

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 1377

Date of sending by postal mail: August 9, 2024

Start date of measures for electronic provision: August 5, 2024

To Shareholders

Hiroshi Sakata, President and Representative
SAKATA SEED CORPORATION
2-7-1 Nakamachidai, Tsuzuki-ku, Yokohama-City,
Kanagawa

Notice of Convocation of the 83rd General Meeting of Shareholders

We are pleased to announce the 83rd General Meeting of Shareholders of Sakata Seed Corporation (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company takes measures for providing in an electronic format the information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in an electronic format are taken) and posts the information on the following websites. Please visit either of these websites to confirm details.

The Company’s website:

<https://corporate.sakataseed.co.jp/en/ir/stock/meeting.html>

Website for informational materials for the general meeting of shareholders

<https://d.sokai.jp/1377/teiji/> (in Japanese)

Time/Date	10:00 a.m., Tuesday, August 27, 2024
Place	Room Nichirin, 5th Floor, Yokohama Bay Sheraton Hotel & Towers 1-3-23 Kitasaiwai, Nishi-ku, Yokohama, Kanagawa
Agenda items	Matters to be reported 1. Business report and consolidated financial statements for the 83rd fiscal year (from June 1, 2023 to May 31, 2024), and the audit reports of the consolidated financial statements for the same fiscal year by the financial auditor and the Audit & Supervisory Board 2. Non-consolidated financial statements for the 83rd fiscal year (from June 1, 2023 to May 31, 2024) Matters to be resolved Proposal No. 1 Appropriation of Surplus Proposal No. 2 Election of Three Audit & Supervisory Board Members

- Paper-based documents stating matters for which measures for providing information in an electronic format are taken are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and the Company’s Articles of Incorporation. The Audit & Supervisory Board Members and the financial auditor have audited the documents subject to audit, including the following matters.
(1) Notes to the Consolidated Financial Statements
(2) Notes to the Non-Consolidated Financial Statements
- For this general meeting of shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.
- If revisions to the matters for which measures for providing information in an electronic format are taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s aforementioned website and the website for informational materials for the general meeting of shareholders.
- Please note that non-shareholders such as proxies and those who accompany shareholders are not allowed to attend the meeting.
- In principle, photography as well as audio and/or video recording are not permitted at the venue of the general meeting of shareholders.
Thank you for your cooperation.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders an important management issue, and our basic policy is to strengthen stable and continuous returns to shareholders under a long-term stable policy.

For the year-end dividend for the 83rd fiscal year, since profit attributable to owners of parent for the fiscal year ended May 31, 2024 increased significantly due to the recording of gain on sale of non-current assets, the Company has upwardly revised the dividend forecast previously announced by ¥10 per share, proposing a year-end dividend of ¥40 per share based on the above basic policy.

As a result, the annual dividend per share, including the interim dividend of ¥25 per share already paid, will be ¥65 per share, an increase of ¥10 per share from the previous fiscal year.

Year-end dividends

Form of dividend distribution	To be paid in cash
Distribution of dividends and the total amount	¥40 per common share of the Company Total dividend payout: ¥1,756,152,560
Effective date of dividend distribution	August 28, 2024

Proposal No. 2 Election of Three Audit & Supervisory Board Members

The terms of office for all three Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of three Audit & Supervisory Board Members. The Audit & Supervisory Board has given its consent to this proposal.

The candidates for Audit & Supervisory Board Members are as follows.

Candidate No.	Attribute	Name	Tenure	Current position in the Company
1	Reelection	Jumpei Tsushima	4 years	Full-time Audit & Supervisory Board Member
2	Reelection Outside Independent officer	Akinori Bo	5 years	Audit & Supervisory Board Member
3	New election Outside Independent officer	Kimiko Tanaka	—	—

Reelection: candidate for Audit & Supervisory Board Member to be reelected

New election: candidate for Audit & Supervisory Board Member to be newly elected

Outside: candidate for Outside Audit & Supervisory Board Member

Independent officer: independent officer as defined by the securities exchange, etc.

Candidate No.	Name (Date of birth)	Career summary, position in the Company		Number of the Company's shares owned
1	<p>Jumpei Tsushima (August 14, 1959)</p> <p>Reelection</p> <p>Tenure as Audit & Supervisory Board Member: 4 years</p> <p>Attendance at Board of Directors meetings 20/20</p> <p>Attendance at Audit & Supervisory Board meetings 14/14</p>	<p>Apr. 1982</p> <p>Oct. 2004</p> <p>Sep. 2014</p> <p>Aug. 2020</p> <p>Significant concurrent positions outside the Company</p> <p>–</p>	<p>Joined The Mitsui Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>Senior Auditor, Internal Audit Dept. of Sumitomo Mitsui Banking Corporation</p> <p>Joined the Company, General Manager of Internal Auditing Office</p> <p>Full-time Audit & Supervisory Board Member (current position)</p>	1,618 shares
<p>Reasons for nomination as a candidate for Audit & Supervisory Board Member</p> <p>Jumpei Tsushima has extensive knowledge about the Company's corporate management, domestic and overseas sales, logistics, etc., gained through his internal audit work at the Company, in addition to his extensive experience in internal audit work over many years. He is nominated as a candidate for Audit & Supervisory Board Member because it has been determined that this experience can be leveraged in the Company's audit system for Audit & Supervisory Board Members.</p>				
2	<p>Akinori Bo (December 9, 1953)</p> <p>Reelection</p> <p>Outside</p> <p>Independent officer</p> <p>Tenure as Audit & Supervisory Board Member: 5 years</p> <p>Attendance at Board of Directors meetings 20/20</p> <p>Attendance at Audit & Supervisory Board meetings 14/14</p>	<p>Apr. 1977</p> <p>Mar. 2006</p> <p>Apr. 2007</p> <p>Jun. 2007</p> <p>Apr. 2010</p> <p>Apr. 2012</p> <p>Apr. 2013</p> <p>Jul. 2015</p> <p>Jul. 2018</p> <p>Aug. 2019</p> <p>Significant concurrent positions outside the Company</p> <p>–</p>	<p>Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Executive Officer, General Manager Ginza Branch of Mizuho Bank, Ltd.</p> <p>Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.</p> <p>Managing Director, Managing Executive Officer</p> <p>Senior Managing Executive Officer of the Ando Corporation (currently Hazama Ando Corporation)</p> <p>Director, Vice President</p> <p>Senior Managing Executive Officer of ULVAC, Inc.</p> <p>Director, Executive Vice President</p> <p>Director</p> <p>Audit & Supervisory Board Member of the Company (current position)</p>	753 shares
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</p> <p>Akinori Bo has extensive knowledge and broad insights in corporate management in addition to his knowledge of finance and accounting based on his work experience in financial institutions. He is nominated as a candidate for Outside Audit & Supervisory Board Member because we have judged that he will be able to appropriately perform his duties as an Audit & Supervisory Board Member with respect to management and business execution from an objective perspective. Although he is a former employee of a bank with which the Company does business, he has been retired from that bank for more than 14 years and is not in a position to be influenced by the intentions of said bank group.</p>				

Candidate No.	Name (Date of birth)	Career summary, position in the Company	Number of the Company's shares owned
3	Kimiko Tanaka (July 6, 1957) New election Outside Independent officer Attendance at Board of Directors meetings – Attendance at Audit & Supervisory Board meetings –	<p>May 1981 Joined Japan Airlines Co., Ltd.</p> <p>Jan. 2011 Joined CMIC HOLDINGS Co.,Ltd.</p> <p>Apr. 2012 Executive Officer, President Office</p> <p>Apr. 2016 Joined Warehouse TERRADA</p> <p>Mar. 2019 Outside Director of TOHO LAMAC CO.,LTD.</p> <p>Sep. 2019 Advisor of Takumi Sosei Co., Ltd</p> <p>Sep. 2020 Part-time Lecturer of Faculty of Nursing, Wayo Women's University (current position)</p> <p>Sep. 2021 Outside Director of Charm Care Corp. (current position)</p> <p>Sep. 2021 Outside Audit & Supervisory Board Member of STORAGE-OH Co.,Ltd. (current position)</p> <p>Apr. 2022 Guest Professor of Nihon Pharmaceutical University (current position)</p> <p>Apr. 2024 Outside Director of IMURA & Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Outside Director of Charm Care Corp.</p> <p>Outside Audit & Supervisory Board Member of STORAGE-OH Co.,Ltd.</p> <p>Outside Director of IMURA & Co., Ltd.</p>	–
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</p> <p>Kimiko Tanaka has a wealth of experience and broad insight gained at listed companies, and currently serves as an outside director of listed companies. She is nominated as a candidate for Outside Audit & Supervisory Board Member because we have judged that she will be able to appropriately perform her duties as an Audit & Supervisory Board Member with respect to management and business execution from an objective perspective.</p>			

- (Notes)
- There is no special interest between each candidate and the Company.
 - Akinori Bo and Kimiko Tanaka are candidates for Outside Audit & Supervisory Board Members.
 - The Company has entered into agreements with Jumpei Tsushima and Akinori Bo to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act and the Company's Articles of Incorporation, and the maximum amount of liability for damages under such agreements is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. If the reappointment of the candidates is approved, the aforementioned agreements will be continued.
 - If Kimiko Tanaka assumes office as an Audit & Supervisory Board Member, the Company will enter into an agreement with her pursuant to Article 427, Paragraph 1 of the said Act and the Company's Articles of Incorporation to limit her maximum liability amount of liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act.
 - Akinori Bo satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and if his reappointment is approved, he will continue to be designated as an independent officer.
 - Kimiko Tanaka satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and will be designated as an independent officer if her appointment is approved.
 - The Company has concluded a Directors and Officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, insuring Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and its subsidiaries. The insurance policy provides for compensation for damages and litigation expenses, etc. that may arise from the insured persons being held liable or being sued for such liability in connection with the execution of their duties. All insurance premiums under the aforementioned insurance policy are borne by the Company and its subsidiaries. Each candidate (excluding the newly appointed candidate) is an insured person under the aforementioned policy, and upon election and appointment as an Audit & Supervisory Board Member, each candidate (including the new candidate) will be included as an insured person under the aforementioned policy. The Company intends to renew the aforementioned insurance policy with the same terms and conditions during the term of office.

Reference materials Skill Matrix for Directors and Audit & Supervisory Board Members after this General Meeting of Shareholders

To ensure that deliberations are conducted appropriately at the Board of Directors, each Director maintains a diverse skillset including corporate management; global; finance and accounting; sales and marketing; research and development and production; legal affairs and intellectual property; IT and digital; and industry association experience. Additionally, we believe that it is important to ensure a structure with human resources with diverse viewpoints and perspectives and abundant experience regardless of gender, age, nationality, or company history. The current Board of Directors is structured based on this policy, and by allowing each Director to exercise their knowledge and experience and by striking an overall balance, the system allows the Board of Directors to respond flexibly to various changes in the business environment.

Corporate management	Knowledge of corporate management, knowledge and experience to be able to formulate global strategies with a medium- to long-term vision based on the Group’s management philosophy
Global	International knowledge, such as experience working overseas; management, such as formulating growth strategies for global businesses and overseeing the management of overseas affiliates; extensive knowledge of the culture and environment of various countries
Finance/Accounting	Knowledge of financial strategies, including building a strong financial base and dialogue with capital markets; extensive knowledge in the areas of financial accounting, finance, and auditing
Sales/Marketing	Knowledge of sales and marketing, wide network of contacts with business partners and industry associations, etc., and negotiation skills and experience to build and maintain relationships
Research and development/ Production	Knowledge of breeding, breeding engineering, pathology, and seed production, and a visionary and objective perspective that enables research and product development based on an understanding of world climates and customs, food habits and other preferences based on traditions and cultures
Legal affairs/Intellectual property	Knowledge of appropriate and effective corporate governance, extensive knowledge of legal affairs and intellectual property, and experience in legal disputes such as civil litigation
IT/Digital	Knowledge of communications, networks, security, etc.; extensive knowledge and experience related to DX (promotion of information strategy) and ICT (information and communication technology)
Industry association experience	Knowledge of domestic and international agriculture, horticulture and seed industry; negotiation skills and experience in establishing and maintaining relationships with seed and agricultural related organizations, national and local governments, etc.

Name	Position	Division	Committee		Corporate management	Global	Finance/Accounting	Sales/Marketing	Research and development/Production	Legal affairs/Intellectual property	IT/Digital	Industry association experience
			Nominating Committee	Compensation Committee								
Hiroshi Sakata	President and Representative	—	Chair	●	●	●	●	●		●		●
Risho Uchiyama	Director, Managing Executive Officer	Domestic Sales & Marketing Div.			●			●	●	●		●
Tsutomu Kagami	Director, Managing Executive Officer	Overseas Sales & Marketing Div.			●	●		●	●	●	●	
Kazuo Kuroiwa	Director, Managing Executive Officer	Corporate Management Div.			●	●		●			●	
Toshihiko Furuki	Director, Managing Executive Officer	Supply Chain Div. Research & Development Div.			●	●	●		●	●		
Zen Takamiya	Director, Managing Executive Officer	General Administration Div.			●	●	●	●		●		
Kunihiko Sugahara	Outside Director (Independent officer)	—	●	Chair	●	●	●					
Yukimasa Ozaki	Outside Director (Independent officer)	—	●	●	●	●				●		
Masako Watanabe	Outside Director (Independent officer)	—	●	●	●		●				●	
Jumpei Tsushima	Full-time Audit & Supervisory Board Member	—				●	●			●		
Akinori Bo	Outside Audit & Supervisory Board Member (Independent officer)	—			●		●					
Kimiko Tanaka	Outside Audit & Supervisory Board Member (Independent officer)	—			●	●						

* The above list does not show all of the knowledge and experience possessed by each person listed.

Reference materials
(Independence Standards for Outside Directors and Audit & Supervisory Board Members)

Based on the standards stipulated by the Companies Act and the Tokyo Stock Exchange, we have established our own independence standards. The Company nominates as candidates for Outside Directors and Outside Audit & Supervisory Board Members those who do not fall under any of the following categories.

- (1) A person who is executive director, executive officer or other employee (hereinafter, “Executive”) of the Company and its subsidiaries and associates (hereinafter, “the Company, Etc.”) or had served as Executive of the Company, Etc. within the last ten years before assuming office as Outside Director or Audit & Supervisory Board Member
- (2) A person who is major shareholder (person who holds 10% or higher of the total voting rights at the end of the most recent fiscal year of the Company or its client or supplier) or an Executive thereof
- (3) A person who is an Executive of a company, or its parent company or an important subsidiary thereof that has an important business relationship with the Company, Etc. (where a company to which sales were made accounting for 2% or more of the total annual sales of the Company, Etc. in the most recent fiscal year or a company which made sales to the Company, Etc. accounting for 2% or more of the total annual sales of the company in the most recent fiscal year)
- (4) A person who receives compensation or other property benefits of ¥10 million or more on average over the past three years, in addition to remuneration for the Company’s Directors and Audit & Supervisory Board Members, as an attorney at law, consultant of the Company, Etc. Or if the said person is a corporation or organization, etc., a person who is an Executive of the corporation or organization, etc., which receives 2% or more of the consolidated sales thereof from the Company, Etc.
- (5) A person who is a financial auditor of the Company, Etc. or an employee, etc. of the financial auditor
- (6) A person who receives donations in excess of ¥10 million per year from the Company, Etc. Or if the said person is a corporation or organization, etc., a person who is an Executive of the corporation or organization in which the property obtained from the Company, Etc. exceeds 2% of the annual income
- (7) A person who has fallen under any item of (2) to (6) above in the past five years
- (8) The spouse or a relative within the second degree of kinship of a person falling under any item of (1) to (7) above
- (9) In addition to the preceding items, a person who has special reasons for not being able to perform duties as Outside Director or Outside Audit & Supervisory Board Member who are to be independent, such as a risk of causing a conflict of interest with the Company