

To Shareholders,

6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
 McDonald's Holdings Company (Japan), Ltd.
 Representative Director, President Tamotsu Hiiro

Notice of Partial Withdrawal and Modification of Agenda for the 53rd Annual General Meeting of Shareholders

The Company hereby announces that, by resolution of its Board of Directors dated today, the Company has decided to withdraw part of "Resolution Item No. 2: Appointment of Five (5) Directors" to be proposed at the 53rd Annual General Meeting of Shareholders to be held on March 26, 2024 and, in conjunction with this, to amend part of "Resolution Item No. 4: Payment of Retirement Allowances to Retiring or Retired Audit & Supervisory Board Members, and Final Payment of Retirement Allowances to Outside Directors and Outside Audit & Supervisory Board Members due to the Abolition of the Retirement Allowance System".

Description

1. Reasons for Partial Withdrawal and Revision

Due to the resignation of Sarah L. Casanova (Candidate No. 1) from her candidacy for reappointment as director for personal reasons, the Board of Directors resolved today to withdraw Sarah L. Casanova as a candidate for director under Resolution Item No.2, and to partially revise the description of Resolution Item No.4.

2. Contents of the amendments due to partial withdrawal (amended portions are underlined).

Matters to be stated in the "Shareholders Meeting Reference Manual" in the "Notice of Convocation of the 53rd Annual General Meeting of Shareholders".

① Amendment to Resolution Item No. 2.

[Before Amendments]

Item No.2: Appointment of Five (5) Directors

The term of office of Director Ms. Sarah L. Casanova, Mr. Arosha Wijemuni, Mr. Jo Sempels, Mr. Masataka Ueda and Mr. Tetsu Takahashi will expire upon the conclusion of the Meeting. Accordingly, the Company proposes the appointment of five (5) Directors.

This agenda item was resolved by the Board of Directors after deliberation of the Nomination Committee, chaired by an independent Outside Director and the majority of whose members are independent Outside Directors.

The candidates are as follows:

(Reference) List of Candidates for Directors

Candidate No.	Name	Position/Responsibilities in the Company	Candidate Attributes
<u>1</u>	<u>Sarah L. Casanova</u>	<u>Representative Director and Chairperson of the Board</u>	

2	Newly appointed	Thomas Ko	—	
3	Reappointed	Jo Sempels	Outside Director	Outside
4	Reappointed	Masataka Ueda	Outside Director	Outside Independent
5	Reappointed	Tetsu Takahashi	Outside Director	Outside Independent

(omitted)

[After amendments]

Item No.2: Appointment of Four (4) Directors

The term of office of Director Ms. Sarah L. Casanova, Mr. Arosha Wijemuni, Mr. Jo Sempels, Mr. Masataka Ueda and Mr. Tetsu Takahashi will expire upon the conclusion of the Meeting. Accordingly, the Company proposes the appointment of four (4) Directors.

This agenda item was resolved by the Board of Directors after deliberation of the Nomination Committee, chaired by an independent Outside Director and the majority of whose members are independent Outside Directors.

The candidates are as follows:

(Reference) List of Candidates for Directors

Candidate No.	Name	Position/Responsibilities in the Company	Candidate Attributes
(deleted)	(deleted)	(deleted)	
2	Newly appointed Thomas Ko	—	
3	Reappointed Jo Sempels	Outside Director	Outside
4	Reappointed Masataka Ueda	Outside Director	Outside Independent
5	Reappointed Tetsu Takahashi	Outside Director	Outside Independent

(omitted)

[Others] The following modifications will be made in accordance with the above modifications.

- Deletion of the description of Sarah L. Casanova's biography, etc. on page 10 of the Shareholders' Meeting Reference Material in the Notice of Convocation of the 53rd Annual General Meeting of Shareholders
- Deletion of description about her in (Note) 1 and (Note) 2 on page 15 of the same material.
- Deletion of the description about her from the "(Reference) Skill matrix of Directors and

Audit & Supervisory Board Member after the end of the Meeting (tentative)” on page 21 of the same material.

② Amendment of Resolution Item No. 4

[Before Amendments]

Item No.4: Payment of Retirement Allowances to Retiring or Retired Audit & Supervisory Board Members, and Final Payment of Retirement Allowances to Outside Directors and Outside Audit & Supervisory Board Members due to the Abolition of the Retirement Allowance System.

In order to reward the retiring Audit & Supervisory Board Member, Mr. Takaaki Ishii who will retire as Audit & Supervisory Board Member at the conclusion of the Meeting due to the expiration of his term of office, the Company propose to pay retirement allowance within a reasonable amount in accordance with the standards prescribed by the Company for their services during his terms of office as Audit & Supervisory Board Member.

In addition, as part of the review of the executive compensation system, the Company resolved at the Board of Directors meeting held on January 11, 2024 to abolish the retirement allowances system for Outside Directors and Outside Audit & Supervisory Board Member as of March 31, 2024.

Accordingly, the Company propose making final payments of retirement allowance to Mr. Masataka Ueda and Mr. Tetsu Takahashi, both Outside Directors, and Mr. Yoshiyuki Honda, Audit & Supervisory Board Member, provided that Item No. 2 "Appointment of Five Directors" and Item No. 3 "Appointment of Three Audit & Supervisory Board Members" are approved and adopted in their original proposals, and to Mr. Akira Kawamura and Ms. Yuko Tashiro, both Outside Directors in office, and Ms. Makiko Hamabe, Audit & Supervisory Board Member in office, in order to reward them for their services from the time of their assumption of office until March 31, 2024.

(omitted)

Note: Mr. Jo Sempels, Outside Director and Ms. Ellen Caya, Audit & Supervisory Board Member, who will continue in office, subject to the approval of Proposal 2 "Appointment of Five (5) Directors" and Proposal 3 "Appointment of Three (3) Audit & Supervisory Board Members," as originally proposed, and Mr. Andrew Gregory, Outside Director, who is in office, are not eligible to receive the retirement allowance. Therefore, they are not subject to final payments to Outside Directors and Outside Audit & Supervisory Board Members in connection with the abolition of the retirement allowances system for Outside Directors and Outside Audit & Supervisory Board Members.

[After amendment]

Item No.4: Payment of Retirement Allowances to Retiring or Retired Audit & Supervisory Board Members, and Final Payment of Retirement Allowances to Outside Directors and Outside Audit & Supervisory Board Members due to the Abolition of the Retirement Allowance System.

In order to reward the retiring Audit & Supervisory Board Member, Mr. Takaaki Ishii who will retire as Audit & Supervisory Board Member at the conclusion of the Meeting due to the expiration of his term of office, the Company propose to pay retirement allowance within a reasonable amount in accordance with the standards prescribed by the Company for their services during his terms of office as Audit & Supervisory Board Member.

In addition, as part of the review of the executive compensation system, the Company resolved at the Board of Directors meeting held on January 11, 2024 to abolish the retirement allowances system for Outside Directors and Outside Audit & Supervisory Board Member as of March 31, 2024.

Accordingly, the Company propose making final payments of retirement allowance to Mr. Masataka Ueda and Mr. Tetsu Takahashi, both Outside Directors, and Mr. Yoshiyuki Honda,

Audit & Supervisory Board Member, provided that Item No. 2 "Appointment of Four Directors" and Item No. 3 "Appointment of Three Audit & Supervisory Board Members" are approved and adopted in their original proposals, and to Mr. Akira Kawamura and Ms. Yuko Tashiro, both Outside Directors in office, and Ms. Makiko Hamabe, Audit & Supervisory Board Member in office, in order to reward them for their services from the time of their assumption of office until March 31, 2024.

(omitted)

Note: Mr. Jo Sempels, Outside Director and Ms. Ellen Caya, Audit & Supervisory Board Member, who will continue in office, subject to the approval of Proposal 2 "Appointment of Four (4) Directors" and Proposal 3 "Appointment of Three (3) Audit & Supervisory Board Members," as originally proposed, and Mr. Andrew Gregory, Outside Director, who is in office, are not eligible to receive the retirement allowance. Therefore, they are not subject to final payments to Outside Directors and Outside Audit & Supervisory Board Members in connection with the abolition of the retirement allowances system for Outside Directors and Outside Audit & Supervisory Board Members.

In accordance with the above amendment, the voting rights for Resolution Item No.2 that have already been exercised via the Internet or in writing (by mail) will be deemed to be valid only for the four (4) candidates for Directors after the amendment due to the withdrawal. Similarly, with respect to the voting rights for Resolution Item No.2 exercised in the future, only the voting rights for the four (4) candidates for Directors after the amendment by withdrawal will be treated as valid. Shareholders who will not attend the meeting are requested to exercise their voting rights via the Internet or in writing (by mail) as they may continue to exercise their voting rights until 6:00 p.m. on March 25, 2024, which is the deadline for exercising voting rights.

End