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Securities Code: 9850

June 7, 2024

To our shareholders

Atsushi Mukumoto, Board Director and Chief Executive  
Officer

**GOURMET KINEYA CO., LTD.**

3-4-7, Kitakagaya, Suminoe-ku, Osaka City

## **Notice of the 58th Annual General Meeting of Shareholders**

We would like to inform you that the 58th Annual General Meeting of Shareholders of GOURMET KINEYA CO., LTD. (the “Company”) will be held as set forth 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, and posts this information as “Notice of the 58th Annual General Meeting of Shareholders” on the Internet. Please access either of the following websites by using the internet addresses shown to review the information.

### **The Company’s website:**

<https://www.gourmet-kineya-hd.co.jp/ir/> (in Japanese)

### **Website containing informational materials for the general meeting of shareholders:**

<https://d.sokai.jp/9850/teiji/> (in Japanese)

### **Tokyo Stock Exchange 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 “Gourmet Kineya” in “Issue name (company name)” or the Company’s securities code “9850” 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 do not plan to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders below, and exercise your votes no later than Monday, June 24, 2024, at 5:45 p.m. (JST).**

[Exercising voting rights via the Internet, etc.]

Please access the Company’s designated voting website (<https://soukai.mizuho-tb.co.jp/>), follow the instructions on the screen, and input your votes for or against the proposals by no later than Monday, June 24, 2024, at 5:45 p.m. (JST).

When exercising your voting rights via the Internet, etc., please refer to the “Guide to Voting via the Internet, etc.” on page 4 (in Japanese).

[Exercising voting rights in writing]

Please indicate your votes for or against the proposals on the enclosed voting form and send the form back to arrive no later than Monday, June 24, 2024, at 5:45 p.m. (JST).

- 1. Date and Time:** Tuesday, June 25, 2024, at 10:30 a.m. (JST)
- 2. Venue:** Mydome Osaka, 3rd Floor  
Exhibition Hall (reception desk is on the 2nd floor)  
2-5, Honmachi-bashi, Chuo-ku, Osaka City

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Report on the Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit Committee for the 58th fiscal year (from April 1, 2023, to March 31, 2024)
2. Report on the Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2023, to March 31, 2024)

**Matters to be resolved:**

- |                       |  |
|-----------------------|--|
| <b>Proposal No. 1</b> | Disposal of surplus                        |
| <b>Proposal No. 2</b> | Amendment to the Articles of Incorporation |
| <b>Proposal No. 3</b> | Election of 10 Board Directors             |
| <b>Proposal No. 4</b> | Election of One Substitute Board Director  |

**Following the general meeting of shareholders, the Company will hold a tasting party in order to engage in dialogue with shareholders. Please take this opportunity to attend and share your opinions and other feedback with us.**

**4. Matters to be decided at the time of convocation**

- (1) Among the items for which measures for providing information in electronic format are to be taken, in accordance with the provisions of laws and regulations and Article 16, paragraph 2 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 documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Committee and the Financial Auditor when they create their respective audit reports.

- 1) Main offices and plants
  - 2) Status of employees in the corporate group
  - 3) Stock information
  - 4) Status of share acquisition rights
  - 5) Status of cross-shareholdings
  - 6) System to ensure the appropriateness of operations
  - 7) Overview of the operating status of the system to ensure the appropriateness of operations
  - 8) Basic policy on control over the company
  - 9) Notes to Consolidated Financial Statements
  - 10) Notes to Non-consolidated Financial Statements
- (2) If you exercise your voting rights both via the Internet, etc. and by voting form, the vote cast via the Internet, etc. shall be deemed valid. If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (3) If no indication of approval or disapproval is made for each proposal on the returned voting form, it will be treated as an indication of approval.

- If you are attending the meeting in person, please hand in the enclosed voting form at the reception desk.
- If revisions to the items for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the websites for the items for which measures for providing information in electronic format are to be taken on page 1.
- The Company has prepared gifts that will be provided at the reception desk to shareholders attending the meeting in person. Please note that, regardless of the number of voting forms a shareholder brings, each shareholder attending the meeting can receive only one gift.
- The caregiving staff of G.K.S.C. Home, a special elderly nursing home, will provide assistance to seniors and people with physical disabilities. Please contact the administration division if you have any questions. (Toll-free telephone number within Japan: 0120-122-649)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Disposal of surplus

Details of disposal of surplus

Matters concerning year-end dividend

Having positioned shareholder return as a key pillar of corporate management, the Company has set a basic policy of stressing stable dividends and maintaining payment of dividends linked to earnings while reinforcing its financial position. In light of such factors as earnings for the fiscal year under review and future business expansion, the Company would like to pay the following end-of-year dividend for the fiscal year.

- (1) Type of asset distributed as dividend:  
Cash
- (2) Matters concerning the allotment of assets distributed as dividends and the total amount thereof  
6 yen per share of common stock of the Company, for a total amount of 137,244,150 yen
- (3) Effective date of distribution of surplus  
June 26, 2024

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reason for the proposal

In order to prepare for the expansion of business domains of the Company and its subsidiaries, and future business development, the Company proposes to add an item of purpose to Article 2 of the current Articles of Incorporation and to renumber the items in connection with the establishment of a new item.

2. Details of amendments

The details of the amendments are as follows.

(Amendments are underlined.)

| Current Articles of Incorporation  | Proposed Amendments  |
|--|--|
| (Purpose)<br>Article 2<br>The purpose of the Company shall be to engage in the following business activities:<br>1 to 17 (Text omitted)<br>(New)<br><u>18</u> (Text omitted) | (Purpose)<br>Article 2<br>(Unchanged)<br>1 to 17 (Unchanged)<br><u>18</u> <u>Fee-based work introduction business</u><br><u>19</u> (Unchanged) |

**Proposal No. 3** Election of 10 Board Directors

At the conclusion of this meeting, the terms of office of all ten Board Directors will expire. Therefore, the Company proposes the election of ten Board Directors in accordance with the decision of the Nomination Committee.

The names and others of the candidates for Board Director are as follows:

| Candidate No. | Name              |   | Position and responsibility in the Company  |
|---------------|-------------------|---|---|
| 1             | Atsushi Mukumoto  | Reelection                                | Board Director<br>Chief Executive Officer<br>Chairperson of Nomination Committee<br>Chairperson of Remuneration Committee |
| 2             | Shigeaki Teraoka  | Reelection                                | Board Director<br>Executive Officer   |
| 3             | Creamson Tsai     | Reelection                                | Board Director<br>Executive Officer   |
| 4             | Hikomichi Shimada | Reelection                                | Board Director<br>Executive Officer   |
| 5             | Akiyo Yabu        | New appointment                           |   |
| 6             | Takeshi Murakami  | Reelection                                | Board Director<br>Chairperson of Audit Committee  |
| 7             | Megumi Sawai      | Reelection<br>Outside<br>Independent      | Outside Board Director<br>Member of Nomination Committee<br>Member of Remuneration Committee                              |
| 8             | Motoyasu Kimura   | Reelection<br>Outside<br>Independent      | Outside Board Director<br>Member of Audit Committee   |
| 9             | Tomoko Kiriyaama  | New appointment<br>Outside<br>Independent |   |
| 10            | Seiko Hoshino     | New appointment<br>Outside<br>Independent |   |

Reelection Candidate for Board Director for Reelection

New appointment Candidate for Board Director for New Appointment

Outside Candidate for Outside Board Director

Independent Candidate for Independent Board Director Based on the Stipulations of the Tokyo Stock Exchange

(Reference) Main Areas of Experience of Candidates for Board Director (Skills Matrix)

The main areas of experience of candidates for Board Director are as below.

| Candidate No. | Name              | Corporate management | Corporate strategy | Restaurants and food | Transportation | International business | Technology and Digital Transformation | Legal risk management | Brand marketing | ESG sustainability | Finance and Accounting |
|---------------|-------------------|----------------------|--------------------|----------------------|----------------|------------------------|---------------------------------------|-----------------------|-----------------|--------------------|------------------------|
| 1             | Atsushi Mukumoto  | ○                    | ○                  | ○                    |                |                        |                                       |                       |                 |                    |                        |
| 2             | Shigeaki Teraoka  | ○                    | ○                  | ○                    |                | ○                      | ○                                     | ○                     | ○               |                    | ○                      |
| 3             | Creamson Tsai     |                      | ○                  | ○                    | ○              | ○                      |                                       |                       | ○               |                    |                        |
| 4             | Hiromichi Shimada |                      | ○                  | ○                    | ○              |                        |                                       |                       | ○               |                    | ○                      |
| 5             | Akiyo Yabu        | ○                    | ○                  |                      | ○              |                        |                                       |                       | ○               | ○                  | ○                      |
| 6             | Takeshi Murakami  | ○                    |                    |                      |                |                        |                                       | ○                     |                 |                    |                        |
| 7             | Megumi Sawai      | ○                    |                    |                      |                |                        | ○                                     |                       | ○               |                    |                        |
| 8             | Motoyasu Kimura   |                      |                    |                      |                |                        |                                       | ○                     |                 |                    | ○                      |
| 9             | Tomoko Kiriya     | ○                    |                    |                      |                |                        |                                       |                       | ○               |                    |                        |
| 10            | Seiko Hoshino     |                      |                    |                      |                |                        |                                       | ○                     |                 |                    |                        |

\* The above table does not indicate all of the expertise and experience of each candidate for Board Director.

The candidates for Board Director are as follows:

| Candidate No.   | Name<br>(Date of birth)                 | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 1   | Atsushi Mukumoto<br>(November 30, 1961) | <p>May 1990      Joined GOURMET KINEYA CO., LTD.<br/> June 2001      Board Director, GOURMET KINEYA CO., LTD.<br/> June 2005      Managing Board Director, GOURMET KINEYA CO., LTD.<br/> Apr. 2010      Chief Executive Officer, GOURMET KINEYA CO., LTD.<br/> May 2018      Chairman and Board Director, GK ASIA SDN. BHD. (current position)<br/> June 2020      Board Director, Gourmet Kineya Restaurant Co., Ltd.<br/> Feb. 2021      President &amp; CEO, AAS Catering Co., Ltd.<br/> June 2021      Board Director, Japan Food Wholesale Co., Ltd. (current position)<br/> June 2021      Board Director, GOURMET KINEYA CO., LTD. (current position)<br/> June 2021      Chief Executive Officer, GOURMET KINEYA CO., LTD. (current position)<br/> June 2021      Chairperson of Nomination Committee and Chairperson of Remuneration Committee, GOURMET KINEYA CO., LTD. (current position)<br/> Jan. 2022      Representative Board Director and President, Gourmet Kineya Restaurant Co., Ltd. (current position)<br/> July 2022      CEO, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)<br/> Representative Board Director and President, Gourmet Kineya Restaurant Co., Ltd.<br/> Board Director, Japan Food Wholesale Co., Ltd.<br/> Chairman and Board Director, GK Asia SDN. BHD.<br/> President, social welfare corporation G.K.S.C.<br/> Outside Director, SHINMEI HOLDINGS LTD.</p> | 1,048,009 shares                     |
| <p>Reasons for nomination as candidate for Board Director<br/> Atsushi Mukumoto has a wide range of experience and knowledge on each of the businesses of the Company and the Group. In addition, he has abundant experience in managing corporations, including serving as Chief Executive Officer of the Company. Therefore, the Company has nominated him as a candidate for Board Director based on its judgment that he is qualified to promote growth of businesses of the Company and the Group, and to strengthen corporate governance.</p> |   |  |                                      |

| Candidate No.   | Name<br>(Date of birth)               | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---|---------------------------------------|--|--------------------------------------|
| 2   | Shigeaki Teraoka<br>(January 6, 1964) | <p>Dec. 1992      Joined GOURMET KINEYA CO., LTD.</p> <p>Dec. 2002      Outside Director, JB ELEVEN CO., LTD.</p> <p>Apr. 2003      Representative Board Director and President, Ashi Chinese Factory Co., Ltd.</p> <p>Apr. 2009      Operating Officer, GOURMET KINEYA CO., LTD.</p> <p>June 2010      Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2012      Board Director, Japan Food Wholesale Co., Ltd. (current position)</p> <p>Oct. 2015      Officer in charge of Overseas Division and Systems Division, GOURMET KINEYA CO., LTD.</p> <p>Oct. 2018      Audit &amp; Supervisory Board Member, Ichibanteihonbu Co., Ltd.</p> <p>Apr. 2020      Officer in charge of Accounting Division and Systems Division, GOURMET KINEYA CO., LTD.</p> <p>June 2020      Board Director, Gourmet Kineya Restaurant Co., Ltd.</p> <p>June 2021      Executive Officer, GOURMET KINEYA CO., LTD. (current position)</p> <p>Feb. 2022      Officer in charge of Osaka Kizu Ichiba Company, GOURMET KINEYA CO., LTD.</p> <p>June 2022      Board Director, Ichibanteihonbu Co., Ltd.</p> <p>June 2022      Board Director YUKIMURA Corporation (current Yukimura Ichibantei K.K.) (current position)</p> <p>July 2022      CPO, GOURMET KINEYA CO., LTD. (current position)</p> <p>July 2022      Officer in charge of New Business Department, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Board Director, ASAHI Wellness Foods Co., Ltd.</p> <p>Board Director, Japan Food Wholesale Co., Ltd.</p> <p>Board Director, Yukimura Ichibantei K.K.</p> | 1,000 shares                         |
| <p>Reasons for nomination as candidate for Board Director</p> <p>Shigeaki Teraoka has a wide range of experience and knowledge on each of the businesses of the Company and the Group. In addition, he has abundant experience in corporate management positions. Therefore, the Company has nominated him as a candidate for Board Director based on its judgment that he is qualified to promote growth of businesses of the Company and the Group, and to strengthen corporate governance.</p> |                                       |  |                                      |



| Candidate No.  | Name<br>(Date of birth)            | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)  | Number of the Company's shares owned |
|--|------------------------------------|---|--------------------------------------|
| 3  | Creamson Tsai<br>(August 19, 1965) | <p>Jan. 2002      General Manager of Asia Division and Quality Department, Newell Global Sourcing Asia</p> <p>May 2004      Director, Opex, Lufthansa Service Asia (LSG)</p> <p>Apr. 2019      Project Director, HSBC Bank/Protiviti</p> <p>Apr. 2020      Operating Officer and Director of Corporate Planning Office, GOURMET KINEYA CO., LTD.</p> <p>June 2020      Board Director, ASAHI Wellness Foods Co., Ltd.</p> <p>June 2020      Board Director, Japan Food Wholesale Co., Ltd.</p> <p>June 2020      Board Director, AAS Catering Co., Ltd. (current position)</p> <p>June 2021      Board Director, Gourmet Kineya Restaurant Co., Ltd. (current position)</p> <p>June 2021      Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2021      Executive Officer, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2021      Officer in charge of Corporate Planning Office, GOURMET KINEYA CO., LTD.</p> <p>June 2022      CSO, GOURMET KINEYA CO., LTD. (current position)</p> <p>July 2022      Officer in charge of Corporate Planning Department, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Board Director, Gourmet Kineya Restaurant Co., Ltd.</p> <p>Board Director, AAS Catering Co., Ltd.</p> | 0 shares                             |
| <p>Reasons for nomination as candidate for Board Director</p> <p>Creamson Tsai has been the leader of global corporations for improving operational processes and efficiency in distribution and transportation. Therefore, the Company has nominated him as a candidate for Board Director based on its judgment that he is qualified to promote the standardization and higher efficiency of the operational process and draft growth strategy for the divisions of the Group.</p> |                                    |   |                                      |

| Candidate No.  | Name<br>(Date of birth)               | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)  | Number of the Company's shares owned |
|--|---------------------------------------|---|--------------------------------------|
| 4  | Hikomichi Shimada<br>(April 29, 1974) | <p>Apr. 1997      Joined Keihan Electric Railway Co., Ltd. (current Keihan Holdings Co., Ltd.)</p> <p>July 2017      Part-time Auditor, Eizan Electric Railway Co., Ltd.</p> <p>July 2021      Board Director, Keihan Restaurant Co., Ltd.</p> <p>Jan. 2022      Board Director, cafe co.</p> <p>July 2022      General Manager of Graduate Programs Business, Business Breakthrough Inc.</p> <p>June 2023      Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2023      Executive Officer, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2023      Officer in charge of Osaka Kizu Ichiba Company, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>None</p>  | 0 shares                             |
| <p>Reasons for nomination as candidate for Board Director</p> <p>Hikomichi Shimada has, in addition to practical business experience at companies, registered as a Small and Medium sized Enterprise Consultant (SMEC) in 2007 and received a Master of Business Administration from Kobe University's MBA program in 2009. He has extensive experience and knowledge in business strategy development, personnel system reform, and the transportation business. He is well versed in promotion of inbound tourism and digital promotion, as well as in human resource development. Therefore, the Company has nominated him as a candidate for Board Director based on its judgment that he is qualified to promote growth of businesses of the Company and the Group, and to strengthen corporate governance.</p> |                                       |   |                                      |
| 5  | Akiyo Yabu<br>(August 14, 1965)       | <p>Apr. 1988      Joined West Japan Railway Company</p> <p>June 2006      Board Director, Planning and Development Department Manager, Kobe SC Development Co., Ltd., (current JR West Urban Development Co.,Ltd.)</p> <p>June 2009      Representative Director and President, West Japan Railway Fashion Goods Company</p> <p>June 2014      Representative Director and President, Wakayama Station Building, Co., Ltd.</p> <p>June 2016      Standing Audit &amp; Supervisory Board Member, JAPAN RAILWAY WEST TRADING Co.</p> <p>June 2019      Managing Director and Sales Division Manager, Kyoto Station Center Co., Ltd. (current JR West Japan Kyoto Shopping Center Development Company) (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Managing Director and Sales Division Manager, JR West Japan Kyoto Shopping Center Development Company</p> | 1,100 shares                         |
| <p>Reasons for nomination as candidate for Board Director</p> <p>Akiyo Yabu has a wide range of experience and knowledge on organizational management, business strategy formulation, compliance, and governance based on her many years of experience as a corporate officer and corporate auditor. As the first female president in the West Japan Railway Group, she has experience with corporate management and is knowledgeable of and well versed in networks within SC developer operations, particularly for commercial facility development and management operations. Therefore, the Company has nominated her as a candidate for Board Director based on its judgment that she is qualified to promote growth of businesses of the Company and the Group, and to strengthen corporate governance.</p>    |                                       |   |                                      |

| Candidate No.   | Name<br>(Date of birth)               | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---|---------------------------------------|--|--------------------------------------|
| 6   | Takeshi Murakami<br>(August 20, 1953) | <p>Mar. 1978      Joined Shiozaki Fiber Co., Ltd.</p> <p>Mar. 1991      Director in charge of sales, Shiozaki Fiber Co., Ltd.</p> <p>Mar. 1993      Senior Managing Director, Shiozaki Fiber Co., Ltd.</p> <p>Mar. 1995      Representative Director, Vindor Co., Ltd.</p> <p>Feb. 1997      Founded Ideal Inc.</p> <p>Feb. 1997      Representative Director, Ideal Inc.</p> <p>July 2008      Joined GOURMET KINEYA CO., LTD.</p> <p>Apr. 2010      General Manager of HR Development Department, GOURMET KINEYA CO., LTD.</p> <p>June 2019      Auditor, GOURMET KINEYA CO., LTD.</p> <p>June 2021      Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2021      Chairperson of Audit Committee, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>None</p> | 0 shares                             |
| <p>Reasons for nomination as candidate for Board Director</p> <p>Takeshi Murakami has a wide range of experience and knowledge on each of the businesses of the Company and the Group as well as abundant experience in corporate management positions. He also has knowledge of governance and internal controls by having served as a chairperson of the Audit Committee of the Company. Therefore, the Company has nominated him as a candidate for Board Director based on its judgment that he is qualified to promote growth of businesses of the Company and the Group, and to strengthen corporate governance.</p>  |                                       |  |                                      |
| 7   | Megumi Sawai<br>(May 7, 1981)         | <p>Sept. 2004      Joined Accenture Japan Ltd.</p> <p>Sept. 2010      Manager of Health &amp; Public Service Headquarters, Accenture Japan Ltd.</p> <p>Dec. 2016      Senior Manager of Health &amp; Public Service Headquarters, Accenture Japan Ltd.</p> <p>June 2019      Outside Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>Oct. 2020      Director, Marketing Core Corporation (current position)</p> <p>June 2021      Member of Nomination Committee and Member of Remuneration Committee, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2022      President and Representative Director, ATHENA Co., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Director, Marketing Core Corporation</p> <p>President and Representative Director, ATHENA Co., LTD.</p>    | 0 shares                             |
| <p>[Reasons for nomination as candidate for Outside Board Director and Overview of expected roles]</p> <p>Megumi Sawai studied at Hult International Business School (Boston Campus) in the U.S. from 2013 to 2014 and received an MBA. She has experience related to increasing operational efficiency of overall organizations and reforms using IT, including operational reforms and enhancement consulting, IT strategy-related consulting and system implementation, at Accenture Japan Ltd. and has insights on portfolio formulation for business development gained through providing consulting for foreign companies entering Japanese markets. Therefore, the Company has made this nomination in anticipation that she will be capable of providing advice on the development of new business models, business efficiency enhancement through IT implementation and other matters for the Gourmet Kineya Group. If she is elected, the Company plans to involve her in electing its Board Directors and determining Board Director remuneration, etc. from an objective and neutral standpoint as a member of the Nomination Committee and the Remuneration Committee.</p> |                                       |  |                                      |

| Candidate No.   | Name<br>(Date of birth)                | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 8   | Motoyasu Kimura<br>(December 18, 1978) | <p>Oct. 2003      Joined ChuoAoyama Audit Corporation</p> <p>June 2007      Registered as a certified public accountant</p> <p>July 2007      Joined AZSA &amp; Co. (current KPMG AZSA LLC)</p> <p>July 2009      Representative, Kimura Motoyasu Accounting Office (current position)</p> <p>July 2009      Registered as a licensed tax accountant</p> <p>Sept. 2009      Audit &amp; Supervisory Committee Member, JB ELEVEN CO., LTD.</p> <p>May 2016      Outside Auditor, Fuji Bellows Co., Ltd. (current position)</p> <p>June 2016      Outside Board Director, JB ELEVEN CO., LTD. (Audit &amp; Supervisory Committee Member) (current position)</p> <p>June 2021      Outside Board Director, GOURMET KINEYA CO., LTD. (current position)</p> <p>June 2021      Member of Audit Committee, GOURMET KINEYA CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Certified public accountant and licensed tax accountant</p> <p>Representative, Kimura Motoyasu Accounting Office</p> <p>Outside Board Director, JB ELEVEN CO., LTD. (Audit &amp; Supervisory Committee Member)</p> <p>Outside Supervisory Committee Member, Fuji Bellows Co., Ltd.</p> | 0 shares                             |
| <p>[Reasons for nomination as candidate for Outside Board Director and Overview of expected roles]</p> <p>Motoyasu Kimura has knowledge and experience as a certified public accountant and a licensed tax accountant and abundant experience as an auditor and an audit &amp; supervisory committee member of other companies. Accordingly, the Company has made this nomination, based on its judgment that he can be expected to provide advice for reinforcing corporate governance of the Company and its group. If he is elected, the Company plans to involve him in the Company from an objective and neutral standpoint as a member of the Audit Committee. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Board Director based on the above reasons.</p>  |  |  |                                      |
| 9   | Tomoko Kiriyaama<br>(June 20, 1969)    | <p>Apr. 1993      Joined Nankai Electric Railway Co., Ltd.</p> <p>Dec. 2018      Director, Nankaishoji Co., Ltd.</p> <p>June 2019      Managing Director, Nankaishoji Co., Ltd.</p> <p>June 2021      Director and President, Nankaishoji Co., Ltd.</p> <p>Apr. 2024      Managing Corporate Officer and Urban Co-creation Division Manager Nankai Electric Railway Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Managing Corporate Officer and Urban Co-creation Division Manager Nankai Electric Railway Co., Ltd.</p>  | 0 shares                             |
| <p>[Reasons for nomination as candidate for Outside Board Director and Overview of expected roles]</p> <p>Tomoko Kiriyaama was the first female president in the Nankai Electric Railway Group and is well versed in attracting tenants for commercial facility development, supervising construction, and training project management specialists, having worked in the Human Resources and Logistics divisions. Accordingly, the Company has made this nomination, based on its judgment that she can be expected to provide advice related to project management and human resource development for the Company and its group. If she is elected, the Company plans to involve her in the Company from an objective and neutral standpoint as a member of the Nomination Committee and the Remuneration Committee. She also possesses experience in managing corporations. The Company judges she will appropriately fulfill her duties as an Outside Board Director based on the above reasons.</p> |  |  |                                      |

| Candidate No.  | Name<br>(Date of birth)            | Career summary, and position and responsibility in the Company<br>(Significant concurrent positions outside the Company)  | Number of the Company's shares owned |
|--|------------------------------------|---|--------------------------------------|
| 10   | Seiko Hoshino<br>(August 23, 1982) | Dec. 2009 Registered as a lawyer<br>Dec. 2009 Joined Human Network Nakamura Law Office<br>Apr. 2015 Joined Tokyo Legal Affairs Bureau<br>Apr. 2017 Joined Yoroibashi Law Office<br>Nov. 2017 Joined U-Shin Ltd.<br>May 2021 Transferred to MinebeaMitsumi Inc.<br>Apr. 2023 Joined Yoroibashi Law Office (current position)<br>(Significant concurrent positions outside the Company)<br>None | 0 shares                             |
| [Reasons for nomination as candidate for Outside Board Director and Overview of expected roles]<br>Seiko Hoshino has many years of experience as an attorney and abundant knowledge of corporate legal affairs and corporate governance. Accordingly, the Company has made this nomination, based on its judgment that she can be expected to provide advice for reinforcing corporate governance of the Company and its group. If she is elected, the Company plans to involve her in the Company from an objective and neutral standpoint as a member of the Audit Committee. She has never in the past been involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an Outside Board Director based on the above reasons. |                                    |   |                                      |

- Notes:
1. There are no special interests between each candidate and the Company.
  2. Atsushi Mukumoto is expected to be appointed as Board Director of ASAHI Wellness Foods Co., Ltd. on June 11, 2024.
  3. Atsushi Mukumoto plans to resign as Board Director of Japan Food Wholesale Co., Ltd. on June 11, 2024.
  4. Hiromichi Shimada is expected to be appointed as Board Director of Japan Food Wholesale Co., Ltd. on June 11, 2024.
  5. Akiyo Yabu is expected to be appointed as Board Director of Gourmet Kineya Restaurant Co., Ltd. on June 11, 2024.
  6. Akiyo Yabu plans to resign from JR West Japan Kyoto Shopping Center Development Company as of June 27, 2024.
  7. Seiko Hoshino's name in her family register is Seiko Kishimoto.
  8. Megumi Sawai, Motoyasu Kimura, Tomoko Kiriya, and Seiko Hoshino are candidates for Outside Board Director. The Company has submitted notification to the Tokyo Stock Exchange that Megumi Sawai and Motoyasu Kimura have been designated as independent officers as provided for by the aforementioned exchange. If the re-election of both candidates is approved, the Company plans for their designation as independent officers to continue. Tomoko Kiriya and Seiko Hoshino meet the requirements for independent officer provided for by the Tokyo Stock Exchange provisions, and if the election of both candidates is approved, the Company plans to designate them as independent officers.
  9. Megumi Sawai is currently an Outside Board Director of the Company. At the conclusion of this meeting, her tenure as Outside Board Director will have been five years.
  10. Motoyasu Kimura is currently an Outside Board Director of the Company. At the conclusion of this meeting, his tenure as Outside Board Director will have been three years.
  11. The Company has entered into agreements to limit liability for damages under Article 423, paragraph (1) of the Companies Act with Megumi Sawai and Motoyasu Kimura, pursuant to the provision of Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the said Act. If the re-election of both candidates is approved, the Company plans to renew the aforementioned agreements with them.
  12. If the election of Tomoko Kiriya and Seiko Hoshino is approved, the Company plans to enter into agreements with them to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to the provision of Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the said Act.
  13. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. An outline of the insurance agreement is as described in "Outline, etc. of the directors and officers liability insurance agreement" (page 19) of 2. (1) (iii) of the Business Report (in Japanese only). If each candidate is elected as Board Director, he or she will become the insured of the relevant insurance agreement. The next time the current agreement is renewed, the Company plans to renew the agreement with similar provisions.

**Proposal No. 4** Election of One Substitute Board Director

In order to prepare for the event where the Company lacks the required number of Board Directors who are Audit Committee members stipulated by laws and regulations, the Company hereby requests that one substitute Board Director be elected in accordance with the decision of the Nomination Committee.

The candidate for substitute Board Director is as follows:

| Name<br>(Date of birth)  | Career summary and significant concurrent positions outside the Company   | Number of the Company's shares owned |
|--|---|--------------------------------------|
| Masaki Inada<br>(December 27, 1973)  | Apr. 2000 Registered with the Osaka Bar Association<br>Jan. 2006 Partner, Kyoei Law Office (current position)<br>June 2011 Outside Auditor, Okada Aiyon Corporation (current position)<br>Apr. 2018 Professor of Law School at Kwansai Gakuin University<br>(Significant concurrent positions outside the Company)<br>Partner, Kyoei Law Office<br>Outside Auditor, Okada Aiyon Corporation | 0 shares                             |
| [Reasons for nomination as candidate for substitute Outside Board Director and Overview of expected roles]<br>Masaki Inada is familiar with corporate legal affairs as an attorney and has sufficient knowledge to supervise corporate management. Accordingly, the Company has made this nomination, based on its judgment that he can be expected to provide advice for reinforcing corporate governance of the Company and its group. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Board Director based on the above reasons. |   |                                      |

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Masaki Inada is a candidate for substitute Outside Board Director.
  3. If Masaki Inada assumes the office of Board Director who is a member of the Audit Committee, the Company plans to enter into an agreement to limit liability for damages under Article 423, paragraph (1) of the Companies Act with him, pursuant to the provision of Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the said Act.
  4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. An outline of the insurance agreement is as described in "Outline, etc. of the directors and officers liability insurance agreement" (page 19) of 2. (1) (iii) of the Business Report (in Japanese only). If Masaki Inada assumes the office of Board Director who is a member of the Audit Committee, he will become the insured of the relevant insurance agreement. The next time the current agreement is renewed, the Company plans to renew the agreement with similar provisions.