[This English translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version prevails.]

NOEVIR HOLDINGS

FASF MEMBERSHIP

November 22, 2024

Trade name:	Noevir Holdings Co., Ltd.
Listing:	Tokyo Stock Exchange, Prime Market (Code Number: 4928)
Representative:	Takashi Okura, President and CEO
Address:	6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

Notice of Convocation of the 14th Annual General Meeting of Shareholders

Thank you for your continued support of Noevir Holdings.
We hereby announce that the 14th Annual General Meeting of Shareholders will be held as detailed below.
In convening the General Meeting of Shareholders, the materials for the General Meeting of Shareholders have been provided electronically and are posted on the Company website. Please access the Company website below and check the materials for the General Meeting of Shareholders.
In lieu of attending the meeting on the day of the meeting, you may exercise your voting rights by mail or via the internet. Please read the following reference documents for the General Meeting of Shareholders and vote by 5:30 p.m. on December 6, 2024 (Friday).

Thank you for your attention.

Materials for the General Meeting of Shareholders (Japanese only)
https://www.noevirholdings.co.jp/ir/shareholder/index.htm

Voting by letter

Indicate your vote for or against the proposal on the enclosed voting form and return it to arrive by the voting deadline above. If there is no vote for or against the proposal on the voting form, it will be considered as a vote in favor of the proposal.

Voting by internet, etc.

Confirm the "Information regarding voting by internet" listed on page 3 (available in Japanese only), then enter your vote for or against the proposals by the voting deadline above.

Internet disclosure

The following points in the materials for the General Meeting of Shareholders will be posted on the Company's website, etc., in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation. They are therefore not included in this convocation notice.

1. System for Ensuring Appropriate Business Operations in the Business Report
2. Consolidated changes to equity and Notes to the Consolidated Financial Statements in the consolidated financial statements
3. Non-consolidated changes to equity and Notes to the Non-Consolidated Financial Statements in the non-consolidated financial statements

In the event of an amendment to the materials for the General Meeting of Shareholders, the amended content will be posted on the Company website, etc.

Materials for the General Meeting of Shareholders (Japanese only)
https://www.noevirholdings.co.jp/ir/shareholder/index.htm

1. Time and date: December 9, 2024 (Monday) at 10:00 a.m. (Reception opens at 09:00 a.m.)

2. Location: Headquarters, 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

3. Agenda:

Reports

Business report for the 14th business year (October 1, 2023, to September 30, 2024), consolidated financial statements, other financial report documents, and audit report on consolidated financial statements by the accounting auditor and Audit & Supervisory Board

Matters for Resolution

Proposal Appointment of 13 Directors

4. Exercise of voting rights: If you vote by both letter and internet, we will consider the vote made by internet to be valid.
If you vote by internet multiple times, we will consider the last vote to be valid.

If you attend the meeting on the day, please bring the enclosed voting form with you and present it at reception. Please be aware that only shareholders eligible to exercise voting rights will be admitted into the meeting, and that representatives, associates, etc., who are not shareholders will not be admitted, even if they carry the voting form. When you attend the meeting on the day, please bring this convocation notice with you.

Materials for the General Meeting of Shareholders are posted on the Tokyo Stock Exchange (TSE) website in addition to the Company website.
Please access the following TSE website, enter and search the Issue name (company name) or the Code, select "Basic information" and "Documents for public inspection/PR information," and check the materials for the General Meeting of Shareholders.
TSE website: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Proposal Appointment of 13 Directors

The terms of office of all 13 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. We therefore request the election of 13 Directors.
The Director candidates are as follows.

Candidate number	Name		Current position in the Company
1	Hiroshi Okura	Reelection	Chairman and Representative Director
2	Takashi Okura	Reelection	President and CEO
3	Ikkou Yoshida	Reelection	Managing Director
4	Yasuo Kaiden	Reelection	Director
5	Masataka Nakano	Reelection	Director
6	Takeshi Okura	Reelection	Director
7	Ryo Tsuchida	Reelection Outside Independent	Outside Director
8	Maho Kinami	Reelection Outside Independent	Outside Director
9	Emima Abe	Reelection Outside Independent	Outside Director
10	Mari Ishimitsu	Reelection Outside Independent	Outside Director
11	Haruhi Kuroda	Reelection Outside Independent	Outside Director
12	Emi Kanagasaki	Reelection Outside Independent	Outside Director
13	Mari Tomita	Reelection Outside Independent	Outside Director

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">1</td><td>Hiroshi Okura
(August 9, 1936)

Reelection</td><td>April 1964 Founded J. H. Okura & Co., Ltd.
June 1971 J. H. Okura & Co., Ltd. transformed into limited liability company; President and CEO
May 1978 Company name changed to Noevir Co., Ltd.; President and CEO
September 2009 Chairman and Representative Director
March 2011 Retired as Representative Director; Chairman and Representative Director of Noevir Holdings Co., Ltd. (current)</td><td>1,000,000 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Director Candidate
Mr. Hiroshi Okura was selected as a candidate for director because as the founder of the Company, he has contributed to the development of the entire Group and has abundant experience and advanced insights into management.</td></tr>
<tr><td rowspan="2">2</td><td>Takashi Okura
(January 16, 1964)

Reelection</td><td>September 1990 Joined Noevir Co., Ltd.
December 1993 Director, Assistant General Manager of Sales Division, Head of International Affairs
February 1998 Managing Director, Manager of Management Strategy Department, Head of Sales Division 1 and Head of Sales Division 4
December 2001 Representative Director, Vice President and COO
September 2009 President and CEO
March 2011 Retired as Representative Director; President and CEO of Noevir Holdings Co., Ltd. (current)

(Important Concurrent Positions Held)
CEO of Noevir Holding of America, Inc.</td><td>3,700,000 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Director Candidate
Mr. Takashi Okura was selected as a candidate for director because he has been involved with the Group’s management since its foundation and has played a central role in expanding the entire Group’s earnings as President and CEO.</td></tr>
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<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th colspan="2">Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">3</td><td>Ikkou Yoshida
(June 10, 1957)

Reelection</td><td>January 1982
December 2007

December 2009

March 2011

December 2013

December 2014

September 2021
December 2022</td><td>Joined Noevir Co., Ltd.
Director, General Manager of Management Strategy Department, Head of the Public & Investor Relations Department
Director and Senior Executive Officer, General Manager of Management Strategy Department
Retired as Director; Director and Senior Executive Officer, General Manager of Management Strategy Department, Noevir Holdings Co., Ltd.
Director and Senior Executive Officer, General Manager of Management Strategy Department, General Manager of Public & Investor Relations Department
Director, Management Strategy and Public & Investor Relations
Managing Director, Administrative
Managing Director of Noevir Holdings Co., Ltd. (current)</td><td>3,533 shares</td></tr>
<tr><td colspan="4">Reason for Selection as Director Candidate
Mr. Ikkou Yoshida was selected as a candidate for director because he has abundant experience and knowledge regarding management in general, having served as Chief Officer of Administrative for the entire Group.</td></tr>
<tr><td rowspan="2">4</td><td>Yasuo Kaiden
(November 4, 1955)

Reelection</td><td>July 1978
December 1994

December 2009

March 2011

September 2024</td><td>Joined Noevir Co., Ltd.
Director, Assistant General Manager of Sales Division, Head of Chubu Region
Director and Senior Executive Officer, General Manager of Manufacturing and Logistics Division, Head of Management Information Systems Department
President and CEO of Noevir Co., Ltd. / Director of Noevir Holdings Co., Ltd. (current)
Chairman and Representative Director of Noevir Co., Ltd. (current)

(Important Concurrent Positions Held)
Chairman and Representative Director of Noevir Co., Ltd.</td><td>30,159 shares</td></tr>
<tr><td colspan="4">Reason for Selection as Director Candidate
Mr. Yasuo Kaiden was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as Chairman and Representative Director of one of the Company's main subsidiaries.</td></tr>
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<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">5</td><td>Masataka Nakano
(April 18, 1952)

Reelection</td><td>June 1978 Joined Noevir Co., Ltd.
October 1995 Representative Director and President of NOV Co., Ltd.
June 2000 Representative Director and President of SANA Co., Ltd.
September 2004 Director and Vice President of TOKIWA Pharmaceutical Co., Ltd.
February 2010 President and CEO of TOKIWA Pharmaceutical Co., Ltd.
March 2011 Director of Noevir Holdings Co., Ltd. (current)
September 2022 Chairman and Representative Director of TOKIWA Pharmaceutical Co., Ltd.
July 2023 Representative Director, Chairman and President of TOKIWA Pharmaceutical Co., Ltd.
September 2024 Chairman and Representative Director of TOKIWA Pharmaceutical Co., Ltd. (current)

(Important Concurrent Positions Held)
Chairman and Representative Director of TOKIWA Pharmaceutical Co., Ltd.</td><td>8,960 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Director Candidate
Mr. Masataka Nakano was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as Chairman and Representative Director of one of the Company's main subsidiaries.</td></tr>
<tr><td rowspan="2">6</td><td>Takeshi Okura
(July 24, 1995)

Reelection</td><td>April 2020 Joined Sumitomo Mitsui Banking Corporation
September 2021 Joined Noevir Holdings Co., Ltd.; Executive Officer, Internal Audit
December 2023 Director of Noevir Holdings Co., Ltd. (current)</td><td>10,000 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Director Candidate
Mr. Takeshi Okura was selected as a candidate for director because, having served as Chief Officer of Internal Audit for the entire Group, he has advanced insights into operations.</td></tr>
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<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">7</td><td>Ryo Tsuchida
(July 4, 1968)

Reelection
Outside Director
Independent Officer</td><td>April 2002 Associate Professor of Law, University of East Asia
April 2003 Associate Professor of Law, Meijo University
January 2010 Registered as an attorney; joined Frontier Law Firm (current)
April 2011 Professor of Law, Omiya Law School
April 2014 Professor of Law, Senshu University
November 2017 Outside Director of UPR Corporation (current)
December 2018 Outside Audit & Supervisory Board Member of Noevir Holdings Co., Ltd.
April 2020 Professor of Sophia Law School (current)
December 2021 Outside Director of Noevir Holdings Co., Ltd. (current)

(Important Concurrent Positions Held)
Outside Director of UPR Corporation
Professor of Sophia Law School</td><td>1,099 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Mr. Ryo Tsuchida was deemed an appropriate appointee to continue as an Outside Director because he has expert knowledge as an attorney, a college professor and an Outside Director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
<tr><td rowspan="2">8</td><td>Maho Kinami
(February 14, 1976)

Reelection
Outside Director
Independent Officer</td><td>December 2010 Registered as an attorney; joined Zaoo Law Office
December 2017 Outside Director of Noevir Holdings Co., Ltd. (current) / opened Kinami Law Office (current)
June 2019 Outside Director of Advanex Inc.
June 2022 Outside Audit & Supervisory Board Member of Sourcenext Corporation (current)
June 2024 Outside Audit & Supervisory Board Member of KAWADEN CORPORATION (current)

(Important Concurrent Positions Held)
Representative of Kinami Law Office
Outside Audit & Supervisory Board Member of Sourcenext Corporation
Outside Audit & Supervisory Board Member of KAWADEN CORPORATION</td><td>494 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Maho Kinami was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and an Outside Auditor at other companies and contributes beneficial opinions at the Company's Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
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<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">9</td><td>Emima Abe
(December 31, 1979)

Reelection
Outside Director
Independent Officer</td><td>December 2013 Registered as an attorney
August 2016 Joined Max General Law Firm (present Miyamasuzaka the Firm Law & Accounting Office) (current)
December 2018 Outside Director of Noevir Holdings Co., Ltd. (current)
March 2022 Outside Director of B-R 31 Ice Cream Co., Ltd. (current)
June 2023 Outside Director (Audit and Supervisory Committee Member) of Lifenet Insurance Company (current)
March 2024 Outside Audit & Supervisory Board Member of Intermestic Inc. (current)

(Important Concurrent Positions Held)
Outside Director of B-R 31 Ice Cream Co., Ltd.
Outside Director (Audit and Supervisory Committee Member) of Lifenet Insurance Company
Outside Audit & Supervisory Board Member of Intermestic Inc.</td><td>305 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Emima Abe was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney, an Outside Director and an Outside Auditor at other companies and contributes beneficial opinions at the Company’s Board of Directors meetings, and is expected to fulfill the aforementioned roles.</td></tr>
<tr><td rowspan="2">10</td><td>Mari Ishimitsu
(October 3, 1973)

Reelection
Outside Director
Independent Officer</td><td>October 2006 Registered as an attorney; joined Nogaki Law Office
May 2008 Committee member of Ehime Asahi Television, Inc. TV Program Assessment Council (current)
April 2009 Opened Mori & Ishimitsu Law Office
April 2021 Vice-president of Ehime Bar Association
October 2021 Opened Mikan Law Office (current)
December 2021 Outside Director of Noevir Holdings Co., Ltd. (current)</td><td>298 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Mari Ishimitsu was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and contributes beneficial opinions at the Company’s Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
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<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Career history, position, offices held, and important concurrent positions held</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">11</td><td>Haruhi Kuroda
(April 16, 1987)

Reelection
Outside Director
Independent Officer</td><td>August 2011 Registered as an attorney
September 2011 Joined Nishimura & Asahi
April 2016 Joined Homma & Partners (current)
December 2021 Outside Director of Noevir Holdings Co., Ltd. (current)
June 2023 Outside Director of Saison Information Systems Co., Ltd. (present Saison Technology Co., Ltd.) (current)

(Important Concurrent Positions Held)
Outside Director of Saison Technology Co., Ltd.</td><td>298 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Haruhi Kuroda was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and an Outside Director at other companies and contributes beneficial opinions at the Company’s Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
<tr><td rowspan="2">12</td><td>Emi Kanagasaki
(June 18, 1976)

Reelection
Outside Director
Independent Officer</td><td>December 2012 Registered as an attorney
April 2017 Opened Jujo Oji Law Office (current)
April 2022 Executive Governor of Japan Federation of Bar Associations
December 2023 Outside Director of Noevir Holdings Co., Ltd. (current)

(Important Concurrent Positions Held)
Representative of Jujo Oji Law Office</td><td>18 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Emi Kanagasaki was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and contributes beneficial opinions at the Company’s Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
<tr><td rowspan="2">13</td><td>Mari Tomita
(June 20, 1991)

Reelection
Outside Director
Independent Officer</td><td>December 2017 Registered as an attorney
January 2018 Joined City-Yuwa Partners
July 2019 Joined World Co., Ltd.
August 2022 Joined Shiroyama-Tower Law Office (current)
December 2023 Outside Director of Noevir Holdings Co., Ltd. (current)</td><td>92 shares</td></tr>
<tr><td colspan="3">Reason for Selection as Outside Director Candidate and Outline of Expected Role
Ms. Mari Tomita was deemed an appropriate appointee to continue as an Outside Director because she has expert knowledge as an attorney and contributes beneficial opinions at the Company’s Board of Directors meetings, and is expected to continue to fulfill the aforementioned role.</td></tr>
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(Notes)

1. None of the candidates has a special interest relationship with the Company.

2. Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, Ms. Haruhi Kuroda, Ms. Emi Kanagasaki, and Ms. Mari Tomita are candidates for Outside Directors. The Company has identified Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, Ms. Haruhi Kuroda, Ms. Emi Kanagasaki, and Ms. Mari Tomita as independent directors/auditor as provided by Tokyo Stock Exchange, Inc. and has submitted notification to the exchange. If their appointments are approved, the Company plans to continue treating them as independent directors.
   Mr. Ryo Tsuchida's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be three years.
   Ms. Maho Kinami's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be seven years.
   Ms. Emima Abe's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be six years.
   Ms. Mari Ishimitsu's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be three years.
   Ms. Haruhi Kuroda's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be three years.
   Ms. Emi Kanagasaki's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be one year.
   Ms. Mari Tomita's length of service as an Outside Director at the end of this Annual General Meeting of Shareholders will be one year.

3. Liability limitation agreements with Outside Directors
   The Company has concluded liability limitation agreements with Mr. Ryo Tsuchida, Ms. Maho Kinami, Ms. Emima Abe, Ms. Mari Ishimitsu, Ms. Haruhi Kuroda, Ms. Emi Kanagasaki, and Ms. Mari Tomita, limiting their liability for damages under Article 427, paragraph 1 of the Companies Act.
   This means that if they were to cause the Company to sustain a loss by neglecting their duties, their liability to the Company would be limited to the lowest liability limit amount provided in Article 425, paragraph 1 of the same act, in cases where they have acted in good faith and without gross negligence. If their appointments are approved, the Company intends to continue these agreements with them.

4. The Company has concluded Directors and Officers liability insurance agreements with the Company's Directors, etc., as the insured. These agreements provide coverage for damages and litigation expenses in the event that they are held liable for damages arising out of the performance of their duties. However, there is a limit to the amount of coverage, and damages arising from violation of laws and regulations or other criminal acts knowingly committed by the insured are not covered. If the appointments of each of the candidates are approved, the Company intends to insure them under these insurance agreements, and the Company also intends to extend these agreements, which are due to expire following the Annual General Meeting of Shareholders.

5. The number of the Company's shares held by each candidate includes their respective holdings in the Noevir Holdings Officers' Shareholding Association.

(Reference) If the Proposal is approved, the skill matrix for Directors will be as follows.

Definition: Areas to which Directors are expected to contribute

Name	Management	Production, research and development	Finance and accounting	Legal affairs and compliance	ESG
Hiroshi Okura	○	○		○	○
Takashi Okura	○	○	○	○	○
Ikkou Yoshida	○	○	○	○	○
Yasuo Kaiden	○	○		○	○
Masataka Nakano	○	○		○	○
Takeshi Okura	○	○	○	○	○
Ryo Tsuchida	○			○	○
Maho Kinami				○	○
Emima Abe				○	○
Mari Ishimitsu				○	○
Haruhi Kuroda				○	○
Emi Kanagasaki				○	○
Mari Tomita				○	○