

Stock code: 6425

September 4, 2024

To Our Shareholders:

Hajime Tokuda, Representative Director and President  
Universal Entertainment Corporation  
Ariake Frontier Building Tower A, 7-26,  
Ariake 3-chome, Koto-ku, Tokyo

## Notice of Convocation of the Extraordinary Shareholders Meeting

We would like to take this opportunity to thank you for your support of Universal Entertainment Corporation (“Universal Entertainment” or the “Company”). We will hold the Extraordinary Shareholders Meeting as follows.

In accordance with the electronic provision measure as provided for in Article 325-3 of the Companies Act, items provided electronically can be viewed using the internet on the following websites. Please use any of these websites to view this information.

### Universal Entertainment website

<https://www.universal-777.com>

(After accessing this website, use the menu (or three-line icon on the upper right) to select, in order, Company/IR, Investor Information and IR Library. Reference documents are in the shareholders meeting column.)



### Website for shareholders meeting reference documents

<https://d.sokai.jp/6425/24159464/>



### Tokyo Stock Exchange website (Listed company information service)

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

(After accessing the Tokyo Stock Exchange website, enter Universal Entertainment in the company name box or 6425 in the securities code box and click search. On the Universal Entertainment page, select Basic Information and then Documents for public inspection/PR information. Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting are in the filed information available for public inspection section.)



If you are unable to attend the meeting, you may exercise your voting rights in writing or by using the internet. Please review the Reference Documents for the Extraordinary Shareholders Meeting on pages 5 to 7 and, as explained in “Exercising your voting rights” on the pages 3 and 4, submit your votes by no later than 6:00 p.m. on Wednesday, September 18, 2024.

## Details

- 1. Date and Time** Thursday, September 19, 2024 at 10:00 a.m. (The reception desk will open at 9:00 a.m.)
- 2. Place** TFT Hall 300, TFT Building West 2F  
3-4-10, Ariake, Koto-ku, Tokyo  
(Please note that this location is different from the one used for the Annual Shareholders Meeting, which takes place every March.)
- 3. Meeting Agenda**
- Proposals to be resolved:**
- Proposal No. 1:** Election of Mr. Tomohiro Okada as Director
- Proposal No. 2:** Dismissal of Mr. Jun Fujimoto as Director

- \* At this shareholders meeting, shareholders can submit their votes using the internet, including from a smartphone. (More information is in the section titled “Exercising your voting rights” on pages 3 and 4.)
- \* If you attend the meeting in person, please submit the Voting Rights Exercise Form that is enclosed with this shareholders meeting notice at the reception desk.
- \* If there are revisions to the electronically distributed information, notification of the revisions and the information before and after revisions will be posted on the three websites listed at the beginning of this shareholders meeting notice.
- \* At this shareholders meeting, regardless of whether or not a request for the delivery of a paper document is made, a paper document containing the items to be provided electronically will be sent to all shareholders in a uniform manner.






## Exercising your voting rights

The right to vote at the General Meeting of Shareholders is an important right of all shareholders.

Please exercise your voting rights after reviewing the Reference Documents for the Extraordinary Shareholders Meeting shown below.

There are three ways to exercise your voting rights.

 <p><b>For those who want to attend the meeting</b></p> <p>Please present the Voting Rights Exercise Form that is enclosed with this shareholders meeting notice at the reception desk on arrival at the meeting.</p> <p>Time and Date</p> <hr/> <p><b>Thursday, Sep. 19, 2024 10:00 a.m.</b> (The reception desk will open at 9:00 a.m.)</p>	 <p><b>For those who want to submit your votes in writing (by post)</b></p> <p>Please vote on the proposals in the Voting Rights Exercise Form that is enclosed with this shareholders meeting notice, and return it.</p> <p>Deadline</p> <hr/> <p><b>Wednesday, Sep. 18, 2024 6:00 p.m. (JST)</b></p>	 <p><b>For those who want to submit your votes by using the internet</b></p> <p>Indicate your approval or disapproval of the proposals by following the instructions below.</p> <p>Deadline</p> <hr/> <p><b>Wednesday, Sep. 18, 2024 6:00 p.m. (JST)</b></p>
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## How to Fill Out Your Voting Rights Exercise Form

The form includes a header 'Voting Rights Exercise Form', a grid for marking 'For' or 'Against' for various proposals, and a QR code for internet voting.

Please indicate your for or against of each proposal here.

**Proposals No.1 and No. 2**

- If you approve of the proposal, put a circle in the box marked 賛 [For].
- If you disapprove of the proposal, put a circle in the box marked 否 [Against].

If you vote both in writing (by post) and via the internet, only the internet voting will be valid. Further, if you vote more than once via the internet, only your last vote will be valid. Votes left blank for one or more agenda items will be counted as “for” votes.

# Exercising Your Voting Rights via the Internet

## ”Smart Vote” method (By scanning the QR code)

You can simply access the shareholder voting website without entering your voting code and password.

- 1 Please scan the QR code located on the bottom right of the voting rights exercise form.



\*QR code is a trademark of DENSO WAVE INCORPORATED.

- 2 Please input “For” or “Against” following the instructions displayed on the screen.



**You can exercise your voting rights only once via “Smart Vote.”**

If you need to make a correction to the content of your vote after you have exercised your voting rights, please log in by entering your voting code and password for the PC site to make the correction.

\* If you scan the QR code again, you can go to the PC site.

If you have questions about using a PC, smartphone or other phone for submitting your vote via the internet, please use the contact the number on the right:

## ”Voting Code/Password Input” method

Shareholder voting website <https://www.web54.net>

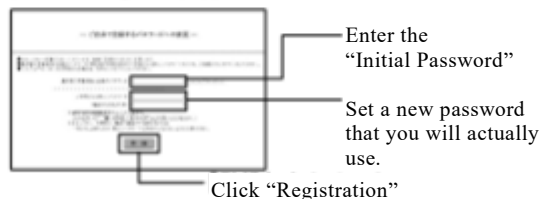
- 1 Please access the shareholder voting website.



- 2 Please enter the “Voting Code” given on the voting rights exercise form.



- 3 Please enter the “Password” given on the voting rights exercise form.



- 4 Next, indicate your approval or disapproval of the proposals by following the instructions on the screen.

Sumitomo Mitsui Trust Bank, Limited, Securities Agent  
Web Support Hotline  
0120-652-031 (Toll Free)  
(9:00 to 21:00)

## Reference Documents for the Extraordinary Shareholders Meeting

### Proposal No. 1: Election of Mr. Tomohiro Okada as Director

To enhance our domestic and international business operations, the Company proposes to increase the number of Directors by one and the election of Mr. Tomohiro Okada, who is the director of our parent company, Okada Holdings Limited, as a Director. The term of office for the elected Director will align with the remaining terms of the current Directors, as outlined in our Articles of Incorporation.

The candidate for Director is as follows:

Name (Date of birth)	Brief career history, positions, responsibilities and significant concurrent positions	Number of the Company shares held
*Tomohiro Okada (Sep. 1, 1967)	Apr. 1991    Joined the Company Jun. 1995    Director of the Company Aug. 1995    Director and General Manager of Management Planning Office of the Company Aug. 1997    Director, in charge of Development Division of the Company Jun. 1999    Director and General Manager of Administrative Division of the Company Jun. 2000    Director and General Manager of Investor Relations and Public Relations Office of the Company Jul. 2007    Director of Aruze USA, Inc. Jun. 2008    Director of the Company Jun. 2015    Resigned from Director of the Company Aug. 2024    Director of Okada Holdings Limited (current) Significant concurrent positions Director, Okada Holdings Limited	-

- Notes: 1. Name with an asterisk (\*) indicates a new candidate for Director.
2. Director candidate Tomohiro Okada falls into the category of a parent company as defined in Article 2, Item 4-2 of the Companies Act. The “Brief career history, positions, responsibilities and significant concurrent positions” section above includes his position and responsibilities as an executive officer at Okada Holdings Limited, the Company’s parent company.
  3. The Company signed liability compensation contracts with current Directors that provides for compensation by the Company for expenses prescribed in Article 430-2-1-1 of the Companies Act and losses in Article 430-2-1-2 within the limits prescribed by laws and regulations. If the election of Mr. Tomohiro Okada, a candidate to become a new Director, is approved, the Company plans to enter into a liability compensation contract with him. In order to ensure that the said contracts do not impair the appropriateness of the execution of duties by Directors and Audit & Supervisory Board Members of the Company, the said contracts stipulate, among others, that the Company shall not be obligated to compensate each of Directors and Audit & Supervisory Board Members for the expenses incurred in the event that the Company makes a claim seeking liability against a Director or an Audit & Supervisory Board Member (excluding cases of shareholder derivative suits), or the expenses incurred in the event that a Director or an Audit & Supervisory Board Member has acted in bad faith or gross negligence in performing their duties.
  4. The Company has liability insurance agreements for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act that provides coverage for Directors, Audit and Supervisory Board Members, and Executive Officers. When the insurance coverage period ends, the Company plans to renew these liability policies. If the election of Mr. Tomohiro Okada, a candidate to become a new Director, is approved, he will be covered by these liability insurance policies as Director. An overview of liability insurance agreements for executives is as follows. The Company plans to renew such agreements under the same terms and conditions at the time of its next renewal.

## Overview of Liability Insurance Agreements for Executives

### (1) Summary of insured events eligible for coverage

If a Director or other individual covered by this policy is sued for the payment of losses or other damages by a shareholder, investor, employee or other third party due to an act associated with the performance of that individual's job, the insurance policy will pay for losses of the individual resulting from any liability payments and litigation expenses.

### (2) Insurance premium

The Company pays the entire cost of these insurance policies.

In order to ensure that the said agreements do not impair the appropriateness of the execution of duties by a Director or other individual covered by this policy, there are exclusions in the insurance policies such as those that eliminate coverage for the following claims for damages.

-Claims for damages arising from illegal acts of the insured to obtain personal gain or advantage

-Claims for damages arising from criminal acts of the insured

## Proposal No. 2: Dismissal of Mr. Jun Fujimoto as Director

Shareholders are asked to approve the dismissal of Mr. Jun Fujimoto from his position as Director of our company, as detailed below.

### 1. Director to be dismissed

Name	Position	Brief career history
Jun Fujimoto	Director	Jun. 2017 Representative Director and President, CEO and CIO of the Company Apr. 2024 Director of the Company (to date)

### 2. Reason for dismissal

As stated in the “Notice Regarding Judgment in Shareholders’ Representative Suit Against Representative Director of the Company” dated April 26, 2024, a shareholder of the Company filed a derivative lawsuit against Director Jun Fujimoto, seeking damages. On April 25, 2024, the Tokyo High Court ruled that Mr. Jun Fujimoto was guilty of breaching his duty of care or duty of loyalty as a Director. In response to this judgment, the Company has decided that it is appropriate to dismiss Mr. Jun Fujimoto from his position as a Director to ensure strict compliance and uphold a robust governance system.