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Securities Code: 3097

September 8, 2021

To our shareholders:

Yoshiyuki Shibamiya
Representative Director and Chairman
The Monogatari Corporation
5-7-11 Nishi-Iwata, Toyohashi, Aichi

Notice of the 52nd Annual General Meeting of Shareholders

We are pleased to announce the 52nd Annual General Meeting of Shareholders of The Monogatari Corporation (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Information on Exercise of Voting Rights” on page 5 (Japanese only) by no later than 6:00 p.m. (JST), Monday, September 27, 2021.

1. **Date and Time:** Tuesday, September 28, 2021, at 10:00 a.m. (JST)
* **The reception desk is scheduled to open at 9:15 a.m.**
2. **Venue:** “The Ballroom” 5F, Hotel Associa Toyohashi
Nishijuku Hanadacho, Toyohashi, Aichi
3. **Purpose of the Meeting**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 52nd fiscal year (from July 1, 2020 to June 30, 2021), as well as the audit results of Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 52nd fiscal year (from July 1, 2020 to June 30, 2021)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Revision of Remuneration Amount for Outside Directors

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- If circumstances arise whereby revisions should be made to the contents of the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, such notification shall be published on the Company’s website.
- In compliance with laws and regulations, and Article 14 of the Articles of Incorporation, the Company has posted the following items from the attached documents on its website. The said items are not presented in this notice.

Please note that the Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members and the Financial Auditor, consist of the items that are enclosed in this notice as well as the following items posted on the Company’s website.

- (i) Notes to the Consolidated Financial Statements
- (ii) Notes to the Non-consolidated Financial Statements

The Company’s website: https://www.monogatari.co.jp/ir/ir_lib05.html

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

Under the basis of continuously providing stable dividends that flexibly respond to earnings results, the Company's basic policy is to determine dividends comprehensively taking into consideration financial position, level of earnings, payout ratio, etc. with the aim of enhancing the internal reserves necessary to prepare for future business expansion and the strengthening of the financial structure.

The Company plans to pay year-end dividends for the fiscal year of ¥35 per share (equivalent to ¥70 before the share split), which is ¥15 higher (equivalent to ¥30 higher before the share split) than that of the previous fiscal year, making dividends for the full year of ¥60 (equivalent to ¥120 before the share split). As a result, dividends for the full year will be ¥12.5 higher (equivalent to ¥25 higher before the share split) than the previous fiscal year.

Year-end dividends

1. Type of dividend property
To be paid in cash.
2. Allotment of dividend property to shareholders and their aggregate amount
¥35 per common share of the Company
Total payment: ¥422,389,800
As the Company has already paid an interim dividend of ¥25 per share, the annual dividend will be ¥60 per share.

(Note) The Company conducted a 2-for-1 share split of its common shares on March 1, 2021. The interim dividend amount presented above reflects the dividend amount after the share split.

3. Effective date of dividends of surplus
Wednesday, September 29, 2021

Proposal No. 2: Election of Nine Directors

At the conclusion of this meeting, the terms of office of all ten currently serving Directors (three of whom are outside Directors) will expire. Therefore, the Company proposes the election of nine Directors (four of whom are outside Directors).

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1 <u>Reelection</u>	Yoshiyuki Shibamiya (March 8, 1954)	<p>Mar. 1977 Joined Denny's Japan Co., Ltd.</p> <p>Oct. 2006 Joined the Company General Manager of Location Development Department</p> <p>Sept. 2010 Director, and Head of President's Office</p> <p>Jan. 2011 Director, and General Manager of FC & Location & Store Development Headquarters</p> <p>Sept. 2011 Director, Executive Officer, and General Manager of FC & Location & Store Development Headquarters</p> <p>Jan. 2014 Director, Executive Officer, General Manager of Store Development Headquarters, and General Manager of Store Development Department</p> <p>May 2015 Director, Executive Vice President, and in charge of Development</p> <p>Feb. 2017 Director, Executive Vice President, in charge of FC Business & Store Development, and General Manager of Store Development Headquarters</p> <p>July 2018 Senior Managing Director, and in charge of Management Philosophy Promotion & Human Resources</p> <p>July 2019 Senior Managing Director, in charge of Store & Location Development, and General Manager of Store & Location Development Headquarters</p> <p>June 2020 Senior Managing Director, in charge of Store & Location Development, in charge of Diversity Promotion, and General Manager of Store & Location Development Headquarters</p> <p>July 2020 Representative Director and President, and in charge of Store & Location Development</p> <p>Sept. 2020 Representative Director and Chairman, and in charge of Store & Location Development (current position)</p>	20,174 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Yoshiyuki Shibamiya has primarily been involved in store and location development, and has achievements in opening many new stores. The Company again nominates him as a candidate for Director as it has judged that he can fully utilize this experience to further develop the Group's business going forward.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2 Reelection	Hisayuki Kato (April 14, 1986)	<p>Apr. 2009 Joined the Company</p> <p>May 2017 Manager of Genji Sohonten Mukaiyama Restaurant</p> <p>July 2018 Head of Specialty Stores & New Business Category Division Japanese Food Block, and Manager of Genji Sohonten Mukaiyama Restaurant</p> <p>July 2019 General Manager of Okonomiyaki Division</p> <p>Feb. 2020 General Manager of Business Category Development Headquarters, and General Manager of Development Planning & Digital Marketing Department</p> <p>July 2020 Vice President and Executive Officer</p> <p>Sept. 2020 Representative Director and President (current position)</p> <p>Jan. 2021 Representative Director and President, and in charge of Management Philosophy Promotion & CSR (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director of Storyteller, Inc.</p> <p>Director of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p>	3,174 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Hisayuki Kato has primarily been involved in store management and business category development, and has achievements and experience accumulated as General Manager of Okonomiyaki Division and General Manager of Business Category Development Headquarters. The Company again nominates him as a candidate for Director as it has judged that he can fully utilize these achievements and experience to further develop the Group's business going forward.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3 Reelection	Masamichi Okada (November 7, 1977)	<p>Nov. 2001 Joined the Company</p> <p>Feb. 2011 General Manager of Specialty Restaurants Division</p> <p>Jan. 2013 Executive Officer, and General Manager of Specialty Restaurants Division</p> <p>Apr. 2014 Executive Officer, General Manager of Marugen Division, and General Manager of Specialty Restaurants Division</p> <p>Feb. 2015 Executive Officer</p> <p>July 2016 Executive Officer President of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p> <p>Sept. 2016 Senior Executive Officer of the Company</p> <p>July 2017 Senior Executive Officer, and General Manager of Specialty Restaurants Division</p> <p>July 2018 Senior Executive Officer, General Manager of Specialty Restaurants & New Business Category Division, and Head of Specialty Restaurants & New Business Category Division Nikugen Block</p> <p>Sept. 2018 Director, General Manager of Specialty Restaurants & New Business Category Division, and Head of Specialty Restaurants & New Business Category Division Nikugen Block</p> <p>July 2019 Director, General Manager of Specialty Restaurants & New Business Category Division, and Head of Specialty Restaurants & New Business Category Division Japanese Food Block</p> <p>Sept. 2019 Managing Director, General Manager of Specialty Restaurants & New Business Category Division, and Head of Specialty Restaurants & New Business Category Division Japanese Food Block</p> <p>Feb. 2020 Managing Director</p> <p>July 2020 Representative Director, Senior Managing Executive Officer, and in charge of Global Marketing & Sales Management New Business Category Development</p> <p>Jan. 2021 Representative Director, Senior Managing Executive Officer, and in charge of Global Marketing & Sales Management New Business & New Business Category Development</p> <p>July 2021 Representative Director, Senior Managing Executive Officer, and in charge of Global Marketing & Sales Management (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of Storyteller, Inc. Chairman of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p>	11,678 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Masamichi Okada has been involved in the Group's management as he was in charge of the Sales Department, and was appointed as General Manager of Specialty Restaurants Division in 2011 and President of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd. in 2016. The Company again nominates him as a candidate for Director as it has judged that he can fully utilize this experience to further develop the Group's business going forward.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4 Reelection	Tsuyoshi Tsudera (August 1, 1974)	<p>May 1998 Joined the Company</p> <p>Oct. 2011 Head of Growth Strategy Office</p> <p>July 2015 Executive Officer, and Head of Growth Strategy Office</p> <p>Sept. 2016 Senior Executive Officer, and Head of Growth Strategy Office</p> <p>July 2018 Senior Executive Officer, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>Sept. 2018 Director, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>Apr. 2019 Director, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, Head of Growth Strategy Office, and Head of PR & IR Office</p> <p>July 2019 Director, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>July 2020 Director, Managing Executive Officer, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>July 2021 Director, Managing Executive Officer, in charge of Finance & Growth Strategy, and General Manager of Administration Headquarters (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Director of Storyteller, Inc.</p> <p>Director of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p>	4,408 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Tsuyoshi Tsudera has been primarily in charge of the Administrative Department, was appointed as Head of Growth Strategy Office in 2011 and has been involved in the Group's management. The Company again nominates him as a candidate for Director as it has judged that he can fully utilize such knowledge and experience to further expand the Group's business going forward.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5 <u>Reelection</u>	Koji Kimura (March 16, 1975)	<p>Apr. 1999 Joined the Company</p> <p>July 2011 Executive Officer, and General Manager of Development Headquarters</p> <p>Sept. 2013 Director, Executive Officer, and General Manager of Development Headquarters</p> <p>Sept. 2014 Director, Executive Officer, and responsible for Overseas Business</p> <p>Feb. 2015 Director, Executive Officer, General Manager of Yakiniku Division, and General Manager of Nikugen Sales Department</p> <p>Sept. 2015 Executive Officer, and assigned to Growth Strategy Office</p> <p>July 2016 Executive Officer, and Head of President's Office</p> <p>July 2017 Executive Officer, and General Manager of Sales Planning Department</p> <p>July 2018 Senior Executive Officer, and in charge of Sales</p> <p>July 2020 Senior Executive Officer, and in charge of FC Business & Sales</p> <p>Sept. 2020 Director, Senior Executive Officer, and in charge of FC Business & Sales</p> <p>Jan. 2021 Director, Senior Executive Officer, in charge of FC Business & Sales, and General Manager of Monogatari Academy</p> <p>July 2021 Director, Senior Executive Officer, and in charge of FC Business & Sales (current position)</p>	13,942 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Koji Kimura has experience in various business categories as Store Manager, Area Manager and General Manager, and has accumulated achievements as the person in charge of sales of the Company. The Company again nominates him as a candidate for Director as it has judged that he can fully utilize this broad knowledge and experience to further develop the Group's business going forward.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6 <u>Reelection</u>	Moriyasu Kasahara (July 5, 1959)	<p>Apr. 1984 Joined HAKUYO Co. (currently HAKUYO CORPORATION Co., Ltd.)</p> <p>Mar. 2008 Vice Chairman of Toyokawa Tourist Association</p> <p>Apr. 2011 Vice Chairman of Toyokawa Athletic Association (currently Toyokawa Sports Association) (current position)</p> <p>Aug. 2013 Representative Director of HAKUYO Co., Ltd. (currently HAKUYO CORPORATION Co., Ltd.) (current position)</p> <p>Nov. 2013 Vice Chairman of the Toyokawa Chamber of Commerce and Industry (current position)</p> <p>Sept. 2014 Outside Director of the Company (current position)</p> <p>Jan. 2016 Representative Director of Orangetheory Japan Co., Ltd. (current position)</p> <p>June 2017 Representative Director of ILEX SPORTS LIFE INC. (current position)</p> <p>June 2021 Chairman of Toyokawa Tourist Association (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director of HAKUYO CORPORATION Co., Ltd.</p> <p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Moriyasu Kasahara has achievements as a manager at business corporations, and has contributed to the development of local communities as Vice Chairman of the Toyokawa Chamber of Commerce and Industry. The Company proposes his reelection as an outside Director as it has judged that he can fully utilize the broad knowledge and experience cultivated through his career in the Group's management decisions, etc.</p>	-

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7 <u>Reelection</u>	Yukitaka Nishikawa (May 19, 1956)	<p>Apr. 1982 Joined Toyohashi Chamber of Commerce & Industry</p> <p>Mar. 2005 Founded Business Link, Inc. Representative Director (current position)</p> <p>Aug. 2009 Outside Director of Honda Plus Co., Ltd. (current position)</p> <p>May 2016 Outside Director (Audit and Supervisory Committee Member) of KAITORI OKOKU CO., LTD (current position)</p> <p>Sept. 2017 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director of Business Link, Inc.</p> <p>Outside Director of Honda Plus Co., Ltd.</p> <p>Outside Director (Audit and Supervisory Committee Member) of KAITORI OKOKU CO., LTD</p>	—
		<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Yukitaka Nishikawa has abundant achievements at Toyohashi Chamber of Commerce & Industry and as a practical management consultant, has been published in a variety of books related to personnel and labor management, has achievements as a manager, having held the position of outside Director at multiple companies. The Company proposes his reelection as an outside Director as it has judged that he can utilize the broad knowledge, experience, etc. cultivated through his career in the Group's management decisions.</p>	
8 <u>Reelection</u>	Masahiro Sumikawa (August 11, 1954)	<p>Apr. 1977 Joined MITSUI & CO., LTD.</p> <p>June 1994 Representative Director and President of GUANGZHOU RIBAO STEEL COIL CENTER LTD.</p> <p>Apr. 2003 Joined MOSHI MOSHI HOTLINE, INC. (currently Relia, Inc.)</p> <p>June 2004 Representative Director and President of BUSINESS PLUS INC.</p> <p>Apr. 2009 Representative Director and President of I Visit corp.</p> <p>Feb. 2015 Founded Sumic Inc. Representative Director and President (current position)</p> <p>Feb. 2019 Representative Director of Chinese Guide Organization of Japan (currently Chinese Language Guide-Interpreter Association, Japan)</p> <p>Sept. 2019 Outside Director of the Company (current position)</p> <p>Apr. 2020 Representative Director and Chairman of Chinese Language Guide-Interpreter Association, Japan (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of Sumic Inc.</p>	—
		<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Masahiro Sumikawa has been in charge of various types of business in the Asian region, primarily China and Taiwan, at many private companies, and in addition to being well versed in overseas business operations, he has achievements in the establishment of operating companies, business alliances and M&A as a manager, having held the positions of Director and Audit & Supervisory Board Member. The Company proposes his reelection as an outside Director as it has judged that he can utilize the broad knowledge and experience cultivated through his career in the Group's management decisions.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9 New election	Kana Yasuda (April 10, 1969)	<p>Oct. 1993 Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>Apr. 1997 Registered as certified public accountant</p> <p>Mar. 2000 Founded Yasuda Accounting Office Director (current position)</p> <p>Mar. 2004 Registered as certified public tax accountant</p> <p>Sept. 2009 Outside Auditor of SHINPO CO., LTD (current position) (scheduled to retire in September 2021)</p> <p>May 2010 Outside Corporate Auditor of Sugi Holdings Co., Ltd. (current position)</p> <p>June 2016 External Director of GEO HOLDINGS CORPORATION (current position)</p> <p>June 2019 Outside Member of the Board of Chuo Spring Co., Ltd. (current position)</p> <p>June 2019 Outside Auditor of KONDOTEC INC.</p> <p>June 2020 Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC. (current position)</p> <p>(Significant concurrent positions outside the Company) Director, Certified Public Accountant and Certified Public Tax Accountant of Yasuda Accounting Office, Outside Auditor of SHINPO CO., LTD (scheduled to retire in September 2021) Outside Corporate Auditor of Sugi Holdings Co., Ltd. External Director of GEO HOLDINGS CORPORATION Outside Member of the Board of Chuo Spring Co., Ltd. Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC.</p>	500 shares
		<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>After working at an audit corporation, primarily performing accounting audits, Kana Yasuda established her own accounting office, was involved in corporate tax operations, and has been directly involved in the management of the office. The Company proposes her election as an outside Director as it has judged that she can utilize her substantial achievements as a manager, having served in multiple positions of Director and Audit & Supervisory Board Member (Corporate Auditor) at numerous listed companies, in strengthening the Group's governance and the Group's management decisions.</p>	

- (Notes)
- There is no special interest between any of the candidates and the Company.
 - Moriyasu Kasahara, Yukitaka Nishikawa, Masahiro Sumikawa and Kana Yasuda are candidates for outside Director.
 - Moriyasu Kasahara, Yukitaka Nishikawa and Masahiro Sumikawa are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Directors will have been seven years for Moriyasu Kasahara, four years for Yukitaka Nishikawa and two years for Masahiro Sumikawa.
 - Pursuant to the provisions in its Articles of Incorporation, the Company has entered into agreements with Moriyasu Kasahara, Yukitaka Nishikawa and Masahiro Sumikawa that limit their liability under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by relevant laws and regulations when they carry out their duties in good faith and without gross negligence. If this proposal is adopted and Moriyasu Kasahara, Yukitaka Nishikawa and Masahiro Sumikawa are reelected, the Company plans to continue these agreements with them. If Kana Yasuda is elected, the Company plans to newly enter into the same agreement with her.
 - The Company has submitted notification to the Tokyo Stock Exchange that Moriyasu Kasahara, Yukitaka Nishikawa and Masahiro Sumikawa have been designated as independent officers as provided for by the aforementioned exchange. If Moriyasu Kasahara, Yukitaka Nishikawa, Masahiro Sumikawa and Kana Yasuda are elected, the Company plans to designate them as independent officers.
 - 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. This policy covers damages that may arise through

claims pertaining to the pursuit of liability against an officer or a person at a certain position who is an insured during the term of the policy as a result of actions that the insured took based on their position. Each of the candidates for Director up for reelection are already insureds under the policy. The newly nominated candidate for Director will newly become an insured. Please refer to page 23 for an overview of the details (Japanese only) of the directors and officers liability insurance policy that the Company has currently entered into with the insurance company.

Proposal No. 3: Revision of Remuneration Amount for Outside Directors

The remuneration amount for the Company's outside Directors was approved to be no more than ¥20,000 thousand per annum at the 44th Annual General Meeting of Shareholders held on September 25, 2013. If Proposal No. 2. "Election of Nine Directors" is approved at this Annual General Meeting of Shareholders, the number of outside Directors will increase from three to four. Moreover, the Company will deliberate revising the remuneration amount for outside Directors from no more than ¥20,000 thousand per annum to no more than ¥50,000 thousand per annum in consideration of the expansion of roles and responsibilities of outside Directors as well as changes to the economic situation and various circumstances, and taking into account the strengthening of corporate governance.

The Company does not seek to revise the current remuneration amount for Directors of no more than ¥300,000 thousand per annum (inclusive of the remuneration of outside Directors).