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: 9882 May 29, 2025

To Our Shareholders:

Akio Kimura, Representative Director and President **Yellow Hat Ltd.**1-7-4 Iwamoto-cho, Chiyoda-ku, Tokyo

### Notice of the 67th Annual General Meeting of Shareholders

We would like to hereby inform you of the 67th Annual General Meeting of Shareholders (the "Meeting") of Yellow Hat Ltd. (the "Company") as described below.

When convening the Meeting, the Company takes measures for providing information including 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, and posts this information on the Company's website. Please access the Company's website by using the Internet address shown below to review the information.

The Company's website:

https://www.yellowhat.jp/corp/foreignlanguage/ir/

(From the above website, select "IR News" to confirm.)

In addition to the Company's website mentioned above, the items subject to measures for electronic provision are also posted on the websites of the Tokyo Stock Exchange (TSE). Please confirm accessing the following URL.

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 "Yellow Hat" in "Issue name (company name)" or the Company's securities code "9882" 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].")

Shareholders may exercise voting rights either in writing (via mail) or via the Internet and other means. We kindly request you to read through the following Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6 p.m. (JST) on Thursday, June 19, 2025.

Exercising voting rights in writing (via mail)

Please indicate whether you are for or against each proposal on the voting form sent with this notice and return it to be received by 6 p.m. (JST) on Thursday, June 19, 2025.

Exercising voting rights via the Internet

Please cast your vote by entering whether you are for or against each proposal on the Company's designated website for exercising voting rights (https://evote.tr.mufg.jp/) (in Japanese) by 6 p.m. (JST) on Thursday, June 19, 2025.

Date and Time: Friday, June 20, 2025 at 10 a.m. (JST)
 Venue: The Green Hall, 2nd floor, Sunrise Bldg.

11-12 Nihonbashi-Tomizawa-cho, Chuo-ku, Tokyo

3. Purposes

#### Items to be reported:

- Business Report and Consolidated Financial Statements for the 67th fiscal year (April 1, 2024 to March 31, 2025), and audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
- 2. Non-consolidated Financial Statements for the 67th fiscal year (April 1, 2024 to March 31, 2025)

#### Items to be resolved:

**Proposal No. 1** Amendment to the Articles of Incorporation

**Proposal No. 2** Election of Nine Directors

### 4. Guidance on exercising voting rights

Please refer to "Guidance on exercising voting rights" on page 4 (in Japanese only).

- When you exercise your voting rights in writing (via mail) and did not indicate if you are for or against the proposals on the voting form, it is regarded that you indicated that you are for.
- For those attending the Meeting on the day, please submit the voting form sent with this notice at the reception desk. In order to save resources, please bring this "Notice of the Meeting."
- If you exercise your voting rights by proxy, please have your proxy hand to the receptionist at the venue a written document that proves the authority to act on your behalf such as a letter of proxy along with the proxy's own voting form. (Pursuant to the Articles of Incorporation of the Company, such proxy must be another shareholder who is entitled to exercise voting rights at the Meeting.)
- Measures for electronic provision of informational materials for the general meeting of shareholders were introduced, however, no matter if we received a request for delivery of paper-based documents or not, the Company uniformly sends paper-based documents as before.
- Any revisions to the items subject to measures for electronic provision will be posted on the websites of the Company (https://www.yellowhat.jp/corp/ir/) (in Japanese) and the TSE website (https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show) (in Japanese).
- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements are part of the documents included in the scope of audits by the Audit & Supervisory Board Members and the Financial Auditor when they create their respective audit reports.
  - 1. Notes to the Consolidated Financial Statements
  - 2. Notes to the Non-consolidated Financial Statements

# Reference Documents for the General Meeting of Shareholders

## **Proposal No. 1** Amendment to the Articles of Incorporation

1. Reasons for proposal

It is due to relocation of head office.

2. Details of the amendments

The details of the amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed amendments
Chapter I	Chapter I
General Provisions	General Provisions
(Location of Head Office)	(Location of Head Office)
Article 3	Article 3
The head office of the Company shall be located in Chiyoda-	The head office of the Company shall be located in Ota-ku,
<u>ku</u> , Tokyo.	Tokyo.

## **Proposal No. 2** Election of Nine Directors

At the conclusion of this Meeting, the terms of office of all nine Directors will expire. Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current positions and responsibilities	Attributes
1	Yasuo Horie	Representative Director and Chairperson	Reelection
2	Akio Kimura	Representative Director and President	Reelection
3	Kazuyuki Sato	Senior Managing Director In charge of human resources and general affairs, store development, leasing business, sales management, branches and subsidiaries (Yellow Hat business and wholesale business) Representative Director and Chairperson of Joyfull Co., Ltd.	Reelection
4	Tadasu Shiraishi	Senior Managing Director In charge of finance and accounting, system, internal audit and subsidiaries (excluding Yellow Hat business and wholesale business) Representative Director and Chairperson of 2Rinkan Yellow Hat Co., Ltd. Representative Director and Chairperson of Bike Kan Yellow Hat Co., Ltd. Representative Director and Chairperson of Bike Kan Yellow Hat KP Ltd.	Reelection
5	Tasuku Joko	Director General Manager of Merchandise Division and Manager of Digital Transformation Promotion Office In charge of digital transformation promotion, product procurement and logistics	Reelection
6	Hiroyuki Motomura	Director General Manager of Store Operations Division and Manager of Store Operations Department In charge of store operations, pit (car maintenance) technology promotion and sales promotion and advertising	Reelection
7	Shiro Saito	Outside Director Tax accountant of Saito Shiro Tax Office	Reelection Outside Independent
8	Taeko Kubo	Outside Director	Reelection Outside Independent
9	Chiemi Kanda	Outside Director Lawyer of Kasuga and Kunizuka Law Firm	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company	
		Career su  Oct. 1976 June 1997 Oct. 2000  June 2001  June 2003  June 2004  Apr. 2005		Company's shares owned
1	Directors meetings 14/14  Reasons for nomination as cand	-	Manager of Wholesale Department Director, Senior Executive Officer and Manager of Accounting Department Director and Senior Executive Officer in charge of accounting Managing Director Representative Director Representative Director and President Representative Director and Chairperson (current position) oncurrent positions outside the Company]	

Yasuo Horie has served in important positions in corporate management divisions over the years and brought about successful outcomes during his tenure as President of the Company from October 2008 until June 2024. The Company judges that his abundant knowledge and skills in overall corporate management are essential to the management of the Company and thus nominates him as candidate for Director.

Notes: 1. There is no special interest between Yasuo Horie and the Company.

2. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company plans to renew the policy with the same terms and conditions for the next policy renewal.

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company		
2	Akio Kimura (February 7, 1974)  Reelection  Attendance at Board of Directors meetings 14/14	Apr. 1996 Mar. 2011 Apr. 2012 Apr. 2013 May 2017 June 2022 June 2024 [Significant of	Joined the Company Section Manager of Finance Section of Accounting Department Section Manager of Accounting Section of Accounting Department Section Manager of Planning Section of Accounting Department Manager of Accounting Department Director and Manager of Accounting Department Representative Director and President (current position) concurrent positions outside the Company]	owned 12,400	
	In June 2022, he was appointed a he has demonstrated leadership a as candidate for Director.  Notes: 1. There is no special i	ness experience as Director, and and sped up pra interest betweer	or in management planning, internal control, accounting in June 2024, he assumed the position of President ctical steps that improve corporate value, the Company Akio Kimura and the Company.  ctors and officers liability insurance ("the D&O insurance)	of the Company. As any nominates him	

provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company

plans to renew the policy with the same terms and conditions for the next policy renewal.

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company			
3	Kazuyuki Sato (November 12, 1958)  Reelection  Attendance at Board of Directors meetings 14/14		Joined the Company Manager of Sendai Branch Director, Manager of Sendai Branch Executive Officer, Manager of Sendai Branch Resigned from the Company Joined Joyfull Co., Ltd. Representative Director of Joyfull Co., Ltd. Director of the Company Managing Director Senior Managing Director In charge of human resources and general affairs, store development, leasing business, sales management, branches and subsidiaries (Yellow Hat business and wholesale business) (current position) concurrent positions outside the Company] The Director and Chairperson of Joyfull Co., Ltd.	owned 43,500		
	Reasons for nomination as candidate for Director  Kazuyuki Sato has experienced important positions in sales divisions and has been responsible for the management of Joyfull Co., Ltd. over the years, and has knowledge of overall sales and corporate management. The Company judges he will be able to provide appropriate supervision of the Group and the businesses that he is in charge of and thus nominates him as candidate for Director.  Notes: 1. There is no special interest between Kazuyuki Sato and the Company.  2. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Compan plans to renew the policy with the same terms and conditions for the next policy renewal.					

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company	
		Mar. 1982	Joined the Company	owned
		Feb. 2001	Manager of Marketing Strategy Office	
		Apr. 2004	Senior Manager of Overseas Businesses	
			Department	
		June 2004	Executive Officer and Manager of Yellow Hat	
			Business Division	
		Apr. 2005	Executive Officer and Manager of Store	
			Operations Division	
		July 2005	Executive Officer and Deputy General Manager	
			of Store Operations Division	
		Apr. 2006	Executive Officer and General Manager of	
	Tadasu Shiraishi		Store Operations Division	
	(October 13, 1959)	June 2006	Director, Executive Officer, General Manager	
			of Store Operations Division and Manager of	
	Reelection		Pit Operations Department	51,920
		June 2008	Director	51,520
	Attendance at Board of	June 2009	Managing Director	
	Directors meetings	June 2011	Senior Managing Director	
4	14/14		In charge of finance and accounting, system, internal audit	
			and subsidiaries (excluding Yellow Hat	
			business and wholesale business)	
			(current position)	
		[Significant of	concurrent positions outside the Company]	
		•	ve Director and Chairperson of 2Rinkan Yellow Hat	
		Co., Ltd.		
		_	ve Director and Chairperson of Bike Kan Yellow	
		Hat Co., Ltd.		
		-	ve Director and Chairperson of Bike Kan Yellow	
•	- · · · · ·	Hat KP Ltd.		
	Reasons for nomination as cand			4. 0
		_	itions in administration divisions over the years, and experience and knowledge of business and thus nom	
	candidate for Director.	ge mis abundant (	experience and knowledge of business and thus nom	mates min as
		interest between	Tadasu Shiraishi and the Company.	

2. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company plans to renew the policy with the same terms and conditions for the next policy renewal.

Candidate No.	Name (Date of birth)	Career su	Number of the Company's shares owned	
		Apr. 1995 Mar. 2011	Joined the Company Section Manager of Car Electronics Section of Tires & Car Electronics Merchandise Department	
	Tasuku Joko (October 3, 1972)	Oct. 2016  June 2018	Manager of Tires & Car Electronics Merchandise Department Manager of Tires & Wheels Merchandise	
	Reelection	June 2024	Department Director	5,100
	Attendance at Board of Directors meetings 10/10	June 2024	General Manager of Merchandise Division and Manager of Digital Transformation Promotion Office In charge of digital transformation promotion, product procurement and logistics	3,10
5		[Significant of	(current position) concurrent positions outside the Company]	
	provided for by Artic damages incurred by plans to renew the po 3. Since he was newly	nterest between oncluded a directle 430-3, parage the insured. Tollicy with the selected and asse		mpany to cover icy. The Company Il. Shareholders held
6	Hiroyuki Motomura (December 4, 1970)  Reelection  Attendance at Board of Directors meetings 10/10	Nov. 2008 Apr. 2009 Apr. 2012 Oct. 2016 Apr. 2020 Apr. 2022 June 2024	Joined the Company Manager of Pit Service Promotion Department Manager of Hokkaido-Tohoku Branch Office Manager of Chugoku-Kyushu Branch Office Manager of Kanto Branch Office Manager of Store Operations Department Director General Manager of Store Operations Division and Manager of Store Operations Department In charge of store operations, pit (car maintenance) technology promotion and sales promotion and advertising (current position)	6,600
	well as sales divisions including a Company's medium- and long-te Notes:  1. There is no special in 2. The Company has comprovided for by Artic damages incurred by plans to renew the personant of the personant	at business expensions of the store operation of the store operation of the store o	erience in automobile inspection and maintenance se s, and the Company judges he will contribute to imp alue and thus nominates him as candidate for Director Hiroyuki Motomura and the Company. etors and officers liability insurance ("the D&O insugraph (1) of the Companies Act with an insurance cohe candidate will be the insured of the insurance polame terms and conditions for the next policy renewal umed office at the 66th Annual General Meeting of attendance at Board of Directors meetings held on an	rovement of the or.  arance") policy ompany to cover icy. The Company all.  Shareholders held

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company	
		Apr. 1965 July 1998	Joined Kantoshinetsu Regional Taxation Bureau Deputy District Director of Totsuka Tax Office	
	Shiro Saito (November 25, 1946)	July 1998 July 2002	Special Examiner of First Large Enterprise Examination Department of Tokyo Regional Taxation Bureau	
	Independent Outside Reelection	July 2004	Chief Examiner of Ninth Examination Section of Second Large Enterprise Examination Department	0
	Attendance at Board of Directors meetings 14/14	July 2005 July 2006 Aug. 2006 Sept. 2006 June 2016	District Director of Kamakura Tax Office Resigned from Kamakura Tax Office Registered as a certified tax accountant Established Saito Shiro Tax Office Outside Director of the Company (current position)	
			oncurrent positions outside the Company] nt of Saito Shiro Tax Office	
7	Shiro Saito has never been invo sufficiently perform decision-m	lved in the mana aking of importa	e Director and outline of the expected roles agement of a company. However, the Company judge out matters and supervise execution of business because the company is the company in the company in the company is the company in the co	use he has abundant

Shiro Saito has never been involved in the management of a company. However, the Company judges he will sufficiently perform decision-making of important matters and supervise execution of business because he has abundan experience in and broad knowledge about the operations of tax administration. Accordingly, the Company nominates him as candidate for Outside Director. If he is re-elected, he will be engaged in selecting candidates for the Company's officers and decision-making on matters including officers' remuneration as a Nominating and Remuneration Committee member from an objective and neutral position.

Notes: 1. There is no special interest between Shiro Saito and the Company.

- 2. He is a candidate for Outside Director.
- 3. He is currently an Outside Director of the Company, and at the conclusion of the Meeting, his tenure will have been nine years.
- 4. The Company has entered into an agreement limiting liability for damages provided for by the provisions of Article 423, paragraph (1) of the Companies Act with him, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of limited liability is the amount stipulated by the applicable laws and regulations, and if he is re-elected, the Company plans to renew the agreement with him
- The Company has submitted notification to the TSE concerning his designation as an independent officer as stipulated in the rules of the TSE, and if he is re-elected, the Company will continue to designate him as an independent officer.
- 6. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company plans to renew the policy with the same terms and conditions for the next policy renewal.

Candidate No.	Name (Date of birth)	Career su	Career summary and positions and responsibilities in the Company			
	Taeko Kubo (April 25, 1953)  Independent Outside Reelection  Attendance at Board of Directors meetings 14/14	Apr. 1976  Feb. 1985 Apr. 1989  Oct. 1991  Apr. 2002 Apr. 2010  Mar. 2012 Apr. 2017  June 2017  Mar. 2021 June 2021  [Significant contents of the contents of	Kinki Land and Construction Industry Co., Ltd. (Design Department) First-class architect Research Associate of Nara Women's University Lecturer (full time) of Seibo Jogakuin Junior College Professor of Seibo Jogakuin Junior College Lecturer (part time) of Kyoto Tachibana University Resigned from Kyoto Tachibana University Project Professor of Konan Women's University Professor Emeritus of Kyoto Seibo Jogakuin Junior College Resigned from Konan Women's University Outside Director of the Company (current position) oncurrent positions outside the Company]	owned 2,600		

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

Taeko Kubo has never been involved in the management of a company. However, as a university professor whose primary areas of research are living environment planning and interior design, she has broad expertise centering on the said areas. Furthermore, as a first-class architect and first-class interior architect, she has been engaged in architectural designing and has abundant experience and insight. Based on the aforementioned reasons, the Company judges she will sufficiently perform decision-making of important matters and supervise execution of business, and thus nominates her as candidate for Outside Director. If she is re-elected, she will be engaged in selecting candidates for the Company's officers and decision-making on matters including officers' remuneration as a Nominating and Remuneration Committee member from an objective and neutral position.

Notes: 1. There is no special interest between Taeko Kubo and the Company.

- 2. She is a candidate for Outside Director.
- 3. She is currently an Outside Director of the Company, and at the conclusion of the Meeting, her tenure will have been four years.
- 4. The Company has entered into an agreement limiting liability for damages provided for by the provisions of Article 423, paragraph (1) of the Companies Act with her, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of limited liability is the amount stipulated by the applicable laws and regulations, and if she is re-elected, the Company plans to renew the agreement with her.
- 5. The Company has submitted notification to the TSE concerning her designation as an independent officer as stipulated in the rules of the TSE, and if she is re-elected, the Company will continue to designate her as an independent officer.
- 6. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company plans to renew the policy with the same terms and conditions for the next policy renewal.

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Candidate No.	Name (Date of birth)	Career su	mmary and positions and responsibilities in the Company	Number of the Company's shares owned
		June 2000	Part-time doctor of Gunma University Hospital	
		Apr. 2005	Entered Waseda Law School, Waseda	
			University as a student	
		Nov. 2008	Legal apprentice	
		Mar. 2010	Registered as a lawyer	
		Mar. 2010	Lawyer, Kasuga and Kunizuka Law Firm	
			(current position)	
		Apr. 2012	Teikyo University Medical Information and	
	Chiemi Kanda		System Research Center	
	(January 4, 1976)		Visiting Lecturer (current position)	
		Apr. 2013	Part-time Lecturer of Faculty of Medicine	
	Independent		Gunma University	
	Outside	Sept. 2014	Resigned from Faculty of Medicine Gunma	0
	Reelection		University	O
		Aug. 2017	Chairperson of Japan Medical Peer Support	
	Attendance at Board of		Association Heals (current position)	
	Directors meetings	Apr. 2020	Part-time Lecturer of Waseda Law School,	
	14/14		Waseda University	
		Sept. 2020	Resigned from Waseda Law School, Waseda	
			University	
		Feb. 2022	Chairperson of Japan Association of Healthcare	
			Mediators (current position)	
		June 2023	Outside Director of the Company	
			(current position)	
9		[Significant c	oncurrent positions outside the Company]	
		Lawyer of Ka	suga and Kunizuka Law Firm	

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

Chiemi Kanda has never been involved in the management of a company. However, the Company judges she will sufficiently perform decision-making of important matters and supervise execution of business from the viewpoint of the protection of general shareholders because she has abundant experience in and broad knowledge about law, economy and society as a lawyer. Accordingly, the Company nominates her as candidate for Outside Director. If she is re-elected, she will be engaged in selecting candidates for the Company's officers and decision-making on matters including officers' remuneration as a Nominating and Remuneration Committee member from an objective and neutral position.

Notes: 1. There is no special interest between Chiemi Kanda and the Company.

- 2. She is a candidate for Outside Director.
- 3. She is currently an Outside Director of the Company, and at the conclusion of the Meeting, her tenure will have been two years.
- 4. The Company has entered into an agreement limiting liability for damages provided for by the provisions of Article 423, paragraph (1) of the Companies Act with her, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of limited liability is the amount stipulated by the applicable laws and regulations, and if she is re-elected, the Company plans to renew the agreement with her.
- 5. The Company has submitted notification to the TSE concerning her designation as an independent officer as stipulated in the rules of the TSE, and if she is re-elected, the Company will continue to designate her as an independent officer.
- 6. The Company has concluded a directors and officers liability insurance ("the D&O insurance") policy provided for by Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages incurred by the insured. The candidate will be the insured of the insurance policy. The Company plans to renew the policy with the same terms and conditions for the next policy renewal.

## Skill matrix of the Board of Directors after the Meeting (planned)

Note: The following is the skill matrix of the Board of Directors in the case that the candidates shown in this notice of the Meeting

are elected as proposed.

	as proposed.								
Name	Positions in the Company (Planned)	Attributes	Corporate manage- ment	Sales	Product strategy Product manufac- turing	Marketing Store develop- ment	Sustain- ability ESG	Human resources /Labor Human resource develop- ment, Legal matters Risk manage- ment	Finance/ Account- ing Tax
Yasuo Horie	Representative Director and Chairperson		•	•		•	•	•	•
Akio Kimura	Representative Director and President		•	•		•	•	•	•
Kazuyuki Sato	Senior Managing Director		•	•	•	•		•	
Tadasu Shiraishi	Senior Managing Director		•	•	•		•	•	•
Tasuku Joko	Director			•	•				
Hiroyuki Motomura	Director			•					
Shiro Saito	Director	Outside Independent						•	•
Taeko Kubo	Director	Outside Independent				•	•		
Chiemi Kanda	Director	Outside Independent					•	•	
Yoshimi Kimura	Audit & Supervisory Board Member			•	•				
Akira Tamura	Audit & Supervisory Board Member	Outside Independent	•	•	•				
Jun Ounabara	Audit & Supervisory Board Member	Outside Independent	•						•

<sup>1.</sup> Audit & Supervisory Board Member Hisao Hattori will retire from office due to the expiration of his term of office at the conclusion of the 67th Annual General Meeting of Shareholders.