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(Stock Exchange Code 5357) June 5, 2025

(Commencement of electronic provision: June 4, 2025)

## To Shareholders with Voting Rights:

Mitsuo Taguchi President YOTAI REFRACTORIES CO., LTD. 8-1, Nishikinaka-machi, Kaizuka-shi, Osaka

### NOTICE OF THE 127TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We are pleased to inform you that the 127th Annual General Meeting of Shareholders of YOTAI REFRACTORIES CO., LTD. (the "Company") will be held for the purposes described below.

The Company has adopted a system of electronic provision for the convocation of this General Meeting of Shareholders. Electronically provided matters are posted on the website below as "Notice of the 127th Annual General Meeting of Shareholders," so please see details by accessing the following website:

The Company's website: https://www.yotai.co.jp/en/

This information has also been posted on the following website:

Tokyo Stock Exchange website (TSE Listed Company Search service) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

You can view this notice by accessing the website above, entering the Company's name or code in the appropriate field, clicking the "Search" button, and then selecting "Basic Information" and "Documents for public inspection/PR information" in turn.

If you do not attend the meeting, you may still exercise your voting rights in writing or via electromagnetic methods (the Internet, etc.); please examine the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 5:40 p.m. on Wednesday, June 25, 2025, Japan time.

1. Date and Time: Thursday, June 26, 2025 at 10:00 a.m. Japan time

**2. Place:** Conference room at the Company's Head Office 2nd Floor located at

8-1, Nishikinaka-machi, Kaizuka-shi, Osaka

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

127th Fiscal Year (April 1, 2024–March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the

Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 127th Fiscal Year

(April 1, 2024–March 31, 2025)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of four (4) Directors (excluding Directors who are Audit and

Supervisory Committee Members)

**Proposal 3:** Election of four (4) Directors who are Audit and Supervisory Committee

Members

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

If the electronically provided matters are revised, the revised versions will be posted on the various websites.

# Reference Documents for the General Meeting of Shareholders

## **Proposals and References**

# **Proposal 1:** Appropriation of Surplus

Under the shareholder return policy in the Second Medium-term Management Plan (FY2025 to FY2027), the Company has set a target consolidated payout ratio of 60% or a target dividend of \( \frac{4}{85} \) per share, whichever is higher, with emphasis on returning profits through dividends, and has also decided to consider conducting the acquisition of treasury shares, holistically taking into account its financial situation and other factors.

For the 127th fiscal year, the Company proposes a year-end dividend of ¥45 per share, comprehensively taking into account the Company's financial position and business performance.

- (1) Type of dividend property Cash
- (2) Matters related to the allocation of dividend property and the total amount thereof ¥45 per share of the Company's common stock Total amount: ¥829,330,875
- (3) Effective date of the dividends of surplus June 27, 2025

**Proposal 2:** Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The candidates are as follows:

| No. | Name                           |                 | Positions and responsibilities at the Company   | Attendance at Board of Directors meetings |
|-----|--------------------------------|-----------------|---|---|
| 1   | Mitsuo Taguchi [Reappointment] |                 | President Member, Nomination and Compensation Advisory Committee                            | 16 out of 16 meetings (100%)              |
| 2   | Shinichiro Takebayashi         | [Reappointment] | Senior Managing Director<br>General Manager of General Affairs<br>Department of Head Office | 16 out of 16 meetings (100%)              |
| 3   | Tadashi Taniguchi              | [Reappointment] | Director<br>Manager of Hinase Plant   | 16 out of 16 meetings (100%)              |
| 4   | Yorisada Matsumoto             | [Reappointment] | Director<br>General Manager of Tokyo Branch   | 16 out of 16 meetings (100%)              |

[Reappointment]: Director who is a candidate for reappointment

| NT. | Name   | Past experience, positions   | Number of                     |
|-----|--|--|-------------------------------|
| No. | (Date of birth)  | and significant concurrent positions   | shares of the<br>Company held |
| 1   | Mitsuo Taguchi (October 21, 1960)  [Reappointment]  [Attendance at the Board of Directors meetings] 16 out of 16 meetings (100%)         | April 1984 Joined the Company March 2006 Technical General Manager of Engineering Division October 2006 Engineering General Manager and Technical General Manager of Engineering Division March 2008 Engineering General Manager of Engineering Division June 2009 Director, General Manager of Engineering Division June 2015 Managing Director, General Manager of Engineering Division and in Charge of Technical Research Laboratory April 2017 Managing Director, Manager of Hinase Plant and in Charge of Engineering Division June 2019 President (to present)  [Reasons for nomination as a candidate for Director] Mr. Mitsuo Taguchi has been responsible for the Company's management as the President since 2019. He has a wealth of experience and extensive insight in the Company's business, and therefore we propose his reelection as Director.  (Note) There are no special interests between Mr. Mitsuo Taguchi and the Company. | 102,371                       |
| 2   | Shinichiro Takebayashi (January 16, 1964)  [Reappointment]  [Attendance at the Board of Directors meetings] 16 out of 16 meetings (100%) | April 1986 Joined the Company March 2015 General Manager of General Affairs Department of Head Office June 2017 Director, General Manager of General Affairs Department of Head Office June 2022 Managing Director, General Manager of General Affairs Department of Head Office June 2024 Senior Managing Director, General Manager of General Affairs Department of Head Office (to present)  [Reasons for nomination as a candidate for Director] Mr. Shinichiro Takebayashi has been engaged in the management of the Company as Director since 2017 and has served as Senior Managing Director since 2024. He has a wealth of experience and extensive insight in the Company's business, and therefore we propose his reelection as Director.  (Note) There are no special interests between Mr. Shinichiro Takebayashi and the Company.   | 30,076                        |

| No. | Name<br>(Date of birth)   | Past experience, positions and significant concurrent positions   | Number of shares of the Company held |
|-----|---|---|--------------------------------------|
| 3   | Tadashi Taniguchi (September 13, 1972)  [Reappointment]  [Attendance at the Board of Directors meetings] 16 out of 16 meetings (100%) | April 1995 Joined the Company April 2017 General Manager of Production Department of Hinase Plant June 2019 Director, Manager of Hinase Plant (to present)  [Reasons for nomination as a candidate for Director] Mr. Tadashi Taniguchi has mainly been involved in the production department for many years and has been engaged in the management of the Company as Director since 2019. He has a wealth of experience and extensive insight in the Company's business, and therefore we propose his reelection as Director.  (Note) There are no special interests between Mr. Tadashi Taniguchi and the Company.   | 13,734                               |
| 4   | Yorisada Matsumoto (December 29, 1972)  [Reappointment]  [Attendance at the Board of Directors meetings] 16 out of 16 meetings (100%) | April 1996 Joined the Company March 2019 General Manager of Sales Department of Tokyo Branch September 2019 General Manager of Tokyo Branch July 2020 Corporate Officer and General Manager of Tokyo Branch June 2022 Director, General Manager of Tokyo Branch (to present)  [Reasons for nomination as a candidate for Director] Mr. Yorisada Matsumoto has mainly been involved in the sales department for many years and has been engaged in the management of the Company as Director since 2022. He has a wealth of experience and extensive insight in the Company's business, and therefore we propose his reelection as Director.  (Notes) There are no special interests between Mr. Yorisada Matsumoto and the Company. | 14,174                               |

#### (Note)

The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and covers legal damages and litigation expenses incurred by the insured through said insurance contract. The candidates are included as insured parties under said insurance contract, and if they are reappointed based on this proposal, they will continue to be insured under said insurance contract. In addition, the Company plans to renew said insurance contract during their terms of office in relation to this proposal.

# **Proposal 3:** Election of four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) current Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors who are Audit and Supervisory Committee Members is proposed.

This proposal has obtained the prior consent of the Audit and Supervisory Committee

The candidates are as follows:

| No. | Name                           |  | Positions and responsibilities at the Company  | Attendance at Board of Directors meetings |
|-----|--------------------------------|--|--|---|
| 1   | Yasuo Kawamori [New candidate] |  | Special Executive Officer and General<br>Manager, Corporate Planning Office                                | _   |
| 2   | Shinobu Akiyoshi               | [Reappointment]<br>[External]<br>[Independent] | Audit and Supervisory Committee Member (external) Chair of Nomination and Compensation Advisory Committee  | 16 out of 16 meetings (100%)              |
| 3   | Katsuhiko Omoto                | [Reappointment]<br>[External]<br>[Independent] | Audit and Supervisory Committee Member (external) Member of Nomination and Compensation Advisory Committee | 16 out of 16 meetings (100%)              |
| 4   | Yusuke Otsuka                  | [Reappointment]<br>[External]<br>[Independent] | Audit and Supervisory Committee Member (external) Member of Nomination and Compensation Advisory Committee | 16 out of 16 meetings (100%)              |

[New candidate]: Director who is a new candidate

[Reappointment]: Director who is a candidate for reappointment

[External]: Candidate for Director outside the Company

[Independent]: Independent Director candidate as prescribed by the Tokyo Stock Exchange, Inc.

| No. | Name<br>(Date of birth)  |  | Past experience, positions and significant concurrent positions  |        |  |  |
|-----|--|--|--|--------|--|--|
| 1   | Yasuo Kawamori (September 18, 1959)  [New candidate]  [Attendance at the Board of Directors meetings]  -  [Attendance at the Audit and Supervisory Committee meetings] | July 2020 August 2021 June 2022 October 2023  [Reasons for no Mr. Yasuo Kawa group since 2013 2022 as a Specia extensive insight election as Direct (Note) | Joined the Company General Manager of Production Department of Hinase Plant Director, Manager of Hinase Plant Director, Manager of Yoshinaga Plant Managing Director, Manager of Yoshinaga Plant Managing Director, Manager of Yoshinaga Plant and Mizunami Plant Managing Director, Manager of Mizunami Plant and in Charge of Yoshinaga Plant and Kaizuka Plant Managing Director, Manager of Mizunami Plant and in Charge of Kaizuka Plant Special Executive Officer, Manager of Mizunami Plant Special Executive Officer, Manager of Mizunami Plant Special Executive Officer and General Manager, Corporate Planning Office (to present)  mination as a candidate for Director  amori has been engaged in the management of the Company as a Director, since 2019 as a Managing Director, and since I Executive Officer. He has a wealth of experience and in the Company's business, and therefore we propose his stor who is an Audit and Supervisory Committee Member. | 45,649 |  |  |

| No. | Name<br>(Date of birth)  | Past experience, positions and significant concurrent positions  | Number of shares of the Company held |
|-----|--|--|--------------------------------------|
| 2   | Shinobu Akiyoshi (March 29, 1977)  [Reappointment]     [External]     [Independent]  [Attendance at the Board of Directors meetings]     16 out of 16 meetings | December 2008 Registered as attorney-at-law, Osaka Bar Association January 2019 Joined Doujima Sougou Law Office January 2018 Partner, Doujima Sougou Law Office (to present) Regular Delegate, Osaka Bar Association March 2019 Retired from Regular Delegate, Osaka Bar Association November 2020 Consultant, Nonprofit Organization Hikosen Member of Living Environment Dispute Conciliation Committee, Ashiya City February 2021 Registered as an Employment Environment Improvement Expert (Class 1) June 2021 External Director, the Company June 2023 External Director, Audit and Supervisory Committee Member, the Company (to present)  [Reasons for nomination as a candidate for External Director and a summary of expected roles] Ms. Shinobu Akiyoshi has a wealth of experience and insight as an expert in law. She also has knowledge in creating a society where not only women, but also persons with disabilities and the aged can play active roles. We believe that her extensive experience and broad knowledge will contribute to the management of the Company, and therefore we propose her reelection as Director who is an Audit and Supervisory Committee Member. If she is elected, she is expected to provide valuable advice on corporate legal affairs based on her expertise as an attorney-at-law, and encourage the promotion of women's participation in the Company. Length of service as External Director: 4 years (at the conclusion of this General Meeting of Shareholders) Length of service as Audit and Supervisory Committee Member: 2 years (at the conclusion of this General Meeting of Shareholders)  (Notes)  1. There are no special interests between Ms. Shinobu Akiyoshi and the Company. 2. Ms. Shinobu Akiyoshi is a candidate for External Director. She is also a candidate for Independent Director prescribed by Tokyo Stock Exchange, Inc. 3. The Company has entered into an agreement with Ms. Shinobu Akiyoshi to limit her liability under Article 423 Paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement | Company held                         |

| No. | Name<br>(Date of birth)  |  | Past experience, positions and significant concurrent positions   | Number of shares of the |
|-----|--|--|---|-------------------------|
|     | (Date of birtil)   |  | and significant concurrent positions  | Company held            |
|     | Katsuhiko Omoto<br>(October 7, 1960)<br>[Reappointment]<br>[External]  | April 1983 April 2003 June 2007 April 2013 January 2016 April 2018 October 2022 June 2023  | Joined Matsushita Electric Industrial Co., Ltd. (now Panasonic Holdings Corporation) Director and Plant General Manager, Kanazu Plant, Fukui Matsushita Electric Co., Ltd Business Unit Head, Circuit Components Business Unit, Panasonic Electronic Devices Co., Ltd. Vice President, Panasonic Automotive & Industrial Systems Company, Panasonic Corporation Associate Director, Manufacturing Technology and Engineering Division, Panasonic Corporation Director, Quality & Environment Division, Panasonic Corporation Resigned from Panasonic Operational Excellence Co., Ltd. External Director, Audit and Supervisory Committee Member, the Company (to present)   |                         |
|     | [Independent]  |  |   |                         |
|     |  |  |   |                         |
| 3   | [Attendance at the Board of Directors meetings] 16 out of 16 meetings (100%)  [Attendance at the Audit and Supervisory Committee meetings] 12 out of 13 meetings (92%) | summary of exp<br>Mr. Katsuhiko C<br>management and<br>and DX. We bel<br>contribute to the<br>reelection as Dir<br>he is elected, he<br>and to perform h<br>and execution of<br>Length of service<br>Meeting of Shar<br>Length of service<br>conclusion of the<br>(Notes)<br>1. There are no<br>Company.<br>2. Mr. Katsuhik<br>candidate for Ind<br>3. The Company<br>limit his liability<br>to Article 427 Pa<br>liability for dame | Omoto has a wealth of experience and insight in corporate d has sufficient knowledge of areas including production, quality ieve that his extensive experience and broad knowledge will management of the Company, and therefore we propose his rector who is an Audit and Supervisory Committee Member. If is expected to provide valuable advice on management policies his duties, such as supervision of decisions on important matters of operations.  The as External Director: 2 years (at the conclusion of this General helolders)  The as Audit and Supervisory Committee Member: 2 years (at the is General Meeting of Shareholders)  The special interests between Mr. Katsuhiko Omoto and the companies act and an agreement with Mr. Katsuhiko Omoto to a under Article 423 Paragraph 1 of the Companies Act, pursuant aragraph 1 of the Companies Act. The maximum amount of ages under this agreement shall be the amount provided for in | 600                     |
|     |  | liability for damalaws and regulat   |   |                         |

|        | Name  | Past experience, positions           | Number of                       |
|--------|---|--------------------------------------|---------------------------------|
| No.    | (Date of birth)   | and significant concurrent positions | shares of the                   |
| No. 4  | Yusuke Otsuka (October 16, 1980)  [Reappointment]  [External]  [Independent]  [Attendance at the Board of Directors meetings] 16 out of 16 meetings  (100%)  [Attendance at the Audit and Supervisory Committee meetings] 13 out of 13 meetings  (100%) |                                      | shares of the Company held  600 |
| (Note) | <u> </u>  | expected roles."                     |                                 |

(Note)

The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and covers legal damages and litigation expenses incurred by the insured through said insurance contract. The candidates are included as insured parties under said insurance contract, and if they are reappointed or appointed based on this proposal, they will continue to be insured under said insurance contract. In addition, the Company plans to renew said insurance contract during their terms of office in relation to this proposal.

(Reference) Directors Skill Matrix [Planned at the conclusion of this General Meeting of Shareholders and the subsequent meeting of the Board of Directors]

|   |                           |             |     |   |   |                    |       |                     |                        | Skills              |   |     |            |   |
|---|---------------------------|-------------|-----|---|---|--------------------|-------|---------------------|------------------------|---------------------|---|-----|------------|---|
|   | Name External/Int ernal   | Independent | Sex | Position/responsibilities in the<br>Company | Corporate mgmt.   | Technology/<br>R&D | Sales | Personnel/<br>Labor | Finance/<br>Accounting | Legal/Risk<br>mgmt. | Auditing<br>(Operations/<br>Accounting) | ESG | IT systems |   |
| Directors (excluding Directors<br>who are Audit and Supervisory<br>Committee Members) | Mitsuo Taguchi            | Internal    |     | Male  | President<br>Member, Nomination and<br>Compensation Advisory<br>Committee   | 0                  | 0     | 0                   |                        |                     |   |     | 0          |   |
|   | Shinichiro<br>Takebayashi | Internal    |     | Male  | Senior Managing Director,<br>General Manager of General<br>Affairs Department of Head<br>Office                       | 0                  |       |                     | 0                      | 0                   |   |     | 0          | 0 |
| ectors (e   | Tadashi<br>Taniguchi      | Internal    |     | Male  | Director, General Manager of<br>Okayama Business Office   | 0                  | 0     |                     |                        |                     |   |     | 0          |   |
| Dire  | Yorisada<br>Matsumoto     | Internal    |     | Male  | Director, General Manager of<br>Tokyo Branch  | 0                  | 0     | 0                   |                        |                     |   |     | 0          |   |
| Į.  | Yasuo<br>Kawamori         | Internal    |     | Male  | Member, Audit and Supervisory<br>Committee (Full-time)  | 0                  | 0     | 0                   |                        |                     |   | 0   | 0          |   |
| and Superviso   | Shinobu<br>Akiyoshi       | External    | 0   | Female                                      | Member, Audit and Supervisory<br>Committee (External)<br>Chair, Nomination and<br>Compensation Advisory<br>Committee  | 0                  |       |                     |                        |                     | 0                                       | 0   | 0          |   |
| Directors who are Audit and Supervisory<br>Committee Members                          | Katsuhiko<br>Omoto        | External    | 0   | Male  | Member, Audit and Supervisory<br>Committee (External)<br>Member, Nomination and<br>Compensation Advisory<br>Committee | 0                  | 0     | 0                   | 0                      |                     | 0                                       |     | 0          | 0 |
| Directors   | Yusuke Otsuka             | External    | 0   | Male  | Member, Audit and Supervisory<br>Committee (External)<br>Member, Nomination and<br>Compensation Advisory<br>Committee | 0                  |       |                     |                        | 0                   | 0                                       | 0   | 0          |   |

The above list is not an indication of all the skills, experiences, abilities, and other knowledge and qualities of the individual Directors.

(Reference) Reference Matters of the Reference Documents for the General Meeting of Shareholders

- Information on the Board of Directors
  - (1) Status of gender and diversity (e.g., male-to-female ratio)

As of March 31, 2025, the Company's Board of Directors comprises seven male and one female board members for a total of eight board members, with the female board member accounting for 12% of all board members.

There will be no change to the composition and ratio at the conclusion of this General Meeting of Shareholders.

(2) Notification (including scheduled notification) of Independent Directors to Tokyo Stock Exchange, Inc.

External Directors, Audit and Supervisory Committee Members, Ms. Shinobu Akiyoshi, Mr. Katsuhiko Omoto, and Mr. Yusuke Otsuka have been designated as Independent Directors as prescribed by Tokyo Stock Exchange, Inc. and notified as such to the said exchange.

Furthermore, Ms. Shinobu Akiyoshi, Mr. Katsuhiko Omoto, and Mr. Yusuke Otsuka, who are candidates for External Director, Audit and Supervisory Committee Member, are candidates for Independent Director as prescribed by Tokyo Stock Exchange, Inc.

#### Information on capital efficiency

(1) Information on cross-shareholdings

In its Corporate Governance Report, under "Disclosure based on the principles of the Corporate Governance Code, Principle 1.4 Cross-shareholdings," the Company has disclosed the following on its cross-shareholdings.

Each year, the Company considers each individual shareholding qualitatively to determine whether it contributes to the improvement of the Company's corporate value, and quantitatively to determine if it is commensurate with capital cost. After a comprehensive determination is made, stocks deemed to offer little significance in further holding are sold off, while paying close attention to the market impact of doing so. In reviewing shareholding significance, the first evaluation is made by the Full-time Directors Meeting, with final decisions on the suitability of cross-shareholding made by the Board of Directors in light of the initial evaluation.

In the Second Medium-term Management Plan (FY2025 to FY2027), the Company has set a target for the sale of \u21041.0 billion in cross-shareholdings, and is moving sales efforts forward.

In addition, the changes in the number of stocks held other than non-listed stock and the amount of net assets and investment securities reported in the Consolidated Balance Sheets in the past five years are as follows.

|                                     |                   | FY ended<br>March 31, 2021 | FY ended<br>March 31, 2022 | FY ended<br>March 31, 2023 | FY ended<br>March 31, 2024 | FY ended<br>March 31, 2025 |
|-------------------------------------|-------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Stocks other than non-listed stocks |                   | 29                         | 29                         | 28                         | 20                         | 19                         |
| Investment securities               | (Millions of yen) | 2,116                      | 2,279                      | 2,748                      | 3,093                      | 3,085                      |
| Net assets                          | (Millions of yen) | 29,032                     | 30,109                     | 31,065                     | 32,531                     | 32,948                     |
| Investment securities/Net assets    |                   | 7.29%                      | 7.57%                      | 8.85%                      | 9.51%                      | 9.36%                      |

(2) Targets in the Response for Achieving Capital Cost- and Share Price-Conscious Management

The Company, in the Second Medium-term Management Plan (FY2025 to FY2027) released on May 10, 2024, set a target of 10.0% or more for ROE, by expanding investment returns. Additionally, for PBR, it set the target of 1 time or more, by formulating and promoting management plans from a long-term perspective.

We are striving to sustainably enhance corporate value by implementing the Second Medium-term Management Plan and the 2030 Vision in tandem.