

EAT&HOLDINGS CO., LTD.

Director, President, COO Hiroyasu Nakata

NOTICE OF THE 46th ANNUAL GENERAL MEETING OF SHAREHOLDERS

To all, I would like to express my sincere appreciation for your continued support.

You are hereby notified that the 46th Annual General Meeting of Shareholders of EAT&HOLDINGS Co., Ltd. (“Company”) will be held as follows.

When convening the Annual General Meeting of Shareholders, [the Company] has taken measures for electronic provisions, and, the following website on the Internet has posted the Electronic Provision Measures Matters as the “Notice of the 46th Annual General Meeting of Shareholders”.

The Company’s website: <https://www.eat-and.jp/ir/event/shareholders-meeting.html>

In addition to the above, the [Notice] is also posted on the website on the Internet.

Tokyo Stock Exchange’s website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website above and take a look at the Notice, by entering or searching with the Company’s name or securities code, and selecting “Basic Information” and “Documents for Public Inspection/PR Information” in that order.

We request that you kindly confirm the status of the spread of the coronavirus as of the date of the Annual General Meeting of Shareholders as well as your own physical condition before coming to the venue. In addition, if you are unable to come to the venue, we would greatly appreciate your exercising your voting rights in advance by using the Internet or mailing the enclosed “Voting Rights Exercise Form” by post.

If you wish to exercise your voting rights via the Internet or by mailing the enclosed “Voting Rights Exercise Form”, although it may be bothersome, please review the Reference Documents for Shareholders Meeting posted in the Electronic Provision Measures Matters and exercise your voting rights in accordance with the “Information about Exercising Voting Rights” on page 3.

Date/Time	May 26, 2023 (Friday) 10 a.m. (Reception opens at 9 a.m.)	
Place	Hotel Elseraine Osaka, 5th Floor 1-5-25 Dojima, Kita-ku, Osaka *Please refer to the map for the venue of the Annual General Meeting of Shareholders at the end of this document.	
Agenda Items	Reporting Matters	1. Report on the Business Report and the Consolidated Financial Statements for the 46 th fiscal year (from March 1, 2022 to February 28, 2023) and the results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit Committee 2. Report on the Non-Consolidated Financial Statements for the 46 th fiscal year (from March 1, 2022 to February 28, 2023)
	Voting matters	Proposal 1 Disposition of surplus amounts Proposal 2 Election of six (6) Directors (excluding Directors who are Audit Committee Members)



- Proposal 3 Election of three (3) Directors who are Audit Committee Members
 - Proposal 4 Election of one (1) Director who will be a substitute member of the Audit Committee to fill a vacancy
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- When you attend the meeting on that day, please submit the enclosed “Voting Rights Exercise Form” at the reception.
- If there are any revisions to the Electronic Provision Measures Matters, the revised contents will be posted on each website on which [the Electronic Provision Measures Matters] are posted.

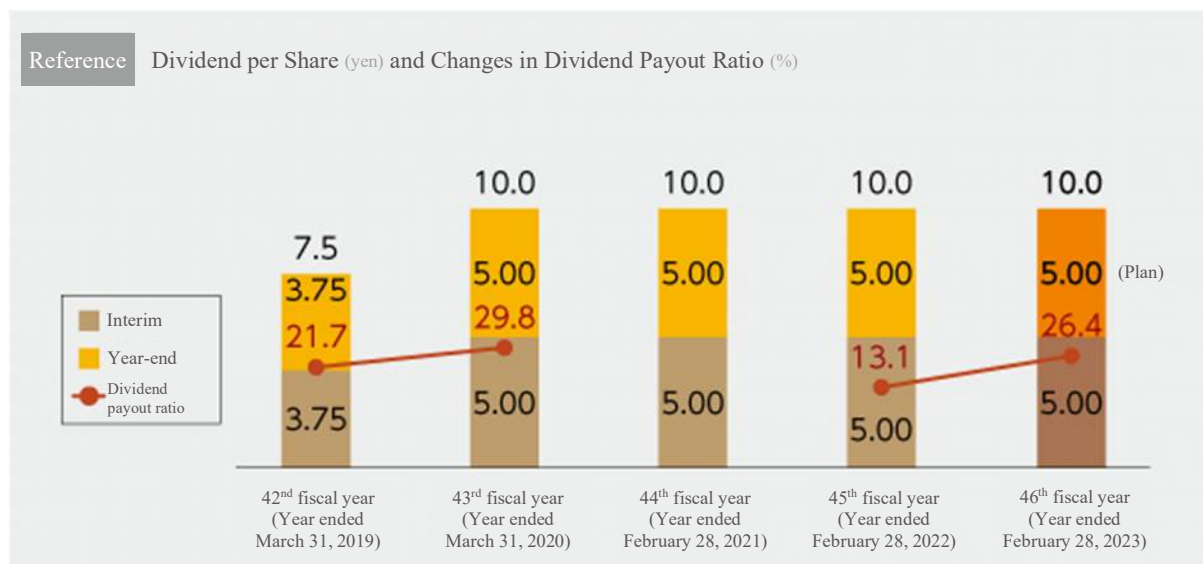
Agenda and Reference Matters

Proposal 1 Disposition of Surplus Amounts

The Company believes that returning earnings to all shareholders is one of the top management priorities, and, while maintaining a stable dividend as a basic policy, we would like to pay a year-end dividend for the 46th fiscal year as indicated below, taking into consideration, among other factors, our ongoing business expansion.

Matters Related to Year-end Dividends

1	Type of dividend property	The dividend property will be allocated in cash.
2	Matters concerning allocation of dividend property and the total amount	The Company would like to pay 5 yen per common share. The total amount for the dividends in this case would be 50,842,735 yen.
3	Effective date of surplus dividend	Proposed date: May 29, 2023



(Note) The dividend payout ratio for the 44th fiscal year is not shown due to the declaration of loss attributable to owners of parent.

Proposal 2

Election of Six (6) Directors (Excluding Directors who are Audit Committee Members)

At the conclusion of the Annual General Meeting of Shareholders, the term of office of all six (6) Directors will expire (excluding Directors who are Audit Committee Members. The same applies below in this proposal.). Accordingly, the Company proposes the election of six (6) Directors.

In electing nominees to become Directors, the Board of Directors made a decision based on the deliberations of the Nomination and Remuneration Committee (a majority of whose members are Outside Directors).

If this proposal is approved as originally drafted, it is expected that three (3) of all the nine (9) Directors (including Directors who are Audit Committee Members) will be independent directors as stipulated by the Tokyo Stock Exchange, and more than one-third of the Company's Directors will consist of independent Directors.

Further, the Audit Committee considered this proposal and had no opinion.

The nominees for Director are as below.

Nominee
No.

1

Naoki Fumino

(Date of birth: Nov. 29, 1959)

Re-election



No. terms of office as
Director

42 years and 7 months

Number of shares held in the
Company

303,455 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Apr. 1980	Joined the Company
Oct. 1980	Appointed as Director
Jul. 1985	Appointed as Representative Director, President
Jun. 2017	Appointed as Representative Director, Chairman
Oct. 2020	Appointed as Chairman and Representative Director, CEO (current)

Reasons for Nomination as Director

As the Company's Chairman and Representative Director, CEO (Chief Executive Officer), Mr. Fumino has a proven track record of propelling the Company forward with his strong leadership and wealth of experience, and is expected to lead the Company's overall management going forward. For these reasons, Mr. Fumino has been found to be qualified to continue as a Director.

Nominee
No.

2

Hiroyasu Nakata

(Date of birth: Apr. 26, 1964)

Re-election



No. terms of office as
Director

18 years and 11 months

Number of shares held in the
Company

147,809 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Aug. 2000	Joined the Company
Jun. 2004	Appointed as Director
Apr. 2012	Appointed as Senior Managing Director
Jun. 2017	Appointed as Representative Director, President
Oct. 2020	Appointed as Director, President, COO Appointed as Representative Director, President of EAT&FOODS Co., Ltd. (current)
Jun. 2022	Appointed as Representative Director, President, COO (current)

Reasons for Nomination as Director

As the Company's Representative Director, President, COO (Chief Operating Officer), Mr. Nakata has made significant contributions to strengthening the business operating system and has rich experience and achievements in the food and other industries, and is expected to lead the Company's overall management going forward. For these reasons, Mr. Nakata has been found to be qualified to continue as a Director.

Nominee
No.

3

Takeshi Uetsuki

(Date of birth: Jul. 13, 1972)

Re-election



No. terms of office as
Director

16 years and 11 months

Number of shares held in the
Company

74,824 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Apr. 1995	Joined the Company
Jun. 2006	Appointed as Director
Apr. 2019	Appointed as Managing Director
Oct. 2020	Appointed as Director Appointed as Representative Director, President of OSAKA-OHSHO Co., Ltd. (current)
Jun. 2022	Appointed as Managing Director (current)

Reasons for Nomination as Director

In addition to his track record of supervising the Group's restaurant operations, Mr. Uetsuki has a deep familiarity with overseas businesses and franchise operations, and accordingly, Mr. Uetsuki has been found to be qualified to continue as a Director.

Nominee
No.

4

Hiroshi Yamamoto

(Date of birth: Sept. 30, 1970)

Re-election



No. terms of office as
Director

5 years and 11 months

Number of shares held in the
Company

11,622 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Jan. 2007 Joined the Company
Jun. 2017 Appointed as Director, Executive Officer
Apr. 2019 Appointed as Director, Managing Executive Officer
Oct. 2020 Appointed as Director (current)
 Appointed as Director, Senior Executive Officer of EAT&FOODS Co., Ltd. (current)

Reasons for Nomination as Director

Mr. Yamamoto has a proven track record and a wealth of experience in supervising the production, purchasing, and logistics departments of the Group. For this reason, he has been found to be qualified to continue as a Director.

Nominee
No.

5

Takashi Shiiki

(Date of birth: Oct. 17, 1969)

New



No. terms of office as
Director

-

Number of shares held in the
Company

1,504 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Mar. 2010 Joined the Company
Apr. 2011 General Manager, Accounting Department, Administration Division
Apr. 2016 General Manager, Corporate Planning Department, Administration Division
Apr. 2017 General Manager, Corporate Planning Office
Jun. 2019 Appointed as Director (Audit Committee Member) (current)

Reasons for Nomination as Director

Mr. Shiiki has a proven track record and a wealth of experience in the Company's administration and corporate planning departments and the finance and accounting departments as well as his experience in overall corporate management from an independent perspective as a Director (Audit Committee Member). For this reason, Mr. Shiiki has been found to be qualified as a Director.



No. terms of office as
Director

1 year

Number of shares held in the
Company

-

Career summary, positions, and responsibility at the Company (material concurrent situations)

Apr. 1989	Joined Motorola, Inc.
Jun. 1991	Joined The Boston Consulting Group K.K.
Jan. 2007	Joined Globis Corporation
Apr. 2014	Professor of Globis University Graduate School of Management (current)
Jul. 2014	Managing Director, General Manager, Corporate Administration Division of Globis Corporation
Jul. 2019	Senior Faculty Director, Faculty Division of Globis Corporation (current)
	Leader, Organization and HR Research Group of Globis Corporation (current)
May 2022	Appointed as Outside Director of the Company (current)

Reasons for Nomination as Outside Director and Expected Roles

With her extensive experience with diversity, work-style reform, and the promotion of DX in the management division, Ms. Hayashi is expected to participate in management from an objective viewpoint with an independent perspective. She has been found to be qualified to continue as an Outside Director based on her rich experience and knowledge in order for the Company Group to continuously improve its corporate value going forward.

(Notes)

1. There is no conflict of interest between the Company and any nominee.
2. Ms. Kyoko Hayashi is a nominee as an Outside Director. Her name in the family register is Kyoko Otani.
3. The term of office as Outside Director of the Company for Ms. Kyoko Hayashi will be one year as of the conclusion of the Annual General Meeting of Shareholders.
4. If Ms. Kyoko Hayashi is appointed as an Outside Director, the Company plans to renew a contract for limitation of liability with her in accordance with Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for an Outside Director under such contract will be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has concluded a directors' and officers' liability insurance contracts with an insurance company, and each nominee, if appointed as a Director, will be insured by such insurance policy. Please refer to 4-7 Matters Concerning Liability Insurance Contracts for Officers, etc. of the Business Report for an outline of the contents of the insurance policy. The Company plans to renew the insurance policy with the same contents at the time of the next renewal.
6. The Company has submitted a filing with the Tokyo Stock Exchange designating Ms. Kyoko Hayashi as an Independent Officer.

Proposal 3

Election of Three (3) Directors who are Audit Committee Members

At the conclusion of the Annual General Meeting of Shareholders, the term of office of all the three (3) Directors who are Audit Committee Members will expire. Accordingly, the Company proposes the election of three (3) Directors who are Audit Committee Members. The Audit Committee has approved this proposal. The nominees for Directors who are Audit Committee Members are as follows.

Nominee
No.

1

So Kakihara

(Date of birth: Apr. 20, 1974)

New



No. terms of office as
Director

Number of shares held in the
Company

700 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Jan. 2010 Joined the Company

Apr. 2016 Appointed as Group Manager, Legal Group, Human Resources & General Affairs Department, Administration Division (current)

Reasons for Nomination as Director

With his wealth of knowledge concerning legal affairs and compliance, his involvement in the listing of the Company's shares and its organizational restructuring to a holding company, as well as his many years' experience in general legal affairs, Mr. Kakihara is expected to strengthen governance throughout the entire Group. For these reasons, Mr. Kakihara has been found to be qualified as a Director.

Nominee
No.

2

Mitsuhiro Nishikimi

(Date of birth: May 13, 1963)

Outside Director

Re-election



No. terms of office as
Director

7 years and 11 months

Number of shares held in the
Company

5,200 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Apr. 1988 Joined Eiwa Audit Corporation (英和監査法人)

Oct. 1990 Retired from Eiwa Audit Corporation (英和監査法人)

Mar. 1991 Registered as certified public accountant; appointed as representative of Mitsuhiro Nishikimi Certified Public Accountant Office (current)

Jun. 2008 Appointed as the Company's Auditor

Jun. 2015 Appointed as the Company's Outside Director (Audit Committee Member) (current)

Jun. 2017 Outside Auditor of MATSUYA R&D Corporation (current)

Sept. 2019 Auditor of Matsuya R&D (Vietnam) Co., Ltd. (current)

Reasons for Nomination as Outside Director and Expected Roles

With his abundant practical experience as a certified public accountant and his considerable knowledge concerning finance and accounting, Mr. Nishikimi has been serving as an Outside Director with an independent perspective.

It is expected that Mr. Nishikimi will continue to provide accurate advice about the Company's overall management from an independent perspective based on his expertise in finance and accounting and will strengthen the Company's audit system. For these reasons, we would like Mr.

Nishikimi to continue as an Outside Director (Member of the Audit Committee).

Nominee
No.

3

Yoshifumi
Ikeda

(Date of birth: Aug.
29, 1962)

Outside Director

Re-election



No. terms of office as
Director

7 years and 11 months

Number of shares held in the
Company

5,200 shares

Career summary, positions, and responsibility at the Company (material concurrent situations)

Mar. 1987	Passed the bar examination
Apr. 1990	Registered as a lawyer Joined Eiko Sogo Law Office
Jan. 2003	Appointed as Managing Partner of Eiko Sogo Law Office (current)
Jun. 2009	Appointed as Auditor of the Company
Jun. 2013	Appointed as Auditor of Yagi & Co., Ltd.
Jun. 2015	Appointed as Outside Director (Audit Committee Member) of the Company (current)
Jun. 2017	Appointed as Outside Director of Yagi & Co., Ltd. (Audit Committee Member) (current)

Reasons for Nomination as Outside Director and Expected Roles

With his wealth of practical experience as a lawyer and his broad legal knowledge and insight, Mr. Ikeda has been bringing an independent perspective to his role as an Outside Director.

It is expected that Mr. Ikeda will continue to provide accurate advice concerning the Company's overall management from an independent perspective based on his expertise in legal affairs and compliance, thereby strengthening the audit system. For these reasons, we would like Mr. Ikeda to continue as an Outside Director (Member of Audit Committee).

(Notes)

1. There is no conflict of interest between the Company and this nominee.
2. Mr. Mitsuhiro Nishikimi and Mr. Yoshifumi Ikeda are nominees for Outside Directors.
3. The terms of office of Mr. Mitsuhiro Nishikimi and Mr. Yoshifumi Ikeda as Outside Directors (Members of Audit Committee) of the Company will be 7 years and 11 months as of the conclusion of the Annual General Meeting of Shareholders.
4. If Mr. Mitsuhiro Nishikimi and Mr. Yoshifumi Ikeda are appointed as a Director who are members of the Audit Committee, the Company plans to renew a contract for limitation of liability with him in accordance with Article 427, Paragraph 1 of the Companies Act. In addition, if Mr. So Kakahara assumes office as a Director who is a member of the Audit Committee, the Company plans to enter into a contract for limitation of liability with him with the same as that of the 2 individuals [mentioned in the preceding sentence]. The maximum amount of liability for an Outside Director who is a member of the Audit Committee under such contract will be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has concluded a directors' and officers' liability insurance contracts with an insurance company, and each nominee, if

appointed as a Director, will be insured by such insurance policy. Please refer to 4-7 Matters Concerning Liability Insurance Contracts for Officers, etc. of the Business Report for an outline of the contents of the insurance policy. The Company plans to renew the insurance policy with the same contents at the time of the next renewal.

6. The Company has submitted a filing with the Tokyo Stock Exchange designating Mr. Mitsuhiro Nishikimi and Mr. Yoshifumi Ikeda as Independent Officers.

(Reference) Skill Matrix of Members of the Board of Directors after the 46th Annual General Meeting of Shareholders

The following table represents the structure and the particular expertise and experience of the Directors if Proposal 2 and Proposal 3 are approved.

Name	Business Management Business Strategy	Marketing	Food Business	Food Manufacturing, Technology Research & Development	Eating Out	Finance Accounting	Human Resources Labor Relationship HR Development	Legal Risk Management	International Experience	ESG Sustainability
Chairman and Representative Director, CEO Naoki Fumino	●				●					●
Representative Director, President, COO Hiroyasu Nakata	●		●	●						
Managing Director Takeshi Uetsuki	●	●			●				●	
Director Hiroshi Yamamoto		●		●						
Director Takashi Shiiki (New)						●		●		
Director (Outside) Kyoko Hayashi							●		●	●
Director, Member of Audit Committee So Kakihara (New)								●		
Director, Member of Audit Committee (Outside) Mitsuhiko Nishikimi						●				
Director, Member of Audit Committee (Outside) Yoshifumi Ikeda								●	●	

(Note) The list above does not represent all the experience and expertise possessed by each individual.

Proposal 4

Election of One (1) Director who is a Substitute Member of the Audit Committee to Fill a Vacancy

Since the effect of the election of substitute Audit Committee Member, Director Go Morita, who was elected at the 45th Annual General Meeting of Shareholders held on May 27, 2022, will lapse as of the opening of this Annual General Meeting of Shareholders, the Company proposes electing one (1) Director who is a substitute Audit Committee Member in advance as a substitute for all Directors who are Audit Committee Members in the event that the number of Directors who are Audit Committee Members falls short of the number required by law.

In electing nominees to become substitute members for Outside Directors, the Board of Directors made a decision based on the deliberations of the Nomination and Remuneration Committee (a majority of whose members are Outside Directors) was consulted. With respect to the validity of this election, the appointment may be revoked by a resolution of the Board of Directors with the approval of the Audit Committee and based on the deliberations of the Nomination and Remuneration Committee, but only prior to the assumption of office. The Audit Committee has approved this proposal. In addition, each Director who is a member of the Audit Committee considered this proposal and expressed no opinion.

The nominee for Director who is a substitute Audit Committee Member is as follows.

Yukari Ikeno

(Date of birth: May 10, 1966)

Outside Director



Number of shares held in the Company

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Career summary (material concurrent situations)

- Apr. 1996 Registered as a lawyer
- Apr. 1996 Joined Eiko Sogo Law Office
- Jan. 2001 Appointed as Partner of Eiko Sogo Law Office
- Jan. 2003 Became a member of Eiko Sogo Law Office (current)

Reasons for Nomination as Substitute Outside Director and Expected Roles

Based on her high degree of expertise in the legal field as an attorney, Ms. Ikeno is expected to make suitable recommendations from the viewpoint of reasonableness and appropriateness in the Company's decision-making regarding the execution of business operations, and accordingly, the Company has determined that Ms. Ikeno is qualified to serve as an Outside Director who is a substitute member of the Audit Committee. Although Ms. Ikeno has not been directly involved in the management of a company, except as an Outside Director and Audit Committee Member, the Company believes that she is able to appropriately perform her duties as an Outside Director for the reasons in the preceding sentence.

(Notes)

1. There is no conflict of interest between the Company and this nominee.
2. Ms. Yukari Ikeno is a nominee for a substitute Outside Director.
3. If Ms. Yukari Ikeno is appointed as a Director who is a member of the Audit Committee, the Company plans to enter into a contract for limitation of liability with her in accordance with Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for an Outside Director under such contract will be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
4. The Company will enter into a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and will cover the damages and expenses to be borne by the insured under such insurance policy. If Ms. Yukari Ikeno is appointed as an Outside Director, who is a member of the Audit Committee, she will be included as an insured under such insurance policy.
5. Ms. Yukari Ikeno satisfies the requirements for Independent Officers as stipulated by the Tokyo Stock Exchange, and, if appointed as an

Outside Director, who is a member of the Audit Committee, the Company plans to submit a filing with the Tokyo Stock Exchange designating her as an Independent Officer.

End