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Securities code: 3392

June 12, 2024

Commencement of electronic provision: June 5, 2024

To Shareholders:

Yoshiyasu Ohzaki,
President and Representative Director
DELICA FOODS HOLDINGS CO., LTD.
4-12-12, Rokucho, Adachi-ku, Tokyo

**NOTICE OF
THE 21ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 21st Ordinary General Meeting of Shareholders of Delica Foods Holdings Co., Ltd. (the “Company”), to be held as set forth below.

Instead of attending the meeting in person, you may exercise your voting rights prior to the Meeting by mailing the enclosed voting card or via the Internet voting. Please review the Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights no later than 5:45 p.m. on Thursday, June 27, 2024 (JST).

1. Date and Time: Friday, June 28, 2024 at 10:00 a.m. (JST)

(Reception desk will open at 9:30 a.m. on this date)

2. Place: Sola city conference center, 4-6, Kandasurugadai, Chiyoda-ku, Tokyo
2nd floor SOLA CITY HALL

3. Agenda:

MATTERS TO BE REPORTED

1. Business Report, Consolidated Financial Statements for the 21st Fiscal Year (from April 1, 2023 to March 31, 2024), and the Results of the Audit thereof by the Independent Auditor and the Audit & Supervisory Board.
2. Non-Consolidated Financial Statements for the 21st Fiscal Year (from April 1, 2023 to March 31, 2024).

PROPOSED RESOLUTIONS

Proposal No.1: Appropriation of Surplus

Proposal No.2: Election of Seven (7) Directors

Proposal No.3: Election of Two (2) Audit & Supervisory Board Members

Proposal No.4: Revision of Restricted Stock Compensation System for Directors
(not for Outside Directors)

4. Notes regarding the exercise of voting rights:

- 1) Where votes have been cast both electronically and by voting card, the vote electronically will be taken as validly exercised vote.
- 2) Where votes have been cast several times electronically, the vote cast last will be taken as validly exercised vote.

For the details about Reference Documents for the Ordinary General Meeting of Shareholders and the Internet voting, please refer to the enclosed documents or documents published at the Company's website (<https://www.delica.co.jp/ir/>).

Please be aware that, should there be an amendment to the Reference Documents for the Ordinary General Meeting of Shareholders, the said amendment shall be published on the Company's website.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal and Matters for Reference

Proposal No.1: Appropriation of Surplus

The Company proposes to pay year-end dividends for the 21st fiscal year as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount:

JPY 12.00 per common share of the Company

Total dividend amount to be paid :

JPY 195,394,872.

(3) Effective date of dividends of surplus :

June 29, 2024

Proposal No.2: Election of Seven (7) Directors

The terms of office for all the current seven (7) Directors of the Company will expire as of the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the reelection of those seven (7) Directors.

The candidates are as follows :

(1) **Yoshiyasu Ohzaki**

Date of birth: September 28, 1971

The number of shares of the Company held: 350,300

Attendance at Board of Directors meetings in the current fiscal year:

18 out of 18 meetings

(2) **Isatake Tachimoto**

Date of birth: May 12, 1941

The number of shares of the Company held: 978,500

Attendance at Board of Directors meetings in the current fiscal year:

16 out of 18 meetings

(3) **Kenji Kobayashi**

Date of birth: August 4, 1965

The number of shares of the Company held: 68,040

Attendance at Board of Directors meetings in the current fiscal year:
18 out of 19 meetings

(4) Konno Nakayama

Date of birth: May 27, 1964

The number of shares of the Company held: 22,600

Attendance at Board of Directors meetings in the current fiscal year:
18 out of 18 meetings

(5) Mariko Ichino

Date of birth: July 27, 1966

The number of shares of the Company held: 53,981

Attendance at Board of Directors meetings in the current fiscal year:
14 out of 14 meetings

(6) Hiroyuki Ozaki (outside director)

Date of birth: April 17, 1960

The number of shares of the Company held: 0

Attendance at Board of Directors meetings in the current fiscal year:
18 out of 18 meetings

(7) Misuzu Shibata (outside director)

Date of birth: July 25, 1974

The number of shares of the Company held: 0

Attendance at Board of Directors meetings in the current fiscal year:
17 out of 18 meetings

Proposal No.3: Election of Two (2) Audit & Supervisory Board Members

Out of all the three (3) Audit & Supervisory Board Members, the term of office of two (2) Audit & Supervisory Board Members, Toshiyuki Tainaka and Masaya Morita, will expire as of the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the reelection of those two (2) Audit & Supervisory Board Members. This nomination has been consented by the Audit & Supervisory Board.

The candidates are as follows :

(1) Toshiyuki Tainaka

Date of birth: March 29, 1964

The number of shares of the Company held: 20,600

Attendance at Board of Directors meetings in the current fiscal year:

18 out of 18 meetings

Attendance at Audit & Supervisory Board meetings in the current fiscal year:

14 out of 14 meetings

(2) Masaya Morita (outside auditor)

Date of birth: February 5, 1960

The number of shares of the Company held: 0

Attendance at Board of Directors meetings in the current fiscal year:

17 out of 18 meetings

Attendance at Audit & Supervisory Board meetings in the current fiscal year:

13 out of 14 meetings

Proposal No.4: Revision of Restricted Stock Compensation System for Directors (not for Outside Directors)

The amount of the Company's Restricted Stock Compensation System for Directors (not for Outside Directors) was approved to be JPY 10 million or less (the number of granted stocks to be 8 thousand(*) or less) per year at the 15th General Meeting of Shareholders held on June 22, 2018, and this limit has remained in place to date.

*16thousand since the stock split conducted with an effective date of August 31, 2019.

From the viewpoint of enhancing human resources activation by providing opportunities to talented personnel so that he/she can play an active part in his/her job rest assured and for a long time after his/her assumption of office as a director, the Company would like to increase this limit of the amount of the Restricted Stock Compensation System up to JPY 30 million (the number of granted stocks to be 50thousand) per year.

The number of Internal Directors (subject to the Restricted Stock Compensation System) is five (5), and there will be no change in the number after the Second Proposal is approved as originally proposed.

End