

Note: This document is a partial translation of the Notice of the 14th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 2269

Sent date: June 6, 2023

Start date of measures for electronic provision: May 31, 2023

Dear Shareholders,

Kazuo Kawamura
CEO, President and Representative
Director

Meiji Holdings Co., Ltd.

4-16, Kyobashi 2-chome, Chuo-ku,
Tokyo

Notice of the 14th Ordinary General Meeting of Shareholders

We hereby notify you that the 14th Ordinary General Meeting of Shareholders of Meiji Holdings Co., Ltd. (the “Company”) will be held as described below. In order to prevent the spread of illness, please refrain from attending if you are not feeling well on the day of the meeting.

You may exercise your voting rights by mail or via the Internet. In that case, please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5:40 p.m. on Wednesday, June 28, 2023.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (the matters subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 14th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

https://www.meiji.com/investor/stock_info/shareholders_meeting/ (in Japanese)

In addition to posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name (Meiji Holdings) or securities code (2269), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

Details

1. Date and Time: Thursday, June 29, 2023, at 10:00 a.m.
Reception for attendees begins at 9:00 a.m.
2. Place: Convention Hall, B2F, The Prince Park Tower Tokyo
8-1, Shiba-koen 4-chome, Minato-ku, Tokyo
3. Purpose of the Meeting
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 14th Fiscal Year (from April 1, 2022 to March 31, 2023), as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the 14th Fiscal Year (from April 1, 2022 to March 31, 2023)
Matters to be resolved:
 - Proposal 1: Election of Nine (9) Members of the Board
 - Proposal 2: Election of One (1) Substitute Audit & Supervisory Board Member

4. Guide to Exercising Voting Rights, etc.

You can exercise your voting rights by three methods described below.

If you attend the meeting:

You are kindly requested to present the Voting Form to the receptionist when you attend the meeting.

Date and Time: Thursday, June 29, 2023, at 10:00 a.m.

(Reception for attendees begins at 9:00 a.m.)

Place: Convention Hall, B2F, The Prince Park Tower Tokyo
8-1, Shiba-koen 4-chome, Minato-ku, Tokyo

If you exercise your voting rights by mail:

If you exercise your voting rights by mail, indicate your approval or disapproval for each proposal on the Voting Form and send it to the Company to arrive by the deadline for exercising voting rights.

Deadline for exercising voting rights: 5:40 p.m. on Wednesday, June 28, 2023

If you exercise your voting rights via the Internet:

If you exercise your voting rights via the Internet, access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>), and exercise your voting rights by following the instructions on the display by the deadline for exercising voting rights.

Deadline for exercising voting rights: 5:40 p.m. on Wednesday, June 28, 2023

- If you do not indicate your approval or disapproval for each proposal on the Voting Form, you will be deemed to have indicated your approval.
- When voting rights are exercised in duplicate, both by mail and via the Internet, the vote cast via the Internet shall be deemed effective. Furthermore, when voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.
- You may name one (1) shareholder who holds voting rights of the Company to act as a proxy and exercise your voting rights. Please note that the proxy will be required to submit a document evidencing his or her right of proxy.
- The system for providing informational materials for the General Meeting of Shareholders in electronic format went into effect on September 1, 2022 in accordance with the amendment of the Companies Act. Considering that this is the first shareholders' meeting subject to the system, the Company is sending this document containing the matters subject to measures for electronic provision uniformly regardless of whether or not you requested delivery of paper-based documents. Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 17, Paragraph 2 of the Articles of Incorporation of the Company, the following matters are not provided in this document. Accordingly, this document is a part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing the audit reports.
 1. System to ensure appropriateness of operations and its implementation status in the Business Reports
 2. Consolidated statement of changes in equity and Notes to the Consolidated Financial Statements
 3. Non-consolidated statement of changes in equity and Notes to the Non-Consolidated Financial Statements
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website.
- Business reports and other discussion materials to be presented on the date of the 14th Ordinary General Meeting of Shareholders will be posted on the Company's website on the Internet around one week prior to the meeting.
- If there are any changes in the operation of the Ordinary General Meeting of Shareholders, the Company will announce such changes on the Company's website on the Internet.

The Company's website: https://www.meiji.com/investor/stock_info/shareholders_meeting/ (in Japanese)

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

For Institutional Investors

If you apply to use the "Voting Rights Electronic Exercise Platform" operated by ICJ, Inc. in advance, you can use the platform for exercising your voting rights.

End

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Election of Nine (9) Members of the Board

The terms of office of all nine (9) Members of the Board will expire at the conclusion of this meeting. Accordingly, we propose to elect nine (9) Members of the Board.

The candidates for Member of the Board are as follows:

No.	Name	Current positions	Responsibilities, etc.	
1	Kazuo Kawamura	Representative Director	CEO, President (Corporate Development Dept., Group HR Strategy Dept., Intellectual Property Dept., and Wellness Science Labs) Member of the Board, Meiji Member of the Board, Meiji Seika Pharma	<input type="checkbox"/> Reelection
2	Daikichiro Kobayashi	Member of the Board	COO (Pharmaceutical Segment), Executive Officer President and Representative Director, Meiji Seika Pharma Chairman and Representative Director, KM Biologics	<input type="checkbox"/> Reelection
3	Katsunari Matsuda	Member of the Board	COO (Food Segment), Executive Officer President and Representative Director, Meiji	<input type="checkbox"/> Reelection
4	Koichiro Shiozaki	Member of the Board	CFO, Senior Managing Executive Officer (Corporate Administration Dept., IFRS Management Dept., and Risk Management Dept.) Member of the Board, Meiji Seika Pharma Member of the Board, KM Biologics	<input type="checkbox"/> Reelection
5	Jun Furuta	Member of the Board	CSO, Senior Managing Executive Officer (Corporate Communication Dept. and Sustainable Management Dept.) Member of the Board, Meiji	<input type="checkbox"/> Reelection
6	Mariko Matsumura	Outside Member of the Board		<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Female
7	Masaya Kawata	Outside Member of the Board		<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
8	Michiko Kuboyama	Outside Member of the Board		<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Female
9	Peter D. Pedersen	Outside Member of the Board		<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent

Policies and Procedures for Nominating Candidate for Member of the Board

1. Candidates for Members of the Board are chosen at the Board of Directors after consulting with the Nomination Committee and are appointed as Members of the Board at the General Meeting of Shareholders.
2. Candidates for Member of the Board are chosen considering diversity such as their nationality, gender, or age, and are nominated for their advanced knowledge and expertise in fields needed to realize the Meiji Group Vision 2026. These fields include areas such as management strategy, global business, sales and marketing, finance and accounting, HR and diversity, legal affairs and risk management, corporate communication, and sustainability.
3. We nominate persons who are major executives and are Members of the Board in major operating companies. All such candidates must have the following qualities:
 - Extensive experience
 - Specialist expertise
 - Business sense
 - Upstanding character
 Also, we nominate persons who can steer the Group toward sustainable growth based on the past achievement.
 To implement our corporate philosophy and promote our corporate value, we look for the following qualities:
 - Effective decision-making ability: Transparent bold business decisions swiftly and impartially.
 - Group management: Achieve optimal group-wide management.
4. We nominate candidates for Independent Outside Member of the Board with the following qualities:
 - Ability to analyze the company's business operations objectively and from multiple perspectives
 - Character, insight, and ability to take on the role of an Independent Outside Member of the Board
 All such candidates must meet our Criteria for Independence.
5. Decisions on the reappointment of Members of the Board are subject to substantive deliberations by the Nomination Committee regarding the person's effectiveness in fulfilling their required duties on the Board of Directors.
6. The removal of a Member of the Board shall involve appropriate deliberations by the Nomination Committee before a final decision is made by the Board of Directors. The removal of Members of the Board is conducted in accordance with provisions stipulated in relevant law.

Skills Matrix of Candidates for Member of the Board

	Expertise/Background							
	Management strategy	Global business	Sales and marketing	Finance and accounting	HR and diversity	Legal affairs and risk management	Corporate communication	Sustainability
Kazuo Kawamura	●		●		●		●	●
Daikichiro Kobayashi	●		●				●	
Katsunari Matsuda	●		●				●	
Koichiro Shiozaki	●			●		●		
Jun Furuta	●	●		●			●	●
Mariko Matsumura					●	●		
Masaya Kawata	●	●			●			●
Michiko Kuboyama	●		●		●		●	
Peter D. Pedersen	●	●			●			●

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company	Number of the Company's shares held
1	<p>Kazuo Kawamura (August 25, 1953)</p> <p><u>Reelection</u></p> <p>Attendance at meetings of Board of Directors: 19/19</p>	<p>April 1976 Joined Meiji Dairies</p> <p>June 2007 Director, Meiji Dairies</p> <p>June 2009 Executive Officer, Meiji Dairies</p> <p>June 2010 Director, Meiji Dairies</p> <p>June 2010 Managing Executive Officer, Meiji Dairies</p> <p>April 2011 Member of the Board, Meiji (incumbent)</p> <p>April 2011 Senior Managing Executive Officer, Meiji</p> <p>June 2012 Representative Director, Meiji</p> <p>June 2012 President, Meiji</p> <p>June 2012 Member of the Board, the Company (incumbent)</p> <p>June 2018 Member of the Board, Meiji Seika Pharma (incumbent)</p> <p>June 2018 Representative Director, the Company (incumbent)</p> <p>June 2018 President, the Company (incumbent)</p> <p>April 2019 President (Co-Creation Center), the Company</p> <p>June 2020 CEO, the Company (incumbent)</p> <p>June 2020 President (Corporate Development Dept.), the Company (incumbent)</p> <p>April 2021 President (Group HR Strategy Dept.), the Company (incumbent)</p> <p>April 2023 President (Intellectual Property Dept.), the Company (incumbent)</p> <p>April 2023 President (Wellness Science Labs), the Company (incumbent)</p>	100,962
<p>[Significant concurrent positions]</p> <p>Member of the Board, Meiji Member of the Board, Meiji Seika Pharma Chairperson, Japan Dairy Association (J-Milk) Chairperson, Japan Food Industry Association (JFIA) President, Japan Advertisers Association Inc.</p> <p>[Reason for nomination as candidate for Member of the Board]</p> <p>Kazuo Kawamura has experience and achievements in various areas of the Group, including corporate development, sales and PR, and has vigorously promoted the structural reform of the food business after the business reorganization. He assumed the position of President and Representative Director of Meiji in 2012, and the position of President and Representative Director of the Company in 2018, and has assumed the position of CEO, President and Representative Director of the Company since 2020, handling the management of the Group. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his abundant experience and achievements.</p>			

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company	Number of the Company's shares held
2	Daikichiro Kobayashi (August 21, 1954) <u>Reelection</u> Attendance at meetings of Board of Directors: 19/19	<p>April 1979 Joined Meiji Seika</p> <p>June 2010 Executive Officer, Meiji Seika</p> <p>April 2011 Executive Officer, Meiji Seika Pharma</p> <p>June 2013 Member of the Board, Meiji Seika Pharma (incumbent)</p> <p>June 2013 Managing Executive Officer, Meiji Seika Pharma</p> <p>June 2014 Representative Director, Meiji Seika Pharma (incumbent)</p> <p>June 2014 President, Meiji Seika Pharma (incumbent)</p> <p>June 2014 Member of the Board, the Company (incumbent)</p> <p>June 2020 Executive Officer, the Company (incumbent)</p> <p>June 2020 COO (Pharmaceutical Segment), the Company (incumbent)</p> <p>June 2021 Chairman and Representative Director, KM Biologics (incumbent)</p>	36,559
<p>[Significant concurrent positions]</p> <p>President and Representative Director, Meiji Seika Pharma Chairman and Representative Director, KM Biologics</p> <p>[Reason for nomination as candidate for Member of the Board]</p> <p>Daikichiro Kobayashi has experience and achievements in various areas of the Group, including sales strategy, distribution policy, and pharmaceutical information management. He assumed the position of Executive Officer, Marketing Planning Strategy Department of Meiji Seika in 2010, the position of Executive Officer of Meiji Seika Pharma in 2011, the position of Member of the Board and Managing Executive Officer of Meiji Seika Pharma in 2013 and the position of President and Representative Director of Meiji Seika Pharma in 2014. Since 2020, he has assumed the position of COO, the Member of the Board and Executive Officer of the Company, handling corporate management as the head of the pharmaceutical segment. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his abundant experience and achievements.</p>			

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company	Number of the Company's shares held
3	<p>Katsunari Matsuda (August 25, 1957)</p> <p><u>Reelection</u></p> <p>Attendance at meetings of Board of Directors: 19/19</p>	<p>April 1980 Joined Meiji Dairies</p> <p>June 2012 Executive Officer, Meiji</p> <p>June 2015 Managing Executive Officer, Meiji</p> <p>June 2017 Member of the Board, Meiji (incumbent)</p> <p>June 2017 Senior Managing Executive Officer, Meiji</p> <p>June 2018 Representative Director, Meiji (incumbent)</p> <p>June 2018 President, Meiji (incumbent)</p> <p>June 2018 Member of the Board, the Company (incumbent)</p> <p>June 2020 Executive Officer, the Company (incumbent)</p> <p>June 2020 COO (Food Segment), the Company (incumbent)</p>	35,451
	<p>[Significant concurrent positions]</p> <p>President and Representative Director, Meiji President and Representative Director, Japan Dairy Trade Co., Ltd. Chairman, Chocolate and Cocoa Association of Japan Chairperson, Japan Ice Cream Association Chairman, Japan Dairy Industry Association</p> <p>[Reason for nomination as candidate for Member of the Board]</p> <p>Katsunari Matsuda has experience and achievements in various business areas of the Group, including fresh dairy, processed food, confectionery and nutritionals. He assumed the position of Executive Officer, Consumer Products Department of Meiji in 2012, the position of Managing Executive Officer of Meiji in 2015, the position of Member of the Board and Senior Managing Executive Officer of Meiji in 2017, and the position of President and Representative Director of Meiji in 2018. Since 2020, he has assumed the position of COO, Member of the Board and Executive Officer of the Company, handling corporate management as the head of the food segment. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his abundant experience and achievements.</p>		
4	<p>Koichiro Shiozaki (August 22, 1954)</p> <p><u>Reelection</u></p> <p>Attendance at meetings of Board of Directors: 19/19</p>	<p>April 1978 Joined Meiji Dairies</p> <p>April 2011 Executive Officer, Meiji</p> <p>June 2015 Member of the Board, the Company (incumbent)</p> <p>June 2015 Executive Officer, the Company</p> <p>June 2015 General Manager, Financial & Accounting Dept., the Company</p> <p>June 2017 Managing Executive Officer, the Company</p> <p>April 2020 Managing Executive Officer (Financial & Accounting Dept.), the Company</p> <p>June 2020 Member of the Board, KM Biologics (incumbent)</p> <p>June 2020 Member of the Board, Meiji Seika Pharma (incumbent)</p> <p>June 2020 Senior Managing Executive Officer, the Company (incumbent)</p> <p>June 2020 CFO, the Company (incumbent)</p> <p>June 2020 Senior Managing Executive Officer (HR & General Affairs Dept.), the Company</p> <p>April 2021 Senior Managing Executive Officer (Corporate Administration Dept.), the Company (incumbent)</p> <p>April 2021 Senior Managing Executive Officer (Risk Management Dept.), the Company (incumbent)</p> <p>April 2023 Senior Managing Executive Officer (IFRS Management Dept.), the Company (incumbent)</p>	36,095
	<p>[Significant concurrent positions]</p> <p>Member of the Board, Meiji Seika Pharma Member of the Board, KM Biologics</p> <p>[Reason for nomination as candidate for Member of the Board]</p> <p>Koichiro Shiozaki has experience and achievements in various areas of the Group, including accounting, budget control, and general affairs. He assumed the position of Executive Officer, Administration Department of Meiji in 2011, the position of Member of the Board and Executive Officer, Financial & Accounting Department of the Company in 2015, and the position of Managing Executive Officer of the Company in 2017. Since 2020, he has assumed the position of CFO, Member of the Board and Senior Managing Executive Officer of the Company. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his abundant experience and achievements.</p>		

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company	Number of the Company's shares held
5	<p>Jun Furuta (August 17, 1957)</p> <p><u>Reelection</u></p> <p>Attendance at meetings of Board of Directors: 19/19</p>	<p>April 1981 Joined Meiji Seika</p> <p>June 2013 Executive Officer, Meiji</p> <p>June 2014 Member of the Board, the Company (incumbent)</p> <p>June 2014 Executive Officer, the Company</p> <p>June 2014 General Manager, PR & IR Dept., the Company</p> <p>June 2018 Managing Executive Officer, the Company</p> <p>October 2019 Managing Executive Officer (Sustainable Management Dept.), the Company (incumbent)</p> <p>April 2020 Managing Executive Officer (PR & IR Dept.), the Company</p> <p>June 2020 Member of the Board, Meiji (incumbent)</p> <p>June 2020 Senior Managing Executive Officer, the Company (incumbent)</p> <p>June 2020 CSO, the Company (incumbent)</p> <p>April 2022 Senior Managing Executive Officer (Corporate Communication Dept.), the Company (incumbent)</p>	21,794
<p>[Significant concurrent positions]</p> <p>Member of the Board, Meiji</p> <p>[Reason for nomination as candidate for Member of the Board]</p> <p>Jun Furuta has experience and achievements in various areas of the Group, including corporate development, accounting, PR, and as accounting manager of U.S. subsidiaries. He assumed the position of Executive Officer, PR Department of Meiji in 2013, the position of Member of the Board, Executive Officer, PR & IR Department of the Company in 2014, and the position of Managing Executive Officer of the Company in 2018. Since 2020, he has assumed the position of CSO, Member of the Board and Senior Managing Executive Officer of the Company. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his abundant experience and achievements.</p>			
6	<p>Mariko Matsumura (September 24, 1959)</p> <p><u>Reelection</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p><u>Female</u></p> <p>Attendance at meetings of Board of Directors: 17/19</p>	<p>April 1988 Admitted to the bar in Japan as Attorney at Law (Dai-Ichi Tokyo Bar Association)</p> <p>April 1988 Joined Braun Moriya Hoashi & Kubota</p> <p>February 1994 Joined Ryudo Sogo Law Offices</p> <p>January 2006 Joined Shinwa Sogo Law Offices (incumbent)</p> <p>June 2018 Outside Member of the Board, the Company (incumbent)</p> <p>April 2022 President, Dai-Ichi Tokyo Bar Association</p> <p>April 2022 Vice President, Japan Federation of Bar Associations</p>	1,477
<p>[Significant concurrent positions]</p> <p>Attorney at Law Outside Statutory Auditor, Fund Creation Group Co., Ltd.</p> <p>[Reason for nomination as candidate for Outside Member of the Board and overview of expected roles]</p> <p>Mariko Matsumura has a prolific career as an attorney at law. We propose her election as an Outside Member of the Board so that she can advise the Group's management from a sophisticated and professional perspective, and appropriately supervise the execution of its business operations, thereby contributing significantly to enhancing our corporate governance. While she has not been involved in corporate management in the past, except as an Outside Member of the Board or an Outside Audit & Supervisory Board Member, we have concluded that she will be able to perform her duties appropriately as an Outside Member of the Board for the reasons mentioned above.</p>			

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company		Number of the Company's shares held	
7	Masaya Kawata (April 20, 1952) <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent Attendance at meetings of Board of Directors: 19/19	April	1975	Joined Nisshinbo Industries, Inc. (currently Nisshinbo Holdings Inc.)	1,316
		June	2006	Managing Officer, Nisshinbo Industries, Inc.	
		June	2007	Director, Nisshinbo Industries, Inc.	
		April	2009	President and Representative Director of Nisshinbo Brake Inc.	
		June	2010	Executive Managing Officer, Nisshinbo Holdings Inc.	
		June	2011	President and Representative Director, Nisshinbo Chemical Inc.	
		June	2012	Senior Executive Managing Officer, Nisshinbo Holdings Inc.	
		June	2012	President and Representative Director, Nisshinbo Mechatronics Inc.	
		June	2013	President and Representative Director, Nisshinbo Holdings Inc.	
		March	2019	Chairman and Representative Director, Nisshinbo Holdings Inc.	
		June	2021	Outside Member of the Board, the Company (incumbent)	
		March	2022	Chairman and Director, Nisshinbo Holdings Inc.	
	[Significant concurrent positions] Outside Director, Central Glass Co., Ltd. [Reason for nomination as candidate for Outside Member of the Board and overview of expected roles] Masaya Kawata has abundant management experience, a solid track record, and broad insights from promoting group and global management as President and Representative Director and as Chairman and Representative Director of Nisshinbo Holdings Inc. We propose his election as an Outside Member of the Board, expecting that he will contribute significantly to enhancing our corporate governance by providing helpful advice on the Group's management and appropriately supervising the execution of its business operations.				
8	Michiko Kuboyama (April 16, 1956) <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Female Attendance at meetings of Board of Directors: 19/19	April	1980	Joined Kao Soap Co., Ltd. (currently Kao Corporation)	658
		April	2006	General Manager, Products Public Relations Department, Kao Corporation	
		April	2011	General Manager, Products Public Relations Center, Kao Corporation	
		May	2016	Communication Fellow, Lifestyle Research Department, Kao Corporation	
		June	2021	Outside Member of the Board, the Company (incumbent)	
	[Significant concurrent positions] External Director, Kids Smile Holdings Inc. Outside Director, Sumitomo Mitsui Banking Corporation Outside Director, Kura Sushi, Inc. [Reason for nomination as candidate for Outside Member of the Board and overview of expected roles] Michiko Kuboyama assumed the positions of General Manager, Products Public Relations Center and Communication Fellow, Lifestyle Research Department at Kao Corporation, and thus, has a wealth of experience in product development and marketing. We propose her election as an Outside Member of the Board, expecting that she will contribute significantly to enhancing our corporate governance by providing helpful advice on the Group's management and appropriately supervising the execution of its business operations from a diversity of perspectives, including those of consumers. While she has not been involved in corporate management in the past, except as an Outside Member of the Board or an Outside Audit & Supervisory Board Member, we have concluded that she will be able to perform her duties appropriately as an Outside Member of the Board for the reasons mentioned above.				

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company	Number of the Company's shares held
9	Peter D. Pedersen (November 29, 1967) <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> Attendance at meetings of Board of Directors: 14/14 (after assumption of office)	September 2000 President, E-Square Inc. January 2015 Representative Director, Next Leaders' Initiative for Sustainability (NELIS) August 2020 Representative Director, NPO NELIS (incumbent) June 2022 Outside Member of the Board, the Company (incumbent)	242
<p>[Significant concurrent positions] Representative Director, NPO NELIS External Director, MARUI GROUP CO., LTD.</p> <p>[Reason for nomination as candidate for Outside Member of the Board and overview of expected roles] Since fiscal 2021, Peter D. Pedersen has provided advice on sustainability management to the Company as an outside expert on the Company's ESG Advisory Board. He has abundant experience at environmental and CSR consulting firms along with broad insights in sustainability management at the global level and training of next-generation leaders. We propose his election as an Outside Member of the Board, expecting that he will contribute significantly to enhancing our corporate governance by providing helpful advice on the Group's management and appropriately supervising the execution of its business operations based on the above experience and insights.</p>			

- Notes:
1. Since fiscal 2021, Peter D. Pedersen has received compensation as an outside expert on the Company's ESG Advisory Board. He is also Representative Director of NPO NELIS, and the Company participates in activities organized by NPO NELIS. In the latest fiscal year, that compensation and the participation fees paid by the Company amounted to less than 2 million yen, so he satisfies the Company's Criteria for Independence.
 2. There are no special interests between each candidate and the Company other than the above.
 3. Katsunari Matsuda is President and Representative Director of Japan Dairy Trade Co., Ltd. Japan Dairy Trade Co., Ltd. is an affiliated company of Meiji, and there are no special relationships between the Company and Japan Dairy Trade Co., Ltd.
 4. Mariko Matsumura, Masaya Kawata, Michiko Kuboyama, and Peter D. Pedersen are candidates for Outside Members of the Board pursuant to Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
 5. The name of Mariko Matsumura in the family register is Mariko Hosoi, and the name of Michiko Kuboyama in the family register is Michiko Iwasaki. The name of Peter D. Pedersen in the domiciliary register is Pedersen Peter David.
 6. Mariko Matsumura is currently an Outside Member of the Board of the Company. Her term of office as Outside Member of the Board will be five years as of the conclusion of this meeting. Masaya Kawata and Michiko Kuboyama are currently Outside Members of the Board of the Company. Their terms of office as Outside Members of the Board will be two years as of the conclusion of this meeting. Peter D. Pedersen is currently an Outside Member of the Board of the Company. His term of office as an Outside Member of the Board will be one year as of the conclusion of this meeting.
 7. The Company has notified the Tokyo Stock Exchange that Mariko Matsumura, Masaya Kawata, Michiko Kuboyama, and Peter D. Pedersen are Independent Officers as provided for in the regulations of the Tokyo Stock Exchange. If they are reelected as Members of the Board, the Company plans to designate them again as Independent Officers.
 8. The Company has concluded contracts which limit liability with Mariko Matsumura, Masaya Kawata, Michiko Kuboyama, and Peter D. Pedersen, as provided for in Article 423, Paragraph 1 of the Companies Act. Under the contract, liability is limited to the amount set by laws and regulations. If they are reelected as Members of the Board, the Company plans to continue the said contracts.
 9. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event of a claim for damages filed by a shareholder or a third party, the said insurance contract covers indemnities, including legal expenses to be borne by the insured. The insurance will cover all the candidates. The company plans to renew the contracts with the same details at the next renewal.
 10. Kazuo Kawamura will resign from the position of Chairperson of Japan Dairy Association (J-Milk) as of June 16, 2023, due to the expiration of his term of office.
 11. Mariko Matsumura will assume the position of Outside Audit & Supervisory Board Member of Komatsu Ltd. on June 21, 2023 and Outside Member of the Board of SODA NIKKA CO., LTD. on June 22, 2023.

12. The Company executed a two-for-one stock split for its common stock on April 1, 2023. The number of the Company's shares held by each candidate is the number of shares after the stock split.

Proposal 2: Election of One (1) Substitute Audit & Supervisory Board Member

In order to prepare for the case when the number of Audit & Supervisory Board Members stipulated by laws and regulations might be insufficient, we propose to elect one (1) Substitute Audit & Supervisory Board Member. The consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary		Number of the Company's shares held
Masakazu Komatsu (April 6, 1977)	October	2002	Admitted to the bar in Japan as Attorney at Law (Tokyo Bar Association)
	October	2002	Joined Mori Sogo Law Offices (currently Mori Hamada & Matsumoto)
	April	2007	Opened STW & Partners (currently SHIOMIZAKA)
	April	2014	Opened Komatsu Partners (currently Kotohira Partners) (incumbent)
	[Significant concurrent positions]		
Attorney at Law			

- Notes:
1. There are no special interests between Masakazu Komatsu and the Company.
 2. Masakazu Komatsu is an eligible candidate for Outside Audit & Supervisory Board Member pursuant to Article 2, Paragraph 3, Item 8 of the Regulation for Enforcement of the Companies Act.
 3. Because Masakazu Komatsu has a prolific career as an attorney at law and deep expertise in corporate legal affairs, we propose his election as a substitute for Outside Audit & Supervisory Board Member. While he has not been involved in corporate management in the past, except as an Outside Member of the Board or an Outside Audit & Supervisory Board Member, we have concluded that he will be able to perform his duties appropriately as an Outside Audit & Supervisory Board Member for the reasons mentioned above.
 4. If Masakazu Komatsu assumes office as Audit & Supervisory Board Member, the Company plans to notify the Tokyo Stock Exchange that he is an Independent Officer as provided for in the regulations of the Tokyo Stock Exchange.
 5. If Masakazu Komatsu assumes office as Audit & Supervisory Board Member, the Company plans to conclude a contract which limits liability with him as provided for in Article 423, Paragraph 1 of the Companies Act. Under the contract, liability is limited to the amount set by laws and regulations.
 6. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event of a claim for damages filed by a shareholder or a third party, the said insurance contract covers indemnities, including legal expenses to be borne by the insured. If Masakazu Komatsu assumes the position as Audit & Supervisory Board Member of the Company, he will be covered by the said insurance. The company plans to renew the contracts with the same details at the next renewal.

Criteria for Independence

The Company has established Criteria for Independence of Outside Members of the Board and Outside Audit & Supervisory Board Members (Criteria for Independence) as follows.

Details

When an Outside Member of the Board and an Outside Audit & Supervisory Board Member are independent, such Member shall not fall under any of the following categories.

1. A person who executes business of the Company or its subsidiary
2. A person who executes business of the Company's parent company or a fellow subsidiary
3. A party which has material business transactions with the Company or a person who executes business transactions of that party, or a major business partner of the Company, or a person who executes business transactions of that business partner
4. A consultant, an accounting expert, or a legal expert who receives a considerable amount of cash or other assets other than compensation as a Member of the Board or an Audit & Supervisory Board Member from the Company (when a party who receives such assets is an organization, such as a corporation or an association, this shall refer to a person who is associated with such organization)
5. A person who fell under category 1 above during the ten-year period prior to assuming the position
6. A person who fell under category 2, 3, or 4 above during the one-year period prior to assuming the position
7. A relative within the second degree of kinship of a person (excluding a person who does not have an important management position) who currently falls or fell under category 1, 2, 3, or 4 above during the one-year period prior to assuming the position

- Notes:
1. "A party which has material business transactions with the Company" is one that received payment from the Company during the latest fiscal year equivalent to 2% or more of the party's annual consolidated net sales or 100 million yen, whichever is greater.
 2. "A major business partner of the Company" is one that made payment to the Company during the latest fiscal year equivalent to 2% or more of the Company's annual consolidated net sales.
 3. "A consultant, an accounting expert, or a legal expert who receives a considerable amount of cash or other assets other than compensation as a Member of the Board or an Audit & Supervisory Board Member from the Company" is the one who received cash or assets from the Company during the latest fiscal year other than compensation as a Member of the Board or an Audit & Supervisory Board Member, equivalent to 2% or more of his/her consolidated net sales or 10 million yen, whichever is greater.

End