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Securities code: 9037

June 3, 2024

To our shareholders:

Hidenori Osuka Representative Director and President  
**HAMAKYOREX CO., LTD.**  
1701-1 Terawaki-cho, Chuo-ku, Hamamatsu-shi,  
Shizuoka

## Notice of the 53rd Annual General Meeting of Shareholders

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

We hereby notify that the 53rd Annual General Meeting of Shareholders of HAMAKYOREX CO., LTD. (the “Company”) will be held as indicated 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. (items for which measures for providing information in electronic format are to be taken) in electronic format. This information is posted on each of the following websites, so please access either of those websites to confirm the information.

[The Company’s Website]

<https://www.hamakyorex.co.jp/ir/soukai/> (in Japanese)

(Access the above website and confirm the “53rd Annual General Meeting of Shareholders.”)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/9037/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “HAMAKYOREX” in “Issue name (company name)” or the Company’s securities code “9037” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights in accordance with “Instructions for Exercise of Voting Rights” (Japanese Only).

- 1. Date and Time:** Tuesday, June 18, 2024, 10:30 a.m.  
**2. Venue:** “Ootori” Hall, 2F, Grand Hotel Hamamatsu  
1-3-1 Higashiiba, Chuo-ku, Hamamatsu-shi, Shizuoka

**3. Purpose of the Meeting**

**Matters to be reported:**

- 1 The Business Report and the Consolidated Financial Statements for the 53rd fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
- 2 The Non-Consolidated Financial Statements for the 53rd fiscal year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- Proposal No. 1** Election of Ten (10) Directors  
**Proposal No. 2** Election of One (1) Audit & Supervisory Board Member

1. If attending in person, please submit the enclosed voting form at the meeting reception desk.
2. In the event of any modification to the items for which measures for providing information in electronic format are to be taken, a statement to that effect and the information before and after the modification will be posted on each of the websites.
3. Paper-based documents stating the items for which measures for providing information in electronic format are to be taken will also be sent to shareholders who have made a request, but such paper-based documents will exclude the following items in accordance with laws and regulations and the Company’s Articles of Incorporation.
  - (1) Company system and policy
  - (2) Consolidated Statement of Changes in Equity
  - (3) Notes to Consolidated Financial Statements
  - (4) Statement of Changes in Equity
  - (5) Notes to Non-Consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in this document are a part of the subject documents audited by the Financial Auditor in preparing the Independent Auditor’s Report and by the Audit & Supervisory Board Members in preparing their Audit Report.

[Notice] Gathering of shareholders

A gathering of shareholders and Company officers will be held following the General Meeting of Shareholders at the “Ootori” Hall on the second floor. Please take this opportunity to attend and provide any feedback or questions to us. Please note that any changes to the details of the event will be announced on the Company’s website.

## Reference Documents for General Meeting of Shareholders

### Proposal and Reference Information

#### Proposal No. 1 Election of Ten (10) Directors

The terms of office of all ten Directors will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of ten Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Masataka Osuka (March 3, 1941)  Attendance at Board of Directors meetings 15/17 (88%)	Feb. 1971 Representative Director and President of the Company June 1984 Representative Director and President of Hamakyo Service K.K. (current position) Apr. 2003 Director and Chairman of Superex Corporation (current position) July 2005 Chairman of Shizuoka Trucking Association June 2007 Representative Director and Chairman of the Company (current position) June 2012 Deputy Chairman of Japan Trucking Association Nov. 2013 Chairman of The Hamamatsu Chamber of Commerce and Industry	500,000 shares
(Reasons for nomination as a candidate for Director) As the founder of the Company involved with its long-term management, Mr. Masataka Osuka has established a significant level of experience and achievements. As the current Representative Director and Chairman, he provides accurate advice on every facet of business operation based on experience. The Company proposes the election of him based on his suitable fulfillment of his role as supervisor concerning the resolution of important matters, the administration of business matters, and other such matters.			
2	Hidenori Osuka (July 17, 1967)  Attendance at Board of Directors meetings 15/17 (88%)	Apr. 1992 Joined the Company Apr. 2001 Deputy General Manager of Sales Department 1 of the Company May 2003 General Manager of Chubu Sales Department of the Company June 2003 Director and General Manager of Chubu Sales Department of the Company Apr. 2006 Director and General Manager of Head Office Sales Department of the Company June 2007 Director and Vice President of KINBUTSU REX Co., Ltd. June 2008 Director, Vice President, General Manager of Administration Division, and General Manager of Corporate Planning Office of the Company June 2009 Director of Superex Corporation (current position) Jan. 2010 Representative Director and President of the Company (current position) Aug. 2010 Director and Chairman of KINBUTSU REX Co., Ltd. (current position) May 2021 Deputy Chairman of Shizuoka Trucking Association (current position)	499,300 shares
(Reasons for nomination as a candidate for Director) As manager of the Company, Mr. Hidenori Osuka possesses a broad range of experience and considerable insight into the various divisions making up the Company. The Company proposes the election of him so that the Company may benefit from his leadership as a member of management, and for his contributions to improving corporate value and bolstering the supervisory functions of the Board of Directors.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Yasuo Okutsu (January 21, 1972)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 16/17 (94%)</p>	<p>July 1999      Joined the Company</p> <p>Apr. 2010     Deputy General Manager of Chubu Sales Department 3 of the Company</p> <p>Apr. 2011     General Manager of Chubu Sales Department 3 of the Company</p> <p>Apr. 2012     Executive Officer and Deputy General Manager of Sales Division of the Company</p> <p>Apr. 2014     Executive Officer and Branch Manager of Chubu Branch of the Company</p> <p>Aug. 2014     Managing Executive Officer and Branch Manager of Chubu Branch of the Company</p> <p>June 2016     Director, Managing Executive Officer, and Branch Manager of Chubu Branch of the Company</p> <p>Apr. 2017     Director, Managing Executive Officer, Deputy General Manager of Headquarters, and Branch Manager of Chubu Branch of the Company</p> <p>June 2020     Managing Director, Deputy General Manager of Headquarters and Branch Manager of Chubu Branch of the Company</p> <p>June 2022     Senior Managing Director, Executive Officer, General Manager of Headquarters, and Branch Manager of Chubu Branch of the Company</p> <p>Apr. 2023     Senior Managing Director, Executive Officer, and General Manager of Headquarters of the Company (current position)</p>	1,950 shares
<p>(Reasons for nomination as a candidate for Director)</p> <p>The Company proposes the election of Mr. Yasuo Okutsu so that the Group may benefit from his contributions to improving corporate value based on his ample experience in the operations of the logistics center (3PL) of the Company.</p>			
4	<p style="text-align: center;">Tsuyoshi Yamaoka (April 12, 1976)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 15/17 (88%)</p>	<p>Mar. 2004     Joined the Company</p> <p>Apr. 2012     Manager of Domestic Sales Development Department, Development Division of the Company</p> <p>Apr. 2013     General Manager of Sales Development Department of the Company</p> <p>June 2014     Executive Officer and General Manager of Development Headquarters of the Company</p> <p>Apr. 2017     Executive Officer and General Manager of Development Division of the Company</p> <p>June 2018     Director, Executive Officer, and General Manager of Development Division of the Company</p> <p>Apr. 2019     Director, Executive Officer, and General Manager of the New Sales Management Department of the Company</p> <p>June 2021     Managing Director, Executive Officer, and General Manager of Development Division of the Company</p> <p>June 2022     Senior Managing Director, Executive Officer, and General Manager of Development Division of the Company (current position)</p>	1,750 shares
<p>(Reasons for nomination as a candidate for Director)</p> <p>The Company proposes the election of Mr. Tsuyoshi Yamaoka so that the Group may benefit from his contributions to improving corporate value based on his ample experience in substantially increasing new clients in the operations of the logistics center (3PL) of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Akio Ariga (June 8, 1964)  Attendance at Board of Directors meetings 17/17 (100%)	Oct. 2003	Joined the Company	3,250 shares
		Apr. 2008	Deputy General Manager of Kanto Sales Department 3 of the Company	
		Apr. 2010	Executive Officer and General Manager of Kanto Sales Department 2 of the Company	
		Apr. 2012	Executive Officer and Deputy General Manager of Sales Division of the Company	
		Apr. 2014	Executive Officer and Branch Manager of Kanto Branch of the Company	
		Aug. 2014	Managing Executive Officer and Branch Manager of Kanto Branch of the Company	
		June 2015	Director, Managing Executive Officer, and Branch Manager of Kanto Branch of the Company	
		June 2023	Managing Director, Executive Officer, and Branch Manager of Kanto Branch of the Company (current position)	
(Reasons for nomination as a candidate for Director) The Company proposes the election of Mr. Akio Ariga so that the Group may benefit from his contributions to improving corporate value based on his ample experience in the operations of the logistics center (3PL) of the Company.				
6	Kiichi Nasuda (April 6, 1970)  Attendance at Board of Directors meetings 15/17 (88%)	Dec. 1999	Joined the Company	3,550 shares
		Apr. 2010	Deputy General Manager of Kansai Sales Department of the Company	
		Apr. 2011	General Manager of Kansai Sales Department of the Company	
		Apr. 2012	Executive Officer and General Manager of Kansai Sales Department of the Company	
		Apr. 2014	Executive Officer and Branch Manager of Kansai Branch of the Company	
		Apr. 2016	Managing Executive Officer and Branch Manager of Kansai Branch of the Company	
		June 2016	Director, Managing Executive Officer, and Branch Manager of Kansai Branch of the Company	
		Apr. 2019	Director, Executive Officer, and Branch Manager of Kansai Branch of the Company (current position)	
(Reasons for nomination as a candidate for Director) The Company proposes the election of Mr. Kiichi Nasuda so that the Group may benefit from his contributions to improving corporate value based on his ample experience in the operations of the logistics center (3PL) of the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	[Outside] Isamu Miyagawa (July 22, 1942)  Attendance at Board of Directors meetings 17/17 (100%)	Apr. 1965      Joined Suzuki Motor Co., Ltd. (currently Suzuki Motor Corporation) Apr. 2010      Chairman of Hamamatsu Foundation for International Communication and Exchange Apr. 2010      Advisor of Suzuki Motor Corporation Nov. 2010      Deputy Chairman of The Hamamatsu Chamber of Commerce and Industry Apr. 2013      Councilor of TOKOHA University Education Foundation (current position) Nov. 2013      Adviser of The Hamamatsu Chamber of Commerce and Industry June 2016      Outside Director of the Company (current position)	300 shares
(Reasons for appointment as a candidate for outside Director and summary of expected roles) Mr. Isamu Miyagawa has ample experience and achievements in corporate management, etc. and considerable knowledge in finance and accounting. The Company proposes his appointment as a candidate for outside Director with the expectation that he will contribute to improving corporate value of the Group through making use of such insights to provide advice and proposals on Directors' execution of duties. If his appointment is approved, the Company plans to have him, as a member of the nomination and compensation committee, be involved in deliberating the compensation for officers, etc. of the Company from an objective and neutral standpoint.			
8	[Outside] Yoshitaka Otsu (December 11, 1952)  Attendance at Board of Directors meetings 16/17 (94%)	Apr. 1975      Joined The Shizuoka Bank, Ltd. June 2003      Executive Officer and General Manager of the Hamamatsu Branch of The Shizuoka Bank, Ltd. Apr. 2007      Senior Executive Officer and Head of Western Area Business Unit of The Shizuoka Bank, Ltd. Mar. 2010      Retired from The Shizuoka Bank, Ltd. July 2016      Outside Audit & Supervisory Board Member (Part-time) of SEIKO CORPORATION (current position) Oct. 2016      Outside Audit & Supervisory Board Member (Part-time) of TOKAI DENPUN CO., LTD. June 2018      Outside Director of the Company (current position)	600 shares
(Reasons for appointment as a candidate for outside Director and summary of expected roles) Mr. Yoshitaka Otsu has ample experience and achievements in corporate management, etc. and broad knowledge. The Company proposes his appointment as a candidate for outside Director with the expectation that he will contribute to improving corporate value of the Group through making use of such insights to provide advice and proposals on Directors' execution of duties. Mr. Yoshitaka Otsu was originally employed by The Shizuoka Bank, Ltd., which has transactional dealings with the Company, but the Company has no problems with funding and its financial position is such that it would be more than possible to procure funds from other banks. In addition, more than ten years have elapsed since Mr. Yoshitaka Otsu resigned from The Shizuoka Bank, Ltd. in March 2010, and he is fully capable of maintaining his independence. If his appointment is approved, the Company plans to have him, as a member of the nomination and compensation committee, be involved in deliberating the compensation for officers, etc. of the Company from an objective and neutral standpoint.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
9	[Outside] Takeshi Mori (August 19, 1950)  Attendance at Board of Directors meetings 16/17 (94%)	Apr. 1973	Entered Hamamatsu Shinkin Bank	800 shares
	July 2012	Executive Director of The Hamamatsu Chamber of Commerce and Industry		
		Nov. 2012	Managing Director of The Hamamatsu Chamber of Commerce and Industry	
		June 2016	Outside Audit & Supervisory Board Member of the Company	
		June 2020	Outside Director of the Company (current position)	
	(Reasons for appointment as a candidate for outside Director and summary of expected roles) Mr. Takeshi Mori has ample experience and achievements in corporate management, etc. and considerable knowledge in finance and accounting, and he also has detailed knowledge of the operations of the Company through his auditing work conducted during his tenure as outside Audit & Supervisory Board Member of the Company. The Company proposes his appointment as a candidate for outside Director with the expectation that during his term he will contribute to improving corporate value of the Group through making use of such insights to provide advice and proposals on Directors' execution of duties. If his appointment is approved, the Company plans to have him, as a member of the nomination and compensation committee, be involved in deliberating the compensation for officers, etc. of the Company from an objective and neutral standpoint.			
10	[Outside] Sumiko Katada (April 14, 1979)  Attendance at Board of Directors meetings 16/17 (94%)	Oct. 2003	Joined NICS TAXATION CO., LTD	200 shares
	June 2006	Joined Tohmatsu Tax Co. (currently, Deloitte Tohmatsu Tax Co.)		
		Aug. 2006	Registered as a licensed tax accountant	
		Jan. 2014	Resigned from Deloitte Tohmatsu Tax Co.	
		Feb. 2014	Established Katada Accounting Office	
		June 2022	Outside Director of the Company (current position)	
	(Reasons for appointment as a candidate for outside Director and summary of expected roles) Although Ms. Sumiko Katada has no prior experience of involvement in corporate management, she has deep insight based on advanced specialized knowledge and a wealth of practical experience as a licensed tax accountant. The Company proposes her appointment as a candidate for outside Director with the expectation that she will contribute to improving corporate value of the Group through making use of such insights to provide advice and proposals on Directors' execution of duties. Furthermore, while Ms. Sumiko Katada was previously employed by Deloitte Tohmatsu Tax Co., which has transactional dealings with the Company, the value of these transactions is negligible, it is not a major business partner, and Ms. Sumiko Katada is fully capable of maintaining her independence. If her appointment is approved, the Company plans for her to serve as a member of the nomination and compensation committee, and be involved in deliberating the compensation for officers, etc. of the Company from an objective and neutral standpoint.			

- (Notes)
- There is no special interest between any of the above candidates and the Company.
  - Mr. Isamu Miyagawa, Mr. Yoshitaka Otsu, Mr. Takeshi Mori and Ms. Sumiko Katada are candidates for outside Director.
  - Mr. Isamu Miyagawa is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been eight years.
  - Mr. Yoshitaka Otsu is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been six years.
  - Mr. Takeshi Mori is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been four years.
  - Ms. Sumiko Katada is currently an outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been two years.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Isamu Miyagawa, Mr. Yoshitaka Otsu, Mr. Takeshi Mori, and Ms. Sumiko Katada to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount stipulated in Article 425 paragraph 1 of the Companies Act, and the Company plans to renew this agreement with them.
  - The Company has submitted notification to the Tokyo Stock Exchange that Mr. Isamu Miyagawa, Mr. Yoshitaka Otsu, Mr. Takeshi Mori, and Ms. Sumiko Katada have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their appointment as independent officers to continue.

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

The term of office of Audit & Supervisory Board Member Mr. Terunobu Hasegawa will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of one Audit & Supervisory Board Member to strengthen and enhance the audit system.

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 and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Terunobu Hasegawa (May 21, 1956)	Apr. 1980      Joined Hamakita-shi Agricultural Cooperative (currently Topia Hamamatsu Agricultural Cooperative) June 2014      Executive Director of Topia Hamamatsu Agricultural Cooperative June 2020      Outside Audit & Supervisory Board Member of the Company (current position)	1,400 shares

- (Notes)
1. There is no special interest between Mr. Terunobu Hasegawa and the Company.
  2. Mr. Terunobu Hasegawa is a candidate for outside Audit & Supervisory Board Member.
  3. The Company proposes the election of Mr. Terunobu Hasegawa as outside Audit & Supervisory Board Member as it determines that he is qualified based on his ample experience and achievements in business management and considerable expertise in finance and accounting, and expect him to monitor the overall management and provide effective advice. His tenure as outside Audit & Supervisory Board Member will have been four years at the conclusion of this meeting.
  4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Terunobu Hasegawa to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount stipulated in Article 425 paragraph 1 of the Companies Act. If his reelection is approved, the Company plans to renew this agreement with him.
  5. The Company has submitted notification to Tokyo Stock Exchange that Mr. Terunobu Hasegawa has been designated as independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as independent officer to continue.