

Note: Please note that the following is an unofficial English translation of Japanese original text of the Notice of Resolutions of the 99th Ordinary General Meeting of Shareholders of HIRANO TECSEED Co., Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code 6245
(Mailing Date) June 6, 2023

Dear Shareholders

101-1 Kawai, Kawai-cho, Kitakatsuragi-gun, Nara

 **HIRANO TECSEED**
President Kaoru Okada

Convocation Notice of the 99th Ordinary General Meeting of Shareholders

We would like to express our sincere thanks for your continued support.

I hereby deliver this Convocation Notice of the 99th Ordinary General Meeting of Shareholders.

In lieu of attending, shareholders can exercise their voting rights either via the internet or by returning the enclosed voting right execution form by postal mail.

For details on exercising voting rights, please refer to the attached “Reference Documents for the General Meeting of Shareholders”. In accordance with page 4 of “Guide to Exercising Voting Rights”, please exercise your rights by 5pm JST June 26 (Monday) 2023.

Electronic provision measures are taken for the convocation of this General Meeting of Shareholders and the matters subject to electronic provision measures are posted as “Notice of Convocation of the 99th Annual General Meeting of Shareholders” on the Company website <https://www.hirano-tec.co.jp/> Please access the website then select “Shareholder information”, then “General Meeting of Shareholders”, and “99th Annual General Meeting of Shareholders”.

In addition to the above, this information is also posted on the following website on the internet.

Tokyo Stock Exchange website (TSE listed companies information service)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the website then search either for the “Issue name (company name)” and enter “Hirano Tecseed” or the “Code” and enter “6245”, then select “Basic Information” and then select “Documents for public inspection/PR information” to review the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting”).

Notes

1. **Date and Time** June 27 (Tuesday) 2023 at 10.00am (JST)
2. **Place** Company Headquarters, 101-1 Kawai, Kawai-cho, Kitakatsuragi-gun 636-0051 Nara
(Please refer to notes at the end)
3. **Items**
 1. **Items to be reported**
 1. Business Report, Consolidated Financial Statements, and Report by the Independent Auditor and Audit & Supervisory Committee for the 99th term (from April 1, 2022 to March 31, 2023)
 2. Non-consolidated Financial Statements for the 99th term (from April 1, 2022 to March 31, 2023)
 2. **Items to be resolved**

<Company proposals (Proposals 1 to 3)>

 - Proposal 1** Appropriation of Surplus
 - Proposal 2** Election of Eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Proposal 3** Election of One (1) Director who is an Audit & Supervisory Committee Member

◎For those attending on the day of the meeting, please submit the enclosed voting rights execution form at the reception desk of the venue.

◎If there are revisions to electronic provision measures, explanation of the revisions and the measures before and after revision will be posted on each of the aforementioned websites.

◎In accordance with revision to the Companies Act, documents will, in principle, only be sent to shareholders who have accessed the above websites on electronic provision measures and submitted a document request form by the required date. However, at the general shareholders meeting the documents prescribed by the electronic provision measures will be sent to all shareholders regardless of whether they have submitted a document request form or not.

As noted in the electronic provision measures, in accordance with relevant laws and regulations, as well as Article 15 Paragraph 2 of the Company's Articles of Incorporation, the following items are not included in the documents.

- ① "Summary of Resolutions Regarding Creation of a System for Appropriate Operations and the Summary of the Status of Implementation of a System for Appropriate Operations" in the Business Report
- ② "Statement of Changes in Consolidated Shareholders Equity" and "Notes to Consolidated Financial

Statements” in the Consolidated Financial Statements

- ③ “Statement of Changes in Shareholders Equity” and “Notes to Financial Statements” in the Non-consolidated Financial Statements

As a consequence, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements which are noted in these documents will include some documents that have been audited by the Board of Corporate Auditors when the Report by the Independent Auditor and Audit & Supervisory Committee was compiled.




©Any material changes to the hosting or schedule of the General Meeting of Shareholders will be posted on the Company’s website (<https://www.hirano-tec.co.jp/>).



Guide to Exercising Voting Rights

The exercising of voting rights at a General Meeting of Shareholders is an important shareholder right. Please review the accompanying reference documents for the General Meeting of Shareholders and exercise your voting rights.

Voting rights can be exercised through one of the following three methods.

 <p>Exercise voting rights online, and others</p> <p>Please vote for or against each proposal according to the instructions on page 5.</p> <p><u>Voting deadline</u></p> <p>Voting must be completed by 5:00 p.m. JST on Monday, June 26, 2023</p>	 <p>Exercise voting rights in writing (by postal mail)</p> <p>Please vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it without a stamp on the envelope.</p> <p>In the event that neither a For or Against vote is indicated for a proposal on the Voting Rights Exercise Form, it will be considered as a For vote.</p> <p><u>Voting deadline</u></p> <p>Voting must be completed by 5:00 p.m. JST on Monday, June 26, 2023</p>	 <p>Attend the General Meeting of Shareholders in person</p> <p>Please submit the enclosed Voting Rights Exercise Form at the reception desk.</p> <p><u>Date and time</u></p> <p>Tuesday, June 27, 2023 10:00 a.m. JST</p>
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*For those voting in writing (by postal mail), in the event that neither a For or Against vote is indicated for a proposal, it will be considered as a For vote.

*For those who vote both by postal mail and online, only the vote placed online will be deemed valid. In the event of multiple online votes, only the last vote will be deemed valid.

For institutional investors

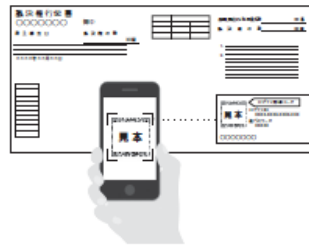
Institutional investors can exercise their voting rights by applying in advance using the electronic voting rights platform operated by ICJ, Inc.

How to vote online

How to scan the QR code

You can log in to the voting rights exercise site without entering the login ID or temporary password on the Voting Rights Exercise Form.

- 1 議決権行使書紙に記載のQRコードを読み取ってください。



※「QRコード」は株式会社デンソーウェブの登録商標です。

- 2 以降は画面の案内に従って賛否をご入力ください。

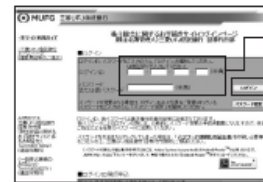


How to enter the login ID and temporary password

Voting rights exercise site <http://evote.tr.mufg.jp>
(in Japanese only)

- 1 議決権行使ウェブサイトアクセスしてください。

- 2 議決権行使書紙に記載された「ログインID・仮パスワード」を入力しクリックしてください。



「ログインID・仮パスワード」を入力
「ログイン」をクリック

- 3 新しいパスワードを登録する。



「新しいパスワード」を入力
「送信」をクリック

- 4 以降は画面の案内に従って賛否をご入力ください。

※操作画面はイメージです。

If you are unsure how to use your computer or smartphone to exercise your voting rights online, please contact the help desk on the right (Japanese language only).

Help Desk, Stock Transfer Agency Department
Mitsubishi UFJ Trust and Banking
0120—173—027
(Toll free in Japan 9:00 a.m. - 9:00 p.m. JST)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

The Company intends to allocate the surplus as follows, taking into account business results and the business environment in the fiscal year under review, while ensuring sufficient internal reserves.

Year-end dividend

- (1) Type of assets distributed as dividends
Cash
- (2) Allocation of dividend assets to shareholders and total amount
Per share of common stock ¥28 Total amount ¥421,994,440
- (3) Effective date for dividend
June 28, 2023

Proposal No. 2 Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee members)

The term of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of the Ordinary General Meeting of Shareholders. In that regard, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee members).-

The Audit and Supervisory Committee has expressed the opinion that there are no matters which require particular mention regarding this proposal.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee members) are as follows.

Candidate No.	Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
1	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Kaoru Okada (64)</p> <p>【Number of Company shares held】 34,443</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>March 1981 Joined the Company</p> <p>July 2013 Deputy Manager, Design Department</p> <p>June 2014 Director</p> <p>June 2015 President and Representative Director (current position)</p> <p>< Significant concurrent positions ></p> <p>HIRANO K&E Co., Ltd. President and Representative Director</p> <p>【Reasons for nomination as a candidate for Director】</p> <p>Kaoru Okada has been primarily involved in Design and Production technology since he joined the Company, and has a wealth of experience and knowledge in the Manufacturing Department. The Company has determined that as a director, he is an appropriate person to supervise overall management, make sound decisions on important matters, and achieve the sustainable enhancement of corporate value. The Company therefore requests the reappointment of Mr. Okada as Director.</p>
2	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Munenori Yasui (63)</p> <p>【Number of Company shares held】 14,079</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>March 1982 Joined the Company</p> <p>April 2007 Deputy Manager, General Affairs Department</p> <p>June 2012 Director</p> <p>June 2018 Managing Director</p> <p>May 2023 Managing Director, Supervising the Production, Quality Assurance Departments (current position)</p> <p>< Significant concurrent positions ></p> <p>Hirano Giken Kogyo Co., Ltd. President & Representative Director</p> <p>【Reasons for nomination as a candidate for Director】</p> <p>Munenori Yasui has been primarily involved in the Production and General Affairs Departments since he joined the Company, and has experience in Production and administrative operations. As the officer in charge of R&D, he has led new technology development. Mr. Yasui has management skills as the person in charge of a wide range of fields, and the Company has determined that he is an appropriate person to achieve the sustainable enhancement of corporate value. The Company therefore requests the reappointment of Mr. Yasui as Director</p>

Candidate No.	Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
3	<p>Reappointment</p> <p>Tsugio Kaneko (62)</p> <p>【Number of Company shares held】 16,895</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>March 1983 Joined the Company</p> <p>April 2010 Deputy Manager, Design Department</p> <p>June 2013 Director, Manager of Machinery Department</p> <p>May 2023 Director, Manager of Sales Division (current position)</p> <p>【Reasons for nomination as a candidate for Director】</p> <p>Tsugio Kaneko has held positions primarily in the Design Department since he joined the Company. In the Sales Division as the person in charge he has led the sales strategy and worked to develop new markets, contributing to the stability of the Company's management base and earnings improvement. The Company has determined that Mr. Kaneko is an appropriate person to achieve the sustainable enhancement of corporate value, and requests his reappointment as Director.</p>
4	<p>Reappointment</p> <p>Fumikazu Okada (63)</p> <p>【Number of Company shares held】 16,009</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>March 1983 Joined the Company</p> <p>October 2012 Deputy Manager, Production Department</p> <p>June 2016 Director</p> <p>May 2023 Director, (Production Department Manager) (current position)</p> <p>【Reasons for nomination as a candidate for Director】</p> <p>Fumikazu Okada has been primarily involved in the Production Department since he joined the Company. He has contributed to improvements in basic production technologies for machining and production technology, and has knowledge and experience as an administrator. The Company has determined that Mr. Okada is an appropriate person to achieve the sustainable enhancement of corporate value, and requests his reappointment as Director.</p>

Candidate No.	Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
5	<p>Reappointment</p> <p>Masashi Hara (58)</p> <p>【Number of Company shares held】 6,588</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>April 1989 Joined The Sanwa Bank, Ltd. (now MUFG Bank Ltd.)</p> <p>April 2014 Branch Manager, The Sanwa Bank Namba</p> <p>June 2017 Seconded to Hirano Tecseed Co., Ltd. as Deputy Manager, General Affairs Department</p> <p>April 2018 Joined the Company as Deputy Manager, General Affairs Department</p> <p>June 2018 Director</p> <p>May 2023 Director, Manager of General Affairs Department (current position)</p> <p>【Reasons for nomination as a candidate for Director】 Masashi Hara has in-depth knowledge of finance and accounting from his extensive financial institution experience. In June 2018 he was appointed as a director, and fulfills his responsibilities appropriately in that capacity with his involvement in general administrative operations. The Company has determined that Mr. Hara is an appropriate person to achieve the sustainable enhancement of corporate value, and requests his reappointment as Director.</p>
6	<p>Reappointment</p> <p>Katsuhiro Omori (57)</p> <p>【Number of Company shares held】 12,088</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>March 1988 Joined the Company</p> <p>April 2016 Design Department Manager</p> <p>June 2018 Director</p> <p>May 2023 Director, (Design R&D Division Manager) (current position)</p> <p>【Reasons for nomination as a candidate for Director】 Katsuhiro Omori has been primarily involved in the Design Department since he joined the Company, and has contributed to improvements in the Company's coating technologies through the development of various equipment. In June 2018 he was appointed as a director, and fulfills his responsibilities appropriately in that capacity as the Design Department Manager. The Company has determined that Mr. Omori is an appropriate person to achieve the sustainable enhancement of corporate value, and requests his reappointment as Director.</p>

Candidate No.	Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
7	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Candidate for Independent Outside Director Director</p> <p style="text-align: center;">Mantaro Fujimoto (70)</p> <p style="text-align: center;">【Number of Company shares held】 1,300</p> <p style="text-align: center;">【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>April 1975 Joined New Japan Chemical Co., Ltd</p> <p>June 2004 President and Representative Director of New Japan Chemical Co., Ltd.</p> <p>June 2020 Chairman, New Japan Chemical Co., Ltd.</p> <p>June 2021 Outside Director of Hirano Tecseed Co., Ltd. (current position)</p> <p>< Significant concurrent positions > New Japan Chemical Co., Ltd. Chairman</p> <p>【Reasons for nomination as a candidate for Outside Director and expected roles】</p> <p>Mantaro Fujimoto has served as President & Representative Director and as Chairman of New Japan Chemical Co., Ltd. and has extensive knowledge and experience in corporate management. He has a deep knowledge of the chemical industry and has been involved in Sales and Corporate Planning & Administration for many years. From this experience, he is able to oversee management, strengthen the Company's internal controls and provide objective advice and recommendations in order to achieve the sustainable enhancement of corporate value. The Company has determined that Mr. Fujimoto is able to perform his duties appropriately as an Outside Director and therefore nominates him as a candidate for Outside Director. He will have served as an Outside Director for two years at the conclusion of the General Meeting of Shareholders.</p>

Candidate No.	Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
8	<p style="text-align: center;">Takashi Konishi (62)</p> <p>【Number of Company shares held】 None</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p> <p>【Attendance at Board of Directors Meetings】 18 of 18 (100%)</p>	<p>February 1985 Joined Toyo Tanso Co., Ltd.</p> <p>March 2016 President and Representative Director of Toyo Tanso Co., Ltd.</p> <p>May 2018 Resigned as President and Representative Director of Toyo Tanso Co., Ltd.</p> <p>May 2018 President and Representative Director of Ohwada Carbon Industry Co., Ltd.</p> <p>January 2019 Advisor to Ohwada Carbon Industry Co., Ltd.</p> <p>March 2020 Resigned from Ohwada Carbon Industry Co., Ltd.</p> <p>June 2021 Outside Director, Hirano Tecseed Co. Ltd. (current position)</p> <p>【Reasons for nomination as a candidate for Outside Director and expected roles】</p> <p>Takashi Konishi served as President & Representative Director of Toyo Tanso Co., Ltd. and of Ohwada Carbon Industry Co., Ltd. and has extensive knowledge and experience in corporate management. For many years he has been involved in Technology, Quality Assurance, and Production departments, contributing to the enhancement of corporate value. From this experience, he is able to oversee management, strengthen the Company's internal controls and provide objective advice and recommendations in order to achieve the sustainable enhancement of corporate value. The Company has determined that Mr. Konishi is able to perform his duties appropriately as an Outside Director and therefore nominates him as a candidate for Outside Director. He will have served as an Outside Director for two years at the conclusion of the General Meeting of Shareholders.</p>

(Note)

1. None of the candidates has any special interest relationship with the Company.
2. Mantaro Fujimoto and Takashi Konishi are candidates for Outside Director as stipulated in Article 2 Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.
3. Mantaro Fujimoto and Takashi Konishi satisfy the Criteria for Independence of Outside Directors as stipulated by the Tokyo Stock Exchange. If the reappointment of the two candidates is approved at the General Meeting of Shareholders, the Company will notify the Tokyo Stock Exchange that they are Independent Directors.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Mantaro Fujimoto and Takashi Konishi that limits their liability for damages due to neglect of duties. If their reappointment is approved at the General Meeting of Shareholders, the company plans to continue this agreement with them. The limit of liability based on the contract is the amount prescribed in the relevant laws and regulations.
5. Pursuant to the provisions of Article 430, Paragraph 3, Item 1 of the Companies Act, the Company has concluded a D&O liability insurance agreement with an insurance company. Under the agreement, if there is a claim against an insured party by a shareholder or a third party during the insurance period for damages incurred by individuals as a result of an act or omission in performing their duties as directors and officers of the Company, damages are covered by the insurance agreement.

The individuals covered by this insurance agreement are Directors and Corporate Auditors under the Companies Act. The Company bears the full insurance premium for all the insured persons.

There are reasons for exemption of coverage, such as damages caused by insured individuals' intentional violation of laws or criminal acts.

Each candidate who is elected and assumes office as Director will be included as insured persons covered in the agreement. When the D&O liability insurance agreement is due for renewal in October 2023, it is expected to be renewed with the same content.

Proposal No. 3 Election of One (1) Director who is an Audit and Supervisory Committee Member

Junko Tsuji, Director currently serving as an Audit and Supervisory Committee member (herein “auditor”), will leave her position at the conclusion of this Ordinary General Meeting of Shareholders. In that regard, the Company proposes the election of one Director who is an Audit and Supervisory Committee member. The terms of office of the person proposed to fill this vacancy as Director who is an Audit and Supervisory Committee member will be as set out in the Company’s Articles of Incorporation

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for Director who is an Audit and Supervisory Committee member is as follows.

Name (Age)	Career summary, positions, responsibilities, and significant concurrent positions
<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Candidate for Outside Director</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px; background-color: #cccccc;">Independent Director</div> <p style="text-align: center;">Ikuko Yoshida (40)</p> <p style="text-align: center;">【Number of Company shares held】 None</p>	<p>October 2006 Registered as an attorney at law (Osaka Bar Association)</p> <p>October 2006 Joined Midosuji LPC</p> <p>August 2018 Joined Keieisouki LPC (now Kensei Law Offices) as a partner</p> <p>August 2020 Appointed partner at Ex-link Law Firm (current position)</p> <p>August 2022 Appointed Outside Director, Audit and Supervisory Committee at Dawn corp. (current position)</p> <p>< Significant concurrent positions ></p> <p>Partner at Ex-link Law Firm</p> <p>Outside Director, Audit and Supervisory Committee at Dawn corp.</p> <p>【Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee member and expected roles】</p> <p>As an attorney at law, Ikuko Yoshida has detailed and high-level knowledge and extensive experience in corporate legal matters. Given this experience, the Company has determined that she is able offer objective opinions and advice that can assist in raising the levels of corporate transparency, risk management, and corporate governance and therefore nominates her as a candidate for Outside Director who is an Audit and Supervisory Committee member. In addition, while she does not have direct corporate management experience in roles apart from being an Outside Director, the Company believes she can appropriately execute her duties as Director who is an Audit and Supervisory Committee member based on the reasons given above.</p>

(Note)

1. The candidate has no special interest relationship with the Company.
2. Ikuko Yoshida is a candidate for Outside Director as stipulated in Article 2 Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.
3. The Company has notified the Tokyo Stock Exchange (TSE) that Ikuko Yoshida is an independent director as stipulated by the TSE. If she is elected/appointed as Director who is an Audit and Supervisory Committee member, the Company will notify the TSE.
4. If Ikuko Yoshida is approved as Director who is an Audit and Supervisory Committee member at the General Meeting of Shareholders, the company plans to conclude an agreement with her that limits her liability for damages due to neglect of duties pursuant to Article 427, Paragraph 1 of the Companies Act. The limit of liability based on the contract is the amount prescribed in the relevant laws and regulations.
5. Pursuant to the provisions of Article 430, Paragraph 3, Item 1 of the Companies Act, the Company has concluded a D&O liability insurance agreement with an insurance company. Under the agreement, if there is a claim against an insured party by a shareholder or a third party during the insurance period for damages incurred by individuals as a result of an act or omission in performing their duties as directors and officers of the Company, damages are covered by the insurance agreement.
The individuals covered by this insurance agreement are Directors and Corporate Auditors under the Companies Act. The Company bears the full insurance premium for all the insured persons.
There are reasons for exemption of coverage, such as damages caused by insured individuals' intentional violation of laws or criminal acts.
If the candidate is elected and assumes office as Director who is an Audit and Supervisory Committee member they will be included as insured persons covered in the agreement. When the D&O liability insurance agreement is due for renewal in October 2023, it is expected to be renewed with the same content.
6. Ikuko Yoshida's name on her family register is given as Ikuko Teramura.

<Reference>

If Proposals No. 2 and No. 3 are approved at the General Meeting of Shareholders, the skills matrix in the Company's management structure will be as follows.

Name	Position	Independent	Expertise and Experience					
			Corporate Management	Sales	Finance & Accounting	Development & Production	Legal	International Experience
Kaoru Okada	President & Representative Director		○	○		○		
Munenori Yasui	Managing Director		○			○	○	
Tsugio Kaneko	Director			○		○		
Fumikazu Okada	Director					○		○
Masashi Hara	Director				○		○	
Katsuhiro Omori	Director					○		○
Mantaro Fujimoto	Outside Director	●	○	○				
Takashi Konishi	Outside Director	●	○			○		
Kenji Tazawa	Outside Director (Full-time Audit & Supervisory Committee Member)				○		○	
Kazumitsu Takaya	Outside Director (Audit & Supervisory Committee Member)	●			○			
Ikuko Yoshida	Outside Director (Audit & Supervisory Committee Member)	●					○	

(Note) The above does not indicate all areas of expertise and knowledge of each candidate.