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(Securities code: 2742)  
May 10, 2022

## To Shareholders with Voting Rights:

Toshiyuki Sato  
President and Chief Executive Officer  
Halows Co., Ltd.  
6-26-7, Minamizao-cho, Fukuyama-shi, Hiroshima, Japan  
(Headquarters: 3270-1, Hayashima, Hayashima-cho,  
Tsukubo-gun, Okayama, Japan)

## Notice of the 64th Annual General Meeting of Shareholders

We are pleased to inform you that the 64th Annual General Meeting of Shareholders (the “Meeting”) of Halows Co., Ltd. (the “Company”) will be held for the purposes described below.

In order to prevent the spread of the novel coronavirus, irrespective of the health of shareholders, we respectfully request that you refrain from attending the Meeting and instead exercise your voting rights prior to the Meeting either in writing (by mail) or via the Internet.

**Accordingly, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:30 p.m. Japan time on Wednesday, May 25, 2022.**

[When exercising your voting rights in writing (by mail)]

Please indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the abovementioned deadline.

[When exercising your voting rights via the Internet]

Please access the Company’s designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) using the “Login ID” and “Password” shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and indicate your approval or disapproval for the proposals by the abovementioned deadline.

Please refer to the “Guidance on Methods for Exercise of Voting Rights” on pages 3 to 4 (Japanese only) when voting via the Internet.

- 1. Date and time:** Thursday, May 26, 2022 at 10 a.m. Japan time
- 2. Venue:** Large conference room, 2F, the Company’s Headquarters  
3270-1, Hayashima, Hayashima-cho, Tsukubo-gun, Okayama
- 3. Meeting Agenda:**
  - Matters to be reported:** Business report and non-consolidated financial statements for the 64th fiscal year (March 1, 2021 to February 28, 2022)
  - Matters to be resolved:**
    - Proposal 1:** Partial Amendments to the Articles of Incorporation
    - Proposal 2:** Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

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- Together with this Notice, please also refer to the enclosed “Prevention Measures for the Spread of the Novel Coronavirus at the General Meeting of Shareholders.” (Japanese only)
  - If you attend the Meeting, please hand in the enclosed Voting Rights Exercise Form at the reception of the Meeting.
  - Any revisions to the business report, non-consolidated financial statements and Reference Documents for the General Meeting of Shareholders will be posted on the Company’s website. (<https://www.halows.com/>)

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### **Proposal 1:** Partial Amendments to the Articles of Incorporation

##### 1. Reasons for the amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be added.

2. Details of the amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2 Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p><u>Supplementary provisions</u></p> <p><u>(Transitional Treatment Regarding Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 2 The deletion of Article 15 (Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendments and the establishment of the amended Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>2 Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation before amendments shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3 Article 2 of the supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 2:** Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all of the ten (10) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, with a view to improving the efficiency of the management system, the Company proposes to reduce the number of Directors by one (1) and elect nine (9) Directors (excluding Directors serving as Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are shown on pages 6 to 10.

No.	Name	Positions and responsibilities at the Company
1	<u>Reappointment</u> Toshiyuki Sato	President and Chief Executive Officer <u>Nomination and Compensation Committee Member</u>
2	<u>Reappointment</u> Taishi Sato	Executive Vice President, in charge of sales and responsible for Corporate Planning Dept.
3	<u>Reappointment</u> Hidenori Hanaoka	Senior Managing Director, General Manager, Administrative Groups and General Manager, General Affairs Div.
4	<u>Reappointment</u> Masana Takahashi	Senior Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Sales Planning Div.
5	<u>Reappointment</u> Kenji Suemitsu	Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept.
6	<u>Reappointment</u> Tomiko Koshio	Director, General Manager, President's Office <u>Nomination and Compensation Committee Member</u>
7	<u>Reappointment</u> Kenji Sunada	Director, General Manager, Personnel and Education Div., Administrative Groups
8	<u>Reappointment</u> <u>Outside Independent</u> Yoshinori Fujii	Outside Director <u>Nomination and Compensation Committee Member</u>
9	<u>Reappointment</u> <u>Outside Independent</u> Chiaki Ikeda	Outside Director <u>Nomination and Compensation Committee Member</u>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<u>Reappointment</u> Toshiyuki Sato (January 27, 1949)	<p>October 1971    Joined the Company</p> <p>July 1991        President and Chief Executive Officer (to present)</p> <p>October 2012    Director, General incorporated foundation HALOWS Foundation (presently, Public-interest incorporated foundation HALOWS Foundation) (to present)</p> <p>September 2016 President and Representative Director, Saijo Plaza K.K. (to present)</p> <p>December 2020   Nomination and Compensation Committee Member, the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, Public-interest incorporated foundation HALOWS Foundation</li> <li>• President and Representative Director, Saijo Plaza K.K.</li> </ul>	2,488,010 shares
<p>[Reasons for candidacy as Director]</p> <p>He has taken charge of management of the Company as President and Chief Executive Officer. His track record of driving the whole Company with strong leadership, abundant insight into management in general, and strong sense of duty will contribute to growing the Company and further strengthening of the functions of the Board of Directors. Therefore, the Company deems he is suitable as Director and has nominated him.</p>			
2	<u>Reappointment</u> Taishi Sato (September 2, 1952)	<p>September 1975    Joined the Company</p> <p>June 1990          General Manager, Business Administration Div.</p> <p>July 1995            Director, General Manager, Merchandise Div.</p> <p>July 1999            Executive Managing Director, General Manager, Merchandise Groups</p> <p>March 2007          Executive Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div.</p> <p>May 2009            Executive Vice President, responsible for Corporate Planning Div. and Merchandise Groups</p> <p>May 2011            Executive Vice President, General Manager, Administrative Groups</p> <p>October 2012        Executive Vice President, General Manager, Corporate Planning Dept. and General Manager, Administrative Groups</p> <p>March 2019          Executive Vice President, General Manager, Corporate Planning Dept.</p> <p>September 2019    Executive Vice President, in charge of sales and responsible for Corporate Planning Dept. (to present)</p>	755,000 shares
<p>[Reasons for candidacy as Director]</p> <p>He has taken charge of management of the Company as Executive Vice President. Based on his track record of holding positions such as General Manager of Merchandise Div., Administrative Groups, and Corporate Planning Dept. as well as his abundant professional experience in management in general, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p>[Reappointment] Hidenori Hanaoka (July 2, 1956)</p>	<p>April 1979      Joined OKANO FOOD K.K.  February 1981      Joined the Company  November 1998      General Manager, Merchandise Div.  September 2001      General Manager, Store Operation Div.  June 2002            Executive Officer, General Manager, Store  Operation Div.  November 2006      Executive Officer, General Manager, Store  Operation Div. and Area Manager, Fukuyama  Area  March 2007           Executive Officer, General Manager, SV Div.  May 2009            Director, General Manager, Merchandise  Groups and General Manager, Merchandise  Div.  October 2012        Director, General Manager, Merchandise  Groups  June 2013            Director, General Manager, Merchandise Div.,  Merchandise Groups  April 2014            Executive Managing Director, Deputy  General Manager, Merchandise Groups and  General Manager, Perishables Div.  March 2019           Executive Managing Director, General  Manager, Administrative Groups  September 2019    Executive Managing Director, General  Manager, Administrative Groups and General  Manager, General Affairs Div.  May 2021            Senior Managing Director, General Manager,  Administrative Groups and General Manager,  General Affairs Div. (to present)</p>	197,000 shares
<p>[Reasons for candidacy as Director]  Based on his practical experience as the head of the Company's store operation, merchandise divisions, and Administrative Groups and his track record of performing duties such as making decisions on important managerial matters and supervising his responsible divisions, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<u>Reappointment</u> Masana Takahashi (March 14, 1959)	<p>March 1981    Joined the Company</p> <p>November 1998    General Manager, Merchandise Div.</p> <p>June 2002    Executive Officer, General Manager, Merchandise Div.</p> <p>November 2006    Executive Officer, General Manager, Perishable Merchandise Div.</p> <p>March 2007    Executive Officer, General Manager, Distribution Planning Div.</p> <p>May 2009    Director, General Manager, Distribution Planning Div.</p> <p>March 2011    Director, General Manager, Distribution Div. and General Manager, Distribution Center</p> <p>June 2013    Director, General Manager, Logistics Div., Merchandise Groups</p> <p>April 2014    Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Dry Div., responsible for Logistics Div.</p> <p>March 2019    Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Logistics Div.</p> <p>May 2021    Senior Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Sales Planning Div. (to present)</p>	45,000 shares
<p>[Reasons for candidacy as Director]</p> <p>Based on his track record of making a significant contribution to the procurement of merchandise and the creation of distribution systems as the head of the Company's merchandise and distribution divisions, the Company deems he is suitable as Director and has nominated him.</p>			
5	<u>Reappointment</u> Kenji Suemitsu (August 28, 1961)	<p>March 1984    Joined the Company</p> <p>November 2007    General Manager, Store Operation Div., Store Operation Groups</p> <p>May 2011    Director, General Manager, Store Operation Div.</p> <p>June 2013    Director, Deputy General Manager, Store Operation Groups and Area Manager, Shikoku Area</p> <p>May 2021    Executive Managing Director, General Manager, Store Operation Groups, General Manager, Back Office Dept. and Area Manager, Okayama Area</p> <p>April 2022    Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept. (to present)</p>	9,300 shares
<p>[Reasons for candidacy as Director]</p> <p>Based on his track record of driving the front lines of sales and taking charge of entering and expanding in new markets as the head of the Company's store operation division, the Company deems he is suitable as Director and has nominated him.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<u>Reappointment</u> Tomiko Koshio (June 10, 1942)	June 1974      Joined the Company June 1981      General Manager, General Affairs Div. July 1995      Director, General Manager, General Affairs Div. July 1999      Executive Managing Director, General Manager, Administrative Groups March 2007    Executive Managing Director, General Manager, Administrative Groups and General Manager, Finance and Accounting Div. May 2009      Director, General Manager, President's Office (to present) February 2022   Nomination and Compensation Committee Member (to present)	210,400 shares
		[Reasons for candidacy as Director] Based on her track record of making a significant contribution to the management of the Company as the head of the Company's finance and accounting division, administrative divisions in general, and the President's Office, the Company deems she is suitable as Director and has nominated her.	
7	<u>Reappointment</u> Kenji Sunada (January 1, 1972)	April 1996      Joined the Company April 2014      General Manager, Personnel and Education Div., Administrative Groups March 2016    Executive Officer, General Manager, Personnel and Education Div., Administrative Groups May 2021      Director, General Manager, Personnel and Education Div., Administrative Groups (to present)	19,500 shares
		[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the management of the Company through managing store operations as a store manager and engaging in personnel and education affairs in general of the Company as General Manager of Personnel and Education Div., the Company deems he is suitable as Director and has nominated him.	



As a measure to prevent the appropriateness of the professional conducts of the insureds from being impaired, damages, etc. caused by criminal acts by the insureds will not be covered by the insurance.

Each candidate for Director is included in the insureds of the said insurance contract as Director of the Company, and will continue to be included in the insureds if reelected. In addition, the Company plans to renew the said insurance contract during the terms of office of the Directors regarding this Proposal.