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Securities Code: 7508

June 10, 2022

To Our Shareholders:

Tatsumi Kaneda
Representative Director, Chairman, President and CEO
G-7 HOLDINGS Inc.
1-3, Yasakadai 2-chome, Suma-ku, Kobe City, Hyogo, Japan

Notice of Convocation of the 47th Annual Shareholders Meeting

G-7 HOLDINGS Inc. (the “Company”) would like to express its sincere gratitude to its shareholders for their continued support.

You are cordially notified of the 47th Annual Shareholders Meeting of the Company, which will be held as indicated below.

To prevent the spread of infection of the novel coronavirus (COVID-19), we ask that you avoid attending the meeting in person if possible, and exercise your voting rights beforehand in writing or by using the Internet, etc. If you do not attend the meeting in person, please exercise your voting rights by 6:00 p.m. on Tuesday, June 28, 2022 (JST).

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. (JST)
- 2. Venue:** **Shoun, 4th Floor, Kobe Seishin Oriental Hotel**
6-3, Kojidai 5-chome, Nishi-ku, Kobe City, Hyogo, Japan

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 47th Fiscal Year (from April 1, 2021 to March 31, 2022)
2. Audit Reports of the Financial Auditor and the Board of Company Auditors on the Consolidated Financial Statements for the 47th Fiscal Year

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Partial Amendment to the Articles of Incorporation |
| Proposal No. 2 | Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 3 | Election of Three (3) Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 4 | Election of Two (2) Substitute Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 5 | Determination of the Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 6 | Determination of the Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 7 | Payment of Retirement Benefits to the Late Mr. Mamoru Kinoshita |

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception desk.
- If any corrections in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements or Reference Documents for the Shareholders Meeting are determined to be necessary, such corrections will be posted on the Company’s website (<https://www.g-7holdings.co.jp>).

Reference Documents for the Shareholders Meeting

Proposal No. 1 Partial Amendment to the Articles of Incorporation

1. Reasons for the Amendments

- (1) The Company proposes transitioning from a Company with a Board of Company Auditors to a Company with an Audit and Supervisory Committee in order to strengthen the supervisory function of the Board of Directors and to further enhance management transparency and to enable swifter decision-making by strengthening corporate governance. In conjunction with this transition, the Company will make necessary changes to the Articles of Incorporation, which include establishing new provisions on the Audit and Supervisory Committee and the Audit and Supervisory Committee Members, as well as deleting the provisions on the Board of Company Auditors and the Company Auditors, and establishing supplementary provisions as transitional measures in connection with the deletion of the provisions on the exemption of Company Auditors from liability.
- (2) 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 will newly establish a provision stipulating that the Company shall take measures for providing information that constitutes the content of reference documents for the Shareholders Meeting, etc. in electronic format, and another 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 such documents. In addition, the Company will delete the provision on the Disclosure via Internet and Deemed Provision of Reference Documents for the Shareholders Meetings, etc., and establish supplementary provisions regarding the effective date, etc.
- (3) In line with the above amendments, the Company shall make changes including revising the article numbers, adding and deleting article text, and revising phrases and words, and other necessary changes including lexical corrections.

2. Details of the Amendments

The details of the amendments are as follows.

This proposal shall become effective at the conclusion of this Shareholders Meeting.

(Proposed amendments are underlined.)

Current Articles of Incorporation	Proposed amendments
Chapter I: General Provisions Article 1. – Article 4. (Article text omitted)	Chapter I: General Provisions Article 1. – Article 4. (Unchanged)
Chapter II: Shares Article 5. – Article 11. (Article text omitted)	Chapter II: Shares Article 5. – Article 11. (Unchanged)
Chapter III: Shareholders Meetings Article 12. (Article text omitted) (Convener and Chairperson)	Chapter III: Shareholders Meeting Article 12. (Unchanged) (Convener and Chairperson)
Article 13. 1. (Article text omitted) 2. (Article text omitted)	Article 13. 1. (Unchanged) 2. (Unchanged)
3. In cases where there are multiple Representative Directors, <u>another</u> Representative Director who is designated in accordance with an order of priority determined in advance by resolution of the Board of Directors shall chair the meeting.	3. In cases where there are multiple Representative Directors, <u>the</u> Representative Director who is designated in accordance with an order of priority determined in advance by resolution of the Board of Directors shall chair the meeting.

Current Articles of Incorporation	Proposed amendments
<p><u>(Disclosure via Internet and Deemed Provision of Reference Documents for the Shareholders Meetings, etc.)</u> <u>Article 14.</u> <u>Upon calling a shareholders meeting, the Company may deem that the information in relation to items to be specified or indicated in the reference documents for the shareholders meeting, such as business reports, non-consolidated financial statements and consolidated financial statements have been provided to the shareholders by means of Internet-used disclosure pursuant to the provisions in the Ministry of Justice Order.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14.</u> <u>1. Upon calling a shareholders meeting, the Company shall take measures for providing information that constitutes the content of reference documents for the shareholders meeting, 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></p>
<p>Article 15. – Article 16. (Article text omitted) Chapter IV: Directors and Board of Directors</p> <p>Article 17. (Article text omitted) (Number of Directors)</p> <p>Article 18. The Company shall have no more than ten (10) Directors.</p> <p style="text-align: center;">(Newly established)</p>	<p>Article 15. – Article 16. (Unchanged) Chapter IV: Directors and Board of Directors</p> <p>Article 17. (Unchanged) (Number of Directors)</p> <p>Article 18. <u>1. The Company shall have no more than ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members).</u> <u>2. The Company shall have no more than five (5) Directors who are Audit and Supervisory Committee Members.</u></p>
<p>(Election of Directors) Article 19. (Newly established)</p> <p><u>1. Directors of the Company shall be elected by a resolution of the shareholders meeting. The resolution shall be made by a majority of the voting rights of the shareholders attending the meeting where the shareholders holding at least one-third (1/3) of the voting rights of the shareholders who are entitled to exercise their voting rights are in attendance.</u></p> <p><u>2. (Article text omitted)</u></p>	<p>(Election of Directors) Article 19. <u>1. The Directors of the Company shall be elected by a resolution made at a shareholders meeting, distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u> <u>2. Resolutions on the election of Directors of the Company shall be made by a majority of the voting rights of the shareholders attending the meeting where the shareholders holding at least one-third (1/3) of the voting rights of the shareholders who are entitled to exercise their voting rights are in attendance.</u></p> <p><u>3. (Unchanged)</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Term of Office of Directors) Article 20. The term of office of a Director of the Company shall expire at the conclusion of the annual shareholders meeting for the last fiscal year terminating within one (1) year after the election of the Director.</p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p>	<p>(Term of Office of Directors) Article 20.</p> <ol style="list-style-type: none"> 1. The term of office of a Director <u>(excluding Director who is an Audit and Supervisory Committee Member)</u> of the Company shall expire at the conclusion of the annual shareholders meeting for the last fiscal year terminating within one (1) year after the election of the Director. 2. <u>The term of office of a Director who is an Audit and Supervisory Committee Member of the Company shall expire at the conclusion of the annual shareholders meeting for the last fiscal year terminating within two (2) years after the election of the Director who is an Audit and Supervisory Committee Member.</u> 3. <u>The term of office of a Director who is an Audit and Supervisory Committee Member elected as the substitute for a Director who is an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Director who is an Audit and Supervisory Committee Member who retired from office is to expire.</u>
<p>(Calling of Meetings of the Board of Directors) Article 21. A notice for the calling of a meeting of the Board of Directors shall be sent to each Director <u>and Company Auditor</u> at least three (3) days before the date of the meeting. However, this period may be reduced in case of urgent needs.</p>	<p>(Calling of Meetings of the Board of Directors) Article 21. A notice for the calling of a meeting of the Board of Directors shall be sent to each Director at least three (3) days before the date of the meeting. However, this period may be reduced in case of urgent needs.</p>
<p>(Convener and Chairperson of Meetings of the Board of Directors) Article 22.</p> <ol style="list-style-type: none"> 1. (Article text omitted) 2. (Article text omitted) 3. In cases where there are multiple Representative Directors, <u>another</u> Representative Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting. 	<p>(Convener and Chairperson of Meetings of the Board of Directors) Article 22.</p> <ol style="list-style-type: none"> 1. (Unchanged) 2. (Unchanged) 3. In cases where there are multiple Representative Directors, <u>the</u> Representative Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting.
<p>(Representative Director and Directors With Special Titles) Article 23.</p> <ol style="list-style-type: none"> 1. The Representative Director of the Company shall be appointed by a resolution of the Board of Directors. 2. The Board of Directors may appoint, by its resolution, one (1) Director and President from among the Directors, and as necessary, appoint one (1) Director and Chairperson Emeritus, one (1) Director and Chairperson, and one (1) or a small number of Director and Executive Vice Presidents, Senior Managing Directors, and Managing Directors. 	<p>(Representative Director and Directors With Special Titles) Article 23.</p> <ol style="list-style-type: none"> 1. The Representative Director of the Company shall be appointed <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by a resolution of the Board of Directors. 2. The Board of Directors may appoint, by its resolution, one (1) Director and President from among the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u>, and as necessary, appoint one (1) Director and Chairperson Emeritus, one (1) Director and Chairperson, and one (1) or a small number of Director and Executive Vice Presidents, Senior Managing Directors, and Managing Directors.

Current Articles of Incorporation	Proposed amendments
<p>(Omission of Resolutions of the Board of Directors) Article 24. If all Directors of the Company consent to a matter to be resolved by the Board of Directors in writing or by electromagnetic record, the Company shall deem that the Board of Directors has adopted a resolution approving such matter. <u>Provided, however, that this shall not apply if any Company Auditor has lodged an objection to the said resolution matter.</u> (Newly established)</p> <p>Article 25. (Article text omitted) Chapter V: <u>Company Auditors and the Board of Company Auditors (Establishment of Company Auditors and Board of Company Auditors)</u> Article 26. <u>The Company shall have Company Auditors and the Board of Company Auditors.</u> (Number of Company Auditors) Article 27. <u>The Company shall have no more than four (4) Company Auditors.</u> (Election of Company Auditors) Article 28. <u>Company Auditors of the Company shall be elected by a resolution of the shareholders meeting. The resolution shall be made by a majority of the voting rights of the shareholders attending the meeting where the shareholders holding at least one-third (1/3) of the voting rights of the shareholders who are entitled to exercise their voting rights are in attendance.</u> (Term of Office of Company Auditors) Article 29. 1. <u>The term of office of a Company Auditor of the Company shall expire at the conclusion of the annual shareholders meeting for the last fiscal year terminating within four (4) years after the election of the Company Auditor.</u> 2. <u>The term of office of a Company Auditor elected as the substitute for a Company Auditor who retired from office before the expiration of the term of office shall continue until the time the term of office of the Company Auditor who retired from office is to expire.</u></p>	<p>(Omission of Resolutions of the Board of Directors) Article 24. If all Directors of the Company consent to a matter to be resolved by the Board of Directors in writing or by electromagnetic record, the Company shall deem that the Board of Directors has adopted a resolution approving such matter.</p> <p><u>(Delegation of Decisions of Important Operations Execution to Directors)</u> Article 25. <u>Pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions of the execution of important operations (excluding matters set forth in each item of paragraph 5 of the same Article) to a Director.</u></p> <p>Article 26. (Unchanged) (Deleted) (Deleted) (Deleted) (Deleted) (Deleted)</p>

Current Articles of Incorporation	Proposed amendments
<u>(Calling of Meetings of the Board of Company Auditors)</u>	(Deleted)
<u>Article 30.</u> <u>Notice of convocation of a meeting of the Board of Company Auditors shall be sent to each Company Auditor at least three (3) days before the date of the meeting. However, this period may be reduced in case of urgent needs.</u>	
<u>(Exemption of Company Auditors from Liability)</u>	(Deleted)
<u>Article 31.</u> <u>1. The Company may, by resolution of the Board of Directors, exempt its Company Auditors (including those who served as Company Auditors in the past) from the liability for damages provided for in Article 423, paragraph 1 of the Companies Act if the requirements stipulated therein are satisfied, provided that the limit of such exemption shall be the amount of liability for damages remaining after deducting the minimum amount of liability prescribed by laws and regulations.</u> <u>2. The Company may enter into agreements with its outside Company Auditors for the limitation of their liability for damages provided for in Article 423, paragraph 1 of the Companies Act if the requirements stipulated therein are satisfied. Provided, however, that the maximum amount of the liability in accordance with the said agreement shall be the amount provided for by laws and regulations.</u>	
(Newly established)	
(Newly established)	<u>Chapter V:</u> <u>Audit and Supervisory Committee</u> <u>(Establishment of Audit and Supervisory Committee)</u>
(Newly established)	<u>Article 27.</u>
	<u>The Company shall have the Audit and Supervisory Committee.</u>
(Newly established)	<u>(Calling of Meetings of the Audit and Supervisory Committee)</u>
	<u>Article 28.</u>
	<u>Notice of calling of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member at least three (3) days before the date of the meeting. However, this period may be reduced in case of urgent needs.</u>
Chapter VI:	Chapter VI:
Financial Auditor	Financial Auditor
Article 32. – Article 35. (Article text omitted)	Article 29. – Article 32. (Unchanged)
Chapter VII:	Chapter VII:
Accounts	Accounts
Article 36. – Article 39. (Article text omitted)	Article 33. – Article 36. (Unchanged)
(Newly established)	<u>Supplementary Provisions</u>
(Newly established)	<u>(Transitional Measures for Exemption of Company Auditors from Liability)</u>
	<u>Article 1.</u>
	<u>1. The Company may, by resolution of the Board of Directors, exempt its Company Auditors (including those who served as Company Auditors in the past) from liability for damages provided for in Article 423, paragraph 1 of the Companies Act to the extent permitted by laws and regulations regarding acts performed before the conclusion of the 47th Annual Shareholders Meeting.</u>

Current Articles of Incorporation	Proposed amendments
<p>(Newly established)</p>	<p><u>2. With regard to agreements to limit the liability for damages provided for in Article 423, paragraph 1 of the Companies Act regarding acts performed by outside Company Auditors (including those who served as outside Company Auditors in the past) before the conclusion of the 47th Annual Shareholders Meeting, the provision of the pre-amended Article 31, paragraph 2 of the Articles of Incorporation in accordance with the resolution made at the meeting shall apply.</u></p> <p><u>(Transitional Measures for Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 2.</u></p> <p><u>1. The deletion of Article 14 (Disclosure via Internet and Deemed Provision of Reference Documents for the Shareholders Meetings, etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation 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> <p><u>2. Notwithstanding the provision of the preceding paragraph, the pre-amended Article 14 (Disclosure via Internet and Deemed Provision of Reference Documents for the Shareholders Meetings, etc.) of the Articles of Incorporation shall remain effective regarding any shareholders meeting held on a date within six (6) months from the Date of Enforcement.</u></p> <p><u>3. This Article shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the shareholders meeting in the preceding paragraph, whichever is later.</u></p>

Proposal No. 2 Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee, and the terms of office of all eight (8) Directors will expire when the amendment to the Articles of Incorporation takes effect. Therefore, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal).

This proposal can only take effect when the amendment to the Articles of Incorporation under Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Tatsumi Kaneda	Representative Director, Chairman, President and CEO	<input type="checkbox"/> Reelection
2	Yasumasa Kishimoto	Managing Director and General Manager of Business Management Division	<input type="checkbox"/> Reelection
3	Yukitoshi Matsuda	Director and General Manager of General Affairs Department	<input type="checkbox"/> Reelection
4	Daisaku Seki	Director	<input type="checkbox"/> Reelection
5	Isao Tamaki	Director	<input type="checkbox"/> Reelection
6	Mitsuru Sakamoto	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
7	Yukihiro Shida	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
8	Yugo Ito	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent

Reelection Candidate for Director to be reelected

Outside Candidate for outside Director

Independent Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Tatsumi Kaneda (November 14, 1950)</p> <p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Number of years in office 18 years</p> <p style="text-align: center;">Attendance at meetings of Board of Directors 18/18</p>	<p>Apr. 1993 Joined the Company</p> <p>June 2000 Director of the Company</p> <p>Sept. 2000 Representative Director and President of KINOSHITA AUTO CO., LTD.</p> <p>Apr. 2005 Executive Officer and President of Kanto Company of the Company</p> <p>June 2005 Representative Director and President of the Company</p> <p>Jan. 2006 Representative Director and President of Auto Seven Split Preparation Co., Ltd. (currently G-7 AUTO SERVICE CO., LTD.)</p> <p>Apr. 2013 Representative Director and Chairman of G-7 AUTO SERVICE CO., LTD</p> <p>Aug. 2015 Representative Director and President of G-7 DEVELOPMENT CO., LTD. (currently G7 RETAIL JAPAN CO., LTD.)</p> <p>Apr. 2017 Representative Director and Chairman of G-7 RETAIL JAPAN CO., LTD. (currently G7 RETAIL JAPAN CO., LTD.) (retired in March 2018)</p> <p>Apr. 2018 Director and Chairman of G-7 AUTO SERVICE CO., LTD. (retired in March 2019) Representative Director and Chairman of G7 AGRI JAPAN CO., LTD. (retired in March 2019)</p> <p>June 2019 Representative Director, Chairman and CEO of the Company</p> <p>May 2022 Representative Director, Chairman, President and CEO of the Company (current position)</p> <hr/> <p>Significant concurrent positions outside the Company</p> <p style="text-align: center;">-</p>	24,800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Tatsumi Kaneda has extensive experience and a track record in leading the management of the Group, serving as Representative Director of the Company since June 2005 and also as Representative Director of the Company's subsidiaries. Accordingly, the Company nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
2	<p>Yasumasa Kishimoto (September 8, 1960)</p> <p><u>Reelection</u></p> <p>Number of years in office 15 years</p> <p>Attendance at meetings of Board of Directors 17/18</p>	Apr. 1983	Joined the Company	8,800 shares
		July 2003	Deputy General Manager of Accounting Department of the Company	
		Apr. 2005	General Manager of Accounting Department of the Company	
		July 2006	Executive Officer and General Manager of Accounting Department of the Company	
		June 2007	Director and General Manager of Finance Department of the Company	
		June 2021	Managing Director and General Manager of Finance Department of the Company	
		Apr. 2022	Managing Director and General Manager of Business Management Division of the Company (current position)	
		Significant concurrent positions outside the Company		
		-		
<p>Reasons for nomination as candidate for Director</p> <p>Yasumasa Kishimoto has extensive business experience and knowledge of finance and accounting, serving as the person in charge of the Finance Division of the Company for many years and assuming the position of General Manager of the Business Management Division since April 2022. Accordingly, the Company nominated him again as a candidate for Director.</p>				
3	<p>Yukitoshi Matsuda (January 30, 1951)</p> <p><u>Reelection</u></p> <p>Number of years in office 17 years</p> <p>Attendance at meetings of Board of Directors 17/18</p>	Oct. 1998	Joined the Company	9,200 shares
		Apr. 2004	General Manager of General Affairs Department, General Management Division of the Company	
		July 2004	General Manager of Administrative Division and General Manager of General Affairs Department of the Company	
		June 2005	Director, General Manager of Administrative Division and General Manager of General Affairs Department of the Company	
		June 2007	Director and General Manager of Administrative Department of the Company	
		June 2008	Director and General Manager of General Affairs Department of the Company (current position)	
		Significant concurrent positions outside the Company		
		-		
<p>Reasons for nomination as candidate for Director</p> <p>Yukitoshi Matsuda has extensive business experience and knowledge of legal affairs and governance, serving as the person in charge of the General Affairs Division of the Company for many years and contributing to ensuring compliance within the Company. Accordingly, the Company nominated him again as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
4	<p>Daisaku Seki (June 25, 1971)</p> <p><u>Reelection</u></p> <p>Number of years in office 4 years</p> <p>Attendance at meetings of Board of Directors 18/18</p>	<p>Nov. 2003 Joined SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)</p> <p>June 2005 Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)</p> <p>July 2009 Managing Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)</p> <p>Apr. 2011 Senior Managing Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)</p> <p>Apr. 2016 Director and Executive Vice-President of G-7 SUPER MART CO., LTD.</p> <p>Apr. 2017 Director and President of G-7 SUPER MART CO., LTD.</p> <p>Apr. 2018 Representative Director and President of G-7 SUPER MART CO., LTD. (current position)</p> <p>June 2018 Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company Representative Director and President of G-7 SUPER MART CO., LTD.</p>	500 shares
<p>Reasons for nomination as candidate for Director Daisaku Seki has extensive business experience and knowledge of sales and marketing, serving as Representative Director and President of the Company's subsidiary that operates the Gyomu Super Business. Accordingly, the Company nominated him again as a candidate for Director.</p>			
5	<p>Isao Tamaki (May 18, 1963)</p> <p><u>Reelection</u></p> <p>Number of years in office 3 years</p> <p>Attendance at meetings of Board of Directors 18/18</p>	<p>July 1999 Joined TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)</p> <p>Feb. 2004 Executive Officer and General Manager of Meat the Meat West Japan Business Department of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)</p> <p>Feb. 2010 Director of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)</p> <p>Apr. 2013 Director and Executive Vice-President of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)</p> <p>May 2015 Representative Director and President of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.) (current position)</p> <p>June 2019 Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company Representative Director and President of G-7 MEAT TERABAYASHI CO., LTD.</p>	—
<p>Reasons for nomination as candidate for Director Isao Tamaki has extensive business experience and knowledge of sales and marketing, serving as Representative Director and President of the Company's subsidiary that operates the Retailing and Meat Processing Business. Accordingly, the Company nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
6	Mitsuru Sakamoto (March 13, 1951) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Number of years in office 9 years Attendance at meetings of Board of Directors 18/18	Apr. 1973 Joined Onitsuka Co., Ltd. (currently ASICS Corporation) Apr. 1977 Joined Link Consulting Associates-Japan Corporation May 1986 Director of Link Consulting Associates-Japan Corporation May 1990 Managing Director of Link Consulting Associates-Japan Corporation (retired in July 2001) May 2001 Established Management F Co., Ltd. Representative Director and President of Link Consulting Associates-Japan Corporation (current position) June 2013 Outside Director of the Company (current position)	-
		Significant concurrent positions outside the Company Representative Director and President of Management F Co., Ltd.	
Reasons for nomination as candidate for outside Director and outline of expected role Mitsuru Sakamoto is expected to provide beneficial advice, etc., for the Company's management based on his practical experience as a management consultant in various industries. Accordingly, the Company nominated him again as a candidate for outside Director.			
7	Yukihiro Shida (May 5, 1965) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Number of years in office 7 years Attendance at meetings of Board of Directors 18/18	Apr. 1989 Joined Yamaichi Securities Co., Ltd. Apr. 1998 Joined Merrill Lynch Japan Securities Co., Ltd. Mar. 2005 Director of SG Private Banking (Japan), Ltd. Mar. 2006 Senior Vice President of Societe Generale Bank & Trust, Singapore Oct. 2011 Representative Director and President of Analog Pte. Ltd. (current position) Feb. 2012 Senior Vice President of CBP Quilvest Wealth Advisory Ltd. (currently Providentia Wealth Advisory Ltd.) June 2013 Outside Director of Xyec Holdings Co., Ltd. June 2015 Outside Director of the Company (current position) Aug. 2021 Executive Director of Providentia Wealth Advisory Ltd. (current position)	-
		Significant concurrent positions outside the Company Representative Director and President of Analog Pte. Ltd. Executive Director of Providentia Wealth Advisory Ltd.	
Reasons for nomination as candidate for outside Director and outline of expected role Yukihiro Shida is expected to provide beneficial advice, etc., for the Company's management based on his in-depth insights as a corporate manager overseas and his extensive practical experience. Accordingly, the Company nominated him again as a candidate for outside Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
8	<p>Yugo Ito (June 5, 1960)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years in office 2 years</p> <p>Attendance at meetings of Board of Directors 18/18</p>	<p>Apr. 1984 Joined SANKYO SEIKO CO., LTD.</p> <p>Nov. 1985 Posted to Hong Kong Branch of SANKYO SEIKO CO., LTD.</p> <p>June 1993 Seconded to Sankyo Seiko Europe (France) S.A.</p> <p>Aug. 1995 Joined Dentsu West Japan Inc.</p> <p>Apr. 2005 Head of Kobe branch office of Dentsu West Japan Inc.</p> <p>Apr. 2009 Deputy Head of Hiroshima branch office (head of branch office) of Dentsu West Japan Inc.</p> <p>Apr. 2012 General Manager of Sales Management Office, Osaka Headquarters of Dentsu West Japan Inc.</p> <p>Mar. 2016 General Manager of Himeji Office of Dentsu West Japan Inc.</p> <p>Jan. 2019 Executive Project Manager of Kobe branch office of Dentsu West Japan Inc.</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company —</p>	400 shares
<p>Reasons for nomination as candidate for outside Director and outline of expected role</p> <p>Although Yugo Ito has never been directly involved in the management of a company in the past except as an outside officer, he is expected to provide beneficial advice, etc., for the Company's management based on his insight gained from his experience working overseas, and his practical experience of serving in important positions at other company over a long time. Accordingly, the Company nominated him again as a candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Mitsuru Sakamoto, Yukihiro Shida and Yugo Ito are candidates for outside Director. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mitsuru Sakamoto, Yukihiro Shida and Yugo Ito have been designated as independent officers.
 3. The number of years in office shown refers to the terms of office as of the conclusion of this Shareholders Meeting.
 4. The Company entered into limited liability agreements with Mitsuru Sakamoto, Yukihiro Shida and Yugo Ito. If their election is approved, the Company plans to renew the limited liability agreements with them, in accordance with the provisions of the Company's Articles of Incorporation. The summary of the details of such agreement is as described on page 38 of the Business Report (in Japanese only).
 5. The Company entered into a directors and officers liability insurance policy with an insurance company. The policy covers the insureds for their liability for damages due to damage compensation and lawsuit expenses. If this proposal is approved as originally proposed, and each candidate is reelected, the candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. The summary of the details of such policy is as described on page 37 of the Business Report (in Japanese only).

Proposal No. 3 Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Board of Company Auditors has been obtained for the submission of this proposal. This proposal can only take effect when the amendment to the Articles of Incorporation under Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position in the Company	
1	Taizo Yoshida	Full-time Company Auditor	New election
2	Teiji Joko	Outside Company Auditor	New election Outside Independent
3	Hiroki Nishii	Outside Company Auditor	New election Outside Independent

New election Candidate for Director to be newly elected

Outside Candidate for outside Director

Independent Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary and position in the Company		Number of the Company's shares owned
1	<p>Taizo Yoshida (December 23, 1954)</p> <p><u>New election</u></p> <p>Number of years in office -</p> <p>Attendance at meetings of Board of Directors 18/18</p> <p>Attendance at meetings of Board of Company Auditors 12/12</p>	<p>Aug. 1988</p> <p>Apr. 2008</p> <p>May 2011</p> <p>Jan. 2017</p> <p>June 2017</p>	<p>Joined The New Business Forum (currently The Kansai New Business Conference)</p> <p>Chief of Secretariat of The Kansai New Business Kyogi-Kai (currently The Kansai New Business Conference)</p> <p>Director and Chief of Secretariat of The Kansai New Business Kyogi-Kai (currently The Kansai New Business Conference)</p> <p>Joined the Company</p> <p>Full-time Company Auditor (current position)</p> <p>Significant concurrent positions outside the Company -</p>	-
	<p>Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member Taizo Yoshida has actively provided advice and supervision based on his knowledge of corporate governance as Company Auditor of the Company, and the Company believes that he will exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member. Accordingly, the Company nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			
2	<p>Teiji Joko (August 19, 1965)</p> <p><u>New election</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>Number of years in office -</p> <p>Attendance at meetings of Board of Directors 18/18</p> <p>Attendance at meetings of Board of Company Auditors 12/12</p>	<p>Apr. 1993</p> <p>June 2001</p> <p>Apr. 2017</p>	<p>Registered as an attorney at law, a member of Osaka Bar Association (current position)</p> <p>Outside Company Auditor of the Company (current position)</p> <p>Partner of Yodoyabashi & Yamagami Legal Professional Corporation (current position)</p> <p>Significant concurrent positions outside the Company Partner of Yodoyabashi & Yamagami Legal Professional Corporation Outside Company Auditor of Onamba Co., Ltd. Outside Company Auditor of Takamiya Co., Ltd. Outside Director of Himenogumi Co., Ltd.</p>	-
	<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected role Although Teiji Joko has never been directly involved in the management of a company in the past except as an outside officer, he is expected to exercise enhancement in auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member based on his track record as an outside Company Auditor of the Company and from his professional perspective as an attorney. Accordingly, the Company nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
3	Hiroki Nishii (May 19, 1964)	Apr. 1987 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)	-
	<div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>	Sept. 2001 Retired from KPMG AZSA & Co. Sept. 2001 Opened Hiroki Nishii Certified Public Accountant Office Sept. 2004 Senior Partner of Nagisa & co. (current position) Dec. 2004 Senior Partner of Nagisa Sogo Accounting Office (current position) June 2006 Outside Company Auditor of the Company (current position)	
	Number of years in office - Attendance at meetings of Board of Directors 18/18 Attendance at meetings of Board of Company Auditors 12/12	Significant concurrent positions outside the Company Senior Partner of Nagisa & co. Senior Partner of Nagisa Sogo Accounting Office Outside Director (Audit and Supervisory Committee Member) of Sanso Electric Co., Ltd.	
Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected role Although Hiroki Nishii has never been directly involved in the management of a company in the past except as an outside officer, he is expected to exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member based on his track record as an outside Company Auditor of the Company and from his professional perspective as a Certified Public Accountant. Accordingly, the Company nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member.			

- Notes:
1. There is no special interest between any of the candidates for Director who is an Audit and Supervisory Committee Member and the Company.
 2. Teiji Joko and Hiroki Nishii are candidates for outside Director who is an Audit and Supervisory Committee Member. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Teiji Joko and Hiroki Nishii have been designated as independent officers. If their election is approved, the Company plans to submit notification to Tokyo Stock Exchange, Inc. that they continue to be designated as independent officers.
 3. The Company entered into limited liability agreements with Teiji Joko and Hiroki Nishii. If their election is approved, the Company plans to enter into limited liability agreements with them, in accordance with the provisions of the Company's Articles of Incorporation. The summary of the details of such agreement is as described on page 38 of the Business Report (in Japanese only).
 4. The Company entered into a directors and officers liability insurance policy with an insurance company. The policy covers the insureds for their liability for damages due to damage compensation and lawsuit expenses. If this proposal is approved as originally proposed, and each candidate assumes the office of Director who is an Audit and Supervisory Committee Member, the candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. The summary of the details of such policy is as described on page 37 of the Business Report (in Japanese only).

[Reference] Skills Matrix of the Board of Directors After the Shareholders Meeting (planned)

If all the candidates for Director in this Notice of Convocation are elected as originally proposed, the skills matrix of the Board of Directors will be as follows:

	Name	Corporate Management	Tax and Accounting	Legal and Governance	Human Resources Development	M&A	Sales and Marketing	Global	Sustainability
Director	Tatsumi Kaneda	○			○	○	○	○	○
	Yasumasa Kishimoto	○	○	○	○	○		○	○
	Yukitoshi Matsuda			○	○	○		○	○
	Daisaku Seki	○			○	○	○		○
	Isao Tamaki	○			○	○	○		○
	Mitsuru Sakamoto	○			○	○	○		
	Yukihiro Shida	○				○	○	○	
	Yugo Ito						○	○	
Director/ Audit and Supervisory Committee Member	Taizo Yoshida			○		○			
	Teiji Joko	○	○	○		○			
	Hiroki Nishii	○	○	○		○			

Proposal No. 4 Election of Two (2) Substitute Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes the election of two (2) substitute Directors who are Audit and Supervisory Committee Members to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The Company proposes to elect Yasuhiko Kato as a substitute for Director who is an Audit and Supervisory Committee Member Taizo Yoshida, and Koji Yoneda as a substitute for outside Directors who are Audit and Supervisory Committee Members Teiji Joko and Hiroki Nishii, subject to the approval and adoption of the elections of Taizo Yoshida to Director who is an Audit and Supervisory Committee Member, and Teiji Joko and Hiroki Nishii to outside Directors who are Audit and Supervisory Committee Members, in Proposal No. 3 “Election of Three (3) Directors Who Are Audit and Supervisory Committee Members.”

In addition, the consent of the Board of Company Auditors has been obtained for the submission of this proposal.

This proposal can only take effect when the amendment to the Articles of Incorporation under Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

The candidates for substitute Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary	Number of the Company’s shares owned
1	Yasuhiko Kato (May 26, 1961)	Mar. 1995 Joined AUTO SEVEN CO., LTD. (currently G-7 AUTO SERVICE CO., LTD.)	-
		Nov. 2013 General Manager of Internal Control Office of the Company	
		Apr. 2018 General Manager of Internal Audit Office of the Company (current position)	
		Significant concurrent positions outside the Company -	
Reasons for nomination as candidate for substitute Director who is an Audit and Supervisory Committee Member Yasuhiko Kato has extensive experience and track record of compliance, risk management and internal control, having held key positions at the Company including the General Manager of the Internal Control Office and currently serving as the General Manager of the Internal Audit Office. The Company believes that he will exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member. Accordingly, the Company nominated him as a candidate for substitute Director who is an Audit and Supervisory Committee Member.			
2	Koji Yoneda (February 17, 1957)	Apr. 1990 Registered as an attorney at law, a member of Hyogo Bar Association Joined Motohara & Tanaka Law Office (currently Tamon Law Office) (current position)	-
		Apr. 2006 Vice President of Hyogo Bar Association	
		Apr. 2016 President of Hyogo Bar Association	
		Significant concurrent positions outside the Company -	
Reasons for nomination as candidate for substitute outside Director who is an Audit and Supervisory Committee Member and outline of expected role Although Koji Yoneda has never been directly involved in the management of a company in the past, the Company believes that he will exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member from his professional perspective as an attorney over the years. Accordingly, the Company nominated him as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.			

- Notes:
1. There is no special interest between any of the candidates for substitute Director who is an Audit and Supervisory Committee Member and the Company.
 2. Koji Yoneda is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
 3. If Koji Yoneda assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc. concerning the designation of him as an independent officer as provided for by the aforementioned exchange.

4. If Koji Yoneda assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to enter into a limited liability agreement with him, in accordance with the provisions of the Company's Articles of Incorporation. The summary of the details of such agreement is as described on page 38 of the Business Report (in Japanese only).
5. The Company entered into a directors and officers liability insurance policy with an insurance company. The policy covers the insureds for their liability for damages due to damage compensation and lawsuit expenses. If each candidate assumes the office of Director who is an Audit and Supervisory Committee Member, the candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. The summary of the details of such policy is as described on page 37 of the Business Report (in Japanese only).

Proposal No. 5 Determination of the Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

The remuneration amount for Directors of the Company was approved at the 45th Annual Shareholders Meeting held on June 26, 2020 to be no more than ¥300 million per year (including an amount of no more than ¥30 million per year for outside Directors) to date. However, in line with transition to a Company with an Audit and Supervisory Committee, the Company proposes to abolish the above-mentioned amount and newly set the remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) to be no more than ¥300 million per year (including an amount of no more than ¥30 million per year for outside Directors).

A summary of the details of the Company’s policy for determining the details of remuneration, etc., of individual Directors is described on page 36 of the Business Report (in Japanese only). If this proposal is approved, the Company plans to change the eligible persons from “Directors” to “Directors (excluding Directors who are Audit and Supervisory Committee Members)” at the meeting of the Board of Directors to be held after the conclusion of this Shareholders Meeting. The Company believes that the contents of this proposal are appropriate because they are in line with the above policy and take into consideration matters such as the current amount of remuneration for Directors and the current number of Directors.

This remuneration amount, as in the past, will not include employee salaries of Directors who concurrently serve as employees of the Company.

The number of Directors is currently eight (8) (including three (3) outside Directors). If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 2 “Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” are approved and adopted as originally proposed, the number of Directors under this proposal will be eight (8) (including three (3) outside Directors).

This proposal can only take effect when the amendment to the Articles of Incorporation under Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

Proposal No. 6 Determination of the Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes to set the remuneration amount for Directors who are Audit and Supervisory Committee Members to be no more than ¥35 million per year.

The Company believes that this proposal is appropriate because it takes into consideration matters such as the size of the Company’s business, its executive remuneration system and the level at which it is paid, the current number of Directors (and other officers), and responsibilities of Directors who are Audit and Supervisory Committee Members.

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 3 “Election of Three (3) Directors Who Are Audit and Supervisory Committee Members” are approved and adopted as originally proposed, the number of Directors who are Audit and Supervisory Committee Members under this proposal will be three (3).

This proposal can only take effect when the amendment to the Articles of Incorporation under Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

Proposal No. 7 Payment of Retirement Benefits to the Late Mr. Mamoru Kinoshita

Mr. Mamoru Kinoshita, former Director and Chairman Emeritus who passed away on November 13, 2021, contributed greatly to the expansion of the Group for 45 years as a founder since the foundation of the Company in June 1976.

Accordingly, in order to reward him for his work during his term of office, the Company proposes to pay him retirement benefits within a reasonable amount in accordance with certain standards determined by the Company.

The specific amount, timing and method of payment, etc., are to be left to the discretion of the Board of Directors.

This proposal has been decided in accordance with internal rules set by the Board of Directors, and the Company considers it to be appropriate.

His career summary is as follows:

Name	Career summary	
Mamoru Kinoshita	June 1976	Founded the Company
		Representative Director and President of the Company
	June 2005	Representative Director and Chairman of the Company
	June 2016	Director and Chairman Emeritus of the Company
	Nov. 2021	Retired from the Company upon his passing away