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Securities code: 3392

June 3, 2022

To Shareholders:

Yoshiyasu Ohzaki,
President and Representative Director
DELICA FOODS HOLDINGS CO., LTD.
4-12-12, Rokucho, Adachi-ku, Tokyo

**NOTICE OF
THE 19TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 19th Ordinary General Meeting of Shareholders of Delica Foods Holdings Co., Ltd. (the "Company"), to be held as set forth below.

From the standpoint of preventing further spread of COVID-19, the Company will take proper measures at the place of the meeting to ensure the safety of the shareholders, however, should you have any health concern, please kindly refrain from attending the meeting physically.

Instead of attending the meeting in person, you may exercise your voting rights prior to the Meeting by mailing the enclosed voting card or via the Internet voting. Please review the Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights no later than 5:45 p.m. on Tuesday, June 21, 2022 (JST).

1. Date and Time: Wednesday, June 22, 2022 at 10:00 a.m. (JST)
(Reception desk opens at 9:30 a.m.)

2. Place: Sapia Tower, 1-7-12, Marunouchi, Chiyoda-ku, Tokyo
STATION CONFERENCE TOKYO, Room 503ABCD

3. Agenda:

MATTERS TO BE REPORTED

1. Business Report, Consolidated Financial Statements for the 19th Fiscal Year

(from April 1, 2021 to March 31, 2022), and the Results of the Audit thereof by the Independent Auditor and the Audit & Supervisory Board.

2. Non-Consolidated Financial Statements for the 19th Fiscal Year (from April 1, 2021 to March 31, 2022).

PROPOSED RESOLUTIONS

Proposal No.1: Appropriation of Surplus

Proposal No.2: Amendment to the Articles of Incorporation

Proposal No.3: Election of Six (6) Directors

Proposal No.4: Election of One (1) Audit & Supervisory Board Member

Proposal No.5: Election of One (1) Substitute Audit & Supervisory Board Member

4. Notes regarding the exercise of voting rights:

- 1) Where votes have been cast both electronically and by voting card, the vote electronically will be taken as the validly exercised vote.
- 2) Where votes have been cast several times electronically, the vote cast last will be taken as validly exercised vote.

For the details about Reference Documents for the Ordinary General Meeting of Shareholders and the Internet voting, please refer to the enclosed documents or documents published at the Company's website (<https://www.delica.co.jp/ir/>).

Please be aware that, should there be an amendment to the Reference Documents for the Ordinary General Meeting of Shareholders, the said amendment shall be published on the Company's website.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal and Matters for Reference

Proposal No.1: Appropriation of Surplus

The Company proposes to pay year-end dividends for the 19th fiscal year as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

J.Yen 5.00 per common share of the Company

Total payment: J.Yen 73,816,180.

(3) Effective date of dividends of surplus

June 23, 2022

Proposal No.2: Amendment to the Articles of Incorporation

In accordance with the amendment of Japanese Company Act to be effective on September 1, 2022, the Company will amend its Articles of Incorporation so that it is able to provide shareholders with the Reference Documents relevant to the General Meeting of Shareholders via Internet.

Proposal No.3: Election of Six (6) Directors

The terms of office for all current six (6) Directors of the Company will expire as of the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the reelection of those nine (6) Directors.

The candidates are as follows:

(1) **Yoshiyasu Ohzaki**

Date of birth: September 28, 1971

Number of shares of the Company held: 385,900

Attendance at Board of Directors meetings in the current fiscal year:

15 out of 15 meetings

(2) **Isatake Tachimoto**

Date of birth: May 12, 1941

Number of shares of the Company held: 1,614,600

Attendance at Board of Directors meetings in the current fiscal year:

15 out of 15 meetings

(3) **Kenji Kobayashi**

Date of birth: August 4, 1965

Number of shares of the Company held: 58,540

Attendance at Board of Directors meetings in the current fiscal year:

15 out of 15 meetings

(4) **Konno Nakayama**

Date of birth: May 27, 1964

Number of shares of the Company held: 20,900

Attendance at Board of Directors meetings in the current fiscal year:

15 out of 15 meetings

(5) **Hiroyuki Ozaki**

Date of birth: April 17, 1960

Number of shares of the Company held: 0

Attendance at Board of Directors meetings in the current fiscal year:

15 out of 15 meetings

(6) **Misuzu Shibata**

Date of birth: July 25, 1974

Number of shares of the Company held: 0

Attendance at Board of Directors meetings in the current fiscal year:

14 out of 15 meetings

Proposal No.4: Election of One (1) Audit & Supervisory Board Member

Due to the resignation of Audit & Supervisory Board Member Goro Nomura as of the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member to succeed the term of office of present Audit & Supervisory Board Member Goro Nomura. The candidate for Audit & Supervisory Board member follow below. This nomination has been consented by the Audit & Supervisory Board.

(1) **Toshiyuki Tainaka**

Date of birth: March 29, 1964

Number of shares of the Company held: 20,600

Proposal No.5: Election of One (1) Substitute Audit & Supervisory Board Member

In order to fill the vacancy arising from the resignation of an Audit & Supervisory Board Member prior to the expiration of his/her term, the Company proposes the election of one (1) Substitute Audit & Supervisory Board Member to succeed the term of office of the resigned Audit & Supervisory Board Member. The candidate for Substitute Audit & Supervisory Board member follow below. This nomination has been consented by the Audit & Supervisory Board.

(1) Toshiyuki Fujii

Date of birth: May 10, 1961

Number of shares of the Company held: 0

End