

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: 8160)

June 7, 2024

To our shareholders:

Toyonaru Uchida  
Director and President  
**Kisoji Co., Ltd.**  
18-13, Shirakane 3-chome, Showa-ku, Nagoya-shi

## Notice of the 75th Annual General Meeting of Shareholders

We are pleased to announce the 75th Annual General Meeting of Shareholders of Kisoji Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on websites. Please access the following websites to view the information.

The Company’s website:

<https://www.kisoji.co.jp/company/ir/stock.html> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/8160/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 “Kisoji” in “Issue name (company name)” or the Company’s securities code “8160” 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].”

**Instead of attending the meeting in person, you may exercise your voting rights either via the Internet, etc. or in writing (via postal mail). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, June 26, 2024 (Japan Standard Time).**

- 1. Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** International Conference Room, Bldg. 3, 3F, Nagoya Congress Center  
1-1, Atsuta-nishimachi, Atsuta-ku, Nagoya-shi  
\* Please note that the venue is changed from the last year’s meeting.

### 3. Purpose of the Meeting

#### Matters to be reported

1. Business Report and Consolidated Financial Statements for the 75th Term (from April 1, 2023 to March 31, 2024), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 75th Term (from April 1, 2023 to March 31, 2024)

#### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes to proceed as follows.

#### 1. Matters related to appropriation of surplus

During the business year under review, due to the transition to Category 5 of the COVID-19 infection, profit was positive by 84 million yen due to recovery in personal demand, and retained earnings brought forward at the end of the fiscal year was 379 million yen. However, the Company would like to maintain retained earnings brought forward after payment of the year-end dividend at the same level as before.

Therefore, in order to pay stable dividends to our shareholders, the Company requests approval for reversal of the general reserve.

##### (1) Items of surplus to be reduced and their amounts

General reserve: 1,000,000,000 yen

##### (2) Items of surplus to be increased and their amounts

Retained earnings brought forward: 1,000,000,000 yen

#### 2. Matters related to year-end dividends

The Company's basic policy is to continue delivering stable dividends to its shareholders while striving to enhance retained earnings for future business development.

In view of this basic policy, the Company proposes the year-end dividends as follows.

##### (1) Type of property distributed as dividends

Cash

##### (2) Matters related to allotment of dividend property to shareholders and their aggregate amount

10 yen per common share of the Company; Aggregate amount: 281,606,140 yen

The annual dividend will be 18 yen per share.

##### (3) Effective date of dividends of surplus

June 28, 2024

**Proposal No. 2:** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same applies to this Proposal) will expire at the conclusion of this general meeting of shareholders.

Accordingly, the Company proposes the election of eight (8) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Positions and responsibilities at the Company
1	Motoyuki Yoshie	Chairman and Representative Director Reelection
2	Toyonaru Uchida	President and Representative Director Reelection
3	Toshiaki Matsuoka	Managing Director General Manager of Sales Headquarters No. 1 and General Manager of East Japan Headquarters Reelection
4	Hiroshi Ohashi	Managing Director General Manager of Corporate Planning Headquarters Reelection
5	Mitsuhiro Goda	Director General Manager of Kisoji East Japan Sales Division No. 3 Reelection
6	Masaaki Nakane	Director General Manager of Sales Promotion Headquarters Reelection
7	Tsuneyoshi Matsui	Outside Director Reelection Outside
8	Kuniaki Ito	Outside Director Reelection Outside

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
1	Motoyuki Yoshie (July 18, 1947) Reelection	Apr. 1977    Joined the Company Jun. 1978    General Manager of Product Division of the Company Jul. 1981    Senior Managing Director of the Company Jun. 1987    Representative Director of the Company Jun. 1993    President and Representative Director of the Company Jun. 2006    Chairman and Representative Director of the Company Mar. 2016    Chairman, President and Representative Director of the Company Mar. 2021    Chairman and Representative Director of the Company (current position)	200,091
<p>Reasons for nomination as a candidate for Director</p> <p>Since assuming the position of President and Representative Director in 1993, Motoyuki Yoshie has led the corporate management of the Company over the years and contributed to the improvement of corporate value. We have nominated him again as a candidate for Director based on his achievements, abilities and extensive experience as a corporate manager, as well as his excellent character and insight.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
2	<p style="text-align: center;">Toyonaru Uchida (September 17, 1959) Reelection</p>	<p>Jul. 1996      Joined the Company</p> <p>Jul. 2003      Manager of Operational Reform Promotion Office of the Company</p> <p>Apr. 2010      Manager of Nagoya Factory of the Company</p> <p>Feb. 2013      Executive Officer of the Company stationed in Osaka</p> <p>Jun. 2017      Executive Officer, General Manager of Human Resources Headquarters and General Manager of Human Resources Division of the Company</p> <p>Apr. 2018      Executive Officer, General Manager of Administration General Headquarters, General Manager of Human Resources Headquarters and General Manager of Human Resources Division of the Company</p> <p>Jun. 2018      Executive Officer, General Manager of Administration General Headquarters and General Manager of Human Resources Division of the Company</p> <p>Jun. 2019      Director, General Manager of Administration General Headquarters and General Manager of Human Resources Division of the Company</p> <p>Jul. 2019      Director, General Manager of Administration General Headquarters, General Manager of Human Resources Division and General Manager of Human Resources Development Division of the Company</p> <p>Aug. 2019      Director, General Manager of Human Resources Headquarters, General Manager of Human Resources Division and General Manager of Human Resources Development Division of the Company</p> <p>Oct. 2019      Director, General Manager of Chubu Headquarters of the Company</p> <p>Feb. 2020      Managing Director, General Manager of Chubu Headquarters of the Company</p> <p>Mar. 2021      President and Representative Director of the Company (current position)</p>	3,000
<p>Reasons for nomination as a candidate for Director</p> <p>Toyonaru Uchida has served in positions responsible for Operational Reform Promotion Office and Nagoya Factory of the Company. He has also served as Executive Officer stationed in Osaka, and has been serving as President and Representative Director since 2021. We have nominated him again as a candidate for Director based on his achievements, abilities and extensive experience as a corporate manager, as well as his excellent character and insight.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
3	Toshiaki Matsuoka (September 26, 1964) Reelection	<p>Apr. 1987      Joined the Company</p> <p>Jan. 2003      General Manager of Human Resources Development Division of the Company</p> <p>May 2007      General Manager of Human Resources Headquarters, General Manager of Human Resources Division and General Manager of Human Resources Development Division of the Company</p> <p>Jun. 2008      Executive Officer, General Manager of Human Resources Headquarters, General Manager of Human Resources Division and General Manager of Human Resources Development Division of the Company</p> <p>Jun. 2011      Director, General Manager of Human Resources Headquarters, General Manager of Human Resources Division and General Manager of Human Resources Development Division of the Company</p> <p>Jan. 2012      Director and General Manager of Human Resources and General Affairs Division of the Company</p> <p>Sep. 2016      Director, General Manager of Human Resources Headquarters and General Manager of Human Resources Division of the Company</p> <p>Jun. 2017      Director of the Company stationed in Osaka</p> <p>Jan. 2018      Director, General Manager of West Japan Headquarters of the Company</p> <p>Aug. 2019      Director, General Manager of East Japan Headquarters of the Company</p> <p>Feb. 2020      Managing Director, General Manager of East Japan Headquarters of the Company</p> <p>Jan. 2021      Managing Director, General Manager of East Japan Headquarters of the Company, Vice President and Representative Director of DAISYOGUN CO., LTD.</p> <p>Feb. 2021      Managing Director, General Manager of Sales Headquarters and General Manager of Chubu Headquarters of the Company</p> <p>Sep. 2022      Managing Director, General Manager of Sales Headquarters and General Manager of East Japan Headquarters of the Company</p> <p>Feb. 2024      Managing Director, General Manager of Sales Headquarters No. 1 and General Manager of East Japan Headquarters of the Company (current position)</p>	3,000
<p>Reasons for nomination as a candidate for Director</p> <p>Toshiaki Matsuoka has served in various positions responsible for Human Resources Development Division and Human Resources Division of the Company, including General Manager of Human Resources Headquarters. He has extensive experience and broad insight, and has been serving as a Director of the Company since 2011. The Company has determined that he is an appropriate person to strongly promote the further improvement of the Company's corporate value, therefore nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
4	Hiroshi Ohashi (July 16, 1963) Reelection	<p>Apr. 1987      Joined the Company</p> <p>May 2010      General Manager of Planning Division of the Company</p> <p>Apr. 2011      Executive Officer, General Manager of Planning Division of the Company</p> <p>Jun. 2013      Director, General Manager of Planning Division, in charge of Accounting Division and Operational Efficiency Center of the Company</p> <p>Jun. 2017      Director, General Manager of Administration General Headquarters and General Manager of Corporate Planning Division of the Company</p> <p>Apr. 2018      Director, General Manager of East Japan Headquarters of the Company</p> <p>Aug. 2019      Director, General Manager of Corporate Planning Headquarters and General Manager of Corporate Planning Division of the Company</p> <p>Feb. 2021      Director, General Manager of Administration Headquarters and General Manager of Corporate Planning Division of the Company</p> <p>Jun. 2022      Managing Director, General Manager of Administration Headquarters and General Manager of Corporate Planning Division of the Company</p> <p>Feb. 2024      Managing Director, General Manager of Corporate Planning Headquarters of the Company (current position)</p>	2,000
<p>Reasons for nomination as a candidate for Director</p> <p>Hiroshi Ohashi has served in positions including a position responsible for Corporate Planning Division of the Company. He has extensive experience and broad insight, and has been serving as a Director of the Company since 2013. The Company has determined that he is an appropriate person to strongly promote the further improvement of the Company's corporate value, therefore nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
5	Mitsuhiro Goda (September 22, 1962) Reelection	Apr. 1993      Joined the Company Oct. 1993      Manager of Kisoji Kannana Kotakecho Store of the Company Apr. 2001      Area Manager of Kisoji Tokyo Sales Division of the Company Sep. 2004      General Manager of Kisoji Tokyo Sales Division No. 1 of the Company Apr. 2011      Assumed the position of Executive Officer of the Company Feb. 2015      Executive Officer, General Manager of Kisoji Nagoya Sales Division of the Company Jul. 2018      Executive Officer, General Manager of Overseas Business Division of the Company May 2019      Executive Officer, General Manager of Suzu Noren Sales Division of the Company Jun. 2020      Executive Officer, General Manager of Kisoji Osaka Sales Division of the Company Feb. 2021      Executive Officer, General Manager of East Japan Headquarters of the Company Sep. 2022      Executive Officer of the Company and President and Representative Director of DAISYOGUN CO., LTD. Jun. 2023      Director of the Company and President and Representative Director of DAISYOGUN CO., LTD. Jul. 2023      Director, General Manager of Yakiniku Business Headquarters of the Company Sep. 2023      Director, General Manager of Yakiniku Business Headquarters and General Manager of Yakiniku Business East Japan Sales Division of the Company Feb. 2024      Director, General Manager of Kisoji East Japan Sales Division No. 3 of the Company (current position)	900
<p>Reasons for nomination as a candidate for Director</p> <p>Mitsuhiro Goda has served in various positions responsible for Kisoji Sales Divisions. He has been serving as an Executive Officer since 2011 and has extensive experience and broad insight. The Company has determined that he is an appropriate person to strongly promote the further improvement of the Company's corporate value, therefore nominated him again as a candidate for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
6	Masaaki Nakane (November 23, 1962) Reelection	Dec. 2003    Joined the Company Feb. 2004    Manager of Kisoji Kurokawa Store of the Company Aug. 2005    Area Manager of Kisoji Tokyo Sales Division No. 2 of the Company Jul. 2012    General Manager of Kisoji Nagoya Sales Division of the Company Feb. 2015    General Manager of Kisoji Tokyo Sales Division No. 1 of the Company Jun. 2020    Assumed the position of Executive Officer of the Company Feb. 2021    Executive Officer, General Manager of West Japan Headquarters and General Manager of Kisoji Osaka Sales Division of the Company Feb. 2022    Executive Officer, General Manager of Sales Planning Headquarters and General Manager of Sales Planning Division of the Company Sep. 2022    Executive Officer, Deputy General Manager of Sales Headquarters, General Manager of Chubu Headquarters and General Manager of Kisoji Nagoya Sales Division of the Company Jun. 2023    Director, Deputy General Manager of Sales Headquarters, General Manager of Chubu Headquarters and General Manager of Kisoji Nagoya Sales Division of the Company Feb. 2024    Director, General Manager of Sales Promotion Headquarters of the Company (current position)	800
<p>Reasons for nomination as a candidate for Director</p> <p>Masaaki Nakane has served in various positions responsible for Kisoji Sales Divisions. He has been serving as an Executive Officer since 2020 and has extensive experience and broad insight. The Company has determined that he is an appropriate person to strongly promote the further improvement of the Company's corporate value, therefore nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of the Company's shares held
7	Tsuneyoshi Matsui (April 3, 1951) Reelection Outside	<p>Apr. 1974      Joined Toho Gas., Co., Ltd.</p> <p>Jun. 1998      General Manager of Customer Service Division of Toho Gas., Co., Ltd.</p> <p>Apr. 2001      General Manager of Living Distribution Division of Toho Gas., Co., Ltd.</p> <p>Jun. 2004      General Manager of General Affairs Division of Toho Gas., Co., Ltd.</p> <p>Jun. 2006      Executive Officer of Toho Gas., Co., Ltd. and President and Representative Director of Toho Gas Living, Co., Ltd.</p> <p>Jun. 2008      Managing Executive Officer of Toho Gas., Co., Ltd.</p> <p>Jun. 2010      Senior Executive Officer of Toho Gas., Co., Ltd.</p> <p>May 2015      Chairman and Representative Director of Toho Gas Living, Co., Ltd.</p> <p>Jun. 2015      Outside Director of the Company (current position)</p> <p>May 2016      Corporate Advisor of Toho Gas Living, Co., Ltd.</p> <p>Jul. 2016      Representative Director of MA Kikaku K.K. (current position)</p> <p>Aug. 2018      Full-Time Auditor of stmn.inc.</p>	3,000
<p>Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Tsuneyoshi Matsui was involved in corporate management of Toho Gas., Co., Ltd. and Toho Gas Living, Co., Ltd. over the years, and has made outstanding achievements in corporate management. The Company has determined that he will be able to utilize his extensive experience and broad insight in the Company's management decision-making, therefore nominated him again as a candidate for Outside Director.</p>			
8	Kuniaki Ito (June 22, 1951) Reelection Outside	<p>Apr. 1974      Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Mar. 1995      Deputy General Manager of Sales Division No. 10 of The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 1995      President and Representative Director of MEIKI SHOKAI K.K. (current position)</p> <p>Feb. 1998      President and Representative Director of Lamitec K.K. (current position)</p> <p>Apr. 2005      President and Representative Director of MEIKI K.K. (current position)</p> <p>Jun. 2015      Outside Director of the Company (current position)</p>	1,000
<p>Reasons for nomination as a candidate for Outside Director and an outline of expected roles</p> <p>Kuniaki Ito joined The Industrial Bank of Japan, Limited, then served as President and Representative Director of MEIKI SHOKAI K.K., President and Representative Director of Lamitec K.K., and President and Representative Director of MEIKI K.K. He has made outstanding achievements in corporate management. The Company has determined that he will be able to utilize his extensive experience and broad insight in the Company's management decision-making, therefore nominated him again as a candidate for Outside Director.</p>			

- (Notes)
1. There is no special conflict of interests between each candidate and the Company.
  2. Tsuneyoshi Matsui and Kuniaki Ito are candidates for Outside Director.
  3. Tsuneyoshi Matsui and Kuniaki Ito are currently Outside Directors of the Company, and their terms of office as Outside Directors will have been nine (9) years at the conclusion of this general meeting of shareholders.
  4. The Company has registered Tsuneyoshi Matsui and Kuniaki Ito as independent officers as stipulated under the rules of the Tokyo Stock Exchange and Nagoya Stock Exchange with the said exchanges.
  5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tsuneyoshi Matsui and Kuniaki Ito limiting their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the Minimum Liability Amount stipulated

in Article 425, paragraph (1) of the Companies Act. The Company intends to continue these agreements if their reelections are approved.

6. The Company has concluded a liability insurance contract for officers, etc. stipulated under Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance contract will cover damages that may be incurred by the insured due to claims being filed in connection with liabilities for execution of duties or pursuit of such liabilities. Each of the candidates will be included in the insured of the insurance contract. The Company plans to renew the insurance contract with the same coverage upon the next renewal.

[Reference] If the Proposal No. 2 is approved and adopted, the Skill Matrix will be as follows:

Title	Name	Corporate	Restaurant	Sales	Legal	Finance	HR	Compliance
Chairman and Representative Director	Motoyuki Yoshie	•	•	•		•	•	•
President and Representative Director	Toyonaru Uchida	•	•	•		•	•	•
Managing Director	Toshiaki Matsuoka	•	•	•			•	•
Managing Director	Hiroshi Ohashi	•	•		•	•		•
Director	Mitsuhiro Goda		•	•				•
Director	Masaaki Nakane		•	•				•
Director	Tsuneyoshi Matsui	•		•				•
Director	Kuniaki Ito	•		•		•		•
Director (Full-Time Audit and Supervisory Committee Member)	Kazuyuki Inamori		•			•		•
Director (Audit and Supervisory Committee Member)	Toyoko Kumada				•		•	•
Director (Audit and Supervisory Committee Member)	Yoshinori Hirano	•			•	•		•

Corporate: Corporate Management

Restaurant: Restaurant Industry

Sales: Sales, Marketing

Legal: Legal Affairs

Finance: Finance, Accounting, IT

HR: Human Resources Management, Human Resources Development

Compliance: Compliance, Risk management