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(Securities Code: 9869)

December 5, 2022

To our shareholders:

Kazuya Kato, President and Director  
**KATO SANGYO CO., LTD.**  
9-20, Matsubara-cho, Nishinomiya, Hyogo

## Notice of the 76th Annual General Meeting of Shareholders

We are pleased to announce the 76th Annual General Meeting of Shareholders of KATO SANGYO CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the internet and other means. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights before Thursday, December 22, 2022, at 5:30 p.m. (JST).

- 1. Date and Time:** Friday, December 23, 2022, at 10:00 a.m. (JST)
- 2. Venue:** Large conference room, South building 4th Floor, Head Office of the Company  
8-5, Matsubara-cho, Nishinomiya, Hyogo

### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 76th fiscal year (from October 1, 2021 to September 30, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 76th fiscal year (from October 1, 2021 to September 30, 2022)

#### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Amendment to the Articles of Incorporation  
**Proposal No. 3:** Election of Twelve (12) Directors

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception.
- If future developments necessitate a major change regarding specific measures to prevent the spread of COVID-19 or the way the General Meeting of Shareholders shall be run, shareholders will be informed via the Company’s website, so we sincerely request that you check the website in advance.

The Company website <http://www.katosangyo.co.jp/>

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

We recognize that returning our profits to our shareholders is an important policy of management and have the basic policy of maintaining a fair dividend that is stable and commensurate with business performance while improving our earning capacity and enhancing our financial structure. In addition, with respect to internal reserves, we will proactively utilize them for enrichment of logistics function, information system upgrade, as well as the investment in new businesses for further strengthening our management base.

The Company marked its 75th anniversary on August 22, 2022. Therefore, to show its gratitude to its shareholders for their constant support, the Company proposes to add a commemorative dividend of ¥4 to the ordinary dividend.

The Company recorded gain on sale of non-current assets in the third quarter ended June 30, 2022, and plans to return the said gain on transfer (after taking into consideration taxes etc.) to its shareholders. The Company proposes to carry out the said return by adding ¥3 as a special dividend to the ordinary dividend over the span of three fiscal years including the current fiscal year.

In accordance with the aforementioned policy, the Company proposes the appropriation of surplus for the 76th fiscal year as follows:

1. Year-end dividends
  - (1) Type of dividend property  
To be paid in cash.
  - (2) Allotment of dividend property to shareholders and their aggregate amount  
¥45 per common share of the Company (including ¥4 as commemorative dividend and ¥3 as special dividend)  
Total payment: ¥1,513,135,125  
(Note) As the Company has already paid an interim dividend of ¥38 per share, the annual dividend will be ¥83 per share.
  - (3) Effective date of dividends of surplus  
The effective date of dividends will be December 26, 2022.
2. Other appropriation of surplus
  - (1) Item of surplus to be increased and amount of increase  
General reserve: ¥7,600,000,000
  - (2) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥7,600,000,000

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

1. Reasons for proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) were enforced on September 1, 2022, in accordance with the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format, the Company proposes to make the following changes to its Articles of Incorporation. In addition, in order to improve the convenience of viewing public notices and rationalize public notices procedures, the Company has changed its public notice method from “The Nikkei” newspaper to electronic public notices, and will thus also provide for measures to be taken in case electronic public notices cannot be used due to unavoidable reasons.

- (1) Article 5 in “Proposed amendments” below will stipulate that the Company will adopt electronic public notices as its public notice method.
- (2) Article 15, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (3) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (4) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (5) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions will be established.

2. Details of amendments

The details of amendments are as follows:

(Amended portions are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>Article 5. (Method of Public Notice) Public notices of the Company shall be made by publishing in “The Nikkei” newspaper.</p> <p>Article 15. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</p> <p style="text-align: center;">(Newly established)</p>	<p>Article 5. (Method of Public Notice) <u>The method of public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Company may be given in “The Nikkei” newspaper.</u></p> <p style="text-align: center;">(Deleted)</p> <p>Article 15. (Measures, etc. for Providing Information in Electronic Format) 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p data-bbox="821 230 1385 481"><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p data-bbox="805 488 1061 515"><u>Supplementary Provisions</u></p> <p data-bbox="805 521 901 548"><u>Article 1.</u></p> <p data-bbox="821 555 1396 958"><u>1. Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation according to the resolution of the 76th Annual General Meeting of Shareholders shall remain effective regarding any general meeting of shareholders held on a date within six (6) months from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p data-bbox="821 965 1396 1115"><u>2. These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

(Reference)

The system for providing information in electronic format allows for the provision to shareholders of informational materials for the general meeting of shareholders by posting the informational materials for the general meeting of shareholders on the Company’s website, and notifying the shareholders of the address of the website, etc. in writing. As the application of system for providing information in electronic format is mandatory for listed companies, the Company will apply the system for general meetings of shareholders held from March 2023 onwards.

According to this system, a simple notice of convocation (including a notification that the informational materials for the general meeting of shareholders have been posted on the website and the address of the website) will be sufficient as documents to be sent to the shareholders, and shareholders that wish to receive the informational materials in writing will need to follow a procedure to request “delivery of paper-based documents” through the securities company where they own an account or through the shareholder registry administrator from September 2022 onward, no later than the record date of the general meeting of shareholders.

However, the Company’s policy is to regard provision of information to its shareholders as an important matter, and therefore plans to continue for the time being to send its shareholders informational materials for the general meeting of shareholders and voting forms in writing, regardless of whether there will be requests for “delivery of paper-based documents.”

We will make an announcement in advance once we decide to end such temporary measure and start to deliver paper-based documents only to shareholders who request “delivery of paper-based documents.”

**Proposal No. 3: Election of Twelve (12) Directors**

The terms of office of all twelve (12) Directors will expire at the conclusion of this meeting.

Therefore, we propose to elect twelve (12) Directors, including three (3) Outside Directors, to enhance the corporate governance.

The candidates for Director are as follows:

Candidate No.	Name	Attributes	Current position and responsibilities in the Company	Tenure
1	Kazuya Kato	[Reelection]	President and Representative Director	27 years
2	Kenichi Yamanaka	[Reelection]	Senior Managing Director Chief of Sales Headquarters, Responsible for Group Sales	10 years
3	Takashi Ota	[Reelection]	Managing Director Vice Chief of Sales Headquarters, Responsible for operations in Hokkaido, Tohoku, and Kanto-Area	9 years
4	Toshinao Nakamura	[Reelection]	Managing Director Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution and operations in Chubu-Area	7 years
5	Kimihiko Suga	[Reelection]	Managing Director Vice Chief of Sales Headquarters, Responsible for operations in Kinki, Chushikoku, and Kyushu-Area	6 years
6	Keisuke Hibi	[Reelection]	Director Chief of Logistics Headquarters, Responsible for Logistics Business	6 years
7	Masatoshi Uchita	[Reelection]	Director Division Manager of Higashi Kanto Division	5 years
8	Shigenori Tsuguie	[Reelection]	Director Chief of Administration Headquarters, Responsible for Group Administration, International Business, and General Manager of General Affairs Department	5 years
9	Takashi Onishi	[Reelection]	Director Division Manager of Chushikoku Division	1 year
10	Yusuke Yasokawa	[Reelection] [Outside] [Independent]	Outside Director	7 years
11	Ayako Kaiho	[Reelection] [Outside] [Independent]	Outside Director	4 years
12	Hidehiko Aoki	[Reelection] [Outside] [Independent]	Outside Director	1 year

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)
1	<p data-bbox="448 533 571 562">[Reelection]</p> <p data-bbox="427 589 592 647">Kazuya Kato (July 10, 1969)</p> <p data-bbox="376 707 643 790">(Number of the Company's shares owned) 953,388</p>	<p data-bbox="694 259 1070 288">Mar. 1994      Joined the Company</p> <p data-bbox="694 297 1353 356">Dec. 1995      Director, General Manager of Presidential Affairs Office</p> <p data-bbox="694 365 1283 423">Oct. 1996      Director, General Manager of Distribution Department</p> <p data-bbox="694 432 1394 490">Dec. 1997      Director, Responsible for Logistics, General Manager of Sales Planning Department</p> <p data-bbox="694 499 1394 557">Apr. 1999      Director, Responsible for Logistics, Assistant of Sales Division</p> <p data-bbox="694 566 1326 624">Dec. 1999      Managing Director, Responsible for Logistics, Assistant of Sales Division</p> <p data-bbox="694 633 1378 692">Mar. 2000      Managing Director, Chief of Systems Headquarters, Assistant Chief of Sales Headquarters</p> <p data-bbox="694 701 1370 781">Dec. 2001      Senior Managing Director, Chief of Administration Headquarters, Systems Headquarters and Related Operations Headquarters</p> <p data-bbox="694 790 1243 819">Dec. 2003      President and Representative Director</p> <p data-bbox="694 828 1334 887">Dec. 2012      President and Representative Director, Chief of Systems Headquarters</p> <p data-bbox="694 896 1370 954">Dec. 2016      President and Representative Director, Responsible for Information Systems</p> <p data-bbox="694 963 1326 1021">Dec. 2019      President and Representative Director (present position)</p> <p data-bbox="694 1030 1230 1059">(Significant concurrent positions outside the Company)</p> <p data-bbox="694 1068 751 1097">None</p>
<p data-bbox="194 1070 703 1099">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="194 1108 1390 1240">Kazuya Kato has extensive contacts in the food distribution industry and abundant experience as a corporate manager, with both outstanding personality and insight. Serving as the President and Representative Director of the Company since December 2003, he has been leading the Group-wide management and contributing to improving the Company's corporate value. Accordingly, the Company has judged that Kazuya Kato is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)
2	<p data-bbox="448 450 571 479">[Reelection]</p> <p data-bbox="408 510 611 571">Kenichi Yamanaka (March 30, 1960)</p> <p data-bbox="376 629 643 712">(Number of the Company's shares owned) 15,200</p>	<p data-bbox="695 259 1074 288">Apr. 1982      Joined the Company</p> <p data-bbox="695 297 1254 327">Dec. 2005      Branch Manager of Kita Osaka Branch</p> <p data-bbox="695 336 1377 396">Oct. 2007      Branch Manager of Takamatsu Branch, Chushikoku Division</p> <p data-bbox="695 405 1289 434">Oct. 2009      Division Manager of Chushikoku Division</p> <p data-bbox="695 443 1382 472">Dec. 2012      Director, Division Manager of Chushikoku Division</p> <p data-bbox="695 481 1318 542">Dec. 2015      Director, Division Manager of Minami Kanto Division</p> <p data-bbox="695 551 1358 611">Dec. 2016      Managing Director, Division Manager of Minami Kanto Division</p> <p data-bbox="695 620 1350 680">Dec. 2017      Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in East Japan</p> <p data-bbox="695 689 1278 750">Dec. 2018      Senior Managing Director, Chief of Sales Headquarters</p> <p data-bbox="695 759 1377 842">Dec. 2019      Senior Managing Director, Chief of Sales Headquarters, Responsible for Group Sales (present position)</p> <p data-bbox="695 851 1233 880">(Significant concurrent positions outside the Company)</p> <p data-bbox="695 889 1294 918">President and Representative Director, Kato Syuhan Co., Ltd.</p>
<p data-bbox="196 920 707 949">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="196 958 1358 1057">Kenichi Yamanaka has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Kenichi Yamanaka is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)
3	<p>[Reelection]</p> <p>Takashi Ota (April 26, 1961)</p> <p>(Number of the Company's shares owned) 7,300</p>	<p>Apr. 1984      Joined the Company</p> <p>Feb. 2006      Branch Manager of Akita Branch</p> <p>Dec. 2007      Deputy Division Manager of Hokkaido Division, Branch Manager of Sapporo Branch</p> <p>Apr. 2010      Division Manager of Hokkaido Division, Branch Manager of Sapporo Branch</p> <p>Oct. 2010      Division Manager of Hokkaido Division</p> <p>Dec. 2012      Executive Officer, Division Manager of Tohoku Division</p> <p>Apr. 2013      Executive Officer, Division Manager of Tohoku Division, Branch Manager of Sendai Branch</p> <p>Dec. 2013      Director, Division Manager of Tohoku Division, Branch Manager of Sendai Branch</p> <p>Dec. 2016      Director, Division Manager of Higashi Kanto Division</p> <p>Dec. 2018      Managing Director, Vice Chief of Sales Headquarters, Division Manager of Higashi Kanto Division</p> <p>Dec. 2019      Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in East Japan</p> <p>Dec. 2021      Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in Hokkaido, Tohoku, and Kanto-Area (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>
<p>[Reasons for nomination as a candidate for Director]</p> <p>Takashi Ota has abundant business experience and insight in the sales area and has been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Takashi Ota is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>		



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)
4	<p data-bbox="448 696 571 723">[Reelection]</p> <p data-bbox="400 752 619 813">Toshinao Nakamura (September 7, 1967)</p> <p data-bbox="376 875 643 958">(Number of the Company's shares owned) 20,245</p>	<p data-bbox="695 259 1070 286">Apr. 1991      Joined the Company</p> <p data-bbox="695 297 1385 324">Oct. 2008      Branch Manager of Nagoya Branch, Chubu Division</p> <p data-bbox="695 336 1305 389">Apr. 2011      General Manager of Wide-Area Distribution Department</p> <p data-bbox="695 400 1366 454">Dec. 2013      Executive Officer, General Manager of Wide-Area Distribution Department</p> <p data-bbox="695 465 1377 519">Dec. 2014      Executive Officer, General Manager of Wide-Area Distribution Department and Private Label Division</p> <p data-bbox="695 530 1337 607">Dec. 2015      Director, Assistant Chief of Sales Headquarters, General Manager of Wide-Area Distribution Department and Private Label Division</p> <p data-bbox="695 618 1350 694">Aug. 2017      Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, General Manager of Private Label Division</p> <p data-bbox="695 705 1390 842">Dec. 2018      Managing Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, General Manager of Private Label Division, Responsible for Private Label Business and International Business</p> <p data-bbox="695 853 1302 967">Apr. 2019      Managing Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and International Business</p> <p data-bbox="695 978 1281 1081">Dec. 2019      Managing Director, Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and International Business</p> <p data-bbox="695 1093 1377 1196">Dec. 2021      Managing Director, Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and operations in Chubu-Area</p> <p data-bbox="695 1207 1374 1310">Dec. 2022      Managing Director, Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution and operations in Chubu-Area (present position)</p> <p data-bbox="695 1321 1230 1348">(Significant concurrent positions outside the Company)</p> <p data-bbox="695 1359 751 1386">None</p>
<p data-bbox="196 1402 707 1429">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="196 1440 1385 1543">Toshinao Nakamura has abundant business experience and insight in the sales area. He has been contributing to reinforcing private label products and securing stable income. Accordingly, the Company has judged that Toshinao Nakamura is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	
5	<p>[Reelection]</p> <p>Kimihiko Suga (January 21, 1963)</p> <p>(Number of the Company's shares owned) 7,900</p>	<p>Apr. 1981</p> <p>Sept. 2007</p> <p>Dec. 2008</p> <p>Oct. 2009</p> <p>Apr. 2013</p> <p>Dec. 2013</p> <p>Feb. 2015</p> <p>Oct. 2015</p> <p>Dec. 2016</p> <p>Dec. 2016</p> <p>Dec. 2019</p> <p>Dec. 2021</p>	<p>Joined the Company</p> <p>Branch Manager of Fukuoka Branch, Kyushu Division</p> <p>Branch Manager of Fukuoka and Yamaguchi Branch, Kyushu Division</p> <p>Branch Manager of Fukuoka Branch, Kyushu Division</p> <p>Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka and Yamaguchi Branch</p> <p>Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Executive Officer, Division Manager of Minami Kinki Division</p> <p>Director, Division Manager of Minami Kinki Division</p> <p>Managing Director, Division Manager of Minami Kinki Division</p> <p>Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in Kinki, Chushikoku, and Kyushu-Area (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>
<p>[Reasons for nomination as a candidate for Director]</p> <p>Kimihiko Suga has been mainly engaged in sales-related business and has abundant business experience and insight. He has also developed broad range of customer relationship and has been contributing to securing stable income. Accordingly, the Company has judged that Kimihiko Suga is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			
6	<p>[Reelection]</p> <p>Keisuke Hibi (December 28, 1965)</p> <p>(Number of the Company's shares owned) 5,900</p>	<p>Apr. 1989</p> <p>Oct. 2010</p> <p>Dec. 2014</p> <p>Dec. 2016</p> <p>Dec. 2018</p> <p>Jan. 2019</p>	<p>Joined the Company</p> <p>General Manager of Logistics Department</p> <p>Executive Officer, Vice Chief of Systems Headquarters, General Manager of Logistics Department</p> <p>Director, Chief of Logistics Headquarters, General Manager of Logistics Department</p> <p>Director, Chief of Logistics Headquarters, General Manager of Logistics Department, Responsible for Logistics Business</p> <p>Director, Chief of Logistics Headquarters, Responsible for Logistics Business (present position)</p> <p>(Significant concurrent positions outside the Company) President and Representative Director, Kato Logistics Co., Ltd.</p>
<p>[Reasons for nomination as a candidate for Director]</p> <p>Keisuke Hibi has abundant experience and insight in the logistics departments and presently leads the Company in the area of logistics as Director, the Chief of the Logistics Headquarters, and a person responsible for the Logistics Business. Accordingly, the Company has judged that Keisuke Hibi is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	
7	[Reelection]  Masatoshi Uchita (March 4, 1963)  (Number of the Company's shares owned) 5,200	Apr. 1985	Joined the Company
		June 2006	Branch Manager of Hanwa Branch, Minami Kinki Division
		Apr. 2011	Branch Manager of Kita Osaka Branch, Kita Kinki Division
		Nov. 2011	Division Manager of Kita Kinki Division, Branch Manager of Kita Osaka Branch
		Dec. 2013	Executive Officer, Division Manager of Kita Kinki Division, Branch Manager of Kita Osaka Branch
		Oct. 2016	Executive Officer, Division Manager of Kita Kinki Division
		Dec. 2017	Director, Division Manager of Kita Kinki Division
		Dec. 2019	Director, Division Manager of Higashi Kanto Division (present position)
		(Significant concurrent positions outside the Company)	
		None	
[Reasons for nomination as a candidate for Director]			
Masatoshi Uchita has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Masatoshi Uchita is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			
8	[Reelection]  Shigenori Tsuguie (September 24, 1972)  (Number of the Company's shares owned) 183,081	Apr. 1995	Joined the Company
		Apr. 2012	Assigned to General Manager of General Affairs Department (temporarily transferred to K-Teion Foods Co., Ltd.)
		Dec. 2015	General Manager of General Affairs Department and Environmental Management Department
		Dec. 2016	Executive Officer, General Manager of General Affairs Department and Environmental Management Department
		Dec. 2017	Director, Vice Chief of Administration Headquarters, General Manager of General Affairs Department and Environmental Management Department
		Apr. 2018	Director, Vice Chief of Administration Headquarters, General Manager of General Affairs Department
		Dec. 2018	Director, Chief of Administration Headquarters, Responsible for Group Administration
		Dec. 2021	Director, Chief of Administration Headquarters, Responsible for Group Administration, International Business
		Oct. 2022	Director, Chief of Administration Headquarters, Responsible for Group Administration, International Business, and General Manager of General Affairs Department (present position)
		(Significant concurrent positions outside the Company)	
		President and Representative Director, Kato SC Asia Investment Co., Ltd.	
[Reasons for nomination as a candidate for Director]			
Shigenori Tsuguie has been mainly engaged in business in the administration departments and has abundant experience and insight. He also leads the Company in areas of corporate governance and business management through institutional reforms. Accordingly, the Company has judged that Shigenori Tsuguie is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	
9	[Reelection]  Takashi Onishi (October 13, 1967)  (Number of the Company's shares owned) 4,000	May 1992 Feb. 2015 Apr. 2019 Dec. 2019 Dec. 2021 May 2022 Oct. 2022	Joined the Company Branch Manager of Matsuyama Branch, Chushikoku Division Division Manager of Chushikoku Division Executive Officer, Division Manager of Chushikoku Division Director, Division Manager of Chushikoku Division Director, Division Manager of Chushikoku Division, Branch Manager of Hiroshima Branch Director, Division Manager of Chushikoku Division (present position)  (Significant concurrent positions outside the Company) None
[Reasons for nomination as a candidate for Director] Takashi Onishi has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Takashi Onishi is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			
10	[Reelection] [Outside Officer] [Independent Officer]  Yusuke Yasokawa (October 22, 1965)  (Number of the Company's shares owned) -	Apr. 1989 Jan. 1999 May 2013  Aug. 2015 Dec. 2015 Sept. 2018 Feb. 2019	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION Joined The Boston Consulting Group Joined P&E Directions, Inc. Director Founded Y-Knot Inc. Representative Director (present position) Outside Director, the Company (present position) Outside Director, unerry Inc. (present position) CEO, MYCARE Hawaii Inc. (present position)  (Significant concurrent positions outside the Company) Representative Director, Y-Knot Inc. CEO, MYCARE Hawaii Inc.
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Yusuke Yasokawa has abundant and significant experience in company management including the development and implementation support of growth strategies and medium-term business plans, development of financial strategies and capitalization policies, and group company management in various firms such as consulting firms. For the aforementioned reasons, the Company has nominated him as a candidate to continue serving as Outside Director to have him offer objective advice on management in general from a broad perspective, unconstrained by the industry to which the Company belongs, and contribute to sustainable growth of the Company and improvement of corporate governance.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	
11	<p>[Reelection] [Outside Officer] [Independent Officer]</p> <p>Ayako Kaiho (January 29, 1962)</p> <p>(Number of the Company's shares owned) -</p>	<p>Sept. 2000</p> <p>Sept. 2006</p> <p>May 2010</p> <p>June 2015</p> <p>Oct. 2017</p> <p>Dec. 2018</p> <p>July 2020</p>	<p>Joined Fidelity Securities K.K. Director, Online Trade &amp; New Business Development</p> <p>Joined Hitachi Consulting Co., Ltd. Senior Director, Financial Service</p> <p>Joined IBM Japan, Ltd. Partner, Global Business Services</p> <p>Joined EY Advisory &amp; Consulting Co., Ltd. Director, Life Science</p> <p>Founded Office Kaiho Representative Director (present position)</p> <p>Outside Director, the Company (present position)</p> <p>Senior Director, Service Delivery, Suvoda Software G.K.</p> <p>(Significant concurrent positions outside the Company) Representative Director, Office Kaiho</p>
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Ayako Kaiho has experience in important business execution including promoting new businesses and executing global businesses in the financial and consulting industries, etc. In regard to the Company's future growth strategies, the Company has judged that she will contribute to sustainable growth of the Company and improvement of corporate governance from an objective, neutral, and professional standpoint concerning general management, facilitated by her broad perspective, unconstrained by the industry to which the Company belongs and, therefore, has nominated her as a candidate to continue serving as Outside Director.</p>			
12	<p>[Reelection] [Outside Officer] [Independent Officer]</p> <p>Hidehiko Aoki (March 5, 1967)</p> <p>(Number of the Company's shares owned) -</p>	<p>Apr. 1989</p> <p>Jan. 1997</p> <p>July 2000</p> <p>July 2005</p> <p>Sept. 2017</p> <p>Sept. 2020</p> <p>Dec. 2021</p>	<p>Joined Nomura Research Institute, Ltd. Investment Research Department</p> <p>Assigned to Research Department of Nomura Securities International, USA</p> <p>Joined Goldman Sachs Securities Co., Ltd. Vice President, Tokyo Branch, Research Department, Retail Sector</p> <p>Joined Merrill Lynch Japan Securities Co., Ltd. Managing Director, Research Department, Retail Sector Team Head</p> <p>Joined Nomura Securities Co., Ltd. Managing Director, Equity Research Department, Consumer Team Head</p> <p>Sept. 2020 Professor, Tokyo University of Science Graduate School of Business, Management of Technology (present position)</p> <p>Dec. 2021 Outside Director, the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Professor, Tokyo University of Science Graduate School of Business, Management of Technology</p>
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Hidehiko Aoki has extensive experience as a securities analyst covering retail and distribution industries in Japan and overseas. The Company has judged that he will contribute to sustainable growth of the Company and improvement of corporate governance from an objective, neutral and professional standpoint concerning general management, facilitated by his broad perspective of the industry to which the Company belongs and his work experience in capital markets, and, therefore, has nominated him as a candidate to continue serving as Outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yusuke Yasokawa, Ayako Kaiho and Hidehiko Aoki are candidates for Outside Director.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and Article 26 of the Company's Articles of Incorporation, the Company has entered into an agreement with the candidates for Outside Director Yusuke Yasokawa, Ayako Kaiho and Hidehiko Aoki to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount provided for under laws and regulations, and if Yusuke Yasokawa, Ayako Kaiho and Hidehiko Aoki are reelected, the Company will continue the said agreement.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. In the event that an insured, including a Director of the Company, receives a claim for damages from the execution of their duties, the insurance policy will cover the amount of damages and litigation expenses (except for those that fall under the exemption clauses stipulated in the insurance policy). If each candidate is elected and assumes the office as Director, they will become an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  5. Yusuke Yasokawa, Ayako Kaiho and Hidehiko Aoki satisfy the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company has submitted notification to the aforementioned exchange concerning their appointment as independent officers.

**[Reference] Skill matrix of candidates for Director and Audit & Supervisory Board Members**

Name		Corporate management	Sales and Marketing	SCM	IT and DX	Finance and Accounting	Compliance and Risk management	Personnel and labor and Human resources development	ESG and Sustainability	Governance Committee	CSR and ERM Committee	Compliance Committee	Internal Control Committee	Risk Management Committee	
		● Outside													
Directors		Kazuya Kato	●	●	●	●	●	●	●	■	◇				
		Kenichi Yamanaka	●	●	●		●	●	●		■			◇	
		Takashi Ota	●	●	●		●				■		■		
		Toshinao Nakamura	●	●	●		●	●	●		■			■	
		Kimihiro Suga	●	●	●		●				■	■			
		Keisuke Hibi	●		●	●	●	●	●						■
		Masatoshi Uchita	●	●	●		●						■		
		Shigenori Tsuguie	●			●	●	●	●	●	◇	■	◇	◇	■
		Takashi Onishi	●	●	●		●							■	
	●	Yusuke Yasokawa	●	●			●	●			■				
	●	Ayako Kaiho	●			●	●	●		●	■				
	●	Hidehiko Aoki	●	●			●	●			■				
Audit & Supervisory Board Members		Yoshiyuki Nakajima				●	●			■					
	●	Koji Yamamura	●			●	●			■					
	●	Shigeyuki Moriuchi				●	●			■					

\* The table above presents the main areas of expertise and knowledge expected of each candidate for Director and Audit & Supervisory Board Member. ■ Committee member (◇ Chairperson)