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Securities Code: 7514

November 5, 2024

To our shareholders:

Manabu Oda
Representative, President and CEO
HIMARAYA Co., Ltd.
1-1 Ezoe 1-chome, Gifu-shi, Gifu

Notice of the 49th Annual General Meeting of Shareholders

We are pleased to announce the 49th Annual General Meeting of Shareholders of HIMARAYA Co., Ltd. (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information in electronic format, and posts this information as “Notice of the 49th Annual General Meeting of Shareholders” on the website. Please access the website by using the internet address shown below to review the information.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7514/teiji/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders (the Company’s website):

<https://www.hmry.jp/ir/library/related/> (in Japanese)

In addition to posting items subject to measures for providing information in electronic format on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name (company name) “HIMARAYA” or securities code “7514,” and click “Search,” and then click “Basic information,” select “Documents for public inspection/PR information,” and click “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

Website of Tokyo Stock Exchange, Inc.:

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

1. Date and Time: Wednesday, November 27, 2024 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

2. Venue: Hall, 2nd floor of Juroku Plaza
10-11 Hashimoto-cho 1-chome, Gifu-shi, Gifu

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 49th term (from September 1, 2023 to August 31, 2024) and audit results for the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 49th term (September 1, 2023 to August 31, 2024)

Matters to be resolved:

- Proposal No. 1** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of One Director Who Is an Audit and Supervisory Committee Member

If you attend the meeting in person, please hand in the voting form at the reception desk at the meeting venue. In place of attending the meeting in person, you may choose to exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). Review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 6:30 p.m., Tuesday, November 26, 2024 (JST).

If the items subject to measures for providing information in electronic format are revised, a notice of the revisions and the details of the items before and after the revisions will be posted to each website on which such information is posted.

Of the items subject to measures related to the electronic provision of information, in accordance with applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following items will not be provided in the hardcopy documents delivered to shareholders who have specifically requested the delivery of such documents. Accordingly, the documents that are delivered to shareholders are part of the documents audited by the Audit and Supervisory Committee and the Financial Auditor to generate their respective audit reports.

- (i) “System to ensure the properness of operations and operational status of the system” in the Business Report
- (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
- (iii) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

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

At the conclusion of this meeting, the terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. Therefore, to ensure strategic and agile decision-making at the board meetings, the Company proposes reducing the number of members by one and the election of four Directors, including one outside Director. In addition, one candidate for outside Director satisfies the requirements of the criteria for independence established by the Company. All candidates are decided following deliberations by the Nomination and Remuneration Advisory Committee.

The candidates for Director are as follows:

Candidate No.	Name	Position	Responsibility	
1	Manabu Oda	Representative	President and CEO and General Manager of Marketing Division	Reelection
2	Nobuaki Mitsui	Director	General Manager of Business Administration Division, CFO, and General Manager of Corporate Planning Office	Reelection
3	Kazuki Komori	Director		Reelection
4	Mika Imai	Outside Director		Reelection Outside Independent Female

<Reference> Policy and procedures for nominating director candidates

The Company's policy is to nominate persons who fulfill the following criteria as candidates for Director.

1. Possessing outstanding reputation and character with high ethical standards and maintaining high regard for regulatory compliance
2. Possessing talents, experience and practical achievements in the field of management
3. Possessing wide knowledge, a broad field of view, and in-depth insight
4. Possessing the ability to implement the Company's management philosophy and contribute to enhancing corporate value
5. Possessing medium- to long-term outlook, and the ability to reform organizations while unbound by precedent and convention

The Representative Director recommends candidates, and the Nomination and Remuneration Advisory Committee, which consists of four members, including two independent outside Directors, deliberates on the appropriateness of the candidates and reports their finding to the Board of Directors. The Board of Directors determines the candidates, respecting the details of such report.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
1 Reelection	<p data-bbox="359 472 571 533">Manabu Oda (November 15, 1970)</p> <p data-bbox="336 568 596 658">Number of the Company's shares owned 8,660 shares</p>	<p data-bbox="639 248 1098 275">Apr. 1993 Joined Mitsubishi Corporation</p> <p data-bbox="639 293 1430 320">Apr. 2007 Seconded to Princes Limited (UK) as Chief Executive Corporate</p> <p data-bbox="639 338 1265 365">Apr. 2018 Seconded to Princes Limited (UK) as Chairman</p> <p data-bbox="639 383 1366 450">Apr. 2022 Food Industry Group CEO Office, Mitsubishi Corporation Business Concept and Digital Strategy Office</p> <p data-bbox="639 468 1369 535">Apr. 2023 Joined the Company, General Manager of the Office of the President and General Manager of Sales Division</p> <p data-bbox="639 553 1206 580">May 2023 Director, Corebrain Inc. (current position)</p> <p data-bbox="639 598 1437 696">Sept. 2023 General Manager of the Office of the President, General Manager of the Sales Management Division, and General Manager of the Original Product Department of the Company</p> <p data-bbox="639 714 1437 813">Nov. 2023 Representative, President and CEO, General Manager of the Sales Management Division, and General Manager of the Original Product Department</p> <p data-bbox="639 831 1385 898">July 2024 Representative, President and CEO and General Manager of Marketing Division (current position)</p>
	<p data-bbox="312 909 791 936">Reasons for nomination as candidate for Director</p> <p data-bbox="312 954 1417 1106">We expect him to provide management experience of international scope, drawing on a successful history of developing business strategies with a global perspective. The Company nominates him as a candidate for Director based on the conviction that his leadership, drawing on his knowledge and experience, will be important in establishing the Company's future business foundation, strengthening corporate value, and developing the next generation of management.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
2 Reelection	Nobuaki Mitsui (April 25, 1970) Number of the Company's shares owned 25,590 shares	Oct. 1999 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)
		June 2003 Registered as a certified public accountant
		Aug. 2014 Joined A.D.Works Corporation
		Oct. 2014 Registered as a certified public tax accountant
		Apr. 2016 Director of Finance & Accounting Division
		Apr. 2017 Corporate Planning Office (concurrent)
		Mar. 2018 Joined Regional Economy Vitalization Corporation of Japan (REVIC)
		Apr. 2018 General Manager of Corporate Management Office of REVIC Partners Co., Ltd. (concurrent)
		Apr. 2018 General Manager of Corporate Management Office of REVIC Capital Co., Ltd. (concurrent)
		Oct. 2018 General Manager of Accounting Office of Regional Economy Vitalization Corporation of Japan (REVIC)
		Nov. 2020 Joined the Company Deputy General Manager of Business Administration Division
		Nov. 2020 Director and General Manager of Business Administration Division
		Mar. 2021 Director, General Manager of Business Administration Division, and General Manager of Corporate Planning Office
		Dec. 2022 Director, General Manager of Business Administration Division, General Manager of Corporate Planning Office, General Manager of Accounting Division, and General Manager of General Affairs and Personnel Division
July 2024 Director, General Manager of Business Administration Division, CFO, General Manager of Corporate Planning Office, General Manager of Accounting Division, and General Manager of General Affairs and Personnel Division		
Sept. 2024 Director, General Manager of Business Administration Division, CFO, and General Manager of Corporate Planning Office (current position)		
<p>Reasons for nomination as candidate for Director</p> <p>Nobuaki Mitsui possesses diverse experience and in-depth insight regarding management that he has accumulated through his career, in which he has served as the head of an accounting division and General Manager of Corporate Management Office. He has experience in working for an audit corporation as a certified public accountant and possesses considerable knowledge of finance and accounting. The Company has nominated him as a candidate for Director believing that his diverse knowledge and management planning ability are essential for the enhancement of the Company's corporate value and management base over the medium to long term.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
3 Reelection	<p data-bbox="363 678 564 741">Kazuki Komori (November 8, 1983)</p> <p data-bbox="336 775 592 864">Number of the Company's shares owned 179,343 shares</p>	<p data-bbox="639 248 1094 271">Apr. 2008 Joined Honda Motor Co., Ltd.</p> <p data-bbox="639 293 999 315">Apr. 2011 Joined the Company</p> <p data-bbox="639 338 1334 360">Aug. 2014 Deputy General Manager of Product Department No. 3</p> <p data-bbox="639 383 1246 405">Oct. 2014 General Manager of EC Business Department</p> <p data-bbox="639 427 1390 450">Sept. 2015 General Manager of Sales Channels Supervising Department</p> <p data-bbox="639 472 1398 539">Nov. 2015 Director and General Manager of Sales Channels Supervising Department</p> <p data-bbox="639 562 1406 651">Dec. 2015 Director, General Manager of Sales Channels Supervising Division, and General Manager of Sales Channels Supervising Department</p> <p data-bbox="639 674 1382 741">Feb. 2016 Managing Director and General Manager of Sales Channels Supervising Division</p> <p data-bbox="639 763 1350 831">Nov. 2016 Senior Managing Director and General Manager of Sales Channels Supervising Division</p> <p data-bbox="639 853 1414 943">Jan. 2017 Senior Managing Director, General Manager of Sales Channels Supervising Division, and General Manager of Sales Channels Supervising Department</p> <p data-bbox="639 965 1414 1099">June 2019 Senior Managing Director, General Manager of Sales Channels Supervising Division, General Manager of Sales Channels Supervising Department, and General Manager of Sales Department</p> <p data-bbox="639 1122 1054 1144">Aug. 2020 Senior Managing Director</p> <p data-bbox="639 1167 1374 1234">Feb. 2021 Senior Managing Director and General Manager of SS Life Design Department</p> <p data-bbox="639 1256 1398 1279">Apr. 2021 Director and General Manager of SS Life Design Department</p> <p data-bbox="639 1301 1054 1323">Sept. 2023 Director (current position)</p>
<p data-bbox="312 1323 791 1346">Reasons for nomination as candidate for Director</p> <p data-bbox="312 1368 1430 1527">While engaging in development of new businesses to expand the Company's business domain, Kazuki Komori has contributed toward the enhancement of the Company's corporate value by fostering a spirit of exploring new possibilities inside the Company. The Company has nominated him as a candidate for Director, believing that his market development skills and management skills based on his passion and drive will continue to be important for the Company's medium- to long-term management plan.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
4 Reelection Outside Independent	Mika Imai (August 17, 1963) Number of the Company's shares owned – shares	<p>Apr. 1989 CEO/Executive Conditioning Doctor of PCSIS (primary care sis) (current position)</p> <p>Apr. 1989 Part-time lecturer, Faculty of Pharmacy, Meijo University</p> <p>Apr. 2016 Representative Director of MIKA Inc. (current position)</p> <p>Nov. 2021 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>CEO of PCSIS (primary care sis)</p> <p>Representative Director of MIKA Inc.</p>
Female	<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Mika Imai is an American College of Sports Medicine (ACSM) Certified Exercise Physiologist and manages a company as a wellness consultant and sports medical conditioning trainer. The Company has renominated her as a candidate for outside Director believing that such knowledge and international experience will be invested in the future expansion of the Company's business and essential for creating corporate value over the medium to long term. The Company expects that she will provide supervision and advice, particularly in relation to the expansion of the business areas, utilizing her expert knowledge.</p>	

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of the Company's shares owned by each candidate is the number of shares as of August 31, 2024.
 3. Mika Imai is a candidate for outside Director.
 4. Mika Imai will have served as an outside Director of the Company for three years at the conclusion of this General Meeting of Shareholders.
 5. Nobuaki Mitsui is qualified as a certified public accountant and a certified public tax accountant.
 6. The Company has submitted notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Mika Imai has been designated as an independent officer (outside director) in accordance with the provisions of both exchanges. If she is reelected, the Company plans to continue to designate her as an independent officer.
 7. Pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has entered into an agreement with Mika Imai to limit her liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If this proposal is approved and adopted, the Company plans to renew the agreement.
 8. Outline of the details of the directors and officers liability insurance policy.
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance policy covers all Directors of the Company and its subsidiaries (including Directors who are Audit and Supervisory Committee Members), and the insureds do not bear any of the insurance premiums. This insurance policy covers the insured's damages including losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured in the course of his/her duties as an officer, etc. of the Company or its subsidiaries. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired by exempting from compensation criminal acts such as bribery and damage caused by officers, etc. themselves in case they intentionally commit illegal acts. If the appointment of each candidate is approved and adopted, each of them will become insured under the policy. In addition, the Company plans to renew the policy with the same terms at the time of its renewal.

Proposal No. 2 Election of One Director Who Is an Audit and Supervisory Committee Member

Of the three Directors who are Audit and Supervisory Committee Members, the term of office of Yumi Suzuki will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of one Director who is Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

The candidate for the role of Director who is an Audit and Supervisory Committee Member is as follows:

	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
Reelection Outside Independent Female	Yumi Suzuki (June 10, 1981) Number of the Company's shares owned – shares	Dec. 2010 Registered as an attorney at law Joined SAN SOGO LAW OFFICE Feb. 2012 Joined luce law office Apr. 2014 Established Suzuki Law Office (current position) Nov. 2022 Outside Director (Audit and Supervisory Committee Member) of the Company (current position) (Significant concurrent positions outside the Company) Suzuki Law Office Gifu Prefecture Defense Lawyers for Child Abuse Part-time teacher of Department of Law, Asahi University
	Reasons for nomination as candidate for outside Director and overview of expected roles Although Yumi Suzuki has no experience in corporate management, she is qualified as attorney at law and has established her own law firm after having worked for a number of law firms in Tokyo. The Company has renominated her as a candidate for outside Director believing that her knowledge and experience will be essential for overcoming various challenges and avoiding risks in the process of expanding the Company's business and creating medium- to long-term corporate value in the future. The Company expects that she will provide supervision and advice, particularly in the area of business risk management and strengthening governance, utilizing her legal expertise and experience.	

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The number of the Company's shares owned by the candidate is the number of shares as of August 31, 2024.
 3. Yumi Suzuki will have served as an outside Director of the Company for two years upon the conclusion of this General Meeting of Shareholders.
 4. Yumi Suzuki is qualified as attorney at law.
 5. If this proposal is approved, the term of office of Yumi Suzuki will be two years and will expire at the conclusion of the 51st Annual General Meeting of Shareholders.
 6. If this proposal is approved, the Company plans to continue to designate Yumi Suzuki as an independent officer (outside director) in accordance with the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
 7. The Company has entered into an agreement with Yumi Suzuki, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation to limit her liability for damages under Article 423, paragraph (1) of the Companies Act, and plans to renew the agreement if this proposal is approved. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 8. Outline of the details of the directors and officers liability insurance policy.
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance policy covers all Directors of the Company and its subsidiaries (including Directors who are Audit and Supervisory Committee Members), and the insureds do not bear any of the insurance premiums. This insurance policy covers the insured's damages including losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured in the course of his/her duties as an officer, etc. of the Company or its subsidiaries. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired by exempting from compensation criminal acts such as bribery and damage caused by officers, etc. themselves in case they intentionally

commit illegal acts. If the appointment of the candidate is approved, she will become insured under the policy. In addition, the Company plans to renew the policy with the same terms at the time of its renewal.

<Reference> The Company's criteria for judging independence

The following people do not meet the Company's independence criteria.

1. People executing business of the Company and its subsidiaries (hereinafter referred to collectively as the "Group") or people who have executed business of the Group in the past ten years.
2. People for whom the Group is a major business partner (i.e. people who received payments from the Company or subsidiaries of the Company that represent 10% or more of annual consolidated net sales for the most recent fiscal year), or executives thereof.
3. People who are affiliated with an audit corporation that conducts statutory audits of the Group.
4. Consultants, accounting professionals, or legal professionals who have received money and other economic benefits averaging ¥10 million or more annually within the past three years as payment from the Group for reasons other than officer's remuneration.
5. A major lender of the Group, parent company thereof, or an executive thereof. (A "major lender" of the Group refers to a company that is lending 10% or more of the total amount of borrowings in the most recent fiscal year.)
6. People who fell under any of 2. to 5. above within the past five years.
7. A spouse or relative within the second degree of kinship of people in 1. to 6. above.

<Reference> **The Board of Directors' Diversity (Skills Matrix)**

The Company's Board of Directors determines basic policies on management with its diverse perspectives while also charged with the role of supervising business execution in each division. Persons with the ability to implement the Company's vision are selected as candidates for Directors who comprise the Board of Directors, with the aim of achieving active discussion as well as accurate and prompt decision-making. In addition, we ensure transparency and improvements in the functionality of the Board of Directors with at least one-third of its members being independent outside Directors. We nominate candidates for Directors by comprehensively considering the different expertise of each person and the balance of knowledge, experience and ability of the Board of Directors as a whole.

Director Skills Matrix

Name	Particularly desirable knowledge, experience and abilities										
	Corporate management	Finance and accounting	Sales and marketing	IT and digital transformation	M&A and Finance	Global	Legal and risk management	Human resources and labor	Internal control	Sustainability	Independent /Outside
Manabu Oda	●				●	●	●			●	
Nobuaki Mitsui		●			●		●	●	●		
Kazuki Komori			●	●		●			●	●	
Mika Imai	●		●			●				●	●
Yoshiyuki Kawamura	●	●		●	●				●		
Naotaka Tsuzuki	●	●	●		●						●
Yumi Suzuki							●	●	●	●	●

* The above indicates the knowledge, experience and abilities that are particularly desirable in each director and is not an indication of all of the knowledge possessed by the director.

The top five items ranked by priority of desired attributes for each director are marked with ●.

* This Skills Matrix represents the status of the Board of Directors when Proposal No. 1 and 2 are approved as originally proposed.