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Notice of Annual Shareholders Meeting

(Securities Code 6459) March 6, 2024

To Shareholders:

Atsushi Ozaki President and Representative Director DAIWA INDUSTRIES LTD. 3-13, Obasecho, Tennoji-ku, Osaka

NOTICE OF THE 63RD ANNUAL SHAREHOLDERS MEETING

Dear Shareholders:

We would like to express our deepest condolences to those who lost their lives in the 2024 Noto Peninsula Earthquake and our heartfelt sympathies to those who have been affected by the disaster and their families, and we truly hope for the earliest possible recovery in the afflicted areas.

We are pleased to inform you that we are holding the 63rd Annual Shareholders Meeting of DAIWA INDUSTRIES LTD. (the "Company").

In convening this general shareholders meeting, the Company has taken measures for electronic provision of information, and posted matters to be provided electronically as "NOTICE OF THE 63RD ANNUAL SHAREHOLDERS MEETING" on the following Company's website:

http://www.daiwa-inds.com/

In addition to the above, the information is also posted on the following website:

Listed Company Search on the Tokyo Stock Exchange's website:

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

Please access the above website, and input and search the Issue name (company name) or Code, and select [Basic information] and then [Documents for public inspection/PR information].

Instead of attending the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the Shareholders Meeting posted as the matters to be provided electronically on the above website and exercise your voting rights by 5:45 p.m., Wednesday, March 27, 2024, Japan time.

1. Date and Time: Thursday, March 28, 2024 at 10:00 a.m. Japan time (reception will be open at

9:00 a.m.)

2. Place: Main Hall on the 7th floor of Mengyo Kaikan Shinkan located at

5-8, Bingomachi 2-chome, Chuo-ku, Osaka, Japan

If the venue becomes unavailable due to future circumstances, the Company will notify you of a new venue (and a new start time, if applicable) and any other changes on its website (http://www.drk.co.jp). We ask all shareholders attending the meeting to check the website in advance.

3. Meeting Agenda:

Matters to be reported: The Business Report and Financial Statements for the Company's 63rd Fiscal

Year (January 1, 2023 - December 31, 2023)

Proposals to be resolved:

Proposal 1 Election of Nine (9) Directors
Proposal 2 Election of One (1) Company Auditor

Proposal 3 Provision of Retirement Allowances to a Resigning Director and a Resigning

Company Auditor, and Provision for Discontinuance due to Abolishment of

Retirement Allowance Plan for Directors and Company Auditors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- © Should the matters to be provided electronically require any revisions, the revised version will be posted on the above website.

Reference Documents for the Shareholders Meeting

Proposals and Matters for Reference

Proposal 1 Election of Nine (9) Directors

The terms of office of all Directors (nine (9) Directors) of the Company will expire at the conclusion of this Annual Shareholders Meeting. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates are as follows:

	The candidates are	as follows.			
No.		Name		Current position at the Company	Attendance at Board of Directors meetings
1	Atsushi Ozaki	Reelection		President and Representative Director	12 out of 12 meetings
2	Masahiro Ozaki	Reelection		Vice President and Director	12 out of 12 meetings
3	Toshihiro Sugita	Reelection		Senior Managing Director	12 out of 12 meetings
4	Tetsuro Kudo	Reelection		Director	12 out of 12 meetings
5	Yoshihiro Suido	Reelection	Outside Director Independent Director	Director	11 out of 12 meetings
6	Chinatsu Soeda	Reelection	Outside Director Independent Director	Director	12 out of 12 meetings
7	Akihiro Taoda	Reelection	Outside Director Independent Director	Director	11 out of 11 meetings*
8	Misato Nakanishi	Reelection	Outside Director Independent Director	Director	11 out of 11 meetings*
9	Eiji Furuya	New candidate	Outside Director Independent Director	_	_

^{*}As both candidates, Mr. Akihiro Taoda and Ms. Misato Nakanishi, were newly elected and assumed the office of Director at the 62nd Annual Shareholders Meeting held on March 30, 2023, their attendance at Board of Directors meetings during the 63rd fiscal year represents the number of Board of Directors meetings held after their appointment.

No. 1 Atsushi Ozaki

(Date of birth: March 12, 1970) Reelection

[Past experience	, positions and	l responsibilities]
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Attendance at Board of Directors meetings in the current fiscal year 12 out of 12 meetings

Number of shares of the Company

held

3,764,637

March 1994 Joined the Company

July 2000 Head of President's Office of the Company

March 2001 Director of the Company

August 2001 Vice President and Director of the Company
March 2002 President and Representative Director of the Company (currently

serving)

March 2008 President and Executive Officer of the Company (currently

serving)

Reasons for the nomination as a candidate for Director

The Company renominated Mr. Atsushi Ozaki as a candidate for Director. The Company finds that he is very well qualified for Director of the Company, as he has been engaged in overall operations of the Company and appropriately performed his duties since he joined the Company, and since he assumed the office of Director in March 2001 and Representative Director in March 2002, he has accumulated deep knowledge about the Company's overall business and gained abundant insights and experience as a business manager.

No. 2 Masahiro Ozaki (Date of birth: January 23, 1973) Reelection

[Past experience,]	Attendance at Board of Directors meetings in the current fiscal year		
March 1999 Joined the Company		12 out of 12 meetings	
August 2001	Head of President's Office of the Company		
March 2002	Director of the Company	Number of shares of the Company	
February 2007	General Manager of Direct Sales Strategy Supervisory Division	held	
	of the Company	2,301,637	
March 2008	Resigned from the position of Director of the Company		
	Executive Officer of the Company		
May 2008	Head of President's Office of the Company		
March 2013	Director of the Company		
June 2016	In charge of Administration		
March 2022	Vice President and Director of the Company (currently serving)		
March 2022	Vice President and Executive Officer of the Company (currently		

Reasons for the nomination as a candidate for Director

serving)

The Company renominated Mr. Masahiro Ozaki as a candidate for Director. The Company finds that he is very well qualified for Director of the Company, as he has appropriately performed his duties, gained abundant insights and experience and also deepened his knowledge about the Company's overall business through his career in the administrative and technology divisions, since he joined the Company. In addition, since he assumed the office of Director in March 2002, he has been accumulating achievements in the Company's administrative division.

No. 3 Toshihiro Sugita

(Date of birth: June 17, 1954)

Reelection

Attendance at Board of Directors

meetings in the current fiscal year

12 out of 12 meetings

Number of shares of the Company

held

13,385

Attendance at Board of Directors

meetings in the current fiscal year

12 out of 12 meetings

Number of shares of the Company

1,838

[Past experience, positions and responsibilities]

September 1981 Joined the Company March 2005 Director of the Company

March 2007 Managing Director of the Company

November 2007 In charge of Direct Sales

March 2008 Managing Executive Officer of the Company

March 2014 Senior Managing Director of the Company (currently serving)

Senior Managing Executive Officer of the Company (currently

serving)

December 2014 In charge of Sales

April 2016 In charge of Corporate Clients Business

February 2019 In charge of Sales Planning

Reasons for the nomination as a candidate for Director

The Company renominated Mr. Toshihiro Sugita as a candidate for Director. The Company finds that he is very well qualified for Director of the Company, as he has appropriately performed his duties and gained a wealth of knowledge and experience in the sales division, and deepened his understanding about the Company's overall business, since he joined the Company. In addition, since he assumed the office of Director in March 2005, he has been accumulating achievements in sales operations of the Company.

No. 4 Tetsuro Kudo (Date of birth: January 8, 1950) Reelection

[Past experience, positions and responsibilities]

October 1976 Joined the Company

November 1984 Director of the Company

March 2006 Full-time Company Auditor of the Company

November 2006 Resigned from the position of Company Auditor of the

Company

March 2008 Managing Director of the Company

June 2009 Director of the Company (currently serving)

Executive Officer of the Company (currently serving)

December 2018 General Manager of Tokyo Metropolitan Area Corporate

Clients Sales Division of the Company (currently serving)

December 2022 In charge of Corporate Clients Business (currently serving)

Reasons for the nomination as a candidate for Director

The Company renominated Mr. Tetsuro Kudo as a candidate for Director. The Company finds that he is very well qualified for Director of the Company, as he has appropriately performed his sales operations and gained a wealth of knowledge and experience in the sales division, attained experience as Company Auditor of the Company, and deepened his understanding about the Company's overall business, since he joined the Company. In addition, since he assumed the office of Director, he has been accumulating achievements in sales operations of the Company.

No. 5 Yoshihiro Suido

]	Reelection
(Outside Director &
]	Independent Director

[Past experience,	positions and responsibilities]	Attendance at Board of Directors meetings in the current fiscal year	
April 1996	Joined Arthur Home Co., Ltd.	11 out of 12 meetings	
April 2003	Joined American Life Insurance Company Japan office	<u> </u>	
-	(currently, MetLife Insurance K. K.)	Number of shares of the Company	
April 2013	Joined RK CONSULTING Co., Ltd.	held	
July 2014	Joined Fics Japan Co., Ltd. (currently, LiFE FORCE SUPPORT	0	
•	Co., Ltd.)		
April 2020	Joined Risk Management Laboratory Co., Ltd.		
March 2021 Outside Company Auditor of the Company			
April 2021 Joined Fics Japan Co., Ltd. (currently, LiFE FORCE SUPPORT			
•	Co., Ltd.) (currently serving)		
March 2022	Outside Director of the Company (currently serving)		

(Date of birth: August 21, 1969)

Reasons for the nomination as a candidate for Outside Director and overview of expected roles

The Company renominated Mr. Yoshihiro Suido as a candidate for Outside Director. He has a wealth of knowledge and experience gained through work experience in industries such as real estate, insurance as well as business consulting. And also through his experience as Outside Company Auditor of the Company, the Company expects him to provide supervision, advice, etc. for the Company's management, and he has actively made remarks in meetings of the Company's Board of Directors, monthly reporting meetings, and other important meetings and has appropriately performed his duties, such as the provision of supervision and advice for the execution of operations as an Outside Director. The term of office of Mr. Suido as Outside Director of the Company will be two years at the conclusion of this Annual Shareholders Meeting.

No.	6 Chinatsu Soeda	(Date of birth: June 18, 1982)	Reelection Outside Director & Independent Director
[Past experience, positions and responsibilities] Attendance at Board of Director meetings in the current fiscal years.			

April 2003 Joined Nippon Life Insurance Company April 2006 Joined Native Spirits Co., Ltd.

September 2008 Entered EF International School of English
April 2010 Joined Soeda Judicial Scrivener Office

March 2013 Director of SSG Co., Ltd.

March 2022 Director of SSG Co., Ltd. (currently serving)
March 2022 Outside Director of the Company (currently serving)

Number of shares of the Company

12 out of 12 meetings

held

Reasons for the nomination as a candidate for Outside Director and overview of expected roles

The Company renominated Ms. Chinatsu Soeda as a candidate for Outside Director. She has wide-ranging experience and global sensibilities, including practical experience in the life insurance industry, management experience in the music industry, with a focus on the South American market, and experience as a company officer at a real estate firm. The Company expects her to provide supervision, advice, etc. for the Company's management based on her wealth of knowledge and experience, and she has actively made remarks in meetings of the Company's Board of Directors, monthly reporting meetings, and other important meetings and has appropriately performed her duties, such as the provision of supervision and advice for the execution of operations as an Outside Director. The term of office of Ms. Soeda as Outside Director of the Company will be two years at the conclusion of this Annual Shareholders Meeting.

No. 7 Akihiro Taoda

(Date of birth: September 13, 1983)

Reelection Outside Director & Independent Director

Attendance at Board of Directors meetings in the current fiscal year

11 out of 11 meetings

Number of shares of the Company

held

[Past experience,	positions, r	responsibilities an	d significant	concurrent positions]
[,	P			

December 2011 Registered as attorney-at-law
January 2012 Joined INOUE HARUO Law Office
December 2012 Retired from INOUE HARUO Law Office

January 2013 Director of TAODA LAW OFFICE (currently serving)

April 2019 Registered as patent attorney

April 2020 Member of Shimane Prefecture Building Review Council

(currently serving)

November 2021 Member of Matsue City Legal Compliance Review Council

(currently serving)

March 2022 Member of Shimane Prefecture Pollution Review Board

(currently serving)

April 2022 Member of Review Council for Shimane Prefecture Branch of

Fund for Local Government Employees' Accident Compensation

(currently serving)

March 2023 Outside Director of the Company (currently serving)

(Significant concurrent position)
Director of TAODA LAW OFFICE

Reasons for the nomination as a candidate for Outside Director and overview of expected roles

The Company renominated Mr. Akihiro Taoda as a candidate for Outside Director. He has exceptionally sophisticated legal knowledge and wide-ranging practical experience as an attorney-at-law, and the Company expects him to apply his wealth of work experience to provide advice for the supervision and overall management for the Company, and he has actively made remarks in meetings of the Company's Board of Directors, monthly reporting meetings, and other important meetings and has appropriately performed his duties, such as the provision of supervision and advice for the execution of operations as an Outside Director. The term of office of Mr. Taoda as Outside Director of the Company will be one year at the conclusion of this Annual Shareholders Meeting.

No. 8 Misato Nakanishi (Date of birth: November 24, 1981) Outside I

Reelection
Outside Director &
Independent Director

Attendance at Board of Directors

meetings in the current fiscal year

11 out of 11 meetings

[Past experience, positions and responsibilities]

April 2004

Joined Fukuoka Tax Accountant Mutual Aid Branch of DAIDO

LIFE INSURANCE COMPANY

March 2010 Retired from DAIDO LIFE INSURANCE COMPANY Number of shares of the Company

April 2010 Joined Blake Co., Ltd. held
November 2022 Director of Blake Co., Ltd. (currently serving) 0

March 2023 Outside Director of the Company (currently serving)

Reasons for the nomination as a candidate for Outside Director and overview of expected roles

Ms. Misato Nakanishi has a wealth of experience and insights in areas such as business management of the retail business, beauty care-related business and internet commerce business over many years. The Company renominated her as a candidate for Outside Director. The Company expects her to provide advice for the supervision and overall management for the Company from an objective perspective based on her experience and insights, and she has actively made remarks in meetings of the Company's Board of Directors, monthly reporting meetings, and other important meetings and has appropriately performed her duties, such as the provision of supervision and advice for the execution of operations as an Outside Director. The term of office of Ms. Nakanishi as Outside Director of the Company will be one year at the conclusion of this Annual Shareholders Meeting.

No. 9 Eiji Furuya

(Date of birth: September 14, 1961)	New candidate Outside Director & Independent Director
	Attendance at Board of Direct

[Past experience,]	Attendance at Board of Directors meetings in the current fiscal year	
April 1984	Joined Taiyo Kobe Bank, Ltd. (currently, Sumitomo Mitsui Banking Corporation)	_
April 2007	General Manager of DC Division of Japan Pension Navigator Co., Ltd. (temporary assignment)	Number of shares of the Company held
April 2009	Group Leader of Corporate Employees Business Dept. of Sumitomo Mitsui Banking Corporation	0
April 2010	Manager of Defined Contribution Dept. of the said bank	
October 2015	Manager of Corporate Employees Business Dept. of the said bank	
May 2017	Managing Executive Officer of Japan Pension Navigator Co., Ltd. (transferred) (currently serving)	

Reasons for the nomination as a candidate for Outside Director and overview of expected roles

Mr. Eiji Furuya has a wealth of experience in a city bank over many years, as well as professional knowledge and experience in areas such as personnel labor management (as a labor and social security attorney) and internal control (as a certified internal auditor), and has experienced overall corporate management. The Company expects him to provide supervision and advice for the Company's management from extensive insights backed by his experience and knowledge, and has nominated him as a candidate for Outside Director. He is a new candidate for Outside Director.

(Notes)

- 1. There are no special interests between each candidate and the Company.
- 2. Mr. Yoshihiro Suido, Ms. Chinatsu Soeda, Mr. Akihiro Taoda, Ms. Misato Nakanishi, and Mr. Eiji Furuya are candidates for Outside Directors. The five candidates have been notified to the Tokyo Stock Exchange as Independent Directors who possess no potential conflict of interests with general shareholders, as stipulated by the Tokyo Stock Exchange.
- 3. The Company has entered into a directors and officers liability insurance policy under which all Directors are the insured parties to allow them to fully play their expected roles in their respective positions and secure competent executives. The policy shall cover damage that may arise as a result of their assuming liability in connection with the execution of their duties or receiving claims for such liability. However, there are certain exemptions not covered under the policy, such as cases in which damage arising from actions performed while being aware that such actions are in violation of laws and regulations shall not be covered. If the candidates assume the office of Director, they will become insured parties under the policy, which is to be renewed during their terms of office.

Selection and nomination of Directors

In nominating candidates for Directors, the Company determines the candidates through deliberation at Board of Directors meetings, considering professional knowledge, abilities, experience, insights, personalities and other factors necessary to carry out Director's responsibilities.

Independence criteria for Outside Directors

The Company has adopted the requirements for outside directors and company auditors stipulated in the Companies Act and the criteria of independent directors and company auditors set by the Tokyo Stock Exchange as the Company's independence criteria. In addition, the Company's Board of Directors takes into consideration the achievements, experience, knowledge and other factors of potential candidates, and selects persons who can be expected to contribute to honest, active and constructive discussion as candidates for Independent Outside Directors.

Proposal 2 Election of One (1) Company Auditor

The term of office of Company Auditor Hiromi Kusu will expire at the conclusion of this Annual Shareholders Meeting. Accordingly, the Company proposes the election of one (1) Company Auditor.

The Board of Company Auditors has given its approval to this proposal.

The candidate is as follows:

Masaki Kam	(Date of birth: April 7, 1978)	New candidate Outside Company Auditor & Independent Auditor
[Past experience, p	ositions]	Attendance at Board of Directors
April 2005	Joined TOYOBO Co., Ltd.	meetings in the current fiscal year
April 2008	Assistant Manager of Development Division of the said company	_
April 2013	Assistant Manager of Production Division of the said company	
February 2017	Joined Seijukai, Medical Corporation	Attendance at Board of Company
April 2019	Managing Director of the said corporation (currently serving)	Auditors meetings in the current
		fiscal year

Number of shares of the Company held

0

Reasons for the nomination as a candidate for Outside Company Auditor

The Company finds that Mr. Masaki Kamo has experience in research and development and production in a manufacturer, as well as experience in expanding and building a solid foundation for a medical corporation, including mergers of neighboring hospitals, through financial management and labor management of the medical corporation, and that he also has excellent character. The Company has judged that he will be able to appropriately perform his duties as an Outside Company Auditor for the reasons stated above. He is a new candidate for Outside Company Auditor.

(Notes)

- 1. There are no special interests between the candidate and the Company.
- 2. Mr. Masaki Kamo is a candidate for Outside Company Auditor.
- 3. The candidate, Mr. Masaki Kamo, has been notified to the Tokyo Stock Exchange as an Independent Auditor.
- 4. The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The policy shall cover legal compensation for damages and litigation expenses arising from claims for damages due to actions performed by the insured parties which include Company Auditors. If the candidates are elected and assume office as Company Auditors, they will become insured parties under the policy, which is to be renewed with the same content at the time of next renewal.

Selection and nomination of Company Auditors

In nominating candidates for Company Auditors, the Company determines the candidates through approval of the Board of Company Auditors and deliberation at Board of Directors meetings, considering professional knowledge, abilities, experience, insights, personalities and other factors necessary to carry out Company Auditor's responsibilities.

Proposal 3

Provision of Retirement Allowances to a Resigning Director and a Resigning Company Auditor, and Provision for Discontinuance due to Abolishment of Retirement Allowance Plan for Directors and Company Auditors

Mr. Yoshiaki Ono will resign from the position of Director due to the expiration of his term of office at the conclusion of this Annual Shareholders Meeting. In addition, Ms. Hiromi Kusu will resign from the position of Company Auditor due to the expiration of her term of office at the conclusion of this Annual Shareholders Meeting. Therefore, shareholders are requested to give approval to the provision of retirement allowances to Mr. Yoshiaki Ono and Ms. Hiromi Kusu in compensation for their efforts during their terms of office, within a reasonable range of the amount, in accordance with the specified standards of the Company.

The Company requests that the specific amount, timing and method of provision of the retirement allowance for the retiring Director be resolved by the Board of Directors and that for the resigning Company Auditor be left to the consultation among Company Auditors.

The retirement allowance for the resigning Director is to be presented for his outstanding efforts in the execution of his duties as Director. As the amount to be paid was calculated based on the Company's Internal Rules for Retirement Allowances for Directors and Company Auditors, the Company has determined that it is reasonable.

The past experiences of the resigning Director and resigning Company Auditor are as follows:

Name	Past experience	
Yoshiaki Ono	March 2016	Outside Director of the Company
TUSHIAKI OHU		(currently serving)
Hiromi Kusu	March 2019	Outside Company Auditor of the Company
IIII VIIII Kusu		(currently serving)

In addition, at the Board of Directors meeting held on January 12, 2024, the Company resolved to abolish the retirement allowance plan for Directors and Company Auditors at the conclusion of this Annual Shareholders Meeting, as part of a review of the compensation structure for Directors and Company Auditors.

Accordingly, shareholders are requested to give approval to a provision for discontinuance due to the abolishment of the retirement allowance plan for Directors and Company Auditors, which will be paid to the eight (8) Directors reelected on the condition that Proposal 1 "Election of Nine (9) Directors" is approved and adopted as proposed, and two (2) Company Auditors. The provision intends to compensate for their efforts during their terms of office up to the conclusion of this Annual Shareholders Meeting, within a reasonable range of the amount, in accordance with the specified standards of the Company.

The Company requests that the timing of provision be at time of retirement of each Director and Company Auditor, and that the specific amount and method of provision for Directors be resolved by the Board of Directors and that for Company Auditors be left to the consultation among Company Auditors.

The past experiences of the Directors and Company Auditors eligible for the provision for discontinuance due to the abolishment of the retirement allowance plan for Directors and Company Auditors are as follows:

Name	Past experience	
Atsushi Ozaki	March 2001	Director of the Company
Atsusiii Ozaki		(currently serving)
Masahiro Ozaki	March 2013	Director of the Company
Masaiii 0 Ozaki		(currently serving)
Toshihiro Sugita	March 2005	Director of the Company
Toshihiro Sugita		(currently serving)
Tetsuro Kudo	March 2008	Director of the Company
Tetsuro Kudo		(currently serving)
Yoshihiro Suido	March 2022	Outside Director of the Company
Toshiliro Suluo		(currently serving)
Chinatsu Soeda	March 2022	Outside Director of the Company
Cililatsu Socua		(currently serving)
Akihiro Taoda	March 2023	Outside Director of the Company
AKIIII 0 Tauua		(currently serving)
Misato Nakanishi	March 2023	Outside Director of the Company
Misato Nakanishi		(currently serving)
Seiji Akakabe	March 2023	Full-time Company Auditor of the Company
Sciji Akakabe		(currently serving)
Hiroshi Nishimura	March 2023	Outside Company Auditor of the Company
manusiii Nisiiiilura		(currently serving)

Retirement allowances for resigning Directors are to be presented for their outstanding efforts in the execution of their duties as Director. As the amount to be paid is calculated based on the Company's Internal Rules for Retirement Allowances for Directors and Company Auditors, the Company has determined that it is reasonable.

End