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Securities Code: 7596

June 10, 2022

To our shareholders:

Masayuki Yamada,  
Representative Director and President  
**UORIKI CO., LTD.**  
8-3, Akebonocho 2-chome, Tachikawa-shi, Tokyo

## Notice of the 38th Annual General Meeting of Shareholders

Notice is hereby given that the 38th Annual General Meeting of Shareholders of UORIKI CO., LTD. (the “Company”) will be held as follows.

We will hold the General Meeting of Shareholders upon taking measures to prevent the spread of the novel coronavirus disease (COVID-19). However, we ask that you take into consideration the status of the spread of infections as of the date of the meeting and your own health condition, and take care in deciding whether or not to attend on the day of the meeting. From the perspective of preventing the spread of COVID-19, we recommend that you review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in writing or via the Internet.

[Exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed voting right exercise form and return it by 6:00 p.m. on Monday, June 27, 2022.

[Exercising voting rights via the internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) and, using your “voting right exercise code” and “password” shown in the enclosed voting right exercise form, indicate your approval or disapproval of the proposals by following the instructions on the screen by 6:00 p.m. on Monday, June 27, 2022.

If you exercise your voting rights both in writing and via the Internet, we will consider your vote via the Internet to be valid. In the event that your voting right is exercised more than once via the Internet, the last exercise of the voting right shall be deemed to be the valid exercise of the voting right.

- 1. Date and Time:** Tuesday, June 28, 2022, at 10:00 a.m. (JST)
- 2. Venue:** “Rose Room,” 4F, Palace Hotel Tachikawa  
40-15, Akebonocho 2-chome, Tachikawa-shi, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2021 to March 31, 2022), and the Audit Results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- |                       |  |
|-----------------------|--|
| <b>Proposal No. 1</b> | Amendment to the Articles of Incorporation |
| <b>Proposal No. 2</b> | Election of Ten Directors                  |

- If you plan to attend the meeting in person, please submit the enclosed voting form to the receptionist at the meeting.
- In order to prevent the spread of COVID-19, shareholders attending the meeting may be asked to take their temperature before the reception. We would like to ask for your cooperation in disinfecting your hands with alcohol disinfectant and wearing a mask.
- In order to prevent contact infection from COVID-19, we will not be distributing tea or meal tickets, etc.
- Our officers and staff will be wearing masks. Please note that the number of seats will be limited due to the increased space between seats, so we may not be able to admit you to the venue on the day.
- The following items are posted on the Company's website (<https://uoriki.co.jp/>) on the Internet in accordance with laws and regulations and Article 13 of the Company's Articles of Incorporation, and are not included in the documents provided with this Notice of Convocation.

Accordingly, the documents provided in this Notice of Convocation are a part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, which were audited by the Audit & Supervisory Board Members in preparing the Audit Report and the financial auditor in preparing the Accounting Audit Report.

1. The following matters in the Business Report

- (1) Major businesses
- (2) Major places of business
- (3) Status of major lenders
- (4) Status of share acquisition rights, etc.
- (5) Financial auditor
- (6) Systems for ensuring the appropriateness of operations and the status of operation of such systems

2. The following matters in the Consolidated Financial Statements

- (1) Consolidated Statement of Changes in Equity
- (2) Notes to Consolidated Financial Statements

3. The following matters in the Non-consolidated Financial Statements

- (1) Non-consolidated Statement of Changes in Equity
- (2) Notes to Non-consolidated Financial Statements

- If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements, or if there are any major changes in the operation of this General Meeting of Shareholders due to the status of COVID-19, such amendments will be posted on the Company's website on the Internet (<https://uoriki.co.jp/>).
- The Company's officers and staff, etc. will wear the Cool Biz (business casual) style.
- The results of the resolutions of this General Meeting of Shareholders will be posted on the above website of the Company instead of sending out a notice of resolutions.

## Reference Documents for the General Meeting of Shareholders

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

#### 1. Reasons for the 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) are to be enforced on September 1, 2022, the system for providing informational materials for the General Meeting of Shareholders in electronic format will be introduced and the Company proposes to make the following changes to its Articles of Incorporation.

- (1) Article 13, paragraph (1) (Measures, etc. for Providing Information in Electronic Format) of the proposed amendments will be newly established since listed companies are to be obligated to stipulate in the Articles of Incorporation that, information that is the content of Reference Documents for the General Meeting of Shareholders, etc. shall be provided in electronic format.
- (2) Article 13, paragraph (2) (Measures, etc. for Providing Information in Electronic Format) of the proposed amendments will be newly established to limit the scope of items to be stated in paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents among items for which measures for providing information in electronic format will be taken for information that is the content of Reference Documents for the General Meeting of Shareholders, etc. to the scope as stipulated in the Ordinance of the Ministry of Justice.
- (3) Accompanying the introduction of the system for providing informational materials for the General Meeting of Shareholders in electronic format, the provisions in Article 13 in the current articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) will no longer be required and they will be deleted.
- (4) Supplementary provisions regarding the effectiveness of the aforementioned establishment and deletion of provisions will be established. These supplementary provisions shall be deleted after their expiration date.

#### 2. Contents of the amendments

The contents of the amendments are as follows:

(Underlines indicate amended sections.)

Current articles of incorporation	Proposed amendments
<p><u>Article 13. (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.)</u></p> <p><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></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>Article 13. (Measures, etc. for Providing Information in Electronic Format)</u></p> <ol style="list-style-type: none"> <li><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></li> <li><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company is not required to state all or some of those items designated by the Ministry of Justice Order 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></li> </ol>

Current articles of incorporation	Proposed amendments
(Newly established)	<p data-bbox="801 215 1070 241"><u>(Supplementary Provisions)</u></p> <p data-bbox="801 255 1433 356"><u>Article 1. (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li data-bbox="831 371 1433 580">1. <u>The deletion of Article 13 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) and the newly establishment of Article 13 (Measures, etc. for Providing Information in Electronic Format) shall take effect from September 1, 2022.</u></li> <li data-bbox="831 595 1433 837">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 13 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></li> <li data-bbox="831 853 1433 1025">3. <u>The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 2** Election of Ten Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of ten Directors increasing the number of outside Directors by one to enhance the transparency, objectiveness and ability to gather broader information in the management. The selection of candidates for Director was carried out following reports from the Nomination and Remuneration Committee, in which half of the members were independent 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	Masayuki Yamada (March 8, 1964)	Apr. 1985	Joined the Company	80,000 shares
		Feb. 1997	Director of the Company	
Mar. 2008	Director, President and CEO of UORIKI FRESH, INC.			
Apr. 2012	General Manager, Sales & Marketing Headquarters of the Company			
June 2012	Senior Managing Director of the Company			
June 2015	Representative Director and Vice President of the Company			
June 2017	Representative Director and President of the Company (current position)			
Aug. 2018	Director and President of Uoriki America Inc. (current position)			
Aug. 2018	Director and President of Uoriki Seafoods, LLC			
Nov. 2018	Representative Director and President of Japan Fishery Support Corporation (current position)			
[Reason for election] The Company nominated Masayuki Yamada as a candidate for Director because he has abundant experience and a high level of insight mainly in purchasing operations, and also has a track record as the Director and President of subsidiaries in the U.S., expanding its business, etc., and his experience and global sensibilities will be reflected in the management of the Company.				
2	Takahide Kurokawa (April 1, 1967)	Apr. 1985	Joined the Company	7,700 shares
		June 2011	General Manager, Sales Department of the Company	
June 2013	Director of the Company			
Oct. 2013	Deputy General Manager, Sales & Marketing Headquarters of the Company			
June 2015	Managing Director of the Company			
Apr. 2018	Senior Managing Director of the Company (current position)			
Apr. 2019	Representative Director and President of Uoriki Trading Company			
Feb. 2020	Representative Director and President of Mogami Sengyo Co., Ltd.			
Apr. 2021	General Manager, Sales & Marketing Headquarters of the Company (current position)			
Apr. 2022	General Manager, Store Development Office of the Company (current position)			
[Reason for election] The Company nominated Takahide Kurokawa as a candidate for Director because he has a wealth of experience and a high level of insight into the fresh fish distribution industry, and has made significant contributions to the establishment of the management system of the entire Group, expansion of the business, and human resource development, etc., and his experience and abilities will be reflected in the management of the Company.				

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	Torao Yamada (October 31, 1966)	Apr. 1990	Joined The Long-Term Credit Bank of Japan, Ltd. (currently Shinsei Bank, Limited)	900 shares
		Apr. 2003	Director and Managing Executive Officer of Gracchus & Associates, Inc.	
		Apr. 2007	General Manager, Business Finance Department, Structured Finance Division of Sanyo Electric Credit Co., Ltd. (currently Sumitomo Mitsui Finance and Leasing Company, Limited)	
		July 2013	Deputy Director, Finance Office, Accounting & Finance Department of Electric Power Development Co., Ltd.	
		Jan. 2016	Joined the Company	
		Apr. 2017	Executive Officer (current position), General Manager of Corporate Planning Office (current position) of the Company	
		June 2018	Director of the Company (current position)	
<p>[Reason for election] The Company nominated Torao Yamada as a candidate for Director because he has demonstrated a high level of ability in building the Company's management plan and growth strategy, etc. based on his expert knowledge of finance and treasury as well as his experience and high level of insight as a manager, and his experience and abilities will be reflected in the management of the Company.</p>				
4	Kota Ohashi (May 7, 1952)	Apr. 1975	Joined Mitsui & Co., Ltd.	600 shares
		Feb. 2000	Director and General Manager of Foodstuffs Division of Mitsui & Co. (Hong Kong) Ltd.	
		Feb. 2002	Assistant Managing Director of Mitsui & Co. (Hong Kong) Ltd.	
		Apr. 2004	General Manager of Retail Sales Department 1 of Mitsui & Co., Ltd.	
		Apr. 2007	General Manager of Information Strategy & Planning Department of Mitsui & Co., Ltd.	
		Apr. 2008	Deputy General Manager of Food & Retail Division of Mitsui & Co., Ltd.	
		Apr. 2009	Director and Vice President of Mitsui Foods Co., Ltd.	
		Dec. 2010	Representative Director and President of Toho Bussan Kaisha, Ltd.	
		Apr. 2017	Advisor of the Company	
		June 2017	Director of the Company (current position)	
		Apr. 2019	Director and Vice President of Uoriki America Inc. (current position)	
		Apr. 2020	Representative Director and President of Uoriki Trading Company (current position)	
<p>[Reason for election] The Company nominated Kota Ohashi as a candidate for Director because he has expertise in food products and trading and abundant experience as a manager, and has demonstrated a high level of ability in establishing and negotiating overseas business strategies, etc., and his knowledge and experience will be reflected in the management of the Company.</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	Masatoshi Yamaguchi (August 8, 1971)	Apr. 1990	Joined Seiyu Foods Co., Ltd.	1,100 shares
		Apr. 2002	Joined Seiyu Co., Ltd. (currently Seiyu GK)	
		Mar. 2004	Joined the Company	
		Apr. 2016	General Manager, Sales Department of the Company	
		Apr. 2017	Executive Officer (current position) and General Manager of Sushi Department and Food & Beverage Department of the Company	
		June 2019	Director of the Company (current position)	
		Apr. 2020	Acting General Manager of Sales & Marketing Headquarters of the Company	
		Apr. 2021	Deputy General Manager, Sales & Marketing Headquarters of the Company (current position)	
		Apr. 2022	General Manager, Sales Management Department of the Company (current position)	
[Reason for election] The Company nominated Masatoshi Yamaguchi as a candidate for Director because he has abundant knowledge and experience mainly in the sales division, and has demonstrated leadership in strengthening store operations and human resource development, etc., and his experience and abilities will be reflected in the management of the Company.				
6	Takashi Ogonuki (March 22, 1962)	Apr. 1984	Joined The Maruetsu, Inc.	3,000 shares
		May 2005	Joined the Company	
		June 2011	General Manager, Corporate Planning Office of the Company	
		Apr. 2013	General Manager, Office of the President of the Company	
		Apr. 2014	General Manager, Corporate Planning Office of the Company	
		Apr. 2017	Executive Officer (current position) and General Manager of Administration Department of the Company	
		Apr. 2021	General Manager, Administration Division (current position), Personnel Department (current position), General Affair Department (current position) and Finance & Accounting Department (current position) of the Company	
		June 2021	Director of the Company (current position)	
[Reason for election] The Company nominated Takashi Ogonuki as a candidate for Director because he has abundant knowledge and experience mainly in the administration division, and has demonstrated the high ability to enhance the management system and reform the personnel system, and his experience and abilities will be reflected in the management of the Company.				

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	Tetsuya Iwasaki (February 20, 1966)	<p>Apr. 1990      Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1994      Registered as a Certified Public Accountant</p> <p>Feb. 1997      Joined N.E.D. Corporation</p> <p>Feb. 1997      Opened Tetsuya Iwasaki Certified Public Accountant Office</p> <p>May 2002      Registered as Certified Public Tax Accountant</p> <p>Aug. 2004      Opened Citia Certified Public Accountant Firm (current position)</p> <p>Jan. 2006      Supervisory Director of BLife Investment Corporation (currently Daiwa House REIT Investment Corporation)</p> <p>June 2012      Advisor of the Company</p> <p>June 2015      Outside Director of the Company (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Tetsuya Iwasaki as a candidate for outside Director because we hope that he provides supervision and advice to ensure the validity and appropriateness of the Board of Directors' decision-making from a professional point of view as a Certified Public Accountant. In addition, if he is elected, he will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as the chairperson of the Nominating and Remuneration Committee from an objective and neutral standpoint. Although he has no experience of being involved in the management of a company in the past other than as an outside director, for the reasons stated above, the Company believes that he can appropriately perform his duties as an outside Director.</p>			
8	Yoshinori Fujiki (June 6, 1955)	<p>Oct. 1979      Joined Fujiki Shokuhin Co., Ltd.</p> <p>May 1984      Director of Fujiki Shokuhin Co., Ltd.</p> <p>May 1995      Director and Vice President of Fujiki Shokuhin Co., Ltd.</p> <p>May 2000      Representative Director and President of Fujiki Shokuhin Co., Ltd.</p> <p>Feb. 2005      Managing Director of Green Foods Company, Limited</p> <p>May 2006      Managing Director of Japan Ready-made Meal Association</p> <p>May 2009      Senior Managing Director of Japan Ready-made Meal Association</p> <p>Jan. 2019      Senior Managing Director of The Organization for Technical Skill Assessment of Foreign Workers in Food Industry</p> <p>June 2020      Outside Director of the Company (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Yoshinori Fujiki as a candidate for outside Director because we hope that he provides supervision and advice to ensure the validity and appropriateness of the Board of Directors' decision-making utilizing his expertise mainly in food products and experience as a manager. In addition, if he is elected, he will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as a Nominating and Remuneration Committee member from an objective and neutral standpoint.</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	Erina Shindo (January 10, 1963)	<p>Oct. 2000 Registered as an attorney at law with the Dai-ichi Tokyo Bar Association</p> <p>Oct. 2000 Joined Idesawa &amp; Partners</p> <p>July 2011 Partner of Rokubancho Sogo Law Office (currently Kudanzaka Sogo Law Office) (current position)</p> <p>May 2013 Outside Audit &amp; Supervisory Board Member of Nipponhyojun Co., Ltd. (current position)</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>Sept. 2020 Director of Nichibenren Traffic Accident Consultation Center (current position)</p> <p>Apr. 2022 Executive Director of Nichibenren Traffic Accident Consultation Center (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Erina Shindo as a candidate for outside Director because we hope that she provides supervision and advice to ensure the validity and appropriateness of the Board of Directors' decision-making from an objective standpoint as a lawyer and a woman's perspective. In addition, if she is elected, she will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as a Nominating and Remuneration Committee member from an objective and neutral standpoint. Although she has no experience of being involved in the management of a company in the past other than as an outside director, for the reasons stated above, the Company believes that she can appropriately perform her duties as an outside Director.</p>			
*10	Motoyasu Hasebe (May 8, 1964)	<p>Apr. 1988 Joined Mitsui &amp; Co., Ltd.</p> <p>Sept. 2005 General Manager, Marine Product Office, Grocery MD Department, Food Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Apr. 2009 President of Mitsui &amp; Co. HRD Institute</p> <p>May 2014 Director &amp; Senior Managing Officer of Toho Bussan Kaisha, Ltd.</p> <p>Sept. 2015 Director and Executive Vice President of Starzen International Co., Ltd.</p> <p>Apr. 2016 Representative Director and President of Starzen International Co., Ltd.</p> <p>Apr. 2018 Assistant to Operating Officer, Retail Business Unit of MITSUI &amp; CO., LTD.</p> <p>June 2018 Director of Starzen Co., Ltd. (current position)</p> <p>Apr. 2019 General Manager, Manufacturing Division of Starzen Co., Ltd.</p> <p>Apr. 2020 General Manager, McDonald's Division of Starzen Co., Ltd.</p> <p>Apr. 2022 Supervisor, McDonald's Division of Starzen Co., Ltd. (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Motoyasu Hasebe as a candidate for outside Director because we hope that he provides appropriate advice and supervision to the Company's management utilizing his expertise mainly in the meat distribution industry and the fast-food business, and abundant experience as a manager. In addition, if he is elected, he will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as a Nominating and Remuneration Committee member from an objective and neutral standpoint.</p>			

- Notes:
1. New candidates for Director are indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates and the Company.
  3. Tetsuya Iwasaki, Yoshinori Fujiki, Erina Shindo and Motoyasu Hasebe are candidates for outside Director.
  4. The Company has notified Tetsuya Iwasaki, Yoshinori Fujiki and Erina Shindo as independent directors as defined by the provisions of the Tokyo Stock Exchange, and will continue to appoint them as independent directors if their reappointment is approved. In addition, Motoyasu Hasebe meets the requirements for an independent director as defined by the Tokyo Stock Exchange, and if his appointment is approved, the Company will register him as an independent director with the Exchange.

5. Tetsuya Iwasaki, Yoshinori Fujiki and Erina Shindo are currently outside Directors of the Company, and their terms of office as outside Director will be 7 years for Tetsuya Iwasaki, 2 years for Yoshinori Fujiki and 2 years for Erina Shindo at the conclusion of this meeting.
6. The Company has entered into agreements with Tetsuya Iwasaki, Yoshinori Fujiki and Erina Shindo, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to limit their liability for damages as provided in Article 423, paragraph (1) of the same act. The maximum amount of liability for damages under the said agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, and the Company plans to continue the said agreements with them if their reappointment is approved. If the election of Motoyasu Hasebe is approved, the Company plans to enter into the same limited liability agreement with him.
7. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The said insurance covers legal damages that may result from liability of the insured including Directors of the Company (excluding the case that the Company compensates for the damages of the insured). If the candidates are elected and assume the office of Directors, each of them will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents at the next renewal.
8. Erina Shindo's name in her family register is Erina Ueno.