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(Securities Code: 4979)

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To Those Shareholders with Voting Rights

Hisashi Oka  
President CEO  
**OAT Agrio Co., Ltd.**  
1-3-1 Kanda Ogawa-machi,  
Chiyoda-ku, Tokyo

## **NOTICE OF CONVOCATION OF THE 15TH ANNUAL SHAREHOLDERS MEETING**

We are pleased to announce the 15th Annual Shareholders Meeting of OAT Agrio Co., Ltd. (the “Company”). The meeting will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format. This information is posted on each of the following websites, so please access any of these websites to confirm the information.

The Company’s website:

<https://www.oat-agrio.co.jp/ir/meeting/> (in Japanese)

(Confirm by accessing the above website, selecting NOTICE OF CONVOCATION OF THE 15TH ANNUAL SHAREHOLDERS MEETING, then selecting DOCUMENTS FOR THE 15TH ANNUAL SHAREHOLDERS MEETING.)

General shareholders meeting informational material website:

<https://d.sokai.jp/4979/teiji/> (in Japanese)

Matters for subject to measures for electronic provision, is available at the Tokyo Stock Exchange, Inc. (TSE) website below as well as at the Company’s website.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Confirm by accessing the above TSE website, entering OAT Agrio in the Issue name (company name) field or the Company’s stock code 4979 in the Code field and clicking Search, selecting Basic information and then Documents for public inspection/PR information, then accessing the Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting column in the Filed information available for public inspection section.)

If you are unable to attend the meeting, you can exercise your voting rights via the internet or in writing (postal mail). Please review the Reference Documents for the Shareholders Meeting and exercise your voting rights by 5:20 p.m. on Monday, March 24, 2025 (JST).

- 1. Date and Time** **Tuesday, March 25, 2025, 10:00 a.m.**  
**(Reception desk opens at 9:00 a.m.)**
- 2. Place** **BELLESALLE KANDA 3F, Sumitomo Fudosan Kanda Building**  
7 Kanda Mitoshirocho, Chiyoda-ku, Tokyo
- 3. Objectives of the Meeting**
- Matters to Be Reported:**
1. Business Report, Consolidated Financial Statements, and Reports of Audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 15th Business Year (from January 1, 2024 to December 31, 2024)
  2. Non-consolidated Financial Statements for the 15th Business Year (from January 1, 2024 to December 31, 2024)
- Matters to Be Resolved:**
- Proposal:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- For those attending the meeting, please present the Voting Rights Exercise Form sent out with this notice at the reception desk on arrival at the meeting.
- Any modifications, matters prior to modification and matters after modification to the matters subject to measures for electronic provision shall be posted on the aforementioned websites for which measures for electronic provision are taken.
- Among the documents required to be disclosed together with this notice, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents, as provided for by the relevant laws and regulations and Article 15 of the Company's Articles of Incorporation. Those documents of this notice are part of the documents 1~7: that were audited by the Audit and Supervisory Committee and 4~7: audited by the Accounting Auditor in preparing the Audit Reports.
  1. Outline of system to secure operational adequacy and its operating state
  2. Basic policy on control of company
  3. Policy on determination of dividends of surplus
  4. Consolidated statement of changes in equity
  5. Notes to the consolidated financial statements
  6. Non-consolidated statement of changes in equity
  7. Notes to the non-consolidated financial statements

Note that, for this general meeting of shareholders, paper-based documents stating matters subject to measures for electronic provision, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

**Guidance on Year-End Dividends**

The Company resolved at its meeting of the Board of Directors held on February 26, 2025 to pay dividends from surplus for the fiscal year under review of ¥55 per share as per the dividend forecast announced on February 13, 2024. The effective date (starting date) of this payment will be March 11, 2025.

**Reference Documents for the Shareholders Meeting**

**Proposal:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all the current six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire upon the conclusion of this Annual Shareholders Meeting.

Accordingly, the Company proposes the election of six (6) Directors.

This proposal was submitted to the Company’s Audit and Supervisory Committee so that it could confirm and examine the situation regarding supervision and execution of the Board of Directors, and the selection criteria, etc. of the nominee for Director. As a result, after giving consideration to the status of business execution, performance, and other qualities of the nominees in the current business year, all were deemed to be suitable.

The nominees for Directors are as follows:

No.	Name (Date of Birth) Number of the Company’s Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
1 Reelection	Hisashi Oka (Feb. 11, 1961)  183,171	Mar. 2011    General Manager, Technology Development Division and Executive Officer of Otsuka Chemical Co., Ltd. Jan. 2013    Director, Business Development Division, Senior Manager, Corporate Planning Section and Director (Board Member) of the Company, responsible for Accounting Division Jan. 2015    Director, Agrochemical Division and Director (Board Member) of the Company, responsible for Marketing & Promotion Division Jan. 2018    Director, Research and Development Division, Senior Manager, Corporate Planning Section and Director (Board Member) of the Company Oct. 2018    Director, Research and Development Division and Director (Board Member) of the Company, responsible for Corporate Planning Section Mar. 2019    Director, Research and Development Division and Director (Board Member) of the Company Feb. 2020    Director, Research and Development Division and Director (Board Member) of the Company, responsible for HR Division, General Affairs Division, Accounting Division, Production Control Division, Purchasing Division, Corporate Planning Section, Information Planning Section, IP & Legal Section, and Quality Assurance Section Mar. 2020    President CEO of the Company (present)

(Reasons for a nominee for Director)

Mr. Hisashi Oka has been entrusted by the shareholders as President CEO of the Company, and has been steering the Company’s management. The Board of Directors has continued to determine him as a nominee for Director, as he has considerable experience and knowledge in regard to management in general.

No.	Name (Date of Birth) Number of the Company's Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
2 Reelection	Satoshi Kitaguchi (Oct. 16, 1964)  32,695	<p>Oct. 2014    Manager, Business Development Division of the Company and President CEO of OAT Stevia Co., Ltd.</p> <p>Jan. 2015    Director, Fertilizer &amp; Biostimulant Division of the Company</p> <p>Jan. 2018    Director, Fertilizer &amp; Biostimulant Division and Executive Officer Status of the Company</p> <p>Jul. 2018    Managing Director of Asahi Chemical Europe s.r.o.</p> <p>Feb. 2020    Director, Agrochemical Division and Executive Officer Status of the Company, responsible for Product Marketing Division</p> <p>Mar. 2020    Senior Manager, Corporate Planning Section and Director (Board Member) of the Company, responsible for Research and Development Division and HR Division</p> <p>Apr. 2021    Director (Board Member) of the Company, responsible for Corporate Planning Section, Research and Development Division and HR Division</p> <p>Apr. 2022    Director, Board Member, Executive Officer of the Company, Director, Purchasing Division, responsible for Research and Development Division and Production Control Division</p> <p>Oct. 2022    Director, Board Member, Executive Officer of the Company, Director, Production Control Division, Director, Purchasing Division, and responsible for Research and Development Division</p> <p>Mar. 2023    Director, Board Member, Senior Executive Officer of the Company, Director, Production Control Division, and responsible for Research and Development Division</p> <p>Mar. 2024    Director, Board Member, Senior Executive Officer of the Company, Senior Manager, Corporate Planning Section, Director, Production Control Division, and responsible for Research and Development Division (present)</p>

(Reasons for a nominee for Director)

Mr. Satoshi Kitaguchi has actively participated in the Board of Directors as the Director of the Company and is appropriately carrying out his role such as deciding important matters in regard to management, and supervising business execution. The Board of Directors has continued to determine him as a nominee for Director, as he has considerable experience and knowledge in regard to technology and innovation.

No.	Name (Date of Birth) Number of the Company's Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
3 Reelection	Wataru Okumura (Jul. 30, 1965)  30,725	<p>Sep. 2010    Manager, Overseas Business Division of the Company</p> <p>Oct. 2015    Leader, Europe &amp; the Americas Group, Overseas Business Division and Leader, Overseas Business Support Group of the Company</p> <p>Jan. 2018    Director, Overseas Business Division of the Company</p> <p>Mar. 2020    Director, Overseas Business Division and Director (Board Member) of the Company</p> <p>Apr. 2022    Director, Board Member, Executive Officer of the Company, Director, Overseas Business Headquarters</p> <p>Mar. 2023    Director, Board Member, Senior Executive Officer of the Company, Director, Overseas Business Headquarters (present)</p>

(Reasons for a nominee for Director)

Mr. Wataru Okumura has actively participated in the Board of Directors as the Director of the Company and is appropriately carrying out his role such as deciding important matters in regard to management, and supervising business execution. The Board of Directors has continued to determine him as a nominee for Director, as he has considerable experience and knowledge in regard to management in general and international business.

No.	Name (Date of Birth) Number of the Company's Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
4 Reelection	Hiroki Takase (Feb. 18, 1969)  22,125	Jan. 2015     Manager, Corporate Planning Section, Business Development Division of the Company Apr. 2017     Leader, General Affairs Group, General Affairs Division of the Company Jan. 2018     Director, Purchasing Division of the Company Jun. 2019     Director, General Affairs Division of the Company Apr. 2020     Director, General Affairs Division and Executive Officer Status of the Company, responsible for IP & Legal Section Mar. 2022     Director, Board Member, Executive Officer of the Company, Director, General Affairs Division, responsible for HR Division, IP & Legal Section Mar. 2023     Director, Board Member, Executive Officer of the Company, Director, General Affairs Division, responsible for Accounting Division, IP & Legal Section (present)

(Reasons for a nominee for Director)

Mr. Hiroki Takase has actively participated as the Director of the Company and is appropriately carrying out his role such as deciding important matters in regard to management, and supervising business execution. The Board of Directors has continued to determine him as a nominee for Director, as he possesses knowledge gained throughout his career and has considerable experience and knowledge in regard to corporate governance.

No.	Name (Date of Birth) Number of the Company's Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
5 Reelection	Izumi Suemura (Aug. 12, 1967)  14,035	Nov. 2011     Director, Shikoku Subbranch of Osaka Branch Office of the Company Jan. 2015     Director, Osaka Branch Office of the Company May 2018     Deputy Director, Fertilizer & Biostimulant Division and Senior Manager, Sales Support Section of the Company Jul. 2018     Director, Fertilizer & Biostimulant Division and Senior Manager, Sales Support Section of the Company Jun. 2019     Director, Osaka Branch Office of the Company Apr. 2020     Director, Production Control Division and Executive Officer Status of the Company, responsible for Purchasing Division Mar. 2022     Director, Board Member, Executive Officer of the Company, Director, Domestic Business Headquarters (present)

(Reasons for a nominee for Director)

Ms. Izumi Suemura has actively participated as the Director of the Company and is appropriately carrying out her role such as deciding important matters in regard to management, and supervising business execution. The Board of Directors has continued to determine her as a nominee for Director, as she has considerable experience and knowledge in regard to management in general, marketing and sales.

No.	Name (Date of Birth) Number of the Company's Shares Held	Career Summary and Position/Responsibilities in the Company (Significant Positions Concurrently Held Outside the Company)
6 Reelection	Itoko Watanabe (Sep. 8, 1963)  10,670	Nov. 2011    Manager, Accounting and Information System Division of the Company Apr. 2014    Manager, Accounting Division of the Company Jan. 2015    Leader, HR and General Affairs Group, Business Development Division of the Company Apr. 2016    Leader, HR Division of the Company Jan. 2018    Director, HR Division of the Company Mar. 2023    Director, Board Member, Executive Officer of the Company, Director, HR Division, in charge of DX (present)

(Reasons for a nominee for Director)

Ms. Itoko Watanabe has actively participated as the Director of the Company and is appropriately carrying out her role such as deciding important matters in regard to management, and supervising business execution. The Board of Directors has continued to determine her as a nominee for Director, as she possesses knowledge gained throughout her career, her high ethical standards, and her abilities to accurately make judgments and understand issues.

- Notes:
1. There are no special interests between each nominee above and the Company.
  2. The Company has concluded a contract for directors and officers liability insurance that includes all Directors as insured persons. The insurance contract is scheduled for renewal in September 2025 with the same terms. The insurance contract covers damages arising from liability borne by the Directors who are insured persons in their execution of their duties, or from claims brought against them in pursuit of that liability. Subject to their reelection, each nominee will continue to be included as insured persons.

<Reference> Directors' skill matrix

- ◆ The skill matrix that shows the expertise of the Board of Directors if the proposal is originally approved is as follows. With regard to the composition of the Board of Directors, the Company continuously considers these areas of expertise in addition to independence, diversity, such as gender and international experience, and changes to the management environment.

Name	Director	Outside Director	Independence	Major areas of expertise				
				Corporate management	Sales and marketing	R&D technology	Global business	Finance and accounting
Hisashi Oka	○			○			○	○
Satoshi Kitaguchi	○			○		○		
Wataru Okumura	○				○		○	
Hiroki Takase	○							○
Izumi Suemura	○				○			
Itoko Watanabe	○							○
Minoru Kimura		○	○	○				○
Jun Ogawa		○	○			○		
Motonori Araki		○	○				○	

Name	Major areas of expertise				
	Risk compliance and governance	Personnel and labor	Legal affairs	Knowledge of the industry	Sustainability
Hisashi Oka	○			○	○
Satoshi Kitaguchi		○			
Wataru Okumura				○	
Hiroki Takase	○	○	○		
Izumi Suemura	○			○	
Itoko Watanabe	○	○			
Minoru Kimura	○				
Jun Ogawa	○				○
Motonori Araki			○		○

Note: Directors with specific titles will be decided at the Board of Directors meeting following the 15th Annual Shareholders Meeting.