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Securities Code: 4919

March 10, 2025

To our shareholders:

Hidenori Sakashita
President and CEO
Milbon Co., Ltd.
(Main branch) 2-3-35, Zengenji-cho, Miyakojima-ku,
Osaka
(Head office) Kyobashi Edogrand 2-2-1, Kyobashi,
Chuo-ku, Tokyo

NOTICE OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that the 65th Ordinary General Meeting of Shareholders of Milbon Co., Ltd. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the respective websites shown below. Please access any of the websites using the internet address to review the information.

Website containing information related to the General Meeting of Shareholders of the Company:

https://www.milbon.com/en/ir/meeting/convocation_notice.html

Website containing informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/4919/teiji/> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

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

(Please access the above TSE website, enter “Milbon” in “Issue name (company name)” or “4919” in the “Code” to search for the company, then select “Basic information” “Documents for public inspection/PR information” and review “[Notice of General Meeting of Shareholders/Informational Materials for General Meeting of Shareholders]” in “Filed information available for public inspection.”)

Even if you do not attend the meeting in person, you may exercise your voting rights by post or via the internet. Please review the Reference Documents for the General Meeting of Shareholders and, as described below, exercise your voting rights no later than 5:30 p.m. on Wednesday, March 26, 2025 (JST).

1. Date and Time: Thursday, March 27, 2025, at 10:00 a.m. (JST)

2. Venue: Royal Park Hotel 2F (Harumi)
2-1-1, Nihonbashi-Kakigara-cho, Chuo-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Report on business report and the consolidated financial statements, and the results of the audit of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the 65th fiscal year ended December 31, 2024 (from January 1, 2024 to December 31, 2024).
2. Report on non-consolidated financial statements for the 65th fiscal year ended December 31, 2024 (from January 1, 2024 to December 31, 2024).

Matters to be resolved:

Proposal No. 1 Dividend of Surplus (year-end dividend for the 65th fiscal year)

Proposal No. 2 Election of One (1) Audit & Supervisory Board Member

- If attending the meeting in person, you are kindly requested to bring with you the voting form sent together with this notice and present it at reception.
- Among matters subject to measures for electronic provision, the following matters are not provided in the documents sent to shareholders, as provided for by the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company.
 - (1) System for ensuring the adequacy of operations and operational status of such system in the business report
 - (2) Consolidated statement of changes in shareholders' equity and Notes to the consolidated financial statements
 - (3) Non-consolidated statement of changes in shareholders' equity and Notes to the non-consolidated financial statementsConsequently, the business report, the consolidated financial statements and the non-consolidated financial statements stated in the said documents are part of the target documents that were audited by the accounting auditor in preparing the accounting audit report, and the Audit & Supervisory Board members in preparing the audit report.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website, the website containing informational materials for the General Meeting of Shareholders, and the TSE website described on the previous page.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Dividend of Surplus (year-end dividend for the 65th fiscal year)

The Company places high importance on returning profits to shareholders and has a policy of paying dividends in accordance with operating results. We also maintain internal reserves to improve earnings capability in the future.

The Company proposes to pay a year-end dividend for the fiscal year under review (the fiscal year ended December 31, 2024) as follows.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and their aggregate amount

Amount per common share of the Company: 48 yen

Aggregate amount: 1,562,983,872 yen

(Reference)

The total amount of the annual dividend for the fiscal year shall be 88 yen per share that, including the interim dividend of 40 yen per share, is the same amount as in the previous fiscal year.

(3) Effective date of dividend of surplus

March 28, 2025

(Reference)

Dividend policy

Based on the above basic policy, we have set a target payout ratio of 50%.

The Board of Directors determines interim dividends, while year-end dividends are determined by the General Shareholders' Meeting. We aim to pay dividends twice each fiscal year.

For the next fiscal year, we plan to pay an annual dividend of 88 yen per share, which is the same amount as for the current fiscal year. In this, we are prioritizing stable dividends, although the payout ratio is expected to exceed 50% somewhat.

Proposal No. 2 Election of One (1) Audit & Supervisory Board Member

The term of office of the Audit & Supervisory Board Member Mitsuru Oshio will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

| Name (Date of birth) | Career summary, position in the Company, and significant concurrent positions outside the Company | Number of the Company's shares owned |
|--|---|--------------------------------------|
| <p>Reelection</p> <p>Mitsuru Oshio (December 16, 1965)</p> <p>Number of years in office 4 years</p> <p>Attendance at Board of Directors meetings 13/13</p> <p>Attendance at Audit & Supervisory Board meetings 14/14</p> | <p>Apr. 1988 Joined the Company</p> <p>Dec. 2006 General Manager of Osaka Branch</p> <p>Dec. 2007 General Manager of Fukuoka Branch</p> <p>Dec. 2009 General Manager of Nagoya Branch</p> <p>Dec. 2011 General Manager of Nagoya Branch and Business Development Dept.</p> <p>Mar. 2012 Board Director and General Manager of Nagoya Branch and Business Development Dept.</p> <p>Dec. 2013 Board Director and General Manager of Corporate Strategy Development Dept. and Business Development Dept.</p> <p>Dec. 2014 Board Director and General Manager of Business Development Dept.</p> <p>Jan. 2018 Board Director and in charge of Business Development</p> <p>Mar. 2021 Standing Audit & Supervisory Board Member (current position)</p> <p>To the present</p> | <p>26,373 shares</p> |
| <p>Reasons for nominating as candidate for Audit & Supervisory Board Member</p> <p>Mr. Oshio has extensive experience and wide-ranging knowledge of the Company's sales strategy, having served as General Manager of various domestic branches of the Company and contributed to the launch of the organic brand as General Manager of the Business Development Department. He has also served as a Board Director of the Company since 2012, where he was also in charge of the Corporate Strategy Development Department since 2013, gaining a broad insight into the Company's businesses and business models. He has conducted audits as an Audit & Supervisory Board Member of the Company since 2021, and since he can be expected to contribute to the growth and increase in value of the Company going forward, he has been nominated as a candidate for Audit & Supervisory Board Member again.</p> | | |

- (Notes)
1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
 2. Based on Article 427, paragraph (1) of the Companies Act and Article 34, paragraph 2 of the Articles of Incorporation, the Company has determined that it can enter into an agreement limiting the liability for damages to the Company under the provision of Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages stipulated in the said agreement are the minimum amount for an Audit & Supervisory Board Member prescribed in Article 425, paragraph (1) of the Companies Act. The Company has concluded this agreement with Mr. Mitsuru Oshio. If the reelection of Mr. Oshio is approved, the Company plans to continue the said agreement with him.
 3. The Company has entered into an indemnity agreement as provided for in Article 430-2, paragraph (1) of the Companies Act, whereby the Company will indemnify the expenses stipulated in item (i) and the losses stipulated in item (ii) of the same paragraph to the extent provided by laws and regulations. If the reelection of Mr. Mitsuru Oshio is approved, the Company plans to continue the said agreement with him.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses incurred in cases where an insured receives a claim for damages arising from the performance of duties as a board director or other officer or from the receipt of claims related to the pursuit of such liabilities. If the reelection of Mr. Mitsuru Oshio is approved, he will continue to be an insured. The entire amount of insurance premiums is borne by the Company and the Company plans to renew the agreement under the same terms and conditions when it is next renewed.

(Reference)

Areas of expectation for Board Directors and Audit & Supervisory Board Members (management structure after approval)

In order to continuously improve the Board of Directors' required supervisory functions, we have created a matrix of the various skills possessed by board directors and Audit & Supervisory Board Members, and are using this matrix as a criterion for determining candidates.

| Name | | Corporate Management | Finance/Accounting | Legal/Risk Management | Global |
|----------------------------------|---------------------------|----------------------|--------------------|-----------------------|--------|
| Board Director | Ryuji Sato | ○ | ○ | | ○ |
| | Hidenori Sakashita | ○ | | | ○ |
| | Masahiro Murai | | ○ | ○ | |
| | Kazunobu Konoike | ○ | | | ○ |
| | Junji Morimoto | | | ○ | |
| | Harumichi Okazaki | ○ | | | ○ |
| | Hiroyuki Ogata | | ○ | | |
| | Taizo Hamaguchi (Outside) | ○ | | | |
| | Tsuneko Murata (Outside) | | | ○ | ○ |
| | Etsuhiro Takato (Outside) | ○ | | | ○ |
| | Chisa Hayakawa (Outside) | | ○ | | |
| | Tomomi Fukumoto (Outside) | | | ○ | |
| Audit & Supervisory Board Member | Mitsuru Oshio | | | ○ | |
| | Yoshihiko Okuda (Outside) | | ○ | | |
| | Takashi Hirano (Outside) | | | ○ | |

■ Common standard for all Board Directors and Audit & Supervisory Board Members

Board Directors and Audit & Supervisory Board Members shall understand and take the initiative in practicing “*The Milbon Way*,” the action guideline for all employees of the Company, and thereby contribute to the development of a sustainable beauty market.

Skill selection

The skills considered necessary for our Board of Directors were reviewed and selected by the same Board of Directors in October 2021, taking into account the opinions of each board member.

Skill plotting criteria for each Board Director

The skill plot of each board director was determined based on the extent of work experience in the relevant skill area.

| ESG/Sustainability | Research/Product Development | Production/Logistics | Sales/Marketing | IT/Digital | HR/Labor | Qualifications |
|--------------------|------------------------------|----------------------|-----------------|------------|----------|----------------|
| | ○ | | ○ | | ○ | |
| | ○ | | ○ | ○ | | |
| ○ | | | | | ○ | |
| | ○ | ○ | ○ | ○ | | |
| | | | ○ | | ○ | |
| | | | ○ | | | |
| | | | ○ | ○ | | |
| | | | ○ | | | |
| ○ | | | | | | |
| | | | ○ | | | |
| | | ○ | ○ | | | Tax Accountant |
| ○ | | | | | | |
| | | | ○ | | | |
| | | | | | | Tax Accountant |
| ○ | | | | ○ | ○ | Lawyer |

■ Expertise and Experience Details

| | |
|----------------------------------|---|
| Corporate Management | Experience in corporate management |
| Finance and Accounting | Expertise and experience in corporate finance and accounting |
| Legal and Risk Management | Expertise and experience in corporate legal affairs, risk management, BCP, etc. |
| Global | Overseas experience |
| ESG and Sustainability | Expertise in general sustainability and ESG issues including environmental, social, and governance issues |
| Research and Product Development | Expertise and experience in R&D and product development in the cosmetics industry |
| Production and Logistics | Expertise and experience in manufacturing, production and logistics management in Japan and abroad |
| Sales and Marketing | Expertise and experience in sales activities and marketing |
| IT and Digital | Expertise and experience in IT utilization, DX promotion, and information security |
| HR and Labor | Expertise and experience in human resources development, HR strategy, and improving job satisfaction |