocation of the Extraordinary Meeting

To determine the shareholders who can exercise voting rights at the Extraordinary Meeting scheduled for Tuesday, December 19, 2023, the Company has set a record date of Tuesday, October 31, 2023. Shareholders whose names are written or recorded on the shareholder registry as of the end of that date are shareholders who may exercise voting rights at the Extraordinary Meeting.

- (1) The record date Tuesday, October 31, 2023
- (2) The date of public notice Monday, October 16, 2023
- (3) Method of notification Electronic notification (the information will be posted on the Company’s website.)
<https://www.ryosan.co.jp/>

2. Date, Time, Location and Agenda of the Extraordinary Meeting

(1) Date, time and location of the Extraordinary Meeting (tentative)

Date and time	10:00 AM, Tuesday, December 19, 2023
Location	8 th floor hall, the Company's Headquarters Building 2-3-5 Higashikanda, Chiyoda-ku, Tokyo

(2) Agenda for the Extraordinary Meeting

Agenda item No. 1	Approval of plan for the Share Transfer For details of the Share Transfer, please refer to the separate statement released today, "Notice of Execution of Definitive Agreement for Management Integration between Ryoyo Electro Corporation and Ryosan Company, Limited through the Establishment of a Joint Holding Company (Share Transfer)."
Agenda item No. 2	Partial change of Articles of Incorporation

3. Partial Change of Articles of Incorporation

(1) Purpose of partial change of Articles of Incorporation

To facilitate the smooth execution of administrative procedures related to the convocation of Ordinary General Meetings of Shareholders and other matters, Article 13 of the current Articles of Incorporation (Record Dates of Ordinary General Meetings of Shareholders) specifies the record dates of Ordinary General Meetings of Shareholders, in accordance with the provisions of Article 124, Paragraph 3 of the Companies Act. If agenda item No. 1 above, which regards approval of the plan for the Share Transfer, is approved at the Extraordinary Meeting, such that the Share Transfer becomes effective as of Monday, April 1, 2024, the Company will have only one shareholder, namely the joint holding company. As such, the stipulation of record dates for Ordinary General Meetings of Shareholders will become unnecessary. For this reason, it is proposed that Article 13 of the current Articles of Incorporation (Record Dates of Ordinary General Meetings of Shareholders), which specifies the record dates of Ordinary General Meetings of Shareholders, be abolished, such that the current Article 14 in the Articles of Incorporation becomes Article 13 and so on. (This partial change in the Articles of Incorporation is hereinafter referred to as "the Partial Change of the Articles of Incorporation.")

If agenda item No. 1 above, "Approval of plan for the Share Transfer," is approved as drafted at the Extraordinary Meeting; the Share Transfer plan as approved in agenda item No. 1 by the day before Sunday, October 31, 2024 remains in effect; and the Share Transfer is not suspended, the Partial Change of the Articles of Incorporation will come into effect on Sunday, October 31, 2024.

Reference

Concerning the distribution of surplus (year-end dividend) for the consolidated fiscal year 2023 (April 1, 2023 to March 31, 2024), in accordance with Article 34, Paragraph 1 of the current Articles of Incorporation (Article 33, Paragraph 1 following the Partial Change of the Articles of Incorporation), the Company will pay said dividend to shareholders and registered pledgees of shares whose names are

written or recorded on the shareholder registry as of the end of March 31, 2024.

(2) Details of Partial Change of the Articles of Incorporation

Details of changes are as follows.

(Changes are underlined.)

Current Articles of Incorporation	Proposed change
Articles 1 to 12 (Text omitted)	Articles 1 to 12 (Unchanged)
<u>(Record Dates of Ordinary General Meetings of Shareholders)</u>	(Deleted)
Article 13 <u>The record date for voting rights at Ordinary General Meetings of Shareholders shall be March 31 of each year.</u>	
Articles <u>14</u> to <u>35</u> (Text omitted)	Articles <u>13</u> to <u>34</u> (unchanged)

(3) Schedule for Partial Change of the Articles of Incorporation

Date of decision by Board of Directors	Monday, October 16, 2023
Date of resolution by the Extraordinary Meeting	Tuesday, December 19, 2023 (tentative)
Effective date of Partial Change of the Articles of Incorporation	Sunday, March 31, 2024 (tentative)