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(Securities Code 4955)

March 13, 2024

(Electronic provision methods: March 6, 2024)

Dear Shareholders,

Hironori Kushibiki Representative Director, President AGRO-KANESHO CO., LTD.

The Notice of the 65th Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you, our shareholders, for your ongoing support provided to AGRO-KANESHO CO., LTD. (the "Company").

Please be advised that the 65th Ordinary General Meeting of Shareholders of the Company will be held as described below.

The General Meeting of Shareholders is being convened electronically, and relevant information on the electronic provision methods will be posted on the website below.

The Company website: https://www.agrokanesho.co.jp/

In addition, the information is also available on the website of Tokyo Stock Exchange. Please enter or search for the issue name (company name) or securities code (4955) and select "Basic information" or "Documents for public inspection/PR information" to confirm the information.

Tokyo Stock Exchange website (Listed Company Search)

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

You can exercise your voting rights in writing or electronically (via the Internet or other means) instead of attending the meeting. Please review the reference documents for the Shareholders' Meeting posted on the electronic provision methods and exercise your voting rights by 5:30 p.m. (Japan Standard Time (JST)) on Wednesday, March 27, 2024, following the instructions provided below.

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1. Date and Time Thursday, March 28, 2024, 10:00 a.m.

(Reception desk opens at 9:00 a.m.)

2. Place The International House of Japan

Iwasaki Koyata Memorial Hall

5-11-16 Roppongi, Minato-ku, Tokyo

3. Agenda

Matters for Reporting

- (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 65th Fiscal Year (from January 1, 2023 to December 31, 2023)
- (2) Non-consolidated Financial Statements for the 65th Fiscal Year (from January 1, 2023 to December 31, 2023)

Matters for Resolution

Item 1: Dividend of Surplus for the 65th Fiscal Year

Item 2: Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Item 3: Election of two (2) Directors who are Audit and Supervisory Committee Members

Item 4: Election of an Accounting Auditor

• In the event of any modifications to the electronic provision methods, the modifications will be posted on the respective websites where they are posted.

- In accordance with laws and regulations and Article 17 of the Company's Articles of
 Incorporation, the following items are not included in the documents sent to shareholders who
 have requested the delivery of documents. The documents are a part of the documents audited by
 the Audit and Supervisory Committee, and the Accounting Auditor in preparing the Audit Report.
- (1) "Systems to Ensure the Appropriate Operations" and "Outline of the Operations of the Systems to Ensure the Appropriate Operations" in the Business Report.
- (2) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
- (3) Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
- For those attending the meeting in person, please present the enclosed voting rights exercise form at the reception desk on arrival at the meeting.
- Please use public transportations to come to the venue.

Guidance for Exercising Voting Rights

You can exercise your voting rights by any of the three methods described below:

1. Exercise of voting rights in writing (by mail)

Please indicate your approval or disapproval of the proposals on the voting rights exercise form enclosed herewith and return the form to the Company so that it will arrive by the deadline (you need not affix a stamp). If you present the voting rights exercise form without indicating approval or disapproval for any proposal, you will be deemed to have approved the proposal.

Deadline: To be received by 5:30 p.m. on Wednesday, March 27, 2024 (JST)

2. Exercise of voting rights electronically (via the Internet or other means)

(1) Smart Voting

Please use a smartphone or other devices to scan the QR code on the enclosed voting rights exercise form and indicate your approval or disapproval of the proposals by following the instructions displayed on the screen.

Deadline: 5:30 p.m. on Wednesday, March 27, 2024 (JST)

(2) Voting by Entering the "Voting Rights Exercise Code and Password"

Please access the online voting website (https://www.web54.net) with your smart phone, personal computer, or etc. and indicate your approval or disapproval of the proposals by following the instructions displayed on the screen.

Deadline: 5:30 p.m. on Wednesday, March 27, 2024 (JST)

Please use the contact number below if you have any difficulties when voting electronically. Dedicated line for Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited: Tel: 0120-652-031 (Toll free within Japan only) (9:00 am to 9:00 pm JST)

- * When voting rights are exercised in duplicate, both in writing and electronically, only the electronically vote will be deemed valid. In addition, when voting rights are exercised several times electronically, the last vote will be deemed valid.
- * Institutional investors may use the electronic voting platform operated by ICJ, Inc. to exercise the voting rights.

3. Exercise of voting rights by attending the Meeting in person

Please submit the voting rights exercise form to the receptionist at the place of the Meeting.

Date and Time Thursday, March 28, 2024, 10:00 a.m.

(Reception desk opens at 9:00 a.m.)

Place The International House of Japan

Iwasaki Koyata Memorial Hall

5-11-16 Roppongi, Minato-ku, Tokyo

Attached Documents

Reference Documents for the Shareholders' Meeting

Proposed Resolutions and Related Information

Item 1: Dividend of Surplus for the 65th Fiscal Year

Regarding the distribution of profit for the year-end, the Company's basic policy is to maintain the stable payment of dividends from a long-term perspective and respond to the expectation of shareholders.

After carefully considering the development of business operation, we propose as follows for the dividend of surplus for the 65th fiscal year.

(1) Type of Dividend Payment

Cash

(2) Items Relating to the Dividend Payment to Shareholders and the Total Amount

Payment of a dividend of ¥17 per common share, for a total payment of ¥205,974,584. An interim dividend of ¥15 per common share was paid, which would result in an annual dividend for the 65th fiscal year of ¥32 per common share.

(3) Effective Date of Payment of Surplus Available for Dividend

March 29, 2024

Item 2: Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The term of office of all the current five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members: the same applies hereinafter in this proposal) will expire upon the conclusion of this Ordinary General Meeting of Shareholders. Therefore, we propose the election of five (5) Directors.

This proposal was submitted to the Company's Audit and Supervisory Committee for their consideration, but they have expressed no opinion.

The candidates for Directors are as follows:

1. Name: Hironori KUSHIBIKI (Reelection)

Date of Birth: June 9, 1949

Term of Office for Director: Forty-three (43) years Board of Directors Meeting Attendance: 16/16, 100%

Number of Company's Share Held: 403,094

Career Summary, Position/Responsibilities in the Company and Significant Positions

Concurrently Held Outside the Company

Apr. 1973: Joined Kanesho Co., Ltd. (currently the Company)

Feb. 1981: Director

Jan. 1985: Senior Managing Director

Mar. 1991: Representative Director, President (current position)Dec. 2003: Director, President, Kanesho Soil Treatment SRL/BV

Reason for Appointment as Director

Since the appointment as Representative Director and President of the Company in 1991, Mr. Hironori Kushibiki has been showing strong leadership and has adequately managed and driven the growth of the Company based on his wealth of experience and excellent track record. We have selected Mr. Kushibiki as a candidate for Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2025.

2. Name: Tomohiro INOUE (Reelection)

Date of Birth: August 17, 1947

Term of Office for Director: Twenty-nine (29) years Board of Directors Meeting Attendance: 16/16, 100%

Number of Company's Share Held: 46,240

Career Summary, Position/Responsibilities in the Company and Significant Positions

Concurrently Held Outside the Company

Apr. 1972: Joined Kanesho Chemical Industry Co., Ltd. (currently the Company)

Jan. 1993: General Manager, Development Division

Mar. 1995: Director, General Manager, Development Division

Dec. 2003: Director, Kanesho Soil Treatment SRL/BV (present)

Mar. 2005: Executive Managing Director, Head of Research & Development Division

Mar. 2011: Senior Managing Director

Mar 2016: Representative Director, Senior Managing Director (current position)

Reason for Appointment as Director

Mr. Tomohiro Inoue has a wealth of knowledge and experience in research and development area and global business, currently serving as representative director & senior managing director, appropriately carrying his role to supervise the overall activities, and contributing to the management of the Company. We have selected Mr. Inoue as a candidate for Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2025.

3. Name: Yoshio KINOSHITA (Reelection)

Date of Birth: April 30, 1961

Term of Office for Director: Three (3) years

Board of Directors Meeting Attendance: 16/16, 100%

Number of Company's Share Held: 700

Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company

Apr. 1985: Joined Mitsui & Co., Ltd.

Apr. 2005: General Manage, Specialty Chemicals Dept., Mitsui & Co. (U.S.A.), Inc.

Apr. 2009: General Manager, Chemical Frontier Development Dept.

Chemical Administrative Div., Mitsui & Co., Ltd.

Jan. 2011: General Manager, Third Business Dept., Solar Business Div., Mitsui & Co., Ltd.

Sep. 2016: Managing Director, Mitsui AgriScience International S.A./N.V.

Nov. 2020: Joined the Company as Advisor

Mar. 2021: Director, Executive Managing Officer (current position)

Jun. 2021: Director, President, Kanesho Soil Treatment SRL/BV (present)

Reason for Appointment as Director

Mr. Yoshio Kinoshita possesses a wealth of experience throughout his career in chemicals area, promoting business and investment activities as well as engaging in investment management after joining Mitsui & Co., Ltd. Mr. Kinoshita also accumulated his managerial skills through experience of serving as a board member of crop protection companies and seeds companies. We have selected Mr. Kinoshita as a candidate for Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company based on his extensive experience and excellent track record.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2025.

4. Name: Yoshiyuki FUNAKOSHI (Reelection / External Director / Independent Director)

Date of Birth: April 13, 1950

Term of Office for Director: Two (2) years

Board of Directors Meeting Attendance: 16/16, 100%

Number of Company's Share Held: 400

Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company

Apr. 1976: Joined Mitsui Toatsu Chemicals, Inc.

Sep. 2004: Executive Officer, General Manager, Osaka Works, Mitsui Chemicals, Inc.

Apr. 2007: Managing Executive Officer, Deputy Center Executive, Production & Technology Center, General Manager, Planning & Coordination Div., Production &Technology Center, Mitsui Chemicals, Inc.

Jun. 2009: Senior Managing Executive Director, Center Executive, Production & Technology Center, Mitsui Chemicals, Inc.

Jun. 2011: Representative Director, President & CEO, Honshu Chemical Industry Co., Ltd.

Jun. 2015: Director, Chairman, Honshu Chemical Industry Co., Ltd.

Jun. 2015: External Audit & Supervisory Board Member of Toyo Engineering Corporation

Sep. 2017: Senior Advisor, Basic Materials Unit, Mitsui & Co., Ltd. (present)

Aug. 2020: Senior Advisor, Basic & Green Materials Business Sector, Mitsui Chemicals, Inc. (present)

Mar. 2022: Director (current position)

Reason for Appointment as External Director and Expected Role

Mr. Yoshiyuki Funakoshi possesses a wealth of experience throughout his career in chemicals industry, especially in the production and manufacturing area. We have selected Mr. Funakoshi as a candidate for External Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company based on his extensive experience and excellent track record.

We believe that he will contribute to further improving the effectiveness of the Board of Directors meetings from the viewpoint of External and Independent Director through his proposals and suggestions for the overall management of the Company.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

Mr. Yoshiyuki Funakoshi is a candidate for External Director, and currently registered with the Tokyo Stock Exchange as Independent Director.

The company has entered into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act, concerning the liability prescribed in Article 423, Paragraph 1 of the

Companies Act, to limit his liability when he acts in good faith and without gross negligence, the maximum extent of the liability shall be the amount set forth in the Companies Act.

Provided that Mr. Funakoshi is elected as proposed, the Company will renew the agreement

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2025.

5. Name: Osamu Yamamoto (New Election)

Date of Birth: February 16, 1963

with him.

Number of Company's Share Held: 5,300

Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company

Apr. 1987: Joined MARUWA BIOCHEMICAL Co., Ltd.

Mar. 2002: General Manager, Crop Protection Division, Crompton Limited

Mar. 2009: Joined the Company as Deputy General Manager, Global Business Development Dept., Global Business Division

Apr. 2010: General Manager, Global Development Dept., Global Business Division

Dec. 2015: General Manager, Kanesho Soil Treatment SRL/BV

Mar. 2019: Representative Director, AGRO-KANESHO KOREA CO., LTD. (present)

Mar. 2019: Director, Kanesho Soil Treatment SRL/BV (present)

Apr. 2019: Managing Officer, Head of Global Business Division

Apr. 2023: Senior Managing Officer, Head of Global Business Division (current position)

Reason for Appointment as Director

In addition to his extensive experience in agrochemicals sales, Mr. Osamu Yamamoto has cultivated a wide range of experience through product manufacturing, research and development, and overseas subsidiary assignments, and is deeply familiar with our business. We have selected Mr. Yamamoto as a candidate for Director, as he is believed to be suitably qualified to contribute to the sustainable growth and increase the corporate value of the Company based on his extensive experience, being responsible for important management

decisions and supervision of business execution.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director. The Company is scheduled to renew the insurance policy in February 2025.

Item 3: Election of two (2) Directors who are Audit and Supervisory Committee Members

At the conclusion of this Ordinary General Meeting of Shareholders, Mr. Masatsugu Hasegawa, Director who are Audit and Supervisory Committee Member, will leave his office due to resignation. Therefore, the Company proposes the election of two (2) Directors who are Audit and Supervisory Committee Members, one (1) to fill his vacancy and one (1) more to strengthen and enhance the auditing system.

Mr. Makoto Yoshio, a candidate for Director who are Audit and Supervisory Committee member, will be elected as a substitute for Mr. Masatsugu Hasegawa, his term of office will expire at the end of the term of office of the retired Director who are Audit and Supervisory Committee Member, as stipulated in the Articles of Incorporation of the Company.

This proposal was submitted to the Company's Audit and Supervisory Committee for their consideration, and they have agreed on the proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Name: Makoto YOSHIO (New election)

Date of Birth: January 8, 1961

Number of Company's Share Held: 1,000

Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company

Apr. 1983: Joined The Sanwa Bank, Ltd.

Jan. 2006: Senior Manager, Internal Audit Office, Internal Audit & Credit Examination Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Aug. 2014: Joined the Company as Manager, Corporate Planning Dept.
Corporate Strategic Planning Division

Apr. 2015: Head of Internal Auditing Office (current position)

Reason for Appointment as Director who are Audit and Supervisory Committee Member

Mr. Makoto Yoshio has extensive knowledge in finance and accounting, which he has cultivated through his experience at financial institutions. Since joining the Company, he has been engaged in auditing practices in the Internal Auditing Office, where he gained a wealth of experience. We have selected Mr. Yoshio as a candidate for Director who are Audit and Supervisory Committee Member, because we believe that he can utilize his experience and knowledge in auditing the Company's management, etc.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director who are Audit and Supervisory Committee Member. The Company is scheduled to renew the insurance policy in February 2025.

1. Name: Fumie UEDA (New Election / External Director / Independent Director)

Date of Birth: **December 15, 1977**

Number of Company's Share Held: 0

Career Summary, Position/Responsibilities in the Company and Significant Positions Concurrently Held Outside the Company Aug. 2002: Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)

Jun. 2006: Registered as Certified Public Accountant

Jan. 2011: Joined Yasuhiro Nishi Certified Public Accountants' Office

Apr. 2018: Auditor, Certified NPO Japan Emergency NGO (present)

Aug. 2019: Joined ACT Audit LLC (present)

Reason for Appointment as External Director who are Audit and Supervisory Committee Member and Expected Role

As a certified public accountant, Ms. Fumie Ueda has abundant experience and a high level of expertise in corporate accounting, as well as a broad range of insight, including international experience. We have selected Ms. Ueda as a candidate for External Director who are Audit and Supervisory Committee Member, as we have determined that her auditing of the Company's management will contribute to its sustainable and sound growth.

We expect her to contribute to strengthening our corporate governance and management supervision functions by having her opinions and advice on our management from an objective standpoint as an external director.

Other significant matters regarding the candidate

There is no special interest between the candidate and the Company.

Ms. Fumie Ueda is a candidate for External Director who are Audit and Supervisory Committee Member, and we will notify her as Independent Director to the Tokyo Stock Exchange, Inc.

Provided that Ms. Ueda is elected as proposed, the company will enter into an agreement with her pursuant to Article 427, Paragraph 1 of the Companies Act, concerning the liability prescribed in Article 423, Paragraph 1 of the Companies Act, to limit her liability when she acts in good faith and without gross negligence, the maximum extent of the liability shall be the amount set forth in the Companies Act.

The Company has executed a directors and officers liability insurance (D&O insurance) policy covering the directors and directors who are Audit and Supervisory Committee Members as insured with insurance company. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from action (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each of the candidates will be included as the insured under this insurance policy provided that the candidate becomes Director who are Audit and Supervisory Committee Member. The Company is scheduled to renew the insurance policy in February 2025.

(Reference) Skill Matrix for Board Members

Main area of expertise and knowledge the Company expects of the Board Members (maximum three area).

(Provided that candidates are elected as proposed.)

| Name | Internal/ External | Corporate Management | Finance | Legal | Global | Sales | R & D | Production & Technology |
|------------------------|-----------------------|-------------------------|---------|-------|--------|-------|-------|-------------------------------|
| Hironori Kushibiki | Internal | 0 | | | 0 | 0 | | |
| Tomohiro Inoue | Internal | 0 | | | | | 0 | 0 |
| Yoshio Kinoshita | Internal | 0 | | | 0 | 0 | | |
| Yoshiyuki Funakoshi | External | 0 | | | 0 | | | 0 |
| Osamu Yamamoto | Internal | | | | 0 | | 0 | 0 |
| Makoto Yoshio | Internal | 0 | 0 | 0 | | | | |
| Motoharu Fujikura | External | 0 | 0 | | 0 | | | |
| Hirokazu Iwasaki | External | 0 | 0 | 0 | | | | |
| Fumie Ueda | External | | 0 | 0 | 0 | | | |

Item 4: Election of an Accounting Auditor

The term of our Accounting Auditor, Deloitte Touche Tohmatsu LLC, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of new Accounting Auditor pursuant to the decision of the Audit and Supervisory Committee.

The Audit and Supervisory Committee selected Avantia GP as a candidate for the Accounting Auditor because, after comprehensively considering the independence and expertise of the auditing firm, its audit implementation status, quality control system, and other factors, the Audit and Supervisory Committee concluded that the firm has a system in place to ensure that accounting audits are conducted appropriately and properly and that it is qualified to serve as our Accounting Auditor.

Name, address of principal office, history and other details of the candidate of Accounting Auditor are as follows:

(As of January 1, 2024)

| Name | Avantia GP | | | | |
|-----------------------------|-----------------------------------|-------------|-----|--|--|
| Address of principal office | 3-8, Sanbancho, Chiyoda-ku, Tokyo | | | | |
| History | Founded May 2008 | | | | |
| Corporate profile | Number of personnel | Partners | 18 | | |
| | | CPAs | 77 | | |
| | | Junior CPAs | 47 | | |
| | | Others | 46 | | |
| | | Total | 188 | | |
| | Number of listed compan | 37 | | | |