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Securities Code: 7630

May 6, 2022

To Our Shareholders:

Mamoru Kuzuhara  
President and Representative Director  
**ICHIBANYA CO., LTD.**  
6-12-23 Mitsui, Ichinomiya-shi, Aichi

## Notice of the 40th Annual General Meeting of Shareholders

We would like to inform you that the 40th Annual General Meeting of Shareholders of ICHIBANYA CO., LTD. (the “Company”) will be held as follows. Please note that **the Annual General Meeting of Shareholders will begin at 10:30 a.m. (reception begins at 9:30 a.m.) (JST).**

From the standpoint of preventing the spread of the novel coronavirus disease (COVID-19), we ask that shareholders exercise their voting rights for this General Meeting of Shareholders in advance in writing or by electromagnetic means (via the Internet, etc.) to every extent possible, and refrain from attending the meeting in person. Please exercise your voting rights by following the instructions on pages 5 and 6 (in Japanese only) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

In addition to the usual method for exercising voting rights in writing, we have also newly introduced a method for exercising voting rights that uses electromagnetic means (via the Internet, etc.) from this General Meeting of Shareholders.

**1. Date and Time:** Thursday, May 26, 2022 at 10:30 a.m. (reception begins at 9:30 a.m.) (JST)

**2. Venue:** NAGOYA TOKYU HOTEL 3rd Floor  
4-6-8, Sakae, Naka-ku, Nagoya-shi

\*As a countermeasure against COVID-19, we will restrict the number of entrants to the venue.

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee for the 40th fiscal year (from March 1, 2021 to February 28, 2022)
2. Report on the Non-consolidated Financial Statements for the 40th fiscal year (from March 1, 2021 to February 28, 2022)

#### Matters to be resolved:

- Proposal No. 1** Amendment to the Articles of Incorporation
- Proposal No. 2** Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

\*No attendance benefits (meal tickets) will be provided to shareholders attending the meeting. Thank you for your understanding.

1. When attending the meeting in person, please hand in the enclosed voting form at the reception desk.
2. The following matters are posted on the Company’s website ([www.ichibanya.co.jp](http://www.ichibanya.co.jp)), according to laws and regulations, and Article 18 of the Articles of Incorporation of the Company. Therefore are not included in the documents attached to this notice.
  - (1) System to ensure the appropriateness of operations
  - (2) Notes to the Consolidated Financial Statements
  - (3) Notes to the Non-consolidated Financial Statements

The Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee and the Financial Auditor for the preparation of their Audit Report respectively include each of the documents indicated on this notice and the attached document as well as in the aforementioned contents that are posted on the Company’s website.

3. Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Company's website ([www.ichibanya.co.jp](http://www.ichibanya.co.jp)).
  4. The contents of this notice have been disclosed on the Company's website prior to sending it out from the perspective of promptly providing information.
- © The Company's website: [www.ichibanya.co.jp](http://www.ichibanya.co.jp)

**Reference Documents for the General Meeting of Shareholders**

**Proposal No. 1**      Amendment to the Articles of Incorporation

■ Reasons for change

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) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 18, 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.
- (2) Article 18, 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.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 18 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

■ Comparison table of current Articles of Incorporation and proposed amendments

(Underlined parts are amended)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 18.</u> <u>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, 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.</u>  (Newly established)</p> <p align="center">(Newly established)</p>	<p align="center">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 18.</u> <u>1. 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> <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>  <u>(Supplementary Provisions)</u> <u>1. The amendment to the Articles of Incorporation pertaining to Article 18 shall be effective 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>

Current Articles of Incorporation	Proposed amendments
	<p data-bbox="820 197 1437 416">2. <u>Notwithstanding the provision of the preceding paragraph, Article 18 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p data-bbox="820 421 1437 568">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

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

At the conclusion of this meeting, the terms of all eight Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire.

Therefore, the Company proposes the election of eight Directors.

There was no particular comment from the Audit and Supervisory Committee regarding this proposal.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshiya Hamajima (April 24, 1959)  Re-election	Feb. 1980 Engaged in CURRY HOUSE CoCo ICHIBANYA July 1982 Joined the Company June 1990 General Manager of Central Japan Division Jan. 1992 Director and General Manager of All Japan Headquarters Dec. 1996 Director and General Manager of Store Operations Division June 1998 Executive Managing Director and General Manager of Store Operations Division June 2000 Vice President and Representative Director June 2002 President and Representative Director Mar. 2019 Chairman and Director (current position)	193,442 shares
2	Mamoru Kuzuhara (June 30, 1967)  Re-election	Jan. 1992 Joined the Company June 2006 General Manager of Overseas Division June 2013 General Manager of Overseas Division Aug. 2013 Director and General Manager of Overseas Division June 2015 Managing Director and General Manager of Overseas Division Mar. 2018 Vice President and Representative Director Mar. 2019 President and Representative Director Mar. 2021 President and Representative Director, in charge of Internal Auditing Office May 2021 President and Representative Director Mar. 2022 President and Representative Director, in charge of Creation Development Division (current position)	17,445 shares

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Tatsuo Miyazaki (February 22, 1964)  Re-election	<p>Mar. 1990      Joined the Company</p> <p>Dec. 2000      General Manager of No. 3 Sales Department</p> <p>June 2002      General Manager of No. 2 Sales Department</p> <p>June 2003      Acting General Manager of Business Division and General Manager of Marketing Department</p> <p>Aug. 2004      Director, General Manager of Business Division, and General Manager of Marketing Department</p> <p>June 2007      Director, General Manager of Business Division, General Manager of Central Japan Division, and General Manager of Marketing Department</p> <p>June 2008      Director, General Manager of Sales Division and in charge of Store Planning Department</p> <p>June 2012      Director and General Manager of Project Planning Division</p> <p>June 2014      Director and General Manager of East Japan Division</p> <p>June 2016      Director and General Manager of Operational Improvement Promotion Division</p> <p>Mar. 2018      Managing Director and General Manager of Operational Improvement Promotion Division</p> <p>Mar. 2020      Managing Director, in charge of Corporate Planning Office, Human Resources &amp; General Affairs Department, and Customer Service Center</p> <p>Mar. 2021      Executive Managing Director, in charge of Corporate Planning Office, Human Resources Department, General Affairs Department, and Customer Service Center</p> <p>Mar. 2022      Executive Managing Director and General Manager of Administration Division (current position)</p>	27,068 shares
4	Shiro Adachi (September 8, 1961)  Re-election	<p>Feb. 1993      Joined the Company</p> <p>June 2004      General Manager of No. 2 Sales Department</p> <p>June 2008      General Manager of East Japan Division</p> <p>June 2012      General Manager of Central Japan Division</p> <p>June 2016      General Manager of East Japan Division</p> <p>Aug. 2016      Director and General Manager of East Japan Division</p> <p>Mar. 2018      Director and General Manager of Sales Division</p> <p>Mar. 2020      Managing Director and General Manager of Sales Division</p> <p>Mar. 2022      Managing Director, in charge of RC Business Management Headquarters, FC Business Management Headquarters and Marketing Division (current position)</p>	11,597 shares

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Kazushige Sugihara (February 9, 1966)  Re-election	<p>Apr. 1987      Joined the Company</p> <p>Dec. 2000      General Manager of No. 2 Sales Department</p> <p>June 2002      General Manager of No. 5 Sales Department</p> <p>June 2007      General Manager of West Japan Division</p> <p>June 2012      General Manager of East Japan Division</p> <p>June 2014      General Manager of Production Division</p> <p>Aug. 2015      Director and General Manager of Production Division</p> <p>June 2016      Director and General Manager of Product Division</p> <p>Mar. 2018      Director and General Manager of SCM Division</p> <p>Mar. 2022      Director, in charge of Production Division, Product Management Department, Agriculture Business Department and Customer Service Office (current position)</p>	12,056 shares
6	Keiji Ishiguro (November 22, 1962)  Re-election	<p>Jan. 2000      Joined the Company</p> <p>June 2007      General Manager of Accounting Department</p> <p>Aug. 2015      Director, General Manager of Accounting Department, in charge of Information Systems Department, and General Affairs Department</p> <p>Dec. 2015      Director, General Manager of Accounting Department, in charge of Information Systems Department</p> <p>Mar. 2017      Director, in charge of Accounting Department, and Information Systems Department</p> <p>Mar. 2021      Director, in charge of Accounting Department, and Quality Assurance Department</p> <p>Mar. 2022      Director, Financial Officer of Consolidated Subsidiaries, in charge of Accounting Department and Quality Assurance Department (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Auditor of ICHIBANYA RESTAURANT MANAGEMENT (CHINA) CO., LTD.</p> <p>Director of ICHIBANYA INTERNATIONAL HONG KONG LIMITED</p> <p>Director of ICHIBANYA UK LIMITED</p> <p>Director and CFO of ICHIBANYA INTERNATIONAL USA, INC.</p> <p>Director of K.K. Daikoku Shoji</p> <p>Director of TAIWAN ICHIBANYA INC.</p> <p>Director and CFO of ICHIBANYA USA INC.</p> <p>Director of ICHIBANYA HONG KONG LIMITED</p> <p>Director of ICHIBANYA MIDWEST ASIA CO., LTD.</p> <p>Director of ICHIBANYA INDIA PRIVATE LIMITED</p>	5,656 shares

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Katsuhiko Hasegawa (December 11, 1971)  Re-election	<p>June 1993      Joined the Company</p> <p>June 2003      General Manager of No. 4 Sales Department</p> <p>June 2005      General Manager of Pasta Business Department</p> <p>June 2007      General Manager of No. 6 Sales Department</p> <p>June 2009      General Manager of Overseas Division</p> <p>Oct. 2010      Seconded to ICHIBANYA USA INC.</p> <p>Mar. 2017      General Manager of Asia Business Department of the Company</p> <p>Aug. 2017      Seconded to ICHIBANYA INTERNATIONAL HONG KONG LIMITED</p> <p>Mar. 2018      General Manager of Overseas Division of the Company</p> <p>May 2019      Director and General Manager of Overseas Division</p> <p>Mar. 2021      Director, General Manager of Overseas Division, in charge of K.K. Daikoku Shoji</p> <p>Mar. 2022      Director, in charge of Overseas Division and K.K. Daikoku Shoji (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Director of ICHIBANYA RESTAURANT MANAGEMENT (CHINA) CO., LTD.</p> <p>Director of ICHIBANYA INTERNATIONAL HONG KONG LIMITED</p> <p>President and Representative Director of ICHIBANYA UK LIMITED</p> <p>Director of ICHIBANYA INTERNATIONAL USA, INC.</p> <p>Director of K.K. Daikoku Shoji</p> <p>Chairman of TAIWAN ICHIBANYA INC.</p> <p>Director of ICHIBANYA USA INC.</p> <p>Director of ICHIBANYA HONG KONG LIMITED</p> <p>Director of ICHIBANYA MIDWEST ASIA CO., LTD.</p> <p>Administrative Officer of CURRY HOUSE KOREA CORPORATION</p> <p>Director of ICHIBANYA INDIA PRIVATE LIMITED</p>	6,363 shares
8	Kotaro Kawasaki (December 6, 1971)  Re-election	<p>Apr. 1994      Joined House Foods Corporation (currently, House Foods Group Inc.)</p> <p>Oct. 2013      Assistant Manager of Advertisement Headquarters of House Foods Group Inc.</p> <p>Apr. 2016      Assistant Manager of Corporate Planning Division</p> <p>Apr. 2018      General Manager of Corporate Planning Division</p> <p>Apr. 2020      Executive Officer, General Manager of Corporate Communication Headquarters, in charge of New Business Planning &amp; Development Division</p> <p>June 2020      Director, General Manager of Corporate Communication Headquarters, in charge of New Business Planning &amp; Development Division</p> <p>Apr. 2021      Director, General Manager of Corporate Communication Headquarters, in charge of New Business Planning &amp; Development Division, and Value-Added Vegetables Business Development Division (current position)</p> <p>May 2021      Director of the Company (current position)</p>	—



- Notes:
1. A special interest between each candidate and the Company is as follows.
    - (1) Kotaro Kawasaki serves as a person executing business in House Foods Group Inc., which is currently the parent company of the Company, and has served as a person executing business in the said company over the past ten years. Mr. Kawasaki's positions and responsibilities at the present and over the past ten years in the said company are as indicated in the "Career summary, position, responsibility in the Company (significant concurrent positions outside the Company)" above.
    - (2) There is no special interest between any other candidates and the Company.
  2. The Company has entered into a limited liability agreement with Mr. Kawasaki, pursuant to the provisions of Article 32 of the Articles of Incorporation. Regarding an outline of the contents of the limited liability agreement, with respect to the liability in Article 423, paragraph (1) of the Companies Act, the maximum amount of liability for damages shall be the amount provided for in laws and regulations, if he has acted in good faith and without gross negligence in performing his duties. If the re-election of Mr. Kawasaki is approved, the Company plans to renew the aforementioned agreement with him.
  3. The Company has entered into a directors and officers liability insurance contract provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company, identifying all Directors as the insured, to cover any legal damages and litigation expenses that may be borne by the insured, by means of the insurance contract. Each candidate, if they are elected and assume the post of Director, will be the insured under the said insurance contract. Furthermore, the Company plans to renew the aforementioned contract with comparable contents at the time of next renewal.

[Skill matrix for Directors of the Company]

The expertise and experience of Directors are as follows:

	Corporate management	Business strategy	Finance and accounting	Internationality/ Global experience	Sales/ Marketing	Human resources/ Labor affairs	Manufacturing/ Quality control	Risk management
Toshiya Hamajima	○	○			○	○		○
Mamoru Kuzuhara	○	○		○	○	○		○
Tatsuo Miyazaki	○	○			○	○	○	○
Shiro Adachi	○				○			
Kazushige Sugihara					○		○	
Keiji Ishiguro			○				○	
Katsuhiko Hasegawa	○			○	○	○		
Kotaro Kawasaki	○				○			
Toshihiro Uchida					○			○
Mitsuru Naito			○					○
Koji Oda						○		○
Yoko Haruma						○		○